

Babydoll Southdown Sheep Breeders Association and Registry (BSSBA)

Bylaws

June 2022

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Babydoll Southdown Sheep Breeders Association

Article 1

THE CORPORATION

The Corporation shall be known as and referred to herein as the BABYDOLL SHEEP BREEDERS' ASSOCIATION (BSSBA) - International

1.2 **CHARTER:** BSSBA shall be operated exempt from federal income tax as described in 501(c) 5, (the Internal Revenue Code of 1998.)

1.3 **LOCATION:** The principal and registered office of the BSSBA shall be located at such place as most recently designated by the Board of Directors of BSSBA.

Article II

PURPOSE AND GOALS

2.1 **PURPOSE:** The purpose of the Association shall be to establish and support the BABYDOLL SOUTHDOWN SHEEP BREEDERS ASSOCIATION

2.2 **GOALS:**

1. To engage in the education and promotion of BABYDOLL SOUTHDOWN sheep.
2. To register and keep pedigree records of all animals that qualify as BABYDOLL SOUTHDOWN Sheep according to the breed up rules of the Association.
3. To provide interested people with information about BABYDOLL SOUTHDOWN sheep and their products
4. To maintain high standards and promote quality BABYDOLL SOUTHDOWN sheep that meet those standards.
5. To promote interest in the BABYDOLL SOUTHDOWN breed of sheep wherever possible to attract new breeders for the conservation and well-being of the breed.
6. To maintain a registry of only those animals descended from BABYDOLL SOUTHDOWN sheep.

Article III

FINANCES

3.1 FISCAL YEAR: The fiscal year of the BSSBA shall commence January 1 and end on December 31.

3.2 DEPOSITS: All moneys, securities, and other valuables of the BSSBA shall be deposited in the name of the Babydoll Southdown Sheep Breeders Association in such banks, trust companies, or safe deposit boxes as the Board of Directors shall designate, and shall be withdrawn only by check, debit card or order signed by such person(s) as designated by the Board.

3.3 EXECUTION OF INSTRUMENTS: All instruments of assignment, transfer, conveyance, release, and contract requiring execution of the Board of Directors of the BSSBA shall be signed by the authorized officer or agent designated by the Board.

3.4 ACCEPTANCE OF BEQUESTS, DEVICES AND DONATIONS: The President, or any other officer of the Board may:

1. Accept any and all unconditional and unrestricted bequests, devices, and donations of money, property, or collections of value made to the corporation.
2. With the prior approval of the Board, accept any other bequests, devices, or donations.

3.5 INDEMNIFICATION: Subject to compliance with New Jersey state law: The members, staff, management, directors, and officers of this organization, and their private property, shall not be liable in any manner for the debts, obligations, undertakings, or liabilities, and shall be exempted and indemnified against any personal expense, losses, or liabilities, which may accrue from time to time in any manner by reason of the ownership, administration or distribution of the corporate property of funds, the conduct of corporate affairs, so long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors of judgment, nor for errors or wrongdoing of agents, brokers, attorneys, or servants, not for interest on funds temporarily idle as long as they act in good faith. They shall have the right, at all times and in all matters to act upon any information or evidence deemed by them reliable, without incurring any personal liability or responsibility of any kind or in any kind of manner, as long as they act in good faith. The Board of Directors and staff personnel shall be bonded if authorized by the Board.

1. PROHIBITED TRANSACTIONS: No part of the net earnings of this Corporation shall inure to the benefit of any individual, and no part of the funds of this Corporation shall attempt to influence legislation, nor shall this Corporation engage in any prohibited transaction as defined by the Internal Revenue Code.

1. YEARLY AUDIT: The Board of Directors may require that a yearly audit of the Corporation is conducted by an independent auditor who is beyond the realm of the business affairs of the BSSBA. A copy of such audit shall be available to the members of the BSSBA.

Article IV

MEMBERSHIP

4.1 PRIVILEGES OF MEMBERSHIP: Membership in the Association is and at all times shall be considered to be a privilege and not a right. Active members of the corporation are entitled to attend and speak at the membership meetings of the association. In addition, members in good standing shall be kept informed of the corporation's activities, shall be notified of all membership meetings including board of directors' meetings, shall have annual reports, and up-to-date copies of the bylaws made available to them. All reports and books of the Association may be inspected by any member of the association at any reasonable time, with the exception of matters relating to the hiring, firing, discipline of personnel, or personnel records.

Only Active BSSBA Members in good standing may register, record, or transfer sheep with the Association.

4.2 DEFINITION OF MEMBERSHIP:

1. **MEMBERSHIP ELIGIBILITY:** Any person, family, entity or corporation who owns, breeds, or registers BABYDOLL SOUTHDOWN SHEEP with the BSSBA or has an interest in BABYDOLL SOUTHDOWN SHEEP is eligible for membership.
1. **MEMBERSHIP UNIT:** Any flock that is managed as a unit by a single family, corporation, group or other partnership is entitled to no more than one (1) Active Membership with one (1) vote, regardless of how many locations the flock is managed on. Correspondingly, sheep that reside at one address and are managed as a unit are considered to be a single flock and are eligible for no more than one (1) Active Membership with one (1) vote.
1. **ACTIVE MEMBER:** Active members must be current on their membership dues (in good standing) to be eligible to vote and/or hold elective office.
1. **ASSOCIATE MEMBER:** Any person, family, entity, or corporation interested in the promotion in the BABYDOLL SOUTHDOWN Sheep may become an associate member of Babydoll Southdown Sheep Breeders Association, and as such will be entitled to all privileges of full membership with the following exceptions: Associate Members shall not be eligible to vote, to hold elective office, nor to register, record, or transfer animals. Any Associate Member may apply for Active Membership status in order to register, transfer animals or run for office.
1. **JUNIOR MEMBERS:** Any interested person under the age of 18 may become a junior member of Babydoll Southdown Sheep Breeders Association. Junior members have the same privileges of active members except they shall have no vote, nor shall they be eligible to hold elective office.
1. **HONORARY MEMBER:** Any person having made outstanding contributions to the establishment of the BABYDOLL SOUTHDOWN breed in North America, upon nomination and election by the Board, may become an honorary member. As such they shall not be entitled to the privileges and responsibilities of active members including the holding of elective office and the privilege of vote.
1. The Board of Directors may, at its discretion, establish other classes of membership.

MEMBERSHIP FEES AND DUES: Annual membership fees for the above established classes of membership shall be set at the discretion of the Board of Directors.

1. **EFFECTIVE DATE OF MEMBERSHIP:** Annual membership shall begin January 1st and expire on December 31st. During the month of December each year, the Secretary and/or registrar will mail and/or email dues notices to members whose dues are not yet paid.

4.4 TERMINATION OF MEMBERSHIP:

Membership shall terminate on December 31st each year. A grace period of 60 days will be in effect, allowing such time for members to send in membership dues.

4.6 EXPULSION OF MEMBERS: The Board may expel members for just cause, including but not limited to, not keeping adequate records, falsification of pedigrees, or willful misrepresentation of any animal owned, bred or exhibited by him/her or any other act derogatory to the standing of BSSBA. Any member subject to expulsion shall have the right to be present for all discussion regarding the expulsion and will have the right to address the Board of Directors. Members must follow the guidelines of the Code of Ethics provided by the BSSBA Board.

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Article V

MEMBERSHIP MEETINGS

5.1 The members of the Babydoll Southdown Sheep Breeders Association shall meet a minimum of once annually and the meeting will be held via electronic communication, in person and/or conference call. A meeting can be called as requested by either 25% of the membership or the board of directors to discuss timely issues before the Association.

5.2 **PURPOSE OF MEETING:** The General Membership Meeting is held for the purpose of hearing the report of officers of the Board, for the consideration of bylaws changes, and for the transaction of any other business which may properly come before the meeting.

5.3 **GENERAL NOTICE OF MEMBERSHIP MEETINGS:** Written notice of the time and place of the membership meetings shall be mailed or emailed to the members and be sent at least 15 days prior to such meetings. Notice for a physical General Membership Meeting shall require 30 days' notice of said meeting. An agenda of the meeting, any ballots to be used, and any proposed changes to the bylaws shall be furnished to all members.

5.4 **QUORUM:** The active members present at any properly called membership meeting shall constitute a quorum.

5.5 **VOTING:** Voting on issues addressed at membership meetings shall be conducted by email ballot. No more than 10 days after the General Membership Meeting, the Secretary of the Association or person designated by the Association shall send the ballots to each active member. The ballots shall be returned to the person designated by the Association to conduct the election and postmarked within 15 days of the ballots being sent to the membership in the same manner they were received by that individual member. All voting members who have submitted an email address to the association will be notified by email when the ballots are mailed out and when their ballot has been received by the person designated by the Association to conduct the election.

Results of the balloting shall be counted by the Secretary of the Association or such other person as designated by the board and shall be kept in his or her custody for a minimum of 60 days from notification of membership of the voting results, and be subject to inspection at reasonable times by any member of the Association. The membership shall be promptly notified of the results of such balloting notified within 10 days of the close of voting on the results of that vote by mail and can be notified immediately by email. The act of the majority of those voting shall be considered an act of the membership of the corporation.

5.6 **SPECIAL MEETINGS:** General meetings other than the above-mentioned General Membership meeting may be called by the President or by petition of the lesser of 10 active members or 25% of the active membership. Written notice of the time and place of the General meetings shall be mailed and/or emailed to the members and be sent at least 10 days prior to such meetings.

Article VI

BOARD OF DIRECTORS

6.1 **AUTHORITY:** The Board of Directors of the BSSBA shall be the governing board of the BSSBA and shall have ultimate authority over and responsibility for all corporate expenses, properties, funds, and debts.

6.2 **DELEGATION OF AUTHORITY:** Members, staff, directors, officers and others may act in the name of the BSSBA only when specifically authorized to do so by the Board.

6.3 **NUMBER OF DIRECTORS:** The Board of Directors shall consist of up to eight members and can only be changed by a vote of the membership. The Board of Directors includes the Officers and four Board Members at large.

6.4 TERMS OF DIRECTORS: Director(s) shall serve a term of two years.
. The Directors may be elected to an unlimited number of terms.

6.5 MANNER OF ELECTIONS:

1. Election of officers and/or directors shall be held by November 30 of each year with the elected members being seated as of the following January 1.
2. In any election of directors, a majority of all votes cast shall not be required to elect directors, but the requisite number of persons receiving the highest number of votes shall be declared elected. In the case of ties, a run-off election shall be held among those receiving the tie vote. All elections of officers and directors shall be by ballot via regular mail.
3. Nomination of candidates shall be considered valid when written nomination is received by the Secretary or member designated by the Board of Directors from any active member emailed and/or postmarked by the date designated by the elections officer.

1. The Secretary of the Association shall mail and/or Email a ballot for election of Directors to each active member within 10 days of nominations closing each year. No ballot shall be counted as valid unless such ballot shall have been postmarked by the date specified by the Association Secretary. Results of the election shall be announced at a general membership meeting and the members of the Association shall promptly be notified by mail or email of the election results. All ballots will be kept on record for a minimum period of 60 days.

1. Board of directors voting shall require a majority of votes cast to pass. Board members can only abstain from the vote if they would benefit personally and/or financially from said vote. The President shall vote on all issues brought before the board. In the case of a tie, the no vote will be successful.

6.6 VACANCIES ON THE BOARD: Vacancies may occur during the term of a Board member by death, resignation, removal, disqualification, incapacitation, or by expansion of the Board at the discretion of the Board.

1. Any director may resign at any time by giving written notice to the Board through the President. The resignation of any director shall take effect upon receipt of the notice, or at such later date as shall be specified in such notice. The acceptance of such resignation shall not be necessary to make it effective.
2. Any director may be removed from the Board for just cause by the affirmative vote of 2/3's of the currently existing members of the Board or by a majority vote of the general membership participating in the vote, provided they have been members of the Association for 6 months prior to the vote. Any director shall have the right to speak on his/her own behalf before a vote and removal by the Board or by the Membership. Any director so removed has the right to appeal to the Membership and/or arbitration.
3. In the event a vacancy occurs in a Board position, other than the President, the other members of the Board shall elect a new Board member to serve until the next general membership meeting, at which time the members shall elect a member to fill the unexpired term. In the event of a vacancy in the office of President, the Vice President fills the vacancy, and the office of Vice President is filled by the Board. Board vacancies shall be filled within 60 days after the position becomes vacant.

6.7 COMPOSITION AND DUTIES OF BOARD OFFICERS: The officers of the Board shall be President, Vice-President, Secretary and Treasurer.

1. The PRESIDENT shall be the chief officer of the Babydoll Southdown Sheep Breeders Association and shall perform the duties of general supervision of the business and affairs of the (BSSBA).

1. (S)he shall preside at all meetings of the Board, and of the membership. (S)he shall sign in the name of the corporation all documents or instruments which are necessary and proper to be executed in the course of the corporation's business. (S)he shall be an ex-officio participant of all committees appointed by the Board.

1. The VICE PRESIDENT shall, in the absence of or the incapacity of the President, act in the capacity of the President.

1. The SECRETARY is subject to the ultimate will of the Board and in compliance with the provisions of the bylaws and:

1. Shall record the proceedings of all board and membership meetings. If a meeting goes into closed session to deal with matters of personnel, the secretary shall not take minutes except as shall be ordered by the Board,
2. shall insure that the members of the board and all members of the association receive a copy of the minutes within 10 days of the meeting,
3. shall be responsible for maintaining all official documents, minute books, and such other matters entrusted to the secretary's keeping,
4. shall see that all such documents are kept under proper care and safekeeping,
5. shall ensure that a register containing the names and addresses of all members is being properly kept and maintained by the Board,
6. shall record and keep a permanent file of any letter ballots received from the general membership,
7. and shall perform such other activities as may be set by the Board.

1. The TREASURER of the Board shall be responsible for the financial administrative policies established by the Board and shall perform the duties of supervision over the responsibility for the funds, securities, receipts, and disbursements of the corporation. The Treasurer is responsible for bringing any questionable expenditure to the attention of the Board in a timely manner and shall see that a timely record of the financial activity of the Babydoll Southdown Sheep Breeders Association be properly preserved. (S)he shall be empowered (without regard to the will of the Board or the members) to require from any director, officer, staff worker, or associate of the Babydoll Southdown Sheep Breeders Association any financial documents, reports, or statements giving such true information as may be desired with respect to any and all financial transactions of or with the corporation.

1. **SUBORDINATE AGENTS AND ADVISORS TO THE BOARD:** The Board may appoint such other agents and advisors to the board as it may deem necessary or advisable. The appointments shall be for such period and with such authority, and for such compensation and duties as the Board may determine. Such agents and advisors may not be Board members but may be required to participate in board meetings.

1. **COMPENSATION:** Directors shall serve without compensation except that they may be reimbursed for actual expenses incurred in the performance of duties as a director or officer of the Babydoll Southdown Sheep Breeders Association at the discretion of the Board.

Article VII **BOARD MEETINGS**

7.1 **BOARD MEETINGS** are held for the purpose of conducting corporate business and shall be held at least once a year. The Board shall meet for the first time within 10 days after an election. Board meetings may be held by personal attendance of the Board members and/or by participation via conference call or electronic media. The time of the meetings shall be set by the President with the approval of the Board, or by agreement

with the majority of the Board. Voting on items discussed at the meeting can be conducted electronically. The setting of the time preferably occurs as one of the last items on the agenda of the preceding Board meeting.

7.2 GENERAL NOTICE OF THE UPCOMING BOARD MEETINGS:

Electronic notice of the time and place of Board meetings shall be furnished to all board members and all association members. This notice shall be given at least 7 days prior to the meeting and shall contain a copy of the agenda.

7.3 QUORUM: A simple majority of the existing Board members (not counting current vacancies) shall constitute a quorum.

7.4 NO proxies or absentee ballots may be used at any Board meeting.

7.5 ONLY BOARD MEMBERS may vote at any Board Meeting. The act of a majority of the votes cast shall be considered an act of the Board.

7.6 OPEN BOARD MEETINGS: Any member of the Association may attend meetings of the Board of the Babydoll Southdown Sheep Breeders Association. However, in order to address the Board or to comment to the Board, they must be recognized by the President. The official decisions and recommendations of the Board will be made available to the members of the Association within 10 days of the meeting date.

7.7 CLOSED SESSIONS OF THE BOARD: The Board shall go into closed session to deal with fiscal or personnel matters. Any non-board member may be excluded by the Board during closed sessions.

7.8 ATTENDANCE BY BOARD MEMBERS AT BOARD MEETINGS:

Absence of any Board member from two consecutive meetings without notifying the President or Secretary of the Board will be grounds for the removal action on the part of the Board.

7.9 CONDUCTING BOARD MEETINGS: All meetings of the Board shall be conducted by the President or Vice President, or in the absence of both of the officers, by a member elected by the Board. Meetings, other than by electronic means, shall be conducted in accordance with the latest revised edition of Robert's' Rules of Order except as otherwise specified in these bylaws. Electronic meetings will be conducted according to Roberts Rules pertaining to electronic meetings and the bylaws of the association.

Article VIII

COMMITTEES OF THE BOARD

8.1 EXECUTIVE COMMITTEE: The executive committee consists of all officers of the Board. The President shall act as chair of the meetings of this committee.

8.2 ESTABLISHMENT OF COMMITTEES: The Board may establish Committees to perform such duties and to have such powers as may be set by the Board, and these committees shall assist the Board with specialized tasks delegated to the committees. The role of the committees shall be of an advisory and assisting nature. Each committee may make its own rules of governing the conduct of its activities, provided they are following the wishes of the Board. Committees shall have no authority to exercise control over the daily management or operation of the corporation. The Board shall directly oversee all committees. Committees shall act through the authority of the Board in compliance with the bylaws. A Board member may serve on each committee. All committees shall be appointed, dismissed, or restructured individually by the President with the approval of the board. Any Committee member may resign at any time, giving written notice to the Board. The acceptance of that resignation shall not be necessary to make it effective. The President, with the approval of the Board, shall have the power to change the membership of any committee, to fill vacancies, and to discharge any member of any committee.

Article IX

BYLAW AMENDMENTS

9.1 PROPOSED BYLAW AMENDMENTS: Proposed bylaw changes may be initiated by the Board at any given time as needed or by petition to the General Membership Meeting, signed by not less than 25% of the active members of the Association.

9.2 BYLAW AMENDMENTS: These bylaws may be altered, amended, or repealed by the affirmative vote of the majority of active membership in good standing participating in the election. Proper notification as noted above shall include a clearly stated notice of what section of the bylaws is to be deleted, changed, or added; and what the exact wording of the desired change or addition shall be. No more than 10 days after the General Membership Meeting, the Secretary of the Association shall mail the proposed amendments and ballots to each active member. Results of the balloting shall be counted by the Secretary of the Association, or such other person as designated by the Board and shall be kept in his or her custody for a period of 60 days, and be subject to inspection at reasonable times by any member of the Association. The membership shall be promptly notified of the results of such balloting.

CODE OF ETHICS

BSSBA members must pledge to represent this Association through candid and honorable representation. They must follow the rules set forth in the BSSBA Bylaws at all times.

Any member found to falsely represent BSSBA and their sheep registrations will need to speak to the BSSBA board regarding any actions pertaining to the matter.

Members are to be honest when filing for each sheep registration and for its accuracy.

BSSBA members can be removed for any reason at any time that the BSSBA BOD feels has been a misrepresentation of BSSBA through being dishonest, unethical, harassment, bullying and slander which includes the use of social media as a platform for their own personal agenda.

Article X

DISSOLUTION AND SUCCESSION

On liquidation or dissolution of the Corporation, all its properties and assets shall be distributed and paid over to such organization or organizations as the Board of Directors may select and as are dedicated to purposes compatible with those of the Corporation, which organization or organizations shall have been recognized by the Internal Revenue Service as an organization or organizations described in Section 501(c) of the Internal Revenue Code of 1998, as amended from time to time before or after the enactment of these bylaws.