

# **AMERICAN NORTH COUNTRY CHEVIOT SHEEP ASSOCIATION BYLAWS AND RULES**

Revised January 2023

## **INTRODUCTION**

Fully recognizing the importance of a well authenticated record that shall be accepted as authority in matters of pedigree of North Country Cheviot Sheep, and soliciting the cooperation of all who feel an interest in maintaining the purity of these sheep and promoting the breed, we hereby associate ourselves as a nonprofit, not-stock membership association and adopt for our government the following bylaws and rules:

## **ARTICLE I - NAME**

1.1 The name of this association shall be American North Country Cheviot Sheep Association (hereafter referenced "ANCCSA" or "the Association") with headquarters at the town or residence of the Executive Secretary. It shall be registered as a nonprofit corporation under the laws of the state in which its office is located, or as deemed appropriate by the Executive Secretary.

## **ARTICLE II - PURPOSE**

The purpose of ANCCSA is a voluntary nonprofit association to work towards the improvement and expansion of North Country Cheviot Sheep by ascertaining, preserving, and disseminating all useful information as to their history, desirable qualities, distinguishing characteristics of the best specimens, to maintain records of all members, registrations, transfers, and to promote and secure the best interest of association members without pecuniary profit to the individual member or to the association.

# ARTICLE III - MEMBERS

Any person who owns registered North Country Cheviot Sheep may become a member of this association upon written application and payment of the membership fee. Membership is non-transferable and entitles members to one vote. Voting privilege being annulled upon retirement from active breeding, or no registrations in a membership year. Yearly dues are required to keep membership up to date. Annual membership shall begin January 1st and shall expire on December 31st.

Owners under 19 years of age, upon furnishing birth date and payment of the membership fee, are eligible for Junior Membership, entitling them to member rates on registrations and transfers. However, Junior Membership does not have voting rights. A Junior member cannot be both an Active member and a Junior member.

Associate membership may be held in the association by any individual, farm, or group who is actively engaged in the commercial production of sheep and who use North Country Cheviot sheep as breeding stock or admirers. Associate members will pay an annual fee set by the Board of Directors and will be non-voting members.

Membership in the Association is a privilege and not a right. Active members of the Association are entitled to attend and speak at the membership meetings. In addition, members in good standing shall be kept informed of the Association 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.

No special assessment shall be levied against the membership of this Association except by a two-thirds favorable vote of the entire Board of Directors and the proceeds of any such assessment shall be used only for such purposes as the Board of Directors shall designate, by this shall not prevent the Board from accepting any such contribution from any member beyond payment of annual dues or special assessments for any purpose designed to advance the interests and welfare of North Country Cheviot Sheep.

A member charged with willful misrepresentation with regard to any animal owned or bred by such member or with dishonorable conduct, if such charge be fully sustained, may be suspended by the Board of Directors until the next meeting when, after full hearing of evidence, such offending member may be expelled by a two-thirds vote of the members voting or withdraw from the association voluntarily. In either case, losing the privilege of recording or transferring sheep in the Association.

# ARTICLE IV - OFFICERS

The officers for the Association shall be a President, Vice-President, Executive Secretary, and a Board of Directors.

The Board of Directors shall consist of the immediate past President and six Association members elected at the biennial meeting. Directors at Large and Regional Directors serve for two-year terms. Three Directors at Large shall be elected in "even" numbered years. One Regional Director shall be elected in "odd" numbered years from each of the three regions: western, central, and eastern of the United States. Four members of the board shall constitute a quorum. The Executive Secretary shall be a non-voting member. A director maintains the directorship if elected to an office. The Past President may also be a Regional Director. In that instance, a fourth Director at Large may be elected.

The Western District shall consist of the following states: AK, AZ, CA, CO, HI, ID, NV, MT, NM, OR, WA, WY, UT.

The Central District shall consist of the following states: AL, AR, IA, IN, IL, KS, LA, MI, MN, MO, MS, ND, NE, OK, SD, TX, WI.

The Eastern District shall consist of the following states: AL, CT, DE, FL, GA, KY, MA, MD, ME, NC, NH, NJ, NY, OH, PA, RI, SC, TN, VA, WV.

The Board may redistrict Regional areas, as necessary, based upon population changes, sheep management practices, and interests of breeders in each designated area.

The President and the Vice President shall be elected from the Board of Directors by the Board of Directors, at the first meeting following the biennial membership meeting. The President and Vice President shall be elected every two years and shall not serve more than four consecutive years in each office. To be eligible to be elected President, the Director must have served two years on the Board of Directors immediately prior to his/her nomination.

The past President shall be a voting member of the Board of Directors until the current President's term expires.

The Executive Secretary shall be appointed by the Board of Directors with a personal services agreement. The personal services agreement establishes the duties and compensation, and shall be subject to the direction and control of the Board of Directors and the committees thereof.

At the death, resignation, or disability of the President, the position will be assumed by the Vice President. The interim Vice President will be appointed by the Board of Directors until the next election. In case of the death or resignation of a member of the Board of Directors, the President shall appoint a member to fill the term upon the appointee receiving a majority vote of the Board of Directors.

# ARTICLE V - DUTIES OF OFFICERS

The duties of the officers and the Board of Directors shall be such as usually pertain to such offices in the usual transaction of business.

The duties of the President shall be the usual duties and responsibilities of the president of a corporation not inconsistent with these by-laws. The President shall preside at all meetings of the association and the Board of Directors.

The duties of the Vice President shall perform the duties of the President in the absence of the President.

The Executive Secretary shall exercise the power and authority, shall perform such duties as customarily pertaining to the position of general manager of a corporation and such other duties as the Board of Directors may assign, and shall give bond with securities to the satisfaction of the Board of Directors if required by them. He/She shall be the corresponding and recording officer of the association and shall receive, attend, and dispose of all applications for membership, registration, and ownership transfer, and shall keep a record of such certificates issued.

The Executive Secretary shall maintain the non-profit corporation status as required by the Internal Revenue Service and the state in which the corporation is registered. The fiscal period of the association shall be the calendar year.

The Executive Secretary shall be custodian of the Association's funds. He/She shall be primarily responsible for such monies or securities of the organization and shall exercise all duties incident to the office of Treasurer. Duties shall include but are not limited to the following, keep all funds of the Association deposited with a bank satisfactory to the Board of Directors, pay all Association bills with funds from said bank, and present a report of the financial conditions in detail at the Annual meeting of the Association or at any special meeting when so directed by the Board of Directors.

The Executive Secretary shall give due and proper notice of all meetings of the association and the Board of Directors and shall record the proceedings of the same.

In the event of death, resignation or incapacity of the Executive Secretary, the duties and responsibilities shall be discharged by the President until such time as the vacancy has been filled by the Board of Directors.

The Executive Secretary shall be evaluated by the Board of Directors every "even" year at the annual Board of Directors meeting, and shall at that time be retained or dismissed by a majority vote of the Board of Directors.

# ARTICLE VI - MEETINGS

An annual meeting of the Board of Directors shall be called by the Executive Secretary with a 10 day notice.

An annual meeting of the members of this Association shall be held at a date and time set by the Board of Directors, and the membership shall be given 10 days notice of the meeting. At this meeting, in addition to the other business, directors of the Association shall be elected by a majority of the members present and those voting by proxy. On all questions of parliamentary procedure, Robert's Rules of Order, as revised, shall govern.

Special meetings may be called by a quorum of the Board of Directors or ten Association members and the membership shall be given 10 days notice of the meeting. Upon notice to the membership, such notice includes the purpose of the special meeting, the business to be transacted, and by whom it was called.

Meetings can be attended in person, by telephone conference, WEBEX, ZOOM, GoToMeeting, Skype, or other legitimate and commonly accepted remote conference methods. Notice shall be considered to be given at the time of emailing. The Secretary shall invite every member in good standing to these annual meetings via email. In cases where a member has no access to email and/or the Internet, the Secretary shall call that member to confirm the meeting and/or send a Postal mail notice to the member. Accommodations must be made for members not able to travel to a physical location by providing a conference call type arrangement at the meeting location.

The active members, in good standing, present at any properly called membership meeting shall constitute a quorum. Every decision of a majority of such quorum shall be valid, except in those specific instances in which a larger vote is required by law or by these Bylaws.

At all meetings, except for the election of officers and directors, all votes shall be by voice, paper ballot, email ballot, or other electronic means. For election of directors, voting shall be made electronically.

## **ARTICLE VII - COMPENSATION**

Officers and Directors will serve without compensation for carrying out their duties. The Board of Directors may adopt policies providing for reasonable reimbursement of Officers and Directors for expenses incurred in conjunction with carrying their Association responsibilities.

Directors and Officers are not restricted from being remunerated for professional services provided to the Association. Such remuneration shall be reasonable and fair to the Association and must be reviewed and approved in accordance with the Conflict of Interest policy and state law.

## **ARTICLE VIII - INFORMAL ACTION BY THE BOARD OF DIRECTORS**

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an email address on record constitutes valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of the Board of Directors gives consent

## **ARTICLE IX - INDEMNIFICATION OF BOARD OF DIRECTORS & OFFICERS**

Each member of the Board of Directors and Officers, now or hereafter serving the Association, and each person who at the request of or on the behalf of the Association is now serving or hereafter serves as a director or officer of any other corporation, whether for profit or not for profit, and his or her respective heirs, executors, and personal representatives, shall be indemnified by the Association against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence of misconduct in the performance of duties: but such indemnification shall not be deemed exclusive of any other right to which such person may be entitled under any By-Laws' agreement, vote of the directors or members or otherwise.

## **ARTICLE X - COUNTERTERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its exemption by contributions to other organizations, foreign or domestic, ANCCSA shall stipulate how the funds will be used and shall require the recipient to provide the Association with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US Based Charities" is not mandatory, ANCCSA, willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

ANCCSA shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

## **ARTICLE XI - DISSOLUTION**

The American North Country Cheviot Sheep Association may be dissolved only upon the recommendation of the Board of Directors and by two-thirds majority vote of the active individual members present and voting at any regular meeting or special meeting of the membership provided that notice of such recommendation shall be mailed to the last known address of all active individual members at least 10 days prior to such meeting.

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

# **ARTICLE XII - AMENDMENTS**

These Bylaws may be amended by a majority vote of the members voting at any regular meeting, or a special meeting, providing notice of the proposed amendments has been provided to the membership at least 10 days before the meeting.

## **RULES**

### **AMERICAN NORTH COUNTRY CHEVIOT SHEEP ASSOCIATION**

Rule 1. All sheep for which application is made for registry must be labeled with a farm flock tag in the ear, or a tattoo, bearing the breeder's identification and flock number. No number shall be duplicated.

Farm identification letters must be applied for from the association to prevent duplication.

Rule 2. When a nominated sheep has been deemed eligible for registration by the Executive Secretary, it will be assigned an Association number, which will be on record in the office and appear on the Certificate of Registry. The official identification of the animal will be either the flock identification tag or tattoo, as specified in Rule 1.

Rule 3. Blank application forms, breeding certificates and original Association ear tags will be furnished by the Association.

Rule 4. Sheep imported from any recognized Association, whose breeding will permit their registration, shall be entitled to registration upon receipt of a properly transferred registration certificate.

The American North Country Cheviot Sheep Association has a working agreement with the Canadian National Livestock Records that registered Canadian sheep (coming into the United States from Canada) will be accepted for our records and re-registered in the American North Country Cheviot Sheep Association.

Rule 5. The progeny of sheep as indicated above shall be entitled to registration.

Rule 6. The direct descendants of sheep registered in the American North Country Cheviot Sheep Association will be entitled to registration.

Rule 7. If subsequently proven that any animal has been admitted improperly, the facts of the case shall be recorded; the animals disbarred and no progeny tracing to such animal shall be thereafter admitted.

Rule 8. Transfer applications must be completed and signed in ink by the owner or agent making the sale, and paid for by the seller. A penalty fee shall be levied for transfers not received by the Executive Secretary within ninety days of the sale, and when neglected by the seller beyond six months will be referred to the Board of Directors which shall have the authority to take action to order the transfer upon proof that the animal has been paid for by the purchaser. A transfer shall not be valid unless it shows the date of recording and the signature of the Executive Secretary of the Association.

Rule 9. Progeny of an ewe which has been bred by a ram not registered to the owner of the ewe will require a lease certificate, signed by the ram owner of record at the time of service before the progeny is eligible for registry. Such forms will be furnished by the Association.

Rule 10. The seal of this Association shall be a circle with the words American North Country Cheviot Sheep Association, Inc. with an inserted cut out of a North Country Cheviot Sheep's head, or a facsimile thereof.

Rule 11. These Rules may be amended by a majority vote of the Board of Directors without affecting the By-laws of the Association provided a 10 day written notice of meeting with agenda specifying the rule or rules to be amended as given.