

# BY-LAWS OF COTSWOLD BREEDERS ASSOCIATION

## **PURPOSE**

The Cotswold Breeders Association is an organization to preserve and promote the breed, provide registration for all purebred Cotswolds and provide information and support for mutual benefit of all members and breeders.

This purpose will be accomplished through working by-laws of the organization, development of breed standards and networking with membership and the sheep industry.

## **ARTICLE I OFFICE**

### **1. Principal Office**

The principal office of the association is hereby fixed and located in Manchester, Maryland. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another. Any such change shall be noted by the Board of Directors but shall not be considered an amendment of these By-Laws.

### **2. Other Offices**

The corporation may maintain other offices either within or without of the State of Arizona as determined by the Board of Directors, where all business of the corporation shall be transacted.

## **ARTICLE II MEMBERSHIP**

### **1. Annual meetings**

The annual meeting of the members is to be held in conjunction with the National Cotswold Breeders Association Show.

The next annual Cotswold Breeders Association Annual Meeting and Show shall be determined by the Board of Directors and announced at the current meeting.

All meetings shall be conducted according to Roberts Rules of Order. This shall govern all meetings of the association, except in instances of conflict between said Rules of Order and Articles or By-Laws of the association or provision of law.

### **2. Special Meetings**

Special meetings of the members may be called by the President or by a majority vote of the Board of Directors.

### **3. Notice of Special Meetings**

The Secretary shall give or cause to be given written notice of the time, place and purpose of holding each special meeting to each member at the respective address of said members as they appear on the records of the corporation.

### **4. Membership Dues**

Member	\$20 per year
Associate	\$10 per year
Junior	\$ 5 per year

Membership is allowed one vote to enterprise or individual. Juniors and associates are non-voting. A member may have Junior status until the first January 1 after their 19<sup>th</sup> birthday.

New members will be allowed to prorate their membership for the first year as follows:

January through March	\$20
April through June	\$15
July through September	\$10
October through December	\$ 5

**5. Annual Membership**

Dues must be paid annually and are due on January 1 of each year.

**6. Privileges of Members, Junior, Associate and Honorary members**

Members	Entitled to hold office
Associates	Shall be entitled to attend meetings
Juniors	Shall be entitled to attend meetings
Honorary	Shall be entitled to attend meetings
All members	Shall be entitled to receive the official publication

**7. Voting rights**

Voting rights will include those members whose dues for the fiscal year are paid.

There shall be voting by proxy, in person or mail. Only members who are in good standing as defined in Section 2.02 are entitled to vote. A partnership, corporation or estate may designate some officer or manager to vote for the entity.

A prospective member shall complete an application for membership on a form provided by the association and pay the annual membership fee for the current fiscal year. Application for membership shall be approved by the Board of Directors or an officer appointed by the board to approve memberships.

**8. Termination of Membership**

A membership shall terminate upon death, resignation, refusal by the Board of Directors to accept the membership dues of any member, or when the member is no longer a sheep producer.

- a. A membership cannot be transferred.
- b. All rights and privileges of membership shall cease upon termination of membership or refusal by the Board of Directors to renew a membership.
- c. In the event of nonpayment of dues as of January 1 of each year, a delinquent dues notice shall be mailed to the Member, Junior Member and Associate Member at his or her address as shown on the records of the association. If the dues are not received by March 1, the member shall be automatically dropped from the membership roll.
- d. Membership of a dropped member may be renewed by the filing of an application as in the case of a new member.

**9. Quorum**

At any meeting of the membership, the holders of a majority shall constitute a quorum for all purposes, unless the representation of a larger group shall be required by law, by the Articles of Incorporation, or by these By-Laws, and in that case the representation of the number so required shall constitute a quorum.

**10. Registration**

The Cotswold Breeders Association maintains permanent records of registrations and transfers of Cotswold Sheep. Before any lamb is registered, the application for registration is checked through the records to insure that it is correct. Incomplete, incorrect, and illegible applications may be returned. Only animals whose sires and dams are registered may apply for registration. Application for registration of animals should be presented to the Registrar on forms provided. Applications for Registration blanks are sent to breeders free of charge upon request. The appropriate fee should be sent with the registration request. Upon receipt of the registration certificate, each breeder shall permanently identify each animal by tattoo or eartag system and CBA strongly encourages a double ID system since eartags can often be lost. Canadian breeders may transfer or apply for

new registrations into the Cotswold Breeders Association flock book with an extended pedigree from the Canadian Registry.

Registration within 6 months of birth	\$2.50
Registration after 6 months of birth	\$2.50
Replacement certificates	\$3
Corrections	\$5
Extended Pedigree	\$5
Rush jobs are 2X normal fees	

### **ARTICLE III DIRECTORS**

#### **1. Power of Directors**

The business, property and affairs of the corporation shall be managed, controlled and conducted by the Board of Directors consisting of the President, Vice President, Recording Secretary, Treasurer, and the Director from each region.

#### **2. Nomination of Directors**

Nominations will open 180 days before the end of each year and will close 9/1 of each year. Nominees should submit their resume to be included in the quarterly newsletter.

#### **3. Election of Directors**

The Board of Directors shall send a ballot with the list of candidates to the membership in a separate mailing by November 1 and mailed back by member by December 1 to designated third party for counting. Officers will assume duties on January 1 of the following year. Ballots may be cast by mail, proxy or in person. A line for write-in candidates will be provided on all election ballots. All ballots shall be counted after December 1 by American Livestock Breeds Conservancy.

Election of Director shall be by majority of votes cast within that region. The Director receiving the highest number of votes for their region shall be declared elected to the directorship at the annual meeting. Prompt announcement of the results of the election shall be given to the members via newsletter or through a special mailing.

#### **4. Quorum**

The presence of 50% plus one of the Board of Directors present shall constitute a quorum for the transaction of business at any meeting of members.

#### **5. Regions and Regional Directors**

Section 4.01 Directors, Number

The number of Directors shall be 6. Selected (1) from each designated region:

**Northeast:** Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont,

**Southeast:** Alabama, Delaware, Florida, Georgia, Kentucky, Maryland, North Carolina, South Carolina, Tennessee, Virginia, West Virginia

**Central:** Arkansas, Illinois, Indiana, Iowa, Kansas, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Texas, Wisconsin, Canada

**Northwest:** Alaska, Idaho, Montana, Oregon, Washington, Wyoming

**Southwest:** Arizona, California, Colorado, Hawaii, New Mexico, Nevada, Utah

Other regions can be added as determined by the membership.

The Board may redistrict Regional areas every 5 years, if necessary, based upon population changes, sheep management practices and showing interests of breeders in each particular area.

#### **6. Terms of Office**

The term of office of Directors shall be two years.

**7. Meetings**

Meetings of the Board of Directors shall be called and held as may be ordered by the Directors.

**8. Vacancy**

Any vacancy in the Board of Directors caused by death, resignation or disability of a Director shall be filled by appointment by Board for term of office.

**9. Fees and compensation**

Directors shall receive no compensation for their services, but may receive reimbursement for expenses as may be fixed by the resolution of the Board.

**10. Duties of regional Directors**

Will serve as the Executive Board of Directors

Term will be two years - January 1 to December 31

Attend the annual meeting, if possible

May assume temporary duties of officers at annual meeting if those officers cannot attend

Act on Board policies without conflict of interest and in the best interest of association

Actively promote Cotswold Breeders Association

Welcome new members when notified

Represent Cotswold Breeders Association everywhere in the region possible, fairs, spinning and weaving guilds, sheep field days, etc.

Organize regional shows

Turn in a regional quarterly report to CBA newsletter

Further suggestions:

Regional newsletter,

Act in advisory capacity for members,

Generate regional funds to help support regional fairs, conferences, and other functions where the region may sponsor trophies or prizes

Work with state offices (4-H, FFA, National Wool Growers Association) to promote the Cotswold breed

Furnish publicity to local newspapers, organizations and publications

Resource for legislative actions

**11. Removal of director**

A majority vote of membership of that region may remove that director.

**ARTICLE IV  
OFFICERS**

**1. Officers**

The Officers of the association shall be:

President, Vice President, Recording Secretary, Treasurer

**2. Election**

The Officers shall be chosen annually by the membership by a ballot vote. This vote may be cast in person, by proxy or by mail. The votes will be counted after December 1 by American Livestock Breeds Conservancy. Officers assume duties on January 1 of following year. Term of office will be two years. Election protocol will be the same as for Directors but on a staggered basis, one year Directors and the following year Officers, for continuity of organization's leadership. The term of office for the Treasurer is 4 years to coincide with every other officer election.

**3. Removal and resignation**

Any officer may resign or may be removed with or without cause by the Board of Directors at any time. Vacancies caused by death, resignation or removal of any Officer may be filled by appointment by the Board of Directors or by the President until next election by members.

**4. Registrar**

Registrar shall be appointed by Board of Directors and subject to review by that same group.

**5. Newsletter Editor**

Newsletter editor shall be appointed by Board of Directors and subject to review by that same group.

**6. Officers and duties:**

**PRESIDENT**

The executive officer of the Association, subject to the control of the Board of Directors  
Shall have general supervision over the affairs of CBA  
Preside at meetings of the Board of Directors and the Annual Meetings  
Shall act as the public relations between the Regions of the Association  
Be familiar with legislation that relates to the Association  
Investigate grants and other possible moneys for promoting CBA  
Create education information and CBA promotional literature to be used by the membership

**VICE PRESIDENT**

Assume the duties of the President in absence of that officer  
Work with other Breed Associations  
Make up an annual calendar of activities outside CBA related to:  
    Large sheep shows  
    Sales  
    Conferences  
    Schools, etc.  
Overseer of promotional items, and other fundraising activities

**RECORDING SECRETARY**

Shall keep a book of minutes of all meetings of Directors and members

**TREASURER**

Shall keep the CBA financial books and funds  
Allocate approved funds  
Present a quarterly financial statement to the Board of Directors  
Publish an annual financial statement to the membership

**REGISTRAR**

Act as registry for all CBA animals, registrations and transfers  
Answer all correspondence that comes into the CBA principal office  
Renew ads in publications  
Shall receive and keep record of all new and renewed membership dues  
Shall insure that all new members receive CBA membership package

**NEWSLETTER EDITOR**

Publish quarterly newsletter, always maintaining a positive image of the Cotswold Breeders Association

**ARTICLE V  
MISCELLANEOUS**

**1. Execution of Documents**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and , unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose to any amount.

**2. Inspection of By-Laws**

The association shall keep in its principal office the original or a copy of these By-Laws, as amended or otherwise altered to date, certified by the Board of Directors, which shall be open to inspection by the members at all reasonable times during office hours.

**3. Construction and Definitions**

Unless the context otherwise requires, the general provisions, rules of construction and definition contained in the Arizona General Non Profit Corporation Law shall govern the construction of these By-Laws.

**4. Corporate Seal**

The corporate seal shall be in circular form, shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Corporate" and "Arizona". The seal shall be in the custody of the Secretary. If and when so directed by the Board of Directors, a duplicate seal may be kept and used by such officer or other person, as the Board of Directors shall name.

**5. Negotiable Instruments**

All checks, drafts, notes, or other obligations of the corporation shall be signed by two of the officers of the corporation, or by such other person or persons as may be thereunto authorized by the Board of Directors.

**ARTICLE VI  
AMENDMENTS**

**1. New By-Laws and amendments**

New By-Laws may be adopted, amended or repealed, or these By-Laws may be amended or repealed. All proposed changes or additions must be published at least 90 days before the annual meeting in the newsletter and repeated in the ballot package. A voting ballot will be sent before to the annual meeting or when it becomes necessary during the year. Votes may be cast in person, by proxy or by mail. All votes will be counted by American Livestock Breeds Conservancy or another appointed third party group. The amendment will pass if accepted by a majority of the votes cast.

The undersigned, the Secretary of the Corporation, hereby certifies that the foregoing By-Laws were adopted by the Board of Directors of the Corporation as of the        day of        , 1996.

S/s        Julie A. Mangnall, Secretary

ATTEST:

S/s        Joyce South, President

May 2006 Revision