

BY-LAWS OF THE NAVAJO-CHURRO SHEEP ASSOCIATION

ARTICLE I THE CORPORATION

NAME: The Corporation shall be known as and referred to herein as the Navajo-Churro Sheep Association or N-CSA.

1.2 CHARTER: The N-CSA shall be chartered as a non-profit corporation under the laws of the state of New Mexico.

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

ARTICLE II PURPOSE AND GOALS

2.1 PURPOSE AND GOALS: The purpose and goals of the association shall be:

A. To engage in the education, research, preservation, advancement and continued improvement of the Navajo-Churro sheep.

B. Register and keep pedigree and performance records on all animals that qualify.

C. To keep a breeders directory and to provide interested people with information about Navajo-Churro sheep and their products.

D. To develop a breed standard which will serve to identify those individual sheep which qualify as Navajo-Churro and to also identify and certify those individuals possessing superior Navajo-Churro characteristics.

ARTICLE III FINANCES

3.1 FISCAL YEAR: The fiscal year of the N-CSA shall commence January 1 and end December 31.

3.2 DEPOSITS: All moneys and securities or valuables of the N-CSA shall be deposited in the name of the N-CSA in such banks, trust companies, or safe deposit boxes as the Board of Directors shall designate, and shall be withdrawn only by check or order signed by the president and treasurer of the Board.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 N-CSA shall be signed by the authorized officer or agent named by the Board.

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

A. Accept all unconditional and unrestricted bequests, devises and donations of money, property, or collections of value made to the corporation.

B. With the prior approvals of the Board, accept any other bequests, devises or donations.

3.5 INDEMNIFICATION: 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 or funds, or by reason of any act of commission on their part in 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, nor 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 manners, to act upon any information or evidence deemed by them reliable, without incurring any personal liability or responsibility of any kind or in any manner, as long as they act in good faith. The Board of Directors and staff personnel shall be bonded if authorized by the Board.

3.6 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.

3.7 YEARLY AUDIT FINANCIAL REPORT:

The Board of Directors shall insure that a yearly audit financial report of the corporation is conducted by an

independent auditor who is beyond the realm of the business affairs of the N-CSA. A copy of that ~~audit~~ report shall be available to the members of N-CSA.

ARTICLE IV MEMBERSHIP

4.1 PRIVILEGES OF MEMBERSHIP: Members of the Association are entitled to attend, speak, and vote at the membership meetings of the Associations. When the qualification for one membership has been met by more than one person (family, corporation, or any other entity), all persons involved in meeting that qualification may attend and speak at the membership meeting, but only one vote may be cast on each ballot or hand vote of the membership. In addition, members in good standing shall be kept informed of the corporation's activities, shall be notified of all membership meetings, shall have annual reports made to them, and shall have up-to-date copies of the by-laws of the N-CSA made available to them. All records 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 hiring, firing, discipline, personnel or personnel records.

4.2 CLASSIFICATIONS OF MEMBERS:

A. Active Members: shall be owners and breeders of Navajo-Churro sheep who pay their annual membership fees and dues.

B. Honorary Members: shall be those individuals who have made outstanding contributions to the Navajo-Churro breed and have been elected to "honorary ~~non~~ voting membership" by the general membership of the N-CSA upon nomination by the Board of Directors. They shall, whether owners/breeders or not, be entitled to all privileges of active membership.

C. Associate Members: shall be those persons or organizations, or groups who are not owners/breeders but who are interested in the Navajo-Churro breed of sheep. They shall be entitled to speak at meetings of the Association but shall have no vote.

D. Junior Members: shall be those under the age of 18 who are active owner/breeders of Navajo-Churro sheep who desire to be part of the Registry. They shall

be allowed to speak at meetings of the Registry, but shall not be allowed to hold office or to vote. (If a member under the age of 18 desires to participate as an active member, his age shall not prevent him from paying fees and dues of active membership which would entitle him to all the privileges, duties and responsibilities of active membership.)

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

4.4 EFFECTIVE DATE OF MEMBERSHIP: The effective date of membership shall coincide to the fiscal year of the association.

4.5 TERMINATION OF MEMBERSHIP: Membership shall terminate at the end of the fiscal year of the N-CSA. A grace period of 60 days will be in effect allowing such time for members to send their renewal dues before they are officially removed from the membership rolls. However, no member who is in arrears in his payment of dues will be allowed a vote at the annual membership meeting.

ARTICLE V MEMBERSHIP MEETINGS

5.1 ANNUAL MEMBERSHIP: The annual meeting of the Registry shall be at such time and place as designated by the Board of Directors of the Registry. Written notice of the annual membership meeting shall be mailed to each member at least 30 days prior to the date of such meeting.

5.2 SPECIAL MEETINGS: Special meetings of the membership may be held at any time at the call of the president or upon the call of 10% of the membership. Special meetings shall be held only to discuss issues or for educational or promotional purposes.

5.3 QUORUM: Those in actual attendance at a properly called annual membership meeting shall constitute a quorum.

5.4 VOTING: An active membership, whether issued to an individual, a family, an organization, a business, or a corporation, shall entitle the holder of such a membership to only one vote.

5.5 AGENDA: The agenda of the annual membership meeting shall be as follows:

- A. Call to order.
- B. Reading to the minutes of the previous meeting.
- C. Report of the officers and the Board.
- D. Consideration of any By-Law changes.
- E. Unfinished business.
- F. New business.
- G. Election of Board members.

ARTICLE VI BOARD OF DIRECTORS

6.1 AUTHORITY: The Board of Directors of the N-CSA shall be the governing board of the N-CSA and shall have ultimate authority over and responsibility for all corporate expenses, properties, funds and debts. The Board of Directors shall have ultimate authority over any and all policy decisions.

6.2 DELEGATIONS OF AUTHORITY: Members, staff, directors, officers, and others may act in the name and on behalf of the N-CSA only when specifically authorized to do so by the Board.

6.3 NUMBER OF DIRECTORS: The Board of Directors shall consist of not less than three and not more than nine members. Changes of the board from the original number will occur at the discretion of the existing board. In keeping with the history of the preservation and development of the breeds, it is the intent of the N-CSA that at least one board member be Navajo and one Hispanic.

6.4 TERMS OF DIRECTORS: Directors shall serve a term of three years ~~and shall be elected at the annual membership meeting~~. Terms of directors will be staggered so that approximately one third of the directors will be elected each year. *Elections shall be conducted by written, secret ballots and shall be held annually for open positions on the Board of Directors. Members shall have twenty (20) days from the date of the ballot postmark to return their ballots to the Nominating Committee Chair. Majority vote of ballots cast shall prevail. Results of the voting shall be reported to*

the Board Chair and then shall be forwarded to the Chair for certification.

6.5 VACANCIES OF THE BOARD: Vacancies may occur during the term of a board member by death, resignation, removals, disqualification, incapacitation or by the expansion of the Board to the discretion of the Board.

A. 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 the 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.

B. Any director may be removed from the Board for just cause by the affirmative vote of two-thirds of the currently existing members of the Board. Any director shall have the right to speak on his/her behalf before a vote on removal by the board.

C. In the event a vacancy occurs in a Board position, the other members of the Board shall elect a new Board member to serve until the next annual membership meeting, at which time the members shall elect a member to fill the unexpired term. Board vacancies shall be filled within 60 days after the position becomes vacant.

6.6 ELECTION OF BOARD DIRECTORS: The Board of Directors shall elect all officers for a one year term. Only Board members may serve as officers of the Board. The election of officers shall occur at the first meeting of the Board following the annual membership meeting. This first meeting of the Board shall be held no later than 10 days following the annual membership meeting. The treasurer, appointed by the Board, may or may not be a member of the Board. If not, he/she may participate, but will have no vote.

6.7 COMPOSITION AND DUTIES OF BOARD OFFICERS: The officers of the board shall be Chairman, Co-Chairman, Secretary, and Treasurer.

A. The Chairman shall be the chief officer of the N-CSA and shall perform the duties of general supervision of the business and affairs of the N-CSA. He shall preside at all meetings of the Board and Membership. 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. He shall be ex-officio participant of all committees appointed by the Board.

B. The Co-Chairman shall, in the absence of or the incapacity of the Chairman, act in the capacity of the Chairman. It is the intention of these by-laws to have the Chairman and the Co-Chairman act together as much and as often as possible and that they function in an equal capacity as much as is possible in the efficient operation of the business and affairs of the N-CSA.

C. The Secretary is subject to the ultimate will of the Board and in compliance with the provisions of the by-laws:

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 receive a copy of the minutes within 30 days of the meeting.

3....shall be responsible for maintaining all official document, minute books, and such other matters entrusted to the secretary's keeping. The secretary shall see that all such documents are kept under proper care and safekeeping.

4....shall insure that a register containing the names and addresses of all members is being properly kept and maintained by the Board.

5....shall assist the Chairman and the Board in the preparation of the required report of the officers and the Board to membership.

6....shall perform other activities as may be set by the Board.

D. 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 and responsibility for the funds, securities, receipts and disbursement of the corporation. The treasurer is responsible for bringing any questionable expenditure to the attention the Board in a timely manner and shall see that a

timely record of the financial activity of the N-CSA be properly preserved. He shall be empowered (without regard to the will of the Board or the members) to require from any director, officer, staff worker, or associated of the N-CSA 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 Association.

6.8 VACANCIES OF A BOARD OFFICE: Vacancies may occur during the term of an office by death, resignation, removal, disqualification, incapacitation, or otherwise. In the event such a vacancy does occur, the office, with the exception of the Chair, shall be filled at the time of the next Board meeting.

6.9 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 shall not be Board members but may be required to participate in Board meetings.

ARTICLE VII BOARD MEETINGS

7.1 Board meetings shall be held at least twice per year but may be held more frequently. The time of the meetings shall be set by the Chairman with approval of the Board; the setting of the time preferable occurring as one of the last items on the agenda of the preceding Board meeting. Board meeting may be held by conference call.

7.2 GENERAL NOTICE OF UPCOMING BOARD MEETINGS: Written notice of the time and place of Board meetings shall be mailed to the address on record to all Board members and ex-officio participants. This notice shall be mailed at least 30 days prior to the meeting and shall contain a copy of the agenda prepared by the Chairman and a copy of the minutes of the previous meeting.

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

7.4 PROXIES OR ABSENTEE BALLOTS: No proxies or absentee ballots may be used at any Board meeting.

7.5 VOTING: Only Board members may vote at any Board meeting. The act of a majority of those votes cast shall be considered an act of the Board.

7.6 OPEN BOARD MEETINGS: Any individual including a member of the association, or of the general public, may attend meetings of the Board of the N-CSA. However, in order to address the Board or to comment to the Board, they must be recognized by the chair.

7.7 CLOSED SESSIONS OF THE BOARD: The Board shall go into closed session to deal with fiscal and personnel matters.

7.8 ATTENDANCE BY BOARD MEMBERS AT BOARD MEETINGS: Absence of any Board member from two consecutive meetings without notifying the Chairman or Secretary of the Board will be grounds for removal action on the part of the Board.

7.9 CONDUCTING BOARD MEETINGS: All meetings of the Board shall be conducted by the Chairman or by the Co-Chairman, or in the absence of both of the officers, by a member elected by the Board. These meetings shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, except as otherwise specified in these by-laws.

7.10 ORDER OF BUSINESS: Board meetings are held for the purpose of transacting corporate business. The order of business shall be as follows, unless modified by the chair:

- A. Roll call and determination of a quorum.
- B. Call to Order
- C. Reading and approval of minutes.
- D. Election of new officers.
- E. Treasurer's report.
- F. General Manager's report (if any).
- G. Reports from committees and advisors.
- H. Proposed By-Law changes.
- I. Staff problems.
- J. Unfinished business.
- K. New business.
- L. Arrangements for new business meeting.
- M. Adjournment.

ARTICLE VIII COMMITTEES OF THE BOARD

8.1 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 in compliance with the wishes of the Board. Committees shall have no authority to exercise any 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 By-Laws. A Board member may serve on each committee. All committees shall be appointed, dismissed and/or restructured individually by the chairman with the approval of the Board. Any committee member may resign at any time by giving written notice to the Board. The acceptance of that resignation shall not be necessary to make it effective. The Chairman of the Board 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.

8.2 STANDING COMMITTEES: This section of the corporate By-Laws is an exception to the provisions contained in ARTICLE X: BY-LAW AMENDMENTS. A majority vote of those board members present at a duly called Board meeting shall be able to change the following portions of section 8.2.

A. Nominating Committee. The nominating committee consists of three members that shall generate and submit names of individuals for nomination to the Board. Each nomination, once agreed to by the nominee, shall be forwarded to the general membership for election. An individual shall not have to be nominated by the committee in order to run for, be elected to, or appointed to a Board position. Nomination for Board positions may be made from the floor of the general membership meeting.

B. Executive Committee. The executive committee shall consist of all officers of the Board. The

Chairman of the Board shall act as Chair of the meetings of this committee.

C. Membership Committee. The membership committee shall participate in the continuing development of programs to encourage the expansion of the number of members of the corporation.

D. Development Committee. The development committee shall participate in the development of fund raising programs. It shall assist with acquiring grants, corporate gifts, donation, program underwriting, lawful advertising and publicity the corporation may pursue, special fund raising events, and any other lawful means which shall be deemed fruitful and in compliance with Board policy and corporate by-laws.

E. Breed Standard and Pedigree Records Committee. The committee shall participate with the Board in the development of a breed standard for the Navajo-Churro breed. They shall take into account the standards discussed and adopted at the June 1986 meeting of the interested Navajo-Churro breeders. As time goes on, this committee shall endeavor to change and develop the standard for the benefit of the Navajo-Churro breed. This committee will also be responsible for the development of a flock or individual inspection system which will endeavor to keep registered stock as nearly like the standards for the breed adopted by the Board as possible.

F. Research and Education Committee.

ARTICLE IX STAFF PERSONNEL

9.1 DEFINITION OF STAFF PERSONNEL: Staff personnel will include those persons who fit into one or more of the following categories:

A. All employees of the association who receive monetary gain.

B. All student interns who receive credit through accredited schools.

9.2 PERSONNEL POLICIES: The Board of Directors shall ensure that there is an up to date version of personnel policies for staff personnel to follow. The personnel policies shall assist staff personnel in understanding their

benefits, privileges, and responsibilities. The personnel policies shall include sections addressing equal employment opportunity, a personnel grievance procedure, the responsibilities of complying with provision of the by-laws and appropriate regulations, along with other rules and obligations to follow.

9.3 PERSONNEL RECORDS: Personnel records of staff shall be kept in the principle office of the association, or in such other locations as the Board shall determine. Personnel records shall be open only to the Board of Directors or such other persons specifically authorized by the Board. In addition, each individual on whom a personnel file is kept or his/her agent shall be authorized to examine the contents of his/her particular personnel file at any reasonable time.

ARTICLE X BY-LAW AMENDMENTS

10.1 PROPOSED BY-LAW AMENDMENTS: Proposed by-law changes may be initiated by the Board or by petition to the annual membership meeting signed by not less than 25% of the members of the Association.

10.2 BY-LAW AMENDMENTS: These by-laws may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the members *voting, both those in attendance and voting at a regularly called annual membership meeting, and those casting ballots by mail or electronic mail*, provided proper notification of such proposed by-law changes were included in such a call. Proper notification as noted above shall include a clearly stated notice of what section of the by-laws is to be deleted, changed, or added and what the exact wording of the desired change or addition shall be.

Ballots shall be sent to all N-CSA members postmarked forty-five (45) days before the annual membership meeting.

Members who choose to vote by mail or electronic mail shall return marked ballots to the By-Law Committee Chair postmarked no later than twenty (20) days before the annual membership meeting. The By-Law Committee Chair shall forward the results of the mailed and electronically mailed ballots to the Board Chair for certification. Ballots cast by mail, electronic mail and at the annual membership meeting shall be combined to determine results.

In keeping with the intention of section 5.2 and this section, the vote of adoption or rejection of any by-law changes shall be for or against as they were worded in the notice with no provision for changes or alteration in that wording being made at the annual membership meeting where that vote is called. If changes in wording or in nature of the by-law change are desired, they must be voted upon at the next regularly called annual membership meeting after proper notification can be issued. By-law changes and/or amendments may be taken by written ballot of the membership.

10.3 EXCEPTIONS: There is only one exception to the aforementioned provision of this article and that is that only a majority vote of the Board of Directors is needed to change or delete paragraphs A,B,C,D,E,F and G of section 8.2 of these By-laws.

ARTICLE XI DISSOLUTION AND SUCCESSION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all assets of the Association exclusively for the purpose of the Association in such manner, or to such organizations organized for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.

Any assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XII ADOPTION

These By-Laws of the Navajo-Churro Sheep Association were passed by unanimous vote of the founding members and temporary officers of said organization at a meeting held on June 15, 1987, Los Ojos, New Mexico.

Revisions to these By-Laws were duly passed by membership vote June 1990. Those revisions are identified by ~~strikethrough~~ of deleted language and *italics* of changed language.

August 1994

Revisions to these By-Laws were duly passed by membership vote July 2006. Those revisions are identified by ~~strikethrough~~ of deleted language and *italics* of changed language.

Revisions to these By-Laws were duly passed by membership vote October 2008. Those revisions are identified by ~~strikethrough~~ of deleted language and *italics* of changed language.