

## **ARTICLES OF INCORPORATION AND BY-LAWS**

(A non-profit corporation organized under the laws of North Dakota. Revised June 2024.)

### **ARTICLE I**

**NAME:** The name of this corporation shall be COLUMBIA SHEEP BREEDERS ASSOCIATION OF AMERICA.

### **ARTICLE II**

*PURPOSES:* The purposes for which this corporation is formed are:

- To preserve and improve the quality of Columbia sheep by selective recording and registration.
- To protect the breeders and purchasers of, and maintain the purity of, Columbia sheep, by recognizing, and designating as Columbia sheep animals conforming to the standards and requirements of this Association.
- To provide funds for the purposes of the Association, and to acquire real and personal property as may be necessary to requisite in the due performance of its business, or incidental thereto.
- To encourage and promote the breed and improvement of Columbia sheep and publicize the same.

### **ARTICLE III**

#### *PLACE OF BUSINESS*

The Board of Directors shall fix this Association's principal place of business, and change it from time to time to meet changing conditions, either within or without the state of North Dakota, provided that at all times when its principal office is maintained without the State of North Dakota a resident agent, either an individual or a corporation, shall be maintained within North Dakota, whose name and address shall be kept on file with the Secretary of State of the state of North Dakota.

### **ARTICLE IV**

#### *MEMBERS*

Section 1--Members: There shall be no capital stock of this Association. Any reputable breeder of Columbia sheep may become a member by application to Association, and by paying a membership fee. (Junior memberships, through 21 years of age, are \$15. Senior memberships, 22 years of age or older, are \$50.) Membership shall not be transferable and may be cancelled without notice for non-user at the direction and discretion of the Directors at any time a member has not recorded sheep with the Association for a period of not less than two years. Membership shall be limited to one application per entity as determined by legal residency. Notice of such cancellation shall be given by the Secretary, by mail, to the former member at this post office address of record with the Association.

Section 2--Annual Dues: Association dues are to be paid on or before the first transaction of business each calendar year. Senior membership dues are \$50 per year. Junior membership dues are \$10 per year. For voting rights, senior membership dues must be paid.

## **ARTICLE V**

### **OFFICERS**

Section 1--Directors: This Association shall be governed by a Board of twelve Directors elected by a majority of the votes cast at the Annual Membership Meeting from the members in good standing. Directors shall take office immediately upon election and shall hold office for two years. Six Directors shall be elected each year, except at the first election and to provide for staggered terms; six Directors shall be elected for a term of two years and six for a term of one year. Each of the four regions (based on time zones: East, Central, Mountain, and Pacific) have two Directors nominated by only the members of the region they represent. Four at-large Directors shall be nominated and elected by the members.

Section 2--President and Vice-President: Immediately following the election of Directors each year, a President and Vice-president shall be elected from the personnel of the Directors by a majority of the votes cast at such election by the Directors. The duties of the President and the Vice-President shall be those usually appertaining to such offices and as provided by law.

Section 3--Quorum of Directors: Five Directors shall constitute a quorum to transact business.

Section 4--Vacancy in the office of Director: Vacancies in the Board of Directors may be filled for the unexpired term by the remaining Directors.

Section 5--Secretary-Treasurer: A secretary-treasurer of the Association shall be hired, and his or her compensation fixed by the Board of Directors each year. The secretary-treasurer shall be bonded in form and amount as directed and approved by the Board of Directors.

Section 6--Executive Committee: Each year the President and four members appointed by the President from the personnel of the Directors, shall constitute the Executive Committee. The Board of Directors shall have authority to and shall delegate to the Executive Committee such duties and authority, and make rules for its guidance, as the Board of Directors deem necessary or desirable.

Section 7--Removal of officer or member: Any officer or member of this Association guilty of dishonest practice may be removed from office or membership by a majority vote of the Directors voting upon such subject at a regular or special meeting called for that purpose. Notice of the meeting containing the charge in general terms shall be given by registered mail to the officer or member accused at his post office address on file with the Association at least ten days prior to such meeting. In the event the charge is proven involving false registrations, all registrations procured by such member shall be subject to review and elimination by the Board of Directors.

Section 8-- Resignation: Any officer may resign by filing his resignation with the Secretary of the Association. Upon acceptance of such resignation by the Board of Directors the same shall become effective immediately. In case the Board of Directors neglect to act upon a resignation so filed within thirty days after filing, the resignation shall become effective, and the office deemed vacant.

## **ARTICLE VI**

### *MEETINGS*

Section 1--Directors: The Board of Directors shall meet at such times and places, either within or without the state of North Dakota, as they shall determine. Special meetings of the Directors may be called at any time by the president or by two Directors. Notice of meetings shall be given to each Director by mail at his post office address on file with the Association, giving each Director ample time within which to attend such meeting.

Section 2--Members: The Board of Directors shall fix the place of all meetings of the members, and such meetings may be held either within or without the State of North Dakota. At least one meeting of the members will be held each year. The Secretary shall notify all members of the Association by written notice using mail and/or appropriate electronic methods, the date, time, and place of all meetings, giving in general terms the purposes of the meetings. Members present at any meeting shall constitute a quorum for the transaction of business. Such notice shall be given at least ten days prior to the meeting.

### *RULES AND REGULATIONS*

Rules and regulations fixing standards of perfection, requirements for recording or registration, providing for inspection. Issuing Record of Performance (R.O.P.) certificates of Columbia sheep; for the insertion of new blood into the Columbia breed, fixing fees for recording and registration, and generally, for the conduct of the business of the Association, shall be made by the members at any regular or special meeting, by a two-thirds of the votes cast at such meeting, providing notice of proposed rules, amendments thereto or changes therein, is given in the notice of the meeting.

### *EMERGENCY CLAUSE*

The Board of Directors have an emergency clause to have the authority to fix fees for recording registrations and transfers and other items necessary for the operation of the Association. Resolutions go into effect when the Directors deem so. Resolutions must be approved by a majority vote at the following annual membership meeting.

### **CODE of ETHICS**

The Columbia Sheep Breeders Association of America being a membership corporation composed of individuals; a relationship is created whereby integrity, honesty, and fair dealings of its members, between themselves, the Association, and others, is essential to the maintenance of the good reputation of the Association and its members. By-Laws and a Code of Ethics to enforce a strict compliance with the purposes of the Association, and to maintain a clean membership and for the expulsion of unworthy members, shall be adopted, which may be altered, amended, or repealed as therein provided.

### *ARTICLE I:*

Any member of this Association who violates the Constitution, By-Laws, or rules and regulations of the Association, or who shall deceive or wrong the Association or a member thereof, or other person, or who shall conduct himself or herself as to make his or her association undesirable; or any member whose practices in the breeding of Columbia Sheep are such as to impair the

reliability of the records of the Association shall be censured, suspended, or expelled by the Board of Directors, after notice and a hearing as herein after provided. Persons whose membership has been declared forfeited and cancelled and are at the time owners of registered Columbias may, in a proper case in the discretion of the Board of Directors, be permitted to transfer the Columbias then recorded in their names, or to Register and transfer the Columbias or the progeny of said sheep, within six months.

SECTION A:

Also, to be binding on non-members, or persons holding public sales who may use the services of the Association.

SECTION B:

The Board of Directors shall have the power to define from time to time what constitutes such fraudulent and unethical practices.

SECTION C--CHARGES AGAINST MEMBERS:

Upon charges being preferred against a member, or upon information reflecting upon his or her conduct being presented to the Executive Secretary or any officer of the Association, it shall be the duty of the Executive Secretary to investigate or cause the same to be investigated. If the Executive Secretary with the written concurrence of the President or Vice President deems said charges or information to be of such a character that the Association should take cognizance thereof, such charges shall be reduced to writing.

The Executive Secretary shall then cause a copy of such charges, with a notice of time and place of the hearing thereof, to be served upon said member (or persons) by registered mail, not less than thirty days prior to said hearing and like notice to party preferring charges. Such notice shall contain a statement about the purpose and scope of the hearing, and of the action which said Directors have the power to take regarding his or her membership or services rendered by the Association. Such notice shall further advise said party that he or she may appear in person or by Counsel, produce witnesses, affidavits, documentary, or other evidence in his or her behalf; and in any case, whenever in the judgment of the Directors, the best interests of the Association require it, a member may be denied all privileges in the Association pending the hearing upon said charges before the Directors.

SECTION D--Hearings:

With rights stated in SECTION C, both parties shall present their case. Association holds the right to record all or any part of the testimony. At the close of said hearing, or as soon thereafter as may be reasonably possible, the Directors shall make their findings as to the truth or falsity of such charges and shall render its decision thereon, either censuring, suspending or expelling said member or persons, or dismissing the charges; and upon the dismissal of the charges restoring him to the privileges of the Association, if he had been suspended pending hearing of charges. The decision of the Directors shall be final. The Executive Secretary shall record the same in Association Records and notify parties by mail of same.

SECTION E--Complaints: As the Association is not a complaint department, they will only act on cases whereby they directly affect the good name of the Association, the By-Laws, or rules. Otherwise, all agreements are between the buyer and seller of animals, where the Association is not impaired.