

By Laws - Eastern Alliance for Production Katahdins, Inc.

ARTICLE I: NAME

The name of this organization is: Eastern Alliance for Production Katahdins, Inc.; its abbreviation is EAPK.

ARTICLE II: PURPOSE

The Eastern Alliance for Production Katahdins is a group of like-minded Katahdin producers established to facilitate the sharing of information and genetics to improve the commercial value of the Katahdin breed to the US sheep industry. Further, the Eastern Alliance for Production Katahdins functions as a liaison between Katahdin Hair Sheep International (KHSI) and the National Sheep Improvement Program (NSIP) by providing technical expertise to the KHSI Board and its members on issues pertaining to quantitative genetic selection and by assisting the NSIP Board and Program Director by facilitating breed-specific outreach and mentorship opportunities for Katahdin flocks enrolled in NSIP. The Eastern Alliance for Production Katahdins will also organize educational opportunities for Katahdin breeders enrolled in NSIP including dissemination of the latest relevant genetic research and technologies, provide training in management of on farm data and use of software to assist in data collection/management/visualization, and to discuss emerging trends in sheep management and marketing.

As such this organization, shall be operated solely for charitable and educational purposes, as described in section 501 (c) (5) of the Internal Revenue Service code, as amended or by the corresponding provisions of any subsequent federal tax laws (“codes”).

As such this organization is to be operated only for non-profit purposes, and no part of the net earnings of Eastern Alliance for Production Katahdins shall inure to the benefit of any private individual. All funds collected through membership, miscellaneous fees, and donations are designed for the above mentioned educational and charitable purposes.

ARTICLE III: MEMBERSHIP

A: There are two levels of membership; full voting membership and associate membership.

Full voting memberships will be either individual, farm, or corporation. Each individual and corporation membership shall be entitled to one vote on each matter submitted to the membership for a vote. Corporate entities shall designate in writing filed with the secretary the individual who shall vote on the behalf of said entity.

Each farm shall be entitled to two votes on each matter submitted to the membership for a vote. Each farm shall designate in writing filed with the secretary the two individuals who shall vote on the behalf of said farm.

In order to qualify for a full voting membership, the applicant must have a Katahdin flock currently enrolled in the National Sheep Improvement Program (NSIP) and have submitted data during the previous calendar year. That member undertakes to uphold the by-laws of the EAPK. Members may only vote in person at a meeting. In the event an annual meeting cannot be held the Board of Directors reserves the right to alter the voting process to mail or online voting.

A member must be in good standing in order to participate in the business of EAPK and in the election of its' directors. By good standing is meant a member has paid annual dues and other fees and has upheld the purposes and by laws of EAPK.

Associate membership can be any owner of at least one Katahdin sheep, either registered or non-registered, or are supporters of the Eastern Alliance for Production Katahdins. They do not have voting privileges but will be listed on the Eastern Alliance for Production Katahdins website and receive all correspondence and newsletters sent to Eastern Alliance for Production Katahdins members. Associate members will not be permitted to consign sheep to the sale at the annual EAPK symposium. The annual EAPK educational symposium and sale are open for attendance to all members both full voting and associate, as well as the general public.

B: Individual and corporation memberships are \$30 annually. Farm memberships are \$50 annually. Associate memberships are \$20 annually.

C: Membership not in good standing shall be terminated upon failure of the member to pay membership dues and other charges assessed by the directors within (30) days of renewal notice, whether written or oral or both. All oral notices shall be followed up in writing as required. Such former member shall be reinstated upon payment of current fees and charges upon payment of such unpaid back fees and charges as the directors may demand.

D: Any dues received after November 1 will be applied to the following year's membership dues.

E: An annual meeting of the members shall be held each year to consider such business as may properly come before the meeting. At least 120 working days' written notice shall be given to the current member of the time and place of the annual meeting. At least 30 working days' written notice shall be given to the current member of the time and place of a special meeting when their attendance is needed. A special meeting can be held at the call of the President, a simple majority of the directors, or 33% of the members including a simple majority of the Directors. A special meeting of the Board of Directors can occur by a call of the President or simple majority of the directors.

F: Quorum: Members constituting a majority of the Board of Directors shall constitute a quorum for the transaction of business at any board meeting. If less than said quorum is present at any official meeting, a majority of the members of the Board of Directors present may, if it so please them, adjourn the meeting to a determined future time and place.

G: Majority Act: Unless otherwise specified below in the by-laws, each qualified member of the Board of Directors shall be entitled to one (1) vote. The act of a majority of the members of the Board of Directors present in person at a meeting in which a quorum is present shall be the act of the Board of Directors. The President shall have no vote on any issue unless there is a tie vote. Absentee voting or proxy voting is not allowed at any meeting.

H: Actions without meeting, telephone or online: As deemed necessary by the Board of Directors for association business, actions required or permitted by law to be taken at an on-site meeting of the Board of Directors may be taken without a physical meeting. Such electronic meeting of the Officers and the Board, or of member of a Committee designated by the Board of Directors may occur via media of telephone conference calls, or other similar communications equipment, or email/instant messaging, by means of which parties engaged in such meeting can hear each other, or can read, or otherwise know in entirety the statements

made by all participants of said meeting. Participation in such electronic meetings pursuant to this section shall constitute presence in person at such meetings except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE IV: BOARD OF DIRECTORS

Section One: The affairs of EAPK shall be conducted by the Board of Directors

Section Two: Provisions

A. The Board of Directors shall consist of seven persons who are full voting members of the organization in good standing. They must also have been members of and submitted data to the National Sheep Improvement Program for the two previous calendar years. Such persons may be an individual, a farm, a corporation, but such farm or corporate entity shall designate in writing filed with the secretary the individual who shall act on the behalf of said farm or corporate entity. All members must be notified in writing 90 days prior to the annual meeting to ask for candidates. Candidates must submit their names to the Board of Directors 30 days prior to the annual meeting.

B. The first Board of Directors will serve 2 full years before regular rotation of Board members begin as stated below. After the 2nd year, unless a board member volunteers, members will be randomly drawn for 2 members to come off Board in the 3rd yr and 3 in the 4th yr and 2 in the 5th yr. Board will then follow 2, 3, 2 patterns of members coming off Board.

C. A director must have been a full voting member of EAPK for the two most recent years. This does not apply to the first Board of Directors.

D. The directors shall be elected by a simple majority of the general membership present and voting. There shall be no other nominating committee other than the association's membership. Directors shall serve for terms of three years and can be re-elected if so chosen by membership.

E. The Board of Directors and the Officers therefore shall establish a general meeting time and place at least once annually to attend to such business as shall properly come before them and to the election of new directors and officers. The Board of Directors shall reserve the right to convert the voting process to online/mail-in as needed if in person meeting/voting is not possible.

F. Any act taken by a majority of the directors at which a quorum is present including the removal of any director shall constitute an act of the board. Any vacancy on the board, including but not limited to death, resignation, or removal shall be filled by nomination of another member in good standing and a majority vote of the Board of Directors until the next annual meeting where the general membership will then elect a replacement. The person serving as the board's appointee can then run for the complete term.

G. No member of the Board of Directors shall be absent without justifiable cause for two consecutive annual meetings of the general membership (other meetings, special or electronic, not included.) A director so absent shall be deemed to have resigned, and said position shall be filled at the second occurrence of the annual meeting pursuant to Article IV,D.

H. No director or officer shall receive any salary for any services. The Board of Directors, however, may at its discretion pay reasonable and customary compensation in the form of per diem and the travel to officers, directors and members rendering extraordinary or peculiar services to the association (provided said funds are available in the budget.)

I. The Board of Directors shall have the authority to charge membership and other fees in such amounts as the board in its discretion deems necessary and appropriate.

J. The Officers will be elected by the Board of Directors from within the current Board of Directors with the remaining 3 Board members heading committees as needed by the Board.

If a member wishes to join a committee, they need to submit their name to the committee's chair for approval by the Board of Directors. The committee chair does not need to be a board member. However, the board member within the committee is responsible for communicating the business of such committee to the Board of Directors.

ARTICLE V: OFFICERS

A. The officers of EAPK shall consist of a President, a Vice-President, a Secretary and a Treasurer. The latter two positions should not be combined since there is no paid operations manager. If the Board of Directors deems a situation critically necessary, they can combine the positions of Secretary and Treasurer. These officers shall be elected by the Board of Directors from within the current Board of Directors. Each officer of EAPK shall hold office until the end of the next annual meeting of the membership. Officers may succeed themselves. Should any elected office become vacant within the year, a majority of the Board of Directors may elect an officer to fill the vacancy, from within the current Board of Directors, for the completion of the term.

B. The first elected officers shall serve 2 consecutive years while EAPK is established.

C. An officer or director may be removed from office by an affirmative majority vote of all the current Board of Directors at any regular or special meeting called for that purpose, for conduct detrimental to the interest of the Eastern Alliance for Production Katahdins, for lack of sympathy with its purposes, or the association. Such officer or director proposed to be removed shall be entitled to at least thirty (30) days written notice by registered, return receipt mail of the causes for removal from office and of the meeting of the Board of Directors wherein said removal is to be considered. Moreover, said officer shall be granted prior to their removal the opportunity before all the other Board of Directors to defend themselves of all charges.

D. 3 Officers are required to be on the bank account with 2 signatures required to write a check.

ARTICLE VI: DUTIES AND AUTHORITY OF OFFICERS

A. President – President shall be the principal executive officer of the association. They shall preside at all meetings of the members, the executive committee, and the Board of Directors. They shall have the general and active management of the

business affairs of EAPK and shall ensure that all orders and resolutions of the Board of Directors are put into effect. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors on occasion. They shall be an ex officio member of all committees.

B. Vice President – The Vice President shall, in the absence of or in case of disability of the President perform the duties and exercise the powers of the executive officer of the association and have such powers as the Board of Directors may occasionally prescribe.

C. Secretary – The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the board and prepare the minutes for review at the next meeting. The Secretary shall give required notice of all meetings. The Secretary shall perform other duties as may be prescribed by the Board of Directors or President.

D. Treasurer – The Treasurer shall have the custody of the Eastern Alliance for Production Katahdins (EAPK) funds and securities and shall keep full and accurate accounts of receipts and disbursements either in regular ledgers or in appropriate computer records. The Treasurer shall deposit all monies and other valuable effects in the name, and to the credit, of the association in such depositories as may be designated by the Board of Directors. They shall disburse the funds of the Eastern Alliance for Production Katahdins and shall render to the President and the Board of Directors at its regular meetings or when the board so requires and to the membership at least once each year and accounting of all transactions and of the financial status of EAPK. The Board of Directors shall appoint, as needed from among the membership in good standing, someone to serve as an alternate designee for the funds of EAPK. This person shall have no power other than the ability to sign checks in the incapacity of the elected Treasurer.

ARTICLE VIII: MISCELLANEOUS

A. Amendments: These by-laws or any provisions hereof may be repealed or amended or added to in the following manner: at least 33% of the members in good standing present the same amendment to the Secretary at least sixty (60) days prior to the annual meeting or any member in good standing may submit a proposed amendment to the Board of Directors for discussion at least sixty (60) days prior to the annual meeting. If a simple majority of the Board of Directors vote in favor of the amendment being presented to the general membership for a vote at the annual meeting; then the Secretary shall send notice to each member in good standing at least thirty (30) days prior to the annual meeting a written notice specifying the points to be amended, repealed or added at the annual meeting. Members in good standing may vote in person on such items. A two-thirds (2/3) majority vote of the members voting shall be required for any amendment, addition, or repeal to become effective. Such action may only occur at the annual meeting.

B. Facsimile Signatures: A telegram, telex, cablegram or similar transmission, or photographic, photo static, facsimile, or similar reproduction of a signed writing shall be regarded as an original signature unless otherwise required by law.

C. Validity of By-Laws in General: If any by-law provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the by-laws in general shall stand as written. Only that particular, stated provision may be affected. Any such adopted change to the by-laws shall be duly recorded in the by-laws and the date of said action inserted.

D. Dissolution: Dissolution of this entity known as the Eastern Alliance for Production Katahdins may occur if there is a 51% vote by all enrolled members of good standing. Any physical assets owned by the EAPK is to be auctioned off and all monetary funds to be donated 50% to KHSI and 50% to NSIP or another sheep educational group to be chosen by the current Board of Directors.