

# **Teeswater Sheep Society of North America Bylaws**

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## **TEESWATER SHEEP SOCIETY OF NORTH AMERICA**

### **Article I THE CORPORATION**

1.1 NAME: The corporation shall be known as and referred to herein as the Teeswater Sheep Society of North America (TSSNA).

1.2 CHARTER: The TSSNA shall be chartered as a non-profit corporation under the laws of the State of Oregon.

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

### **Article II PURPOSE AND GOALS**

2.1 PURPOSE: The purpose of the association shall be to establish and support the Teeswater breed of sheep in North America.

2.2 GOALS:

- a) To engage in the education and promotion of Teeswater sheep.
- b) To register and keep pedigree records of all animals that qualify as percentage blood Teeswater sheep according to the guidelines of the Association.
- c) To provide interested people with information about Teeswater sheep and their products
- d) To maintain high standards and promote quality Teeswater sheep that meet those standards.
- e) To promote interest in the Teeswater breed of sheep wherever possible in order to attract new breeders for the conservation and well being of the breed.

### **Article III FINANCES**

3.1 FISCAL YEAR: The fiscal year of the TSSNA shall commence January 1 and end on December 31.

3.2 DEPOSITS: All moneys, securities, and other valuables of the TSSNA shall be deposited in the

name of the Teeswater Sheep Society of North America in such banks, trust companies, or safe deposit boxes as the Board of Directors shall designate, and shall be withdrawn only by check or order signed by such person as designated by the Board. At least two (2) such people, including the Treasurer, will be designated with access to the accounts. Payments in excess of \$100 require specific authorization by 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 TSSNA shall be signed by the authorized officer or agent designated by the Board.

**3.4 ACCEPTANCE OF BEQUESTS, DEVICES AND DONATIONS :** The President, or any other officer of the Board may:

- a) Accept any and all unconditional and unrestricted bequests, devices, and donations of money, property, or collections of value made to the corporation.
- b) With the prior approval of the Board, accept any other bequests, devices, or donations.

**3.5 INDEMNIFICATION:** Subject to compliance with Oregon state law: 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 of funds, 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, not 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 matters to act upon any information or evidence deemed by them reliable, without incurring any personal liability or responsibility of any kind or in any kind of 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:** The Board of Directors may require that a yearly audit of the corporation is conducted by an independent auditor who is beyond the realm of the business affairs of the TSSNA. A copy of such audit shall be available to the members of the TSSNA.

## Article IV MEMBERSHIP

**4.1 PRIVILEGES OF MEMBERSHIP:** Membership in the Association is and at all times shall be considered to be a privilege and not a right. Active members of the Association are entitled to attend and speak at the membership meetings. In addition, members shall be kept informed of the Association's 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. All reports 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 the hiring, firing, discipline of personnel, or

personnel records.

#### 4.2 DEFINITION OF MEMBERSHIP:

- a) **MEMBERSHIP ELIGIBILITY:** Any person, family, entity or corporation who owns, breeds, or registers Teeswater Sheep with the TSSNA or has an interest in Teeswater sheep is eligible for membership.
- b) **ACTIVE MEMBER:** Active members must be current on their membership dues (in good standing) to be eligible to register, record, or transfer sheep, vote and/or hold elective office. Active members maintain their active status by being the owner of record on any animal registered with the association.
- c) **ASSOCIATE MEMBER:** Any person, family, entity or corporation interested in the promotion of Teeswater sheep may become an associate member of the TSSNA, and as such is entitled to all privileges of full membership except they shall have no vote, nor shall they be eligible to hold elective office.
- d) **JUNIOR MEMBERS:** Any interested person under the age of 18 may become a junior member of TSSNA. Junior members have the same privileges of active members except they shall have no vote, nor shall they be eligible to hold elective office.
- e) **HONORARY MEMBER:** Any person having made outstanding contributions to the establishment of the Teeswater breed in North America, upon nomination and election by the Board, may become an honorary member. As such they shall not be entitled to the privileges and responsibilities of active members including the holding of elective office and the privilege of vote.
- f) **FIBER ENTHUSIAST:** Fiber artists interested in the Teeswater breed of sheep may join the TSSNA.
- g) The Board of Directors may, at its discretion, establish other classes of membership.

4.3 **MEMBERSHIP FEES AND DUES:** Annual membership fees for the above established classes of membership shall be set at the discretion of the Board of Directors. Increases must be approved by the membership.

4.4 **EFFECTIVE DATE OF MEMBERSHIP:** Annual membership shall begin January 1st and expire on December 31st. During the month of December each year, the Secretary will mail and/or email dues notices to members whose dues are not yet paid.

4.5 **TERMINATION OF MEMBERSHIP:** Membership shall terminate on December 31st each year. A grace period of 60 days will be in effect, allowing such time for members to send in membership dues; however, dues must be paid to participate in voting during the grace period.

4.6 **EXPULSION OF MEMBERS:** The Board may expel members for just cause.

### Article V MEMBERSHIP MEETINGS

5.1 The members of the TSSNA shall meet a minimum of annually and the meeting will be held via electronic communication and/or conference call. A meeting can be called as requested by either 25% of the membership or the board of directors to discuss timely issues before the association

5.2 **PURPOSE OF MEETING:** The General Membership Meeting is held for the purpose of announcing the election results of Board members, for hearing the report of officers of the Board, for the consideration of bylaws changes, and for the transaction of any other business which may properly

come before the meeting.

5.3 GENERAL NOTICE OF MEMBERSHIP MEETINGS: Written notice of the time and place of the membership meetings shall be mailed or emailed to the members and be postmarked at least 15 days prior to such meetings. An agenda of the meeting, any ballots to be used, and any proposed changes to the bylaws shall be furnished to all members.

5.4 QUORUM: The active members present at any properly called membership meeting shall constitute a quorum. A properly called meeting shall require that all members of the TSSNA be duly notified of such meeting as described in 5.3.

5.5 VOTING: Voting on issues addressed at membership meetings shall be conducted by ballot. No more than 10 days after the General Membership Meeting, the Secretary of the Association or person designated by the association shall send the ballots to each active member. The ballots shall be returned to the person designated by the association to conduct the election within 15 days of the ballots being sent to the membership. Results of the balloting shall be counted by the Secretary of the Association or such other person as designated by the Board, and shall be kept in his or her custody for a minimum of 60 days from notification of membership of the voting results, and be subject to inspection at reasonable times by any member of the Association. The membership shall be promptly notified of the results of such balloting notified within 10 days of the close of voting on the results of that vote. The act of the majority of those voting shall be considered an act of the membership of the Association.

5.6 SPECIAL MEETINGS: General meetings other than the above mentioned General Membership meeting may be called by the President or by petition of the lesser of 10 active members or 25% of the active membership. Written notice of the time and place of the General meetings shall be mailed or emailed to the members and be postmarked at least 10 days prior to such meetings.

## Article VI BOARD OF DIRECTORS

6.1 AUTHORITY: The Board of Directors of the TSSNA shall be the governing board of the TSA, and shall have ultimate authority over and responsibility for all corporate expenses, properties, funds, and debts.

6.2 DELEGATION OF AUTHORITY: Members, staff, directors, officers and others may act in the name of the TSSNA only when specifically authorized to do so by the Board.

6.3 NUMBER OF DIRECTORS: The Board of Directors shall consist of five members and can only be changed by a vote of the membership. The Board of Directors includes the Officers and one Board Member at large. As membership fluctuates at large director positions can be adjusted to allow equal geographic representation of the membership.

6.4 TERMS OF DIRECTORS: Director(s) shall serve a term of two years. Elections shall be staggered such that in odd years the President, Secretary and odd numbered Directors will be elected, and in even numbered years the Vice President, Treasurer and even numbered Directors will be elected. No one person may serve more than two (2) consecutive terms as President, Vice President, or Board Member at Large. The Secretary and Treasurer may serve an unlimited number of terms.

6.5 MANNER OF ELECTIONS: The Board of Directors shall have the discretion to declare districts within the territory covered which will promote a fair and reasonable representation of the membership.

- a) Election of officers and/or directors shall be held in October of each year with the elected members being seated as of the following January 1.
- b) In any election of directors, a majority of all votes cast shall not be required to elect directors, but the requisite number of persons receiving the highest number of votes shall be declared elected. In the case of ties, a run-off election shall be held among those receiving the tie vote. All elections of officers and directors shall be by ballot via regular mail.
- c) Nomination of candidates shall be considered valid when written nomination is received by the Secretary or member designated by the Board of Directors from any active member emailed and/or postmarked by October 1, of each year.
- d) The Secretary of the Association shall send a ballot for election of Directors to each active member by October 10, of each year. No ballot shall be counted as valid unless such ballot shall have been returned by the date specified by the Association Secretary. Results of the election shall be announced at a general membership meeting and the members of the Association shall promptly be notified of the election results. All ballots will be kept on record for a minimum period of 60 days.
- e) Board of directors voting shall require a majority of votes cast to pass. Board members can only abstain from the vote if they would benefit personally and/or financially from said vote. The President shall vote only in the case of a tie on all issues brought before the board.

6.6 VACANCIES ON THE BOARD: Vacancies may occur during the term of a Board member by death, resignation, removal, disqualification, incapacitation, or by expansion of the Board at 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 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 majority vote of the currently existing members of the Board or by a majority vote of the general membership participating in the vote, provided they have been members of the association for 6 months prior to the vote. Any director shall have the right to speak on his/her own behalf before a vote and removal by the Board or by the Membership. Any director so removed has the right to appeal to the Membership and/or arbitration.
- c) In the event a vacancy occurs in a Board position, other than the President, the membership shall elect a new Board member to serve the remainder of that term. A person elected in this manner shall be eligible for two more terms in that position if duly elected by the membership. In the event of a vacancy in the office of President, the Vice President fills the vacancy, and the office of Vice President is filled by the Board. Board vacancies shall be filled within 60 days after the position becomes vacant.

6.7 COMPOSITION AND DUTIES OF BOARD OFFICERS: The officers of the Board shall be President, Vice-President, Secretary and Treasurer.

- a) The PRESIDENT shall be the chief officer of the TSSNA and shall perform the duties of general supervision of the business and affairs of the TSSNA. (S)he shall preside at all meetings of the Board, and of the membership. (S)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. (S)he shall be an ex-officio participant of all committees appointed by the Board.
- b) The VICE PRESIDENT shall, in the absence of or the incapacity of the President, act in the capacity of the President.
- c) The SECRETARY/TREASURER is subject to the ultimate will of the Board and in compliance with the provisions of the bylaws and:
  - 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,

-shall insure that the members of the board and all members of the association receive a copy of the minutes within 10 days of the meeting,

-shall be responsible for maintaining all official documents, minute books, and such other matters entrusted to the secretary's keeping,

-shall see that all such documents are kept under proper care and safekeeping,

-shall ensure that a register containing the names and addresses of all members is being properly kept and maintained by the Board,

-shall record and keep a permanent file of any letter ballots received from the general membership,

-and shall perform such other activities as may be set by the Board.

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 the responsibility for the funds, securities, receipts, and disbursements of the corporation. The Treasurer is responsible for bringing any questionable expenditure to the attention of the Board in a timely manner and shall see that a timely record of the financial activity of the TSSNA be properly preserved. (S)he shall be empowered (without regard to the will of the Board or the members ) to require from any director, officer, staff worker, or associate of the TSSNA 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 corporation.

6.8 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 may not be Board members, but may be required to participate in board meetings.

6.8. COMPENSATION: Directors shall serve without compensation except that they may be reimbursed for actual expenses incurred in the performance of duties as a director or officer of the TSSNA at the discretion of the Board.

## Article VII BOARD MEETINGS

7.1 BOARD MEETINGS are held for the purpose of conducting corporate business and shall be held at least once a year. The Board shall meet for the first time within 10 days after an election. Board meetings may be held by personal attendance of the Board members and/or by participation via conference call or electronic media. The time of the meetings shall be set by the President with the approval of the Board, or by agreement with the majority of the Board. Voting on items discussed at the meeting can be conducted electronically. The setting of the time preferably occurs as one of the last items on the agenda of the preceding Board meeting.

7.2 GENERAL NOTICE OF THE UPCOMING BOARD MEETINGS: Electronic notice of the time and place of Board meetings shall be furnished to all board members and all association members. This notice shall be given at least 7 days prior to the meeting, and shall contain a copy of the agenda.

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

7.4 NO proxies or absentee ballots may be used at any Board meeting.

7.5 ONLY BOARD MEMBERS may vote at any Board Meeting. The act of a majority of the votes cast shall be considered an act of the Board.

7.6 OPEN BOARD MEETINGS: Any member of the Association may attend meetings of the Board of the TSSNA. However, in order to address the Board or to comment to the Board, they must be recognized by the President. The official decisions and recommendations of the Board will be made available to the members of the Association within 10 days of the meeting date.

7.7 CLOSED SESSIONS OF THE BOARD: The Board shall go into closed session to deal with fiscal or personnel matters. Any non-board member may be excluded by the Board during closed sessions.

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

7.9 CONDUCTING BOARD MEETINGS: All meetings of the Board shall be conducted by the President or Vice President, or in the absence of both of the officers, by a member elected by the Board. Meetings, other than by electronic means, shall be conducted in accordance with the latest revised edition of Robert's Rules of Order except as otherwise specified in these bylaws. Electronic meetings will be conducted according to Roberts Rules of Order pertaining to electronic meetings and the bylaws of the association.

#### Article VIII COMMITTEES OF THE BOARD

8.1 EXECUTIVE COMMITTEE: The executive committee consists of all officers of the Board. The President shall act as chair of the meetings of this committee.

8.2 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 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 bylaws. A Board member may serve on each committee. All committees shall be appointed, dismissed, or restructured individually by the President with the approval of the board. Any Committee member may resign at any time, giving written notice to the Board. The acceptance of that resignation shall not be necessary to make it effective. The President, 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.

#### Article IX BYLAW AMENDMENTS

9.1 PROPOSED BYLAW AMENDMENTS: Proposed bylaw changes may be initiated by the Board or by petition to the General Membership Meeting, signed by not less than 25% of the members of the Association.

9.2 BYLAW AMENDMENTS: These bylaws may be altered, amended, or repealed by the affirmative vote of the majority of active membership in good standing participating in the election. Proper notification as noted above shall include a clearly stated notice of what section of the bylaws is to be deleted, changed, or added; and what the exact wording of the desired change or addition shall be. No more than 10 days after the General Membership Meeting, the Secretary of the Association shall mail the proposed amendments and ballots to each active member. Results of the balloting shall be

counted by the Secretary of the Association or such other person as designated by the Board, and shall be kept in his or her custody for a period of time as determined by the Board, and be subject to inspection at reasonable times by any member of the Association. The membership shall be promptly notified of the results of such balloting.

Article X  
DISSOLUTION AND SUCCESSION

Upon dissolution of the Teeswater Sheep Society of America, after paying or making provision for the payment of all liabilities of the association, dispose of all assets of the association exclusively for the purposes of the association in such manner, or the remaining assets will be divided equally among the members.

February 3, 2014



## **TSSNA Registration Guidelines**

**1) First cross** must be via A.I. with 100% Teeswater semen.

**2) Percentages** will be calculated by actual percentage as follows:

Ram % + Ewe % = \_\_ divided by 2 = \_\_

100% + 50 % = 150 / 2 = 75%.

100 % + 75% = 175 / 2 = 87.5

All results will be rounded down and truncated to the 1st decimal point.

Example: 87.50% + 93.75% = 181.25 / 2 = 90.63 Rounded down and Truncated to 90.6%

Once animals reach 96% or higher they will be declared North American Purebred and their true percentage will be used to calculate the percentage of their offspring."

### **3) REGISTRY**

TSSNA provides a registry to record the progress through the upgrading program.

\* For the purpose of continuity we will try to use the existing ATSA Registration number along with the Breeder Code, New registrations will begin at 3000.

#### **(4 A) FOUNDATION EWES**

Foundation Ewes must be registered or recorded with the appropriate sheep associations or registries.

The TSSNA Registry will accept Foundation Ewes of Non or Low Percentage Teeswater blood into the TSSNA Foundation Ewe Registry. Members must provide a copy of registration or recording from the following associations.

\* Cotswold \* Leicester Long wool. \* Lincoln. \* Wensleydale

\* The American Cotswold Record Association

\* Leicester Longwool Sheep Breeders Association

\* National Lincoln Sheep Breeders Association

\* The North American Wensleydale Sheep Association

\*American Teeswater Sheep Association

***(all lambs of these foundation ewes \* Border Leicester. \* Blue Faced Leicester must be born before July 1, 2014 and registered before January 1, 2015)***

#### **(4 B ) A.I. RAMS**

AI rams will be accepted into the TSSNA registry, A.I. Ram candidates must have a 3-generation pedigree presented to the Secretary of the TSSNA and the animal must be registered with the appropriate Teeswater breed organization in their country of origin before they can be registered with the TSSNA. He must be 100% Teeswater and RR at Codon 171.

Existing TSSNA registered rams who wish to be designated for use as an A.I. Rams must be registered with TSSNA as a "Certified Purebred Teeswater". ***(See CERTIFIED NORTH AMERICAN PUREBRED TEESWATER definition)***

#### **(4 C ) CERTIFIED REGISTRATION**

Offspring of F1 Registered sheep may be registered as Pedigree Certified if they have a Teeswater blood % of 50% or greater for ewes, or a Teeswater blood % of 75% or greater for rams with RR for Codon 171.

**(4 D ) CERTIFIED NORTH AMERICAN PUREBRED TEESWATER REGISTRATION** To obtain Certified Pureblood Teeswater Registration, Candidates and sire and dam must be registered with ATSA/TSSNA and have reached 96% or greater Teeswater blood percentage and RR at Codon 171 for Rams. (Once animals reach 96% or higher they will be declared North American Purebred and their true percentage will be used to calculate the percentage of their offspring.)

***\*\* In the event imported 100% Teeswater semen is not available in North America, first cross natural breedings with foundation ewes may be recorded with the TSSNA if the percentage of the animals to be recorded is a minimum of 48% Teeswater genetics. Prior to such a breeding, a request to do so must be made to the TSSNA Board of Directors and approval given in order for progeny of such a first cross to be recorded with the TSSNA. The offspring of such recorded ewes must be 50% or higher Teeswater genetics to be recorded with the TSSNA.***

***\*\*Percentage Teeswater Sheep registered with The American Teeswater Sheep Association shall be eligible for registration with the Teeswater Sheep Society of North America with a copy of the ATSA registration certificate.***

April, 7, 2014