

BYLAWS

ARTICLE I – NAME

The name of this organization shall be THE CALIFORNIA RED SHEEP REGISTRY

ARTICLE II – PURPOSE

The CALIFORNIA RED SHEEP REGISTRY is a non-profit California Corporation, without capital stock, whose purpose is to promote and develop the CALIFORNIA RED breed of sheep. It shall keep records of all animals recorded in the registry, issue certificates covering the same and perform all functions connected with the registration of sheep. The REGISTRY shall receive and disburse all funds of the organization.

ARTICLE III – MEMBERSHIP

Section I: Any owner or registrant of California Red Sheep in the CALIFORNIA RED SHEEP REGISTRY who pledges to support, uphold and obey the Bylaws and Rules of the Registry, may become a member.

Section II: Each member of the Registry in good standing shall be entitled to one vote on each matter submitted to the membership.

Section III: The Board of Directors shall determine the amount of annual membership dues, the amount to be paid by new members as a membership fee and the amount of fees for services that shall be payable to the Registry.

ARTICLE IV – DIRECTORS

Section I: The Board of Directors shall consist of ~~seven-five~~ seven members of the Registry who are in good standing and have been in good standing for two calendar years. Directors shall be selected by secret ballot by the general membership and shall serve without compensation or bond.

Section II: The ~~seven-five~~ seven members of the Board shall be divided into three classes of two, two and ~~three-one~~ three members each. The term of office of the Directors in each class shall be three years except in the initial election of directors when Class I shall be elected for one year, Class II for two years and Class III for three years. The placing of candidates in a given class shall be determined by lot.

Section III: the term of office of newly elected directors shall commence immediately following the adjournment of the meeting in which they are declared to be elected.

Section IV: At all the meetings of the Board of Directors, a majority of the whole Board shall be deemed to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

ARTICLE V – OFFICERS

Section I: the officers of the Registry shall be elected annually from the membership of the Board of Directors by the Board of Directors and shall serve for the term of one year without compensation or bond. However, by vote of the board of Directors, any officer may be compensated for expenses incurred in carrying out the responsibilities designated by the Board.

Section II: The officers of the Registry shall consist of the President, Vice-President, ~~Executive Secretary~~, Treasurer and Recording Secretary. Any two offices may be held by the same person.

- a. The President of the Registry shall preside at all meetings of the membership and/or the Board of Directors, shall appoint committees when appropriate, communicate to the membership and the Board such matters as may, in the opinion of the President, tend to promote the welfare and increase the usefulness of the Registry and shall perform such other duties as are incident to the office of President.
- b. The Vice President shall conduct all meetings in the absence of the President.
- c. ~~The Executive Secretary shall be responsible for managing and overseeing the day to day affairs of the Registry, issuing notices and keeping the records of the organization including the master stud book and membership rolls. The Executive Secretary shall also be responsible for the preparation of the annual stud book.~~
- d. The Treasurer shall maintain a bank account in the name of the Registry, collect dues and fees, make expenditures and keep the financial records of the Registry, making periodic reports to the Board of Directors and membership, and shall maintain a current paid membership list.
- e. The Recording Secretary shall take the minutes of all meetings of the Board of Directors and membership, preparing the same for inspections and correction by the members at subsequent meetings. The Recording Secretary shall also assist the President and ~~Executive Secretary~~ with mailings and other correspondence when necessary.

ARTICLE VI – GENERAL PROVISIONS

Section I: The year of the Registry shall be the calendar year.

Section II: No person shall be liable to the Registry for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken as an officer or agent of the Registry.

Section III: The Board of Directors shall establish Rules of Registry. These rules may be amended or added to by the Board of Directors and it shall be the duty of each member of the Registry to obtain a copy of these rules and abide by the same.

Section IV: The Board of Directors shall adopt and, may alter at its pleasure, the corporate seal which shall have inscribed thereon the words "California Red Sheep Registry" and the words, "Corporation Seal – California".

Section V: It shall not be the duty of the Registry to enforce any contract or agreement between buyers and sellers other than furnishing proper certificates of registry and transfers of ownership.

Section VI: The Standard of Type adopted by the Board of Directors shall be the description and model for California Red Sheep and be considered absolute unless formally amended by the membership and Board of Directors in the manner set forth in the Bylaws.

We, the undersigned, hereby certify that the foregoing Bylaws were adopted by the members of the Board of Directors on the

Day of _____, 1989.

Janice Altomare _____ Mike Altomare _____

Delyte Bair _____ Tom Bair _____

Alice Gardner _____ Aimee Soulier _____

Paulette Soulier _____

ADDENDUMS

ARTICLE VI - GENERAL PROVISIONS

Section VII: The Board of Directors shall designate a Registrar for the California Red Sheep Registry. The Registrar shall be responsible for managing and overseeing the day-to-day affairs of the Registry, issuing notices and keeping the records of the organization including the master stud book and membership rolls. The Registrar shall also be responsible for the preparation of the annual stud book.

Section I: The Board of Directors shall consist of five members of the Registry who are in good standing and have been in good standing for two calendar years. Directors shall be selected by secret ballot by the general membership and shall serve without compensation or bond.

~~Section II: The five members of the Board shall be divided into three classes of two, two and one members each. The term of office of the Directors in each class shall be three years except in the initial election of directors when Class I shall be elected for one year, Class II for two years and Class III for three years. The placing of candidates in a given class shall be determined by lot.~~