

# **BY-LAWS OF THE NATIONAL ROMELDALE CVM CONSERVANCY, A NOT-FOR-PROFIT CORPORATION**

## **ARTICLE I: ORGANIZATION**

1. The name of the organization shall be the National Romeldale CVM Conservancy, Inc. (hereafter “NRCC”).
2. The NRCC may—by a vote of 51 percent of the membership body—change its name.
3. The NRCC shall abide by Roberts Rules of Order, consulting said document for clarification when needed.

## **ARTICLE II: PURPOSE**

The following are the purposes for which the NRCC has been organized. NRCC is a group of concerned breeders, individuals, and corporations who care about the future of the most critically endangered breed of sheep in the United States today. Its goal is to promote and **preserve purebred Romeldale sheep** whose pedigree traces 100% back to the original Eidman/Spencer flocks using the herd sire books of the American Romeldale CVM Registry, (hereafter “ARCR”), which are the original and oldest registration books available.

## **ARTICLE III: MEMBERSHIP**

Membership in the NRCC shall be open to all concerned breeders, individuals, and corporations who have an interest in the promotion and preservation of the purebred Romeldale breed of sheep whose lineage is strictly verifiable through the Eidman/Sexton ARCR herd sire books and who pay membership dues to the NRCC.

## **ARTICLE IV: MEETINGS**

The annual membership meeting of this organization shall be held at least once per year. The Board will vote every year on a specific date, time, and venue for this annual meeting.

The Secretary shall invite every member in good standing to these annual meetings via email. In cases where a member has no access to email and/or the Internet, the Secretary shall send a Postal mail notice to the member. The Secretary will use the membership roll book in the NRCC and preferences in terms of mode of communication (email vs. Postal mail) to determine how to invite participants to attend the annual meeting.

The annual meetings can be attended in person, by telephone conference, GoToMeeting, Skype, or other legitimate and commonly accepted remote conference methods. The Board will decide every year how the meeting will be held taking into consideration what will bring maximum participation from the membership. If the meeting is held at a specific location (rather than electronically or via telephone), accommodations must be made for members not able to travel to such location by providing a conference call type arrangement at the meeting location.

The presence of not less than 25 percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization, but a lesser percentage may adjourn the meeting for a period of not more than three (3) weeks from the date scheduled by these By-Laws and the Secretary shall cause a notice of this rescheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein set forth shall be required at any rescheduled meeting.

Special meetings of this organization may be called by the President when deemed necessary for the best interests of the organization. Notices of such meetings shall be emailed or mailed to all members at their addresses as they appear in the membership roll book at least 10 calendar days before the scheduled date set for such special meeting. Such notice shall state the reason(s) that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of 25 percent of the members of the Board of Directors or 25 percent of the members of the organization, the President shall cause a special meeting to be called, but such request must be made in writing at least 15 calendar days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting.

#### **ARTICLE V: VOTING**

At all meetings, except for the election of officers and directors, all votes shall be by voice, paper ballot, email ballot, or other electronic means such as BallotBin.com. For election of officers, voting shall be made electronically using BallotBin.com or a similar system. Nominations for officers and directors should be sent to the Secretary at least a month prior to starting the scheduled voting.

At any regular or special meeting, if a majority (51 percent or greater) so requires, any question may be voted upon in the manner and style that is practicable for the type of meeting being held. At all votes by ballot, the President or other Board member shall, prior to the commencement of balloting, appoint a committee of three (3) from the membership. The committee of three shall act as "Inspectors of Election" and shall, at the conclusion of such balloting, certify in writing to the Chairman the results. The certification shall be physically (or electronically in the case of email) affixed in the minute's book to the minutes of that meeting. If a committee of three is not practicable due to the limited number of members present at the meeting, at least one other member shall serve as an Inspector of Election.

No Inspector of Election shall be a candidate for office.

## **ARTICLE VI: ORDER OF BUSINESS**

1. Roll Call
2. Reading of the Minutes of the preceding meeting
3. Reports of Committees
4. Reports of Officers
5. Old and Unfinished Business
6. New Business
7. Adjournments

## **ARTICLE VII: BOARD OF DIRECTORS**

The business of this organization shall be managed by a Board of Directors consisting of up to three (3) members, together with the officers of this organization. If a director elected is a resident of the State of Ohio and a citizen of the United States, he shall serve as a Registered Agent for the organization (see Article XI below).

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of three (3) years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Fifty-one (51) percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held every six (6) months on a date and time agreed by the Board. Such meetings may be done in person or by teleconference or other electronic means.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

The Board of Directors shall select a Secretary from one of their members.

A Director may be removed when sufficient cause exists for such removal. Sufficient cause shall include:

- a. Failure to promote, protect or defend the integrity and purity of the Romeldale CVM breed of sheep in words or actions in accordance with the designated By-Laws of the NRCC.
- b. Misappropriation of any NRCC funds.
- c. Other serious offenses.

A Director or member in good standing may entertain charges against any director. All charges shall be specified in writing, signed, and dated by the complainant. A copy of the complaint shall be sent to each Board member. No action may be taken for 30 days to allow for full consideration of the complaint, at the end of which point a decision shall be made and the complainant notified.

#### **ARTICLE VIII: OFFICERS**

The initial officers of the organization shall be as follows:

- President
- Vice President
- Secretary/Treasurer

#### **President**

- Shall preside at all membership meetings.
- Shall be, by virtue of the office, Chairman of the Board of Directors.
- Shall present at each annual meeting of the organization an annual report of the work of the organization.
- Shall appoint all committees, temporary or permanent.
- Shall see that all books, reports, and certificates required by law are properly kept or filed.
- Shall be one of the officers who may sign the checks or drafts of the organization.
- Shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

#### **Vice President**

- Shall, in the event of the absence or inability of the President, exercise office by becoming acting president of the organization with all the rights, privileges, and powers as if he had been the duly elected president.

#### **Secretary/Treasurer**

- Shall keep the minutes and records of the organization in appropriate books.
- Shall file any certificate required by any statute, federal or state.
- Shall be the official custodian of the records of this organization, with the exception of Linda Pfeiffer's American Romeldale CVM Registry and the American Romeldale CVM seal.

- Shall give and serve all notices to members of this organization.
- May be one of the officers required to sign the checks and drafts of the organization.
- Shall present to the membership at all meetings, communication addressed to the Secretary of the organization.
- Shall submit to the Board of Directors any communications which shall be addressed to the Secretary of the organization.
- Shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
- Shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. Shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$2,000 and the balance of the funds of the organization shall be deposited in an interest bearing savings bank except that the Board of Directors by majority membership vote may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in the State of Ohio.
- Must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- Shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such reports shall be physically or electronically affixed to the minutes of the Board of Directors of such meeting.
- Shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall—for reason of the office—be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

Up to three **Members-At-Large** shall have the same duties as, and act in concert with, the Board of Directors as designated by a majority membership vote:

- a. The first member-at-large shall hold office for one (1) year, after which the newly-elected member-at-large replacement shall hold office for three (3) years.
- b. The second member-at-large shall hold office for two (2) years, after which the newly-elected replacement shall hold office for three (3) years.
- c. The third member at large shall hold office for three (3) years, after which the elected replacement shall hold office for three (3) years.

**Article IX: REGISTRAR**

In partnership with the NRCC, Linda Pfeiffer, Registrar, holds sole ownership of the American Romeldale CVM Registry, its seal and maintenance. Linda Pfeiffer shall maintain ownership of the American Romeldale CVM Registry until which time she may wish to gift it to the NRCC, or upon the disbursement of her Last Will and Testament. Linda Pfeiffer’s last Will and Testament shall specify the American Romeldale CVM Registry and its seal be bequeathed to the NRCC if Article II – PURPOSE and Article III – MEMBERSHIP wording appears in its original form instituted in the original By-Laws of the NRCC, A-Not-For-Profit Corporation.

**ARTICLE X: SALARIES**

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

**ARTICLE XI: REGISTERED AGENT**

The organization will designate and contract with a lawyer or service organization in the State of Ohio that performs the function of a Registered Agent (also known as “Resident Agent” or “Statutory Agent”).

The Registered Agent shall receive legal paperwork from the State of Ohio and forward to the NRCC President. The Treasurer will be in charge of paying the annual fees to the Registered Agent.

**ARTICLE XII: COMMITTEES**

All committees of this organization shall be appointed by the Board of Directors by majority vote, and their term of office shall be for a period of one (1) year or less. If the nature of the committee’s business requires it to go beyond one (1) year, the Board of Directors can vote on a one (1) year extension by majority.

**ARTICLE XIII: DUES**

The dues of this organization shall be fixed by a vote of the Board of Directors at least three (3) months prior to dues’ renewal deadline. All dues shall be payable by January 1. Members who do not pay dues will forfeit their ability to register any sheep born during the year when their membership lapsed. In order to register an animal, they will have to pay at least the amount owed for the year in which the sheep was born.

**ARTICLE XIV: AMENDMENTS**

These By-Laws may be altered, amended, repealed, or added to by an affirmative vote of not less than sixty-seven (67%) percent of the votes cast.