

U.S. Targhee Sheep Association By-Laws

Amended – July 2021

ARTICLE I. NAME

The name of the corporation shall be the U.S. Targhee Sheep Association.

ARTICLE II. PURPOSE

Section 1. The U.S. Targhee Sheep Association Is a non-profit organization, without capital stock, whose general purpose is to promote and develop the Targhee breed of sheep in-particular and the sheep industry in general.

Section 2. The Association shall register and keep on file all records of registration and transfers of the Targhee breed In the United States. It shall receive and disburse the finances of the organization.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. Any owner of Targhee Sheep who pledges to uphold and obey the By-Laws of this Association, and who has registered or transferred Targhee sheep within the past two years will be considered an Active Member. Active members shall have the right to one vote per membership at all meetings of members, either by person or proxy.

Section 2. Membership Fees. The Membership Fee shall be \$26.00 for a Lifetime Membership. Additionally, a \$10.00 Annual Fee will be charged each membership upon registering the first animal in a calendar year.

Section 3. Youth Membership. Any youth age 19 and under as of January 1 of the current year, who is a bona fide 4-H or FFA member, or whose family raises Targhee sheep may become a youth member and be entitled to pay member rates to register or transfer sheep. Youth Members do not have to pay the Lifetime Membership but must pay the Annual Fee each year. Youth Members are not entitled to vote at meetings of members, or hold office in the Association, but are subject to Section 4 and Section 5 of this Article. Youth Members must pay the Lifetime Membership Fee if they wish to sell sheep at the National Sale and then will be considered Active Members. The term "Youth Member" applies only to these By-Laws and is not synonymous with "Junior Member" which applies to the National Show.

Section 4. Duty of Members. It shall be the duty of persons availing themselves of the privileges of the Association to promptly answer all letters or inquiries of the Association. Action on all matters dealing with their relations with the Association shall be deferred until said letters and inquiries are fully answered.

Section 5. Revoking Membership. Any member of the Association who is charged by another member with violating such By-Laws and rules and regulations as this Association shall make and adopt, shall receive a written notice of the violation so charged, signed by the President and Secretary and shall be given an opportunity to be heard on said charges. If after such hearing, or after such member has had the opportunity to be heard but has failed to appear before the Board, a majority of the Board of Directors shall decide that said member so charged should have their membership revoked and terminated then said member shall have their name stricken from the membership rolls and thereafter shall have no Interest in the Association.

Any member whose membership has been revoked may, at the discretion of the Board of Directors, be permitted to transfer the sheep registered in the name, or to register and transfer the progeny of such sheep, within six (6) months after the date of the cancellation of their membership.

ARTICLE IV. PRINCIPAL OFFICE

The principal office of the corporation shall be designated by the current Secretary/Treasurer of the U.S. Targhee Sheep Association.

ARTICLE V. MEETINGS

Section 1. Time and place of Annual Meeting. The Annual Meeting of the membership shall be held at such time and place as the Board of Directors may designate. It will be in conjunction with the annual show and sale unless the show and sale is not held. If that happens the annual meeting will be scheduled and held either virtually or at a designated location.

Section 2. Time and place of Semi-Annual Meeting. Winter business meeting shall be scheduled to conduct USTSA business from the annual meeting or to deal with new business that arises. This meeting could be held in person or online.

Section 3. Notice. The Secretary shall give not less than twenty (20) days notice to the membership concerning the time and place of the annual meeting. This notice shall be by first class mail or email and include the agenda for the meeting. Agenda items need to be submitted 30 days prior to the meeting.

Section 4. Special Meetings. A special meeting of the members may be called by the President, a majority of the Board of Directors, or by ten (10) percent of all Active Members. Said call shall be in writing and shall state the purpose of such meeting. No business shall be transacted at a special meeting other than that as is stated in the purpose of the call.

Section 5. Quorum. A majority of the members present at any duly called annual or special meeting may transact any business properly to come before said meeting.

Section 6. Proxies. At any meeting members may be represented by proxy, but such proxy shall be in writing, properly witnessed and signed, and filed with the secretary prior to the meeting being called to order. Voting by proxy is limited to voting for candidates for offices and any specific issues which are listed on the proxy.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Number and Election. The affairs of the Association shall be managed by a Board of six (6) Directors, elected by the membership at the annual meeting, consisting of four (4) Directors from four (4) designated geographical areas and two (2) Directors at Large. No geographical area shall have more than two (2) Directors at one time. One of the two Directors at Large will represent the West and Montana geographic areas. The second Director at Large will represent the East and Central Plains geographic areas. The geographical areas shall be established by the Board of Directors. Each Director shall reside in the geographic area they represent and will serve a three (3) year term and may succeed themselves. Two (2) Directors shall be elected each Annual Meeting. In addition, Directors shall be elected to fill vacancies on the Board.

Section 2 Eligibility. A Director must be an Active Member of the U.S. Targhee Sheep Association and they must own registered Targhee Sheep. If a Director disposes of their registered Targhee Sheep, they shall automatically resign from the

Board of Directors and the Board may then appoint a successor to act until the next annual meeting of the Association.

Section 3. Compensation. Directors shall be reimbursed for expenses incurred attending special Director's Meetings, but not for attending the Annual Meeting. The Board of Directors shall fix compensation for the Secretary/Treasurer.

Section 4. Quorum. Four (4) Board Members shall constitute a quorum.

Section 5. Vacancy. The Board of Directors shall have the power to fill vacancies on the Board until a successor is elected at the next annual meeting to fill the unexpired term.

Section 6. Removal. Any Director may be removed by the vote of a majority of the members present in person or by proxy at a meeting of the membership called expressly for that purpose.

Section 7. Committees. The Board of Directors may appoint standing or temporary committees made up of either: Directors or non-Directors or both and invest such committees with such powers as the Directors see fit. The committee shall be required to keep regular minutes of its transactions and shall report the same to the Board at its regular meetings or upon request.

ARTICLE VII. OFFICERS

Section 1. General. The Officers of the Association shall consist of a President, a Vice President, and a Secretary/Treasurer.

Section 2. Election. The Board of Directors, at their annual meeting shall elect from their members, a President and a Vice-President to serve one-year terms. No person shall hold the office of President more than three (3) consecutive terms. The Board of Directors, at their annual meeting, shall elect a Secretary/Treasurer who is not a member of the Board of Directors and may, or may not be, a member of the U.S. Targhee Sheep Association.

Section 3. Duties of the President. The President shall preside over all meetings of members and Directors. Subject to the advice of the Directors, direct the affairs of the Association. Sign as President, all¹ contracts, notes and other instruments when so directed by the Board of Directors and perform all duties that are usual to the presiding officer.

Section 4. Duties of the Vice President. The Vice President shall act in the capacity of the President in the event of the President's absence, disability, resignation or death.

Section 5. Duties of the Secretary/Treasurer. The Secretary/Treasurer shall be responsible for managing the day to day affairs of the Association in a manner as directed by the Board of Directors. The Secretary/Treasurer shall have charge of funds of the Association and shall be empowered to disburse Association funds as the Board of Directors direct. The Secretary/Treasurer shall make quarterly reports to the Directors regarding the financial business of the Association. Whenever there is a change of Secretary/Treasurer, the Board of Directors shall conduct an audit of the Association's financial condition.

Section 6. Vacancies. Vacancies caused by death, resignation, incapacity, or removal from office shall be filled by the Board of Directors and shall serve until a successor is elected at the next Annual Meeting.

Section 7. Removal. Any officer may be removed by the vote of a majority of the Directors at any regular or special meeting called for that purpose at which a quorum is present.

ARTICLE VIII. AMENDMENTS

These By-Laws may be amended at any Annual Meeting provided, however, that notice of the Intention to amend these By-Laws and the substance of such amendment have been submitted to each active member of the Association by mail or email twenty (20) days prior to such meeting. The approval of two-thirds of the members present and those voting by proxy shall be required for adoption of any amendment.

ARTICLE IX. INDEMNIFICATION

Section 1. Every person who is or shall be or shall have been a Director or Officer of the corporation and his personal representative shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or resulting from any action, suit, or proceeding to which he may be a party by reason of his being or having been a Director or Officer of the corporation, except in relation to such matters as to which he/she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his duty as Director or Officer. "Cost and expenses" shall include, but not be limited to, attorney's fees, damages, and reasonable amount paid in settlement.

Section 2. Director Liability. No director shall be personally liable to the USTSA or to its members for money damages for any actions taken or any failure to take any action, as a director, except liability for:

- a. The amount of a financial benefit received by a director to which the director is not entitled;
- b. An intentional infliction of harm on the USTSA or its members;
- c. An intentional violation of criminal law;
- d. Violation of the general standards for directors set forth at Mont. Code Ann. § 35-2-416 (1991), or as amended;
- e. Unlawful distributions pursuant to Mont. Code Ann. § 35-2-436 (1991), or as amended;
- f. A conflict of interest pursuant to Mont. Code Ann. § 35-2-418 (1991), or as amended.

ARTICLE X. INFORMAL ACTION

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if prior to such action a written consent thereto signed by a majority of members of the board or of the committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the board or the committee.