

Icelandic Sheep Breeders of North America

BY-LAWS 6-11-2002 (amended March 22, 2012)

ARTICLE 1 - NAME

The name of the organization is Icelandic Sheep Breeders of North America, (ISBONA). The names Icelandic Sheep Breeders of North America, ISBONA, and its logo are the property of this organization and cannot be used or reproduced without the written permission of the ISBONA Board of Directors.

ARTICLE 2 - STATEMENT OF PURPOSE

The Icelandic Sheep Breeders of North America was formed for the purpose of providing information about the breed to the general public, to exchange information among members and breeders, and to promote the special attributes and products of these unique sheep. This purpose shall be carried out within the parameters of section 501(c)(5) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 3 - REGISTRATIONS AND BREED STANDARDS

3.1 Registrations

All Icelandic sheep registrations will be handled by the Canadian Livestock Records Corporation (CLRC) and all rules and regulations of registration as determined by CLRC will be recognized by ISBONA as authoritative and final.

3.2 Breed Standards

The Icelandic Sheep Breed Standards are accepted by ISBONA as those currently published by ISBONA and the Canadian Sheep Breeders Association (CSBA). Any amendments to said standards must be made in accordance with the rules, regulations of both CSBA and ISBONA.

ARTICLE 4- WEBSITE AND NEWSLETTER

4.1 The website at isbona.com and the Icelandic Sheep Breeders of North America Newsletter are to be the only official website and newsletter. Both the website and the newsletter are under the control of the ISBONA Board of Directors.

4.2 The e-mail discussion group is under the control of the list Moderator(s) who is to be appointed by the Board of Directors.

ARTICLE 5 - MEMBERSHIP

5.1 Qualifications

Membership in ISBONA shall be voluntary and open to any person who is in accord with its purpose, desires to further its activities, and meets the criterion of a class of membership set forth below. Applicants shall be admitted to membership upon submitting information required by ISBONA and paying stated fees. In the event of questionable eligibility, admission to membership shall be subject to Board approval.

5.2 Classes and Voting

5.2A Web Members shall consist of persons who are at least 18 years old and own and register Icelandic breeding stock. Web members shall be entitled to full voice and vote at meetings concerning any and all business of the organization. Web members may serve as directors, and may participate in all membership activities. Web members shall be placed on the ISBONA web page under Breeders Listing, unless they request to not be so listed.

Full Members shall consist of persons who are at least 18 years old and currently breeding and registering Icelandic sheep. Full members shall be entitled to full voice and vote at meetings concerning any and all business of the organization. Full members may serve as directors, and may participate in all membership activities. Full members will be placed on the breeders list, unless they request to not be so listed.

5.2B Newsletter Members shall consist of interested persons who are at least 18 years old and may or may not be currently breeding and registering Icelandic sheep. Newsletter members shall not be entitled to vote or serve as directors, but may participate in all other membership activities.

5.2C Junior Members shall consist of persons who are under the age of eighteen. Junior members shall not be entitled to vote or serve as directors, but may participate in all other membership activities.

5.2D Honorary Memberships may be awarded by the Board of Directors to a member past or present, and in good standing, for significant contributions to ISBONA or to the Icelandic breed. Honorary members shall be exempt from all annual dues, but shall have all privileges of a Web membership. Honorary memberships will be in effect for the remainder of the fiscal year and can be renewed annually.

5.3 Annual Dues

5.3A Annual dues shall be payable on or before August 1 of each year. The membership year shall be from August 1 to July 31. Dues of members unpaid after August 1 shall be considered in arrears, and no member in arrears shall be entitled to enjoy any privileges of membership. Membership dues paid after September 1 will be charged

a late fee. A reinstatement fee shall be imposed on all memberships paid after October 1.

5.3B Prior to August 1 of each year the Board of Directors shall establish the amount of annual membership dues and fees.

5.4 Terminations, Expulsion and Suspension A member may be terminated, expelled or suspended by the Board of Directors for engaging in activities in contradiction to the above stated purpose of ISBONA. Any person believing there is cause to terminate an ISBONA member needs to submit cause in writing and send by postal service to the Board. The Board will notify the member of the cause of action in writing to be sent by postal services with delivery conformation and provide 30 days for response from the member. The member shall be given the opportunity to be heard by the Board orally, or in writing, before the effective date of termination, expulsion or suspension. A written notice of the Board decision shall be given by certified mail to the last address of the member shown in the ISBONA records. A member upon written notice to the Board may also terminate membership. A previously terminated member may apply to the board for reinstatement. All Board decisions are final. No refunds will be given to members who have had their memberships terminated or requested that their memberships be terminated. A 2/3 majority vote by the board is required to terminate a membership.

6.1 Number of Directors The Board of Directors of the ISBONA shall consist of no fewer than 5 and no more than 12 members. Members of the Board of Directors shall be nominated and elected by a majority vote of full and web members. A Board member must be a member of ISBONA and in good standing.

ARTICLE 6 -BOARD OF DIRECTORS

6.1A Notice that nominations are open will be published in the newsletter. Nominations for the Board of Directors shall be made in writing and sent by postal service or by e-mail and sent to the secretary by the 15th of March.

6.1B Ballots will be sent out in the ISBONA newsletter. Ballots are to be returned to the secretary by the stated date. Elected officers will be announced in the following issue of the ISBONA newsletter.

6.2 Terms

6.2A The Directors shall each serve in office for a three-year term. The terms of office will rotate such that approximately one third of directors will be re-elected each year. Members of the Board of Directors are limited to two full consecutive terms (or six years) and must rotate off the Board before being re-elected. The term of office begins on August 1. The President and the Vice President should not rotate off the Board of Directors in the same year.

6.2B Board members may be dismissed by the membership with a 2/3 majority vote by voting members. A petition that describes the reason for the dismissal with the signatures of 35% of the members shall be submitted to the ISBONA secretary. The ISBONA will send ballots to all members and tally the result.

6.3 Vacancies In the event of a vacancy, the Board of Directors may appoint a person to fill the vacancy until the next Board election. A vacancy may be declared by a quorum of the Board of Directors if a Board member resigns or fails to participate in two(2) consecutive meetings without having called, sent written notice by postal service, or e-mailed the Board of Directors stating the reason for the absences. A quorum is defined as the number of board members divided by 2 plus 1.

6.4 Board Meetings

6.4A The President or Vice-President may call a Board meeting. The President or Vice-President plus a quorum of Board members must be present to hold a Board meeting. Not less than a five-day notice must be given, specifying time, place, and purpose of the meeting. Notice may be by sent by standard postal service, by e-mail, or telephone.

6.4B Board meetings and agenda will be posted in the newsletter. Agenda item proposals from the members may be submitted to a board member for consideration by the board.

6.5 Voting

6.5A The President or Vice President must be in attendance at a Board of Directors meeting in order for voting to take place.

6.5B Board members may vote by proxy at any meeting by delivering to the Secretary a written proxy either by mail sent by postal service or e-mail authorizing a person to vote on a specific issue at a meeting. Such a proxy cannot be used to meet a quorum and shall be limited to the specific meeting and specified items of business specified in the written proxy.

6.6 Responsibilities

6.6A Establish policy

6.6B Develop an annual budget

6.6C Establish the agenda for the coming year and act to carry out the Board's policy and the ISBONA's goal and objectives.

6.6D Oversee committees of the Board and/or membership

6.6E Authorize expenditures

6.6F The Board of Directors shall appoint one member to be Advertising Representative. The Advertising Representative shall keep a running record of where and at what cost advertisements have been

placed. Expenditures need to be pre-approved by the Board of Directors.

6.6G The Board of Directors shall appoint one member to be Editor of the ISBONA Newsletter. The Editor shall edit all articles and advertisements for the ISBONA newsletter and have the newsletter sent to the publisher on time to meet with issue deadlines. All costs of the newsletter shall be pre-approved by the Board of Directors.

6.6H The Board of Directors shall appoint one member to be Publisher of the ISBONA Newsletter. The Publisher shall publish and mail the newsletter in a time line set by the Board of Directors. The Editor and Publisher can be the same member.

6.6I The Board of Directors shall appoint one member to be Librarian. The Librarian shall be responsible for the collection, development, circulation, and for providing adequate, safe storage for all materials in the ISBONA Library, and publish an annual inventory report in the newsletter once/year.

6.6J The Board of Directors shall set up appropriate committees as necessary.

Article 7 - OFFICERS

7.1 Officers

The officers of ISBONA shall consist of a President, Vice President, Secretary, and Treasurer. The same individual may hold the offices of Secretary and Treasurer.

7.2 Elections

The Board of Directors shall nominate and elect the officer(s) annually from the existing Board members.

7.3 Duties

7.3A The President shall call and run the meetings of the Board and regular and/or annual membership meetings and shall be responsible for setting the agendas of said meetings.

7.3B The Vice President shall assist the President, and in the event of her/his absence, may call and run the meeting.

7.3C The Secretary shall record and distribute the minutes of all Board and Annual Membership Meetings, and may be authorized by the Board to handle the correspondence of ISBONA. The Secretary shall handle the nomination and counting of the ballots for board elections. The Secretary shall keep a running record of current membership and pass that information on to the Editor of the ISBONA newsletter Publisher and to the Webmaster. The Secretary shall send all checks collected to the ISBONA Treasurer.

7.3D The Treasurer shall deposit income, pay expenses (all expenditures need Board authorization), and maintain the financial records of ISBONA and file tax returns if necessary. A complete set of

records shall be passed on from one Treasurer to the next. A copy of the records shall be sent to the President.

Article 8 - MEETINGS AND QUORUMS

8.1 The regular or annual membership Meeting of ISBONA shall be held each year. The Board shall decide the specific time and location of the meeting and notice thereof shall be published by the Board in the newsletter or by direct mail to members not less than one month in advance of the meeting. The agenda for the annual meeting will be set by the Board of Directors. The President or Vice-President shall run the annual meeting. In the event that neither President nor Vice-President can attend the annual meeting, they will appoint an officer to represent them at the meeting. Since it is unlikely a majority of members can attend any annual meeting any motions passed will require a quorum of board votes to ratify.

8.2 Special Board meetings of ISBONA may be called by the President or by any three Board members. Notice of the time, place, and purpose of the meetings shall be mailed by standard postal service or e-mailed to the membership not less than ten days before the meeting.

8.3 The Board Members shall meet not less than once a year. One of the meetings shall be held in conjunction with the Annual Membership Meeting. Minutes of all meetings shall be sent to all Board members, and all ISBONA members. A Quorum shall be necessary to conduct the business of ISBONA. A Quorum is hereby defined to be equal to the number of board members, divided by two, plus one.

8.4 Board meetings will employ parliamentary rules with identification of those making motions, seconds and the number of yes and no votes.

ARTICLE 9 - AMENDMENTS

9.1 The By-laws may be amended at any meeting of the general membership, regular or special, or by mail-in ballot providing there is participation in the vote by 2/3 of the ISBONA members with voting privileges. Votes may be cast by mail or proxy, providing the vote is received in a timely manner in accordance with the designated voting deadline. A simple majority of the cast votes will decide the issue.

9.2 Proposed amendments of the By-laws shall be mailed, by standard postal service, to all members with voting privileges not less than one month in advance of the meeting set for voting. A mail-in ballot will be attached to the By-laws and should be returned to the ISBONA secretary in time for a vote count at said meeting.

ARTICLE 10 – TERMINATION OR DISSOLUTION OF ISBONA

10.1 If ISBONA is dissolved, any residue funds and/or property after financial obligations are met shall be distributed to the American Sheep Industry Association and the Canadian Sheep Breeders Association in the same ratio as American and Canadian members are of ISBONA upon approval by the majority vote by the remaining voting membership.