

ISBONA Bylaws Revision

October 15, 2017

Revised November 28, 2017

November 28, 2017

Dear ISBONA Member,

The accompanying package of information is provided in advance support of our upcoming election to adopt new Bylaws. This election will be our second attempt to revise our Bylaws, the first having been voided because not enough ballots were returned.

The ISBONA Board of Directors unanimously recommends a YES vote in favor of amending the existing Bylaws.

If you are an eligible voting member, you will receive, by USPS mail, a ballot and a stamped return envelope before January 10, 2018. This ballot must be returned with your YES-NO vote postmarked by January 20, 2018 to count. Please return your ballot as soon as possible.

BYLAWS AMENDMENT PACKAGE

Included in this package:

- An introductory summary of the process, the rationale for change and the major revisions from OLD to NEW Bylaws. Reading this first will help with all the detail that follows.
- A copy of the current OLD Bylaws
- A copy of the proposed NEW Bylaws
- A preliminary copy of the form of the new Policy Manual which is still in process.

As you will see in the attached, the Policy Manual is designed to hold much of the detail that has been removed from the OLD Bylaws. It will also be a place where we can retain policies that we already have adopted (eg, ISBONA's provision of premiums for members at sheep shows) as well as useful items such as volunteer job descriptions, renewal process, and more.

While the Policy Manual is not subject to the same membership voting approvals as a set of Bylaws, it is still an official document of the organization and will be used with the Bylaws in governing ISBONA going forward.

Please take the time to read and consider this information.

Any and all comments and questions are welcome. Please address them to me at frelsi@roadrunner.com or to any Board member.

And please, whether you agree or disagree, do exercise your right to vote on this very important issue. We will need to receive over 100 ballots to certify the vote as valid. So, YOUR VOTE REALLY DOES COUNT! Thank you and be well.

Sincerely,

Elaine Clark
President, Icelandic Sheep Breeders of No America (ISBONA)

INTRODUCTION

ISBONA was incorporated as a domestic, not-for-profit organization in November 2002 in New York State. Yes, ISBONA is a corporation! Articles of Incorporation and Bylaws have been the governing documents since the beginning. While the Articles of Incorporation in New York State are pretty basic, our Bylaws are a relatively hefty set of rules that have held up reasonably well for 15 years. Our founders did a remarkable job in defining a democratic organization that succeeded in its goals of promoting the Iceland breed of sheep.

In all of that time, we have had only one substantive change — to include our Internal Revenue Tax Code 501 (c)(5) designation. This measure was nearly defeated because we did not have enough members who returned their ballots, and several votes were required before we were able to pass this required legal description. We would like to do better this time around, and hope everyone will return his/her ballot.

We have made every attempt to follow the original bylaws. But doing this has become significantly more difficult: Board size is at times cumbersome, technology has changed, the schedule of annual events required of the Board is harder to accomplish as members are more distributed and busier than ever, people prefer different approaches to get and to provide information.

The ISBONA Board determined that it was time for review and changes to the Bylaws as described in Elaine Clark's letter to the membership in July 2016:

"A committee to revise the ISBONA by-laws will be working on bringing these guidelines up to date, to provide the organization with a framework for operation and management that is relevant to the needs of our members today, and technologically more compatible with today's standards. "

In developing this material, an ad hoc committee consisting of Board members and ISBONA members consulted one another, other sheep breed organization Bylaws, State laws, and previous ISBONA opinions and discussions. Several working documents were prepared, and the ISBONA Board debated questions in weekly meetings from April through July before recommending the changes below.

MAJOR TARGETS FOR CHANGE

There are some broad categories of issues addressed in recommending changes to the Bylaws:

- **Broadened purpose.** The current Bylaws restrict ISBONA to being essentially a group for people who enjoy Icelandic sheep by specifying CSBA as the official breed club organization. They also specify CLRC as the official registrar. In doing this, ISBONA removes itself entirely from any role in purebred breed protection. We recommend reference to these entities be moved to the Policy Manual, and expanding ISBONA's purpose to recognize specific responsibility for the breed and its registration requirements in North America. Initially, ISBONA will carry out its responsibilities by continuing its relationships with CSBA and CLRC. But these changes will open the door for ISBONA to explore the future with an enhanced vision.

- **Removing excess detail.** Existing Bylaws tend to define too much in terms of how and when something is to be done. To that end they are very prescriptive with dates and details. Without a formal ballot to seek approval from the membership, we cannot change even the smallest of these. To fix this for the future, we recommend moving excessive detail from the Bylaws to a Policy Manual more easily revised by Board action alone. Nothing in the development of a Policy Manual is meant to relieve the Board's responsibilities to its membership. In fact, it is highly likely that members will see more referendums on more issues as time goes on.
- **Enabling more electronic communication.** Particularly evident in the current Bylaws is the repeated use of a reference to the "newsletter" when what should be specified is a notice to the membership. The quarterly newsletter was a convenient way to send paper-based information to members in the past as well as a valuable benefit of belonging to ISBONA. But now, being online and twice a year, it no longer coincides with the annual schedule of events and it is not on paper itself, so notice requirements must change. Electronic approaches to notice and its use in voting was approved by New York State in the Not-for-profit Revitalization Act of 2013 (NPRA). We can take advantage of this, and wherever possible we have recommended use of email or other electronic means of communication to conduct business.
- **Elections every other year.** The annual nature of the mandated Bylaws schedule calls for so much activity on the part of the Board that it has to spend too much of its time holding elections, debating budgets, trying to set up an annual meeting and trying to meet other schedule requirements. Coupled with a lack of volunteerism to assist in getting things done, there has been little time to devote to moving the organization forward. We are recommending a revision from an annual schedule for elections for the Board of Directors to a biannual election and simplification wherever possible in the rest of the schedule.
- **One regular membership class.** We reference too many classes today (full, web, newsletter, honorary, junior) that have been defined by levels of benefits, many of which have changed. We are recommending one regular class of voting membership (Juniors and Honorary will still remain) and simplification of benefits available to all.
- **Revisions to Board structure and qualifications.** The current Board size is too large and larger numbers do not necessarily enhance the effectiveness of the Board. We are recommending revisions in size and in qualifications for those who wish to serve on the ISBONA Board.
- **Reduced participation requirements.** As noted above some of the member voting participation rate requirements are simply too onerous for us to meet regularly in a cost effective way. We are recommending electronic means (eg, email voting) which members seem to prefer for ease in voting. Requirements can be reduced while still allowing the voice of the membership to be heard. We are recommending reductions from 50%-66% participation requirements to lower ones where possible and/or from supermajority votes to simple majorities.
- **Add missing provisions.** Some things (eg, maintaining operating documents, ethical considerations) are not covered at all by the current Bylaws and as a result may not be correctly implemented. Some of these provisions are now required by New York State for organizations incorporated there, and we are recommending adoption of those requirements

as well as documenting our commitment to maintaining privacy and protecting member information.

MEMBERSHIP VOTING

The Board of Directors unanimously recommends that each voting member cast a YES vote in favor of amending the old Bylaws and adopting the new Bylaws. The ballot vote will be held by a USPS mail ballot.

As a reminder, under current Bylaws, any amendments to ISBONA Bylaws will require participation from two-thirds of the eligible voting membership; from the received ballots, a simple majority of votes in favor of the new Bylaws will effect adoption. Under the current Bylaws, all ballots must be written ones, delivered through the US postal service.

This means that we need every voting member to exercise his/her right to vote and to return the ballot promptly.

ISBONA Existing Bylaws

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.

ARTICLE 6 -BOARD OF DIRECTORS

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.

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.

Changes:

2/10/14 Corrected Heading in Section 6

Revised spacing in Section 9

ISBONA Proposed Bylaws

ICELANDIC SHEEP BREEDERS OF NORTH AMERICA, INC.

ARTICLE 1 - NAME

The name of the organization is Icelandic Sheep Breeders of North America, Inc. (ISBONA), a not-for-profit corporation, incorporated in the State of New York. The names Icelandic Sheep Breeders of North America, Inc., ISBONA, its website(s), its newsletter, brochures and other creative works, and its logo are the property of the organization and cannot be used or reproduced without the written permission of the ISBONA Board of Directors.

ARTICLE 2 - STATEMENT OF PURPOSE

The purpose of the Icelandic Sheep Breeders of North America, Inc includes:

- The preservation and protection of the purebred Iceland breed of sheep in North America;
- The registration of purebred Icelandic sheep and maintenance of pedigree information;
- Providing information about the breed to the general public;
- Exchanging information among members and breeders, and
- Promoting 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

Section 1. Registrations

Purebred Icelandic sheep registrations will be handled as determined by the Board of Directors and the membership of ISBONA and documented by the organization in its Policy Manual. All rules and regulations of registration as determined by ISBONA will be considered authoritative and final.

Section 2. Breed Standards

The Icelandic Sheep Breed Standards are those currently published by ISBONA in its Policy Manual. Any amendments to said standards must be made in accordance with the rules and regulations as determined by ISBONA.

ARTICLE 4 - FISCAL AND MEMBERSHIP YEAR

The ISBONA Fiscal Year will run from January 1 through December 31.

The Membership Year will coincide with the Fiscal Year and will run from January 1 through December 31.

ARTICLE 5 - MEMBERSHIP

Section 1. Qualifications

Membership in ISBONA shall be voluntary and open to any person/ household/organization who is in accord with its purpose, desires to further its activities, and meets the criteria 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 questions regarding eligibility, admission to membership shall be subject to approval by the Board of Directors.

Section 2. Classes, Benefits and Voting

ISBONA shall maintain one regular class of voting membership and may also designate additional non-voting classes.

Various membership benefits, with or without fees or discounts, may be offered to members and may change from time to time as determined by the Board of Directors.

Regular members shall consist of individuals, households (ie, farm accounts) and organizations. Each application for membership will include one person over the age of 18 who shall be identified as the member on the account and who shall receive all official notices. Each regular member in good standing

shall be entitled to one vote at meetings concerning any and all business of the organization.

A special non-voting class of membership shall be designated for Juniors under the age of 18. Junior memberships shall receive all benefits of regular membership with the exception that they may not run for election to the Board of Directors.

Honorary Memberships are a subset of regular memberships, and may be awarded by the Board of Directors to any members, past or present, in good standing, for significant contributions to ISBONA or to the Icelandic breed. Honorary memberships will be in effect for the membership year and can be renewed annually.

Section 3. Annual Dues

Annual dues rates shall be reviewed and established for each year by the Board of Directors for all membership classes. Additionally the Board will establish the dates by which dues are payable, procedures and penalties for dues in arrears, reinstatement fees and any other requirements for membership in good standing.

No member owing dues, owing any other fees or charges, or otherwise not in good standing shall be entitled to enjoy any privileges of membership.

Section 4. Terminations, Expulsion and Suspension

A member may be terminated by the Board of Directors for non-payment/delinquency of dues at the conclusion of any membership period.

A member may be terminated, expelled or suspended for engaging in activities in contradiction to the stated purpose of ISBONA.

Any person believing there is cause to terminate an ISBONA member must submit such cause in writing and send by postal service to the Secretary of the Board of Directors.

The Board Secretary will notify the member of the cause of action in writing to be sent by postal service with delivery confirmation and provide 30 days for response from the member. The 30 day limit sets the effective date for termination, expulsion, or suspension.

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 2/3 majority vote by the Board is required to terminate a membership. 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.

Any member may also terminate his/her membership by providing written notice to the Secretary of the Board of Directors.

A previously terminated member for cause may apply to the Board for reinstatement.

All Board decisions are final.

No refunds will be given to members who are terminated or have requested termination.

ARTICLE 6 - BOARD OF DIRECTORS

Section 1. Number of Directors

The Board of Directors of ISBONA shall consist of no fewer than 7 and no more than 9 members. The Board shall determine a fixed number within this range that will constitute a full board. This number may be revised from time to time by the Board of Directors and shall be documented in the Policy Manual. No decreases in Board size that reduce the remaining term of any Director are permitted.

Section 2. Qualifications of Candidates

Candidates for the Board of Directors must be ISBONA members in good standing, must be over the age of 18, and must have had a minimum of 3 years experience in breeding (a minimum of 6 ewes) and registering Icelandic sheep.

Section 3. Elections

Elections for the Board of Directors will be held every two years in even numbered years (eg, 2018, 2020, 2022). The dates for election will be set by the Board of Directors with a minimum of 90 days notice to the membership.

Section 4. Nominations

The Nominating Committee of the Board will be responsible for ensuring that the slate of candidates presented to the membership represent qualified members in good standing who have an interest in serving the membership, possess skills and experience of value to the organization, and who have an understanding of the expectations of Board service.

Notice of call for nominations will be made to the membership through all available ISBONA communication vehicles including newsletters, website, and social media as well as special electronic mailing. All interested members are welcome to nominate member(s) or to self-nominate. Nominees will interview with the Nominating Committee to discuss qualifications, expectations, special interests and skills, etc. The Nominating Committee will present all qualified candidates to the membership for voting.

The number of candidates to be elected will be determined by the number of open slots to complete a full board. The Board may designate up to two slots per election to be for three year terms if needed to assist in staggering Directors' terms of office.

Section 5. Voting and Results

Voting will be by anonymous electronic ballot sent to each eligible voting member to the email address on file as of the date of record set 30 days in advance of the election. Only one vote may be cast per membership.

For the election to be considered valid, votes must be cast by 1/3 of the eligible voting membership of ISBONA as of the date of record.

Candidates who receive the most votes will be elected. If any slots are designated for a three year term, the candidate(s) with the most votes will be elected to those seats. In the event of ties, the Board will make the final determination.

Results will be certified by the ISBONA Secretary and will be announced to the membership within 30 days after the close of the election.

Section 6. Terms of Directors

The elected Directors shall each serve in office for a two or a three year term. Ideally, the terms of office will rotate such that approximately one third to one half of the board slots will be open at each election.

Members of the Board of Directors are limited to six years of consecutive service and must rotate off the Board before being re-elected.

Section 7. Dismissal of Directors

Board members may be dismissed by the membership with a 2/3 majority vote of the eligible voting members.

A petition that describes the reason for the dismissal with the signatures of 33.3% of eligible voting members shall be submitted to the ISBONA Secretary.

The ISBONA Secretary will conduct a special electronic ballot process calling for the dismissal and will tally and certify the results. Any resulting dismissal is considered effective immediately and does not require acceptance to be in effect.

Section 8. Resignation of Directors

A Board Director may resign at any time by notice to any other Board member. Such a resignation is considered to be a vacancy effective immediately and does not require acceptance to be in effect.

Section 9. Compensation of Directors

There is no provision for compensation for Board Directors. Reimbursement of reasonable, pre-approved expenses is permitted. Nothing precludes a Board Director from receiving payment for any other function s/he might perform for ISBONA for which payment would normally be made.

Section 10. Vacancies on the Board

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 Director resigns, dies, becomes incapacitated or otherwise fails to participate in two (2) consecutive meetings without having called, sent written notice by

postal service, or e-mailed the Board Secretary stating the reason for the absences.

A vacancy may also be created if the Board chooses to expand its number within the range of the permitted Number of Directors when necessary to carry out its responsibilities.

Section 11. Board Meetings

The Board of Directors will meet at least two times per year, with one meeting held in conjunction with the Annual Membership Meeting.

The President or Vice-President may call a Board meeting by giving proper notice. The President or Vice-President plus a quorum of Board members must be present to conduct business.

No less than a two-day notice must be given, specifying time, place, and agenda for the meeting. Notice maybe sent by standard postal service, by e-mail, or telephone.

For all meeting purposes, a quorum is defined to be equal to the total number of Board members, divided by two, plus one.

If necessary, Board meetings may be conducted over a period of weeks with recesses rather than adjournments at close, and with specific continuation dates set before recessing.

Agenda item proposals from members may be submitted to a Board member for consideration by the Board at any time.

The Board may choose to invite guests, advisors, observers to any Board Meeting however, those attendees are not entitled to vote on any issues that come before the Board. Other procedural requirements for non-Director attendees may be set by the Board for the meeting.

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

All Board meetings will employ parliamentary rules. Small Board parliamentary rules may be used.

Minutes or transcripts of all meetings shall be made available to all Board members.

Section 12. Voting at Board Meetings and Proxy Voting

Voting may take place in person during a Board meeting, by proxy or by approved on line polling methodology. Any on line polling method must allow no less than three days for votes to be cast.

All motions for a vote will be clearly identified, naming the initiator of the motion, the second (if needed) and the number of yes and no votes.

Board members may vote by proxy at any meeting by delivering to the Secretary a written proxy sent by postal service or e-mail authorizing another 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 individual item of business specified in the written proxy.

Section 13. Responsibilities of the Board

The Board shall be responsible for the control and management of the affairs, property and interests of the organization and has all the powers of the corporation except those prohibited by law, the Certificate of Incorporation or these Bylaws.

This includes such duties as setting and documenting policies, establishing a budget, establishing an agenda, acting to carry out the policies and goals of the organization, overseeing committees, contracting with outside entities, advertising, authorizing expenditures, appointing and overseeing coordinators.

Article 7 - OFFICERS

Section 1. Officers

At the first Board meeting following an election of Board Directors, the Directors shall appoint the Officers of the organization by majority vote.

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.

Section 2. General Duties

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

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

The Secretary shall record and distribute the minutes of all Board and membership meetings, and may be authorized by the Board to handle the correspondence of ISBONA. The Secretary shall handle and certify the counting of the ballots for board elections or special ballots. The Secretary shall keep or cause to be kept a running record of current members. The Secretary shall record or cause to be recorded the minutes of each meeting in a Minute Book or other identified repository.

The Treasurer shall deposit income, pay expenses (all expenditures need Board authorization), maintain the financial records of ISBONA and file tax returns if necessary. A complete set of records shall be retained and passed on to successive Treasurers.

ARTICLE 8 - MEMBERSHIP MEETINGS

The annual general membership (AGM) 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 made by the Board to all members not less than 30 days 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.

Business may be conducted at any meeting where at least 1/3 of eligible voting members are in attendance. If this number of members cannot attend the annual meeting, any motion passed will require a subsequent ratification of that motion by a vote of the Board.

ARTICLE 9 - AMENDMENTS

The Bylaws may be amended at any meeting of the general membership, regular or special, by proxy vote or by electronic ballot providing in all cases that there is participation in the vote by 1/3 of the ISBONA members with voting privileges.

A simple majority of the cast votes will decide the issue.

Proposed amendments of the By-laws shall be made available to all members with voting privileges not less than 30 days in advance of the date set for voting.

ARTICLE 10 – TERMINATION OR DISSOLUTION OF ISBONA

A vote of the membership is required to terminate or dissolve the organization. Requirements are those for bylaw changes: 1/3 participation of voting eligible members and a simple majority vote to proceed.

If ISBONA is dissolved, any residual 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 in ISBONA at the time of the vote to terminate.

ARTICLE 11 - INDEMNIFICATION AND INSURANCE

Board Directors are indemnified and held harmless by ISBONA to the full extent permitted by law. No Director holds any liability for any of the organization's debts, obligations or liabilities. The corporation may choose to purchase insurance on behalf of its Directors.

ARTICLE 12 - NO SELF PROMOTION, PRIVATE INUREMENT

No Director may benefit individually from any activities undertaken in his/her role as a Director.

ARTICLE 13 - BOOKS, RECORDS, AND REPORTS

The Board will issue an Annual Report to its membership in conjunction with the Annual General Meeting. Additional reports will be issued from time to time to the membership and the Board of Directors.

Records of the organization are to be kept by the appropriate officers or coordinators as set forth in these Bylaws or in the Policy Manual. This includes such records as the official Minutes Book, the current roster of members, financial records, and tax documents. ISBONA members or their designees may arrange to view these documents by written request to the Board of Directors.

ARTICLE 14 - COMMITTEES

The ISBONA Board may designate standing or ad hoc committees as required to carry out its duties. At a minimum, this will include an Executive Committee consisting of the President, Vice President and Treasurer which can act in place of the entire Board only if a meeting is not in session, and a Nominating Committee responsible for assembling a slate of qualified candidates for the Board of Directors.

Other ad hoc committees of Board members or Board members plus individuals from the membership may be designated, chartered and dissolved by the Board of Directors.

No committee can carry out any duties seen to be in conflict with the voting rights of the membership. For example, no committee can on its own revise any of the bylaws of ISBONA.

ARTICLE 15 - ETHICS AND CONFLICT OF INTEREST

Board Directors must avoid conflicts of interest such as not being associated with any organization in conflict with the purposes of ISBONA and must carry out all duties in a prudent and ethical manner. Board members will be expected to recuse themselves from participating in any fashion where their objective judgment cannot be assured.

ARTICLE 16 - PRIVACY AND DISCLOSURE

Information that identifies an ISBONA member or account by other than broad, general characteristics shall be treated with respect for individual privacy. No individual information will be released except as authorized by the member (for example, in a listing of sheep breeders), required by these Bylaws (for example, in a roster of members) or as required by law. This

includes at a minimum, any personal identifying information, any financial information, information concerning farm operation or flock population. No information is to be sold by ISBONA.

All sensitive discussions that require identification of members will be dealt with by the Board in Executive Session until resolved. At that time the minutes from the Executive Session may reflect the identity of the member involved.

ISBONA Policy Manual

DRAFT

Icelandic Sheep Breeders of North America

www.isbona.com

This Policy Manual is an additional governing document for the ISBONA organization. It is designed to supplement the Bylaws with additional details and to hold current policies and important procedures. The document is maintained by the Board of Directors.

Much of this information is also available in descriptions on the ISBONA website. In the event of any disagreement, this document will have precedence.

TABLE OF CONTENTS

1. Registration and Breed Standards
2. Membership Related
3. Member Benefits
4. Sheep Show Premiums Benefit
5. Library Policies
6. Board of Directors Related
7. Coordinators and Committees
8. ISBONA Calendar

1. GENERAL

A. Breed Club Membership

ISBONA members will continue to be instructed to join the Canadian Sheep Breeders Association (CSBA) in order to register sheep.

B. Registration

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.

C. Breed Standard

The Icelandic Sheep Breed Standards accepted by ISBONA are 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.

2. MEMBERSHIP

A. Membership Application

Information collected includes name and address, additional members, telephone number, farm name, registration code, email and web addresses.

Members may also register via the ISBONA website at the URL shown below:
<http://www.isbona.com/index.php/breeders-directory>

B. Membership Classes

Upon adoption of new Bylaws, ISBONA will allow new or renewed memberships only in its regular or Junior classes. Previous Newsletter Only class members will continue to be non-voting and will not have the option of a published farm account listing.

C. Dues and Fees

The following Dues Schedule is in effect for the 2017-2018 Membership Year.

Note: All memberships expire at the end of the Membership year regardless of their start date, unless otherwise determined by the Membership Secretary.

Dues must be paid by the end of the Membership Renewal period to constitute a valid continuing membership.

Fees for the 2019 Membership Year are not yet available and will be determined in 2018. At that time, adjustments may be made if needed for any member dues already paid in advance.

Note: Amounts shown are USD. Canadian members may pay in Canadian dollars drawn on Canadian Banks. Canadian PayPal payments may also be adjusted for currency conversion by arrangement with the Membership Secretary.

Regular Members - \$30.00/year

Junior Members - \$5/year

Honorary Members - \$0.00

Payment may be made for multiple years at the following discounted rates:

Full/Web 3 Years - \$81.00

Full/Web 5 Years - \$135.00

The following fees are in effect for the 2017-2018 Membership Year.

Late Fee - \$0.00

Reinstatement Fee - \$0.00

D. Membership Renewal Process

Dues are payable by the last day of the membership year, but a renewal period of 45 days is in effect. During the 45 day period, any membership renewed will be treated as if it was paid in full on the due date.

After the 45 day renewal period, unpaid memberships will be terminated and benefits will no longer be available to members.

Note: if the new bylaws are adopted, the 2018 membership year will end in December 2018. All memberships will have their expiration dates automatically extended.

3. MEMBER BENEFITS

Following is a list of benefits currently available to all ISBONA members*:

- 2 online newsletters per year
- Advertising in the newsletter at discounted rates for members
- Members Only section on website
- Farm listing published on website including photos (self maintained)
- Eligible (if qualified) to serve as Director of ISBONA
- Lending Library privileges as described in the Library Section to include loan of a "Show Box" consisting of an ISBONA banner and an Icelandic sheep breed poster suitable for use in your booth at a show.
- ISBONA Yahoo internet email chat list
- Purchase DVD on Icelandic Sheep Conformation and Judging at discounted rate (Note: Out of Stock)
- Purchase Iceland Breed of Sheep Poster at discounted rate (note: limited inventory)
- Eligible to win ISBONA awarded premiums for placements at certain sheep shows (see Show Premiums)
- Purchase hard copy of ISBONA Newsletter
- Access to Board Meetings as listen/read only Guest by requesting permission from Board President
- Access To Board Forum Members Sections

*Grandfathered Newsletter Only members are not eligible for a published farm listing.

4. SHOW PREMIUMS BENEFIT

(provide policy and date instituted)

Revise this policy to ensure that a specific show is named each year. We may not always have a sheep show and AGM at the same time.

5. LIBRARY

A. Lending Policy

B. Library Inventory

6. BOARD OF DIRECTORS

The current number of Directors on the ISBONA Board is hereby set to 7. This number was fixed by Board action on mm/dd/yy.

7. COORDINATORS AND COMMITTEES

It is the responsibility of the Board of Directors to designate certain volunteer positions and to seek volunteers from the membership for those positions.

A. Membership Secretary

The Membership Secretary shall keep the official roster of all active members containing their membership identification including such things as Member name and address, farm name, additional members on the account, email address, effective dates of membership.

The Member Secretary will send out a New Member packet to all new ISBONA members.

The Membership Secretary is also responsible for receiving dues via checks for member that choose not to use PayPal. He/she also responds to member questions or forwards to others (with followup) for appropriate responses.

B. Webmaster

The webmaster shall be responsible for updating the ISBONA website(s), assuring the security of those sites, providing connectivity to PayPal for dues and other payments. He/she also responds to member questions or problems and provides assistance as appropriate.

C. Advertising Representative

The Advertising Representative shall keep a running record of where and at what cost advertisements have been placed. Expenditures shall be pre-approved by the Board of Directors in the annual budget.

D. Newsletter Editor

The Editor shall solicit and receive articles for the Newsletter; edit all articles and advertisements and oversee the process of producing the newsletter on time to meet with issue deadlines. All costs of the newsletter shall be pre-approved by the Board of Directors in the annual budget.

E. Newsletter Layout Editor

The Newsletter Layout Editor shall be responsible for the layout ,graphics and production of the Newsletter in online as well as hard copy form, if needed. The Layout Editor shall also receive ad copy from members and ensure inclusion in the newsletter as ordered.

F. Newsletter Publisher

The Publisher shall publish and mail any hardcopy newsletters in accordance with the time line set.

G. Librarian

The Librarian shall be responsible for the collection, development, circulation, and safe storage for all materials in the ISBONA Library. The Librarian will update the inventory as new materials are obtained. He/She may also maintain historical documents for the organization.

8. ISBONA CALENDAR

2017 Annual General Meeting - November 1, 2017

2018 Annual General Meeting - November 1, 2018

2017 Vote to Approve New Bylaws - November 10- November 15, 2017

2017 Call for Nominees for 2018 Board Election - November 1, 2017

2018 Election of Board Directors - February 2018

2020 Election of Board Directors - November 1, 2020

Spring 2018 Newsletter Article/Ad Deadline - January 15, 2018

Fall 2018 Newsletter Article/Ad Deadline - July 15, 2018