

**BYLAWS  
OF  
AMERICAN BLACK WELSH MOUNTAIN SHEEP ASSOCIATION INC.**

**ARTICLE ONE  
NAME AND ORGANIZATION**

- Section 1: This corporation shall be known as the American Black Welsh Mountain Sheep Association Inc. (ABWMSA).
- Section 2: The purpose of the American Black Welsh Mountain Sheep Association is to advance the public's knowledge and use of the purebred Black Welsh Mountain sheep by promoting the identity and versatility of these animals, conserving and protecting this rare breed.
- Section 3: The principal office or place of business shall be located at 16870 Garvin Mesa Road, Paonia, CO 81428, with a permanent separate Post Office Box for corporation correspondence. The corporation may have such other offices, either within or outside the State of Colorado as the Board of Directors may determine from time to time.
- Section 4: The Breed Standards shall be those defined by the Black Welsh Mountain Sheep Breeders Association of Great Britain.

**ARTICLE TWO  
MEMBERSHIPS AND VOTING RIGHTS**

- Section 1: Any person interested in becoming a member of the corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the Secretary/Treasurer/Registrar of the corporation. Each application shall be considered by the Board of Directors and approved or disapproved. Applicants whose applications are so approved shall become members of the corporation upon payment of the required initiation fee and dues.
- Section 2: Eligibility for active membership in good standing:
- (a) Any individual of good character and reputation interested in Black Welsh Mountain Sheep.
  - (b) Membership approved by the Board of Directors.
  - (c) Payment of annual dues for membership year which shall run from January 1 to December 31.
  - (d) Payment of other fees as approved by the Board of Directors.
- Section 3: Classes of Membership:
- (a) Voting: Current owner of at least one purebred Black Welsh Mountain Sheep registered with the ABWMSA. Voting members may vote or hold office in the Association.
  - (b) Associate: Persons interested in Black Welsh Mountain Sheep but not current owners or breeders. May not vote or hold office in the Association.

(c) Youth: Open to any persons interested in Black Welsh Mountain Sheep who are under the age of 18 as of December 1 of the previous calendar year. Youth members may not vote or hold office in the Association.

Section 4: Voting rights are granted only to individual voting members paying dues to the ABWMSA. Each voting member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5: The Board of Director shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class and shall give appropriate notice to members.

Section 6: The ABWMSA membership year shall run from January 1st to December 31st. Dues shall be payable in advance on the first day of December in each year.

Section 7: New members may join the ABWMSA at any time but dues shall not be prorated.

Section 8: The Board of Director shall determine from time to time the amount of registration fee for sheep, transfers of registered sheep and other purposes.

Section 9: Membership in this corporation is not transferable or assignable.

Section 10: A membership may be terminated for any of the following reasons:

- (a) Violation of the By-laws of the Association.
- (b) Conduct deleterious to the best interests of the Black Welsh Mountain Sheep or the Association.
- (c) Conviction of any animal cruelty charges.
- (d) Default in the payment of dues and fees.

When the board determines that there is a basis for revocation and after any investigation it deems necessary or desirable, the Board of Directors may, by a two thirds (2/3) vote of all Directors, suspend or expel a member for cause and take direct appropriate action. All dues paid by the member prior to such revocation shall remain the property of the Association.

Section 11: Any member may resign by filing a written resignation with the Secretary/Treasurer/Registrar, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 12: Permanent Revocation of Membership: In the event a member performs actions that are so detrimental to the breed or the Association that a permanent revocation is being considered by the Board of Directors such a permanent sanction shall also require the approval of two thirds (2/3) vote of the voting members.

Section 13: A revoked membership may be reinstated and such person restored as a member after payment of necessary dues and in the case of a cruelty charge the completion of any legal penalty or jail term upon approval by a two thirds (2/3) vote of the Board of Directors. Any member who has been permanently revoked can never be reinstated as a member in the Association.

Section 14: A list of people whose membership has been suspended or revoked shall be published in the Association newsletter and in other public media as directed by the Board of Directors.

### **ARTICLE THREE CERTIFICATES OF MEMBERSHIPS**

Section 1: The Board of Directors shall provide for the issuance of certificates evidencing membership in the corporation, which certificates shall be in such form as may be determined by the Board. Such certificates shall be signed by the Secretary/Treasurer/Registrar and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of each certificate shall be entered on the records of the corporation. If any certificate is lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

Section 2: When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary/Treasurer/Registrar.

### **ARTICLE FOUR OFFICERS AND DUTIES**

Section 1: The officers of the Association shall be: President, Vice-President and Secretary/Treasurer/Registrar. These officers shall be nominated and elected by the Board of Directors from among the Board of Directors. These officers shall hold office for a period of two years. Each officer shall hold office until his successor has been duly elected and qualifies. Two or more offices may be held by the same person, except the offices of President and Secretary/Treasurer/Registrar. New offices may be created and filled at any meeting of the Board of Directors.

Section 2: The President shall preside at all general and Board of Directors meetings of the Association. The President shall appoint all special and standing committees, chairpersons and serve as an ex-officio member of all committees. The President shall conduct the business of the Association in accordance with the Association Bylaws.

Section 3: The Vice-President shall preside at all general and Board of Directors meetings in the absence of the President. The Vice-President shall act as a chairperson of the Nominating Committee. In the event of a vacancy in the office of the President the Vice-President shall succeed to that office for the unexpired term.

Section 4: The Secretary/Treasurer/Registrar shall keep the minutes of all meetings and safeguard the records of the Association. The Secretary/Treasurer/Registrar shall conduct, supervise, count and record the balloting of all elections. The Secretary/Treasurer/Registrar shall also act as Membership Chairperson unless one is appointed separately by the President.

The Secretary/Treasurer/Registrar shall keep and safeguard the funds of the Association and keep accurate records of same. The Secretary/Treasurer/Registrar shall be required to report monthly receipts and disbursements of all monies handled through this office.

The Secretary/Treasurer/Registrar shall keep and safeguard the records of all the purebred sheep and provide registration papers for lambs born to properly registered sheep in accordance with the rules of the association. The Secretary/Treasurer/Registrar shall ensure that at least two Board Members are provided with duplicate backup copies of the registration database and required computer software on a regular basis for use in disaster recovery. The Secretary/Treasurer/Registrar shall produce a flock book describing all the sheep registered since the publication of the last flock book. The Secretary/Treasurer/Registrar shall provide current members with registration data in accordance with the rules and guidelines adopted by the Board of Directors.

The Secretary/Treasurer/Registrar shall perform other duties as usually pertain to this office, including those specifically assigned by the President and/or the Board of Directors.

- Section 5: An officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
- Section 6: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- Section 7: The several officers shall have powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence opined in such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

## **ARTICLE FIVE BOARD OF DIRECTORS**

- Section 1: The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Colorado.
- Section 2: The Board of Directors of the Association shall consist of no less than five and up to eleven members elected from the voting membership.
- Section 3: The Directors elected from the voting membership shall hold office for a period of two years.
- Section 4: A regular meeting of the Board of Directors shall be held without any other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation or via electronic forums or mail.
- Section 5: The Board of Directors shall meet as necessary to conduct the business of the Association. All meetings shall be at the principal office of the corporation or via electronic forums or mail lists as decided by the Board of Directors.

- Section 6: Meetings of the Board of Directors may be called by the President or any four members of the Board. Each Director shall receive written, telephone or electronic mail notice of the time and place of each meeting at least ten days in advance. If mailed such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. A Director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.
- Section 7: A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. A majority of the quorum shall decide any question that may arise. No business shall be conducted until a quorum is present. The act of a majority of the directors present as a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.
- Section 8: The duties of the Directors shall be to advise the Association in advancing the public's knowledge and use of the purebred Black Welsh Mountain Sheep by promoting the identity and versatility of these animals. The Directors shall review and act on potential member applications and function in the capacity of an Ethics Review Committee. The Board of Directors shall set the fees for the various services provided by the Association on a regular basis.
- Section 9: All vacancies in the offices of the Association, except that of President, shall be filled by appointment from the Board of Directors. Those so appointed shall serve for the remainder of the unexpired term. The office of President shall be filled by the Vice President for the remainder of the unexpired term. A vacancy on the Board for any reason shall be filled by election at the next general meeting.
- Section 10: Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

## **ARTICLE SIX INDEMNIFICATION**

- Section 1: The Corporation shall be authorized to indemnify each member of the Board of Directors for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these by-laws, in a manner and to the extent permitted by applicable law.
- Section 2: The corporation shall indemnify each of its Directors and officers, as aforesaid, from and against any and all judgements, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceeding or appeal therein, imposed upon or asserted against him or her by reason of being or having been such a Trustee or officer and acting within the scope of his/her official duties, but only when the determination shall have been made judicially or in the same manner herein provided the he/she

acted on good faith for a purpose which he/she reasonably believed to be in the best interests of the Corporation and, in the case of criminal action or proceeding, in addition, had no reasonable cause to believe that his/her conduct was unlawful. This indemnification shall be made only if the Corporation shall be advised by its Board of Directors acting (1) by a quorum consisting of Directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the Trustee or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.

Section 3: Every reference herein to a member of the Board of Directors or officer of the Corporation shall include every Trustee and officer thereof and former Trustee and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above stated. The right of indemnification herein provided shall be in addition to any and all rights to which any Trustee or officer of the Corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

## **ARTICLE SEVEN MEETINGS AND VOTING**

Section 1: An annual meeting of the members shall be held in December for the purpose of electing directors, receiving reports of committees and for any other business that may arise. Each member entitled to vote at a meeting shall receive a written, telephone or electronic mail notice of such meeting not less than three nor more than thirty days before the date of such meeting. In the case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. The annual meeting may be held via mail, electronic mail or electronic conference using electronic bulletin boards, chat rooms or other such facilities as may become available. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage prepaid thereon. If the election of directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2: Special meetings of the members may be called by the President, the Board of Directors or not less than one tenth of the voting members at the offices of the corporation. The special meeting may be held via mail, electronic mail or electronic conference using electronic bulletin boards, chat rooms or other such facilities as may become available.

Section 3: A quorum shall consist of thirty percent (30%) of the voting members in good standing. A majority of the quorum shall decide any question that may arise. No business shall be conducted until a quorum is present. Members present at a duly called or held annual or special meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of members to leave less than a quorum.

Section 4: Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 5: At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after then months from the date of its execution, unless otherwise provided in the proxy.

Section 6: All meetings shall be conducted by the Roberts Rules of Order.

Section 7: Voting shall be by secret ballot in either written or electronic form for any office for which there is more than one candidate. The candidates shall be elected by a majority of the voting members.

## **ARTICLE EIGHT CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2: All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary/Treasurer/Registrar and countersigned by the president or vice president of the corporation.

Section 3: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

## **ARTICLE NINE BOOKS AND RECORDS**

Section 1: The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office, a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any members, or his agent or attorney for any proper purpose at any reasonable time.

**ARTICLE TEN  
FISCAL YEAR**

Section 1: The fiscal year of the corporation shall be from 1 January until 31 December.

**ARTICLE ELEVEN  
COMMITTEES**

Section 1: The Board of Directors by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist if two or more directors, which committees, each of which shall have and exercise the authority of the Board of Directors in the management of the corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, or any responsibility imposed on it or him by law.

Section 2: Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgement the best interest of the corporation shall be served by such a removal.

**ARTICLE TWELVE  
REGISTRATION POLICIES**

Section 1: Registrations Accepted

(a) Current paid individual voting members of the ABWMSA with registered flocks may register and transfer sheep.

(b) To register a flock select a prefix and submit the one-time flock registration fee. The flock prefix will be included in the registered name of all animals bred in the flock.

Section 2: Sheep Requirements: The following animals will be accepted for registration upon submission of a registration application and the registration fee provided they comply with the breed standards.

(a) Purebred Black Welsh Mountain Sheep owned by current members in good standing of the Black Welsh Mountain Sheep Breeders Association of Great Britain. Verification of flock status shall be by the records as published in the annual flock book of the Black Welsh Mountain Sheep Breeders Association.

(b) Sheep which are not currently registered but which trace in all pedigree lines to the original North American importation by Mr. Thomas Wyman. Documentation of such sheep shall be reviewed by the Board of Directors for accuracy prior to accepting the sheep for registration. Parentage verification may be required. This parentage verification shall be at the expense of the breeder.



- (c) Sheep currently registered with the North American Black Welsh Mountain Sheep Registry upon inspection including but not limited to proof of current registration and verification of pedigree. Documentation of such sheep shall be reviewed by the Board of Directors for accuracy prior to accepting the sheep for registration.
- (d) Sheep which are the offspring of currently registered sheep.
- (e) Sheep which are the offspring of sheep described in (a), (b) and (c) above.
- (f) To register lambs sired by rams not owned by the breeder include either a signed statement from the owner of the ram specifying the exposure dates, the ram used and the ewe bred or in the case of breeding by artificial insemination a signed statement from the collector of the semen as to the identification of the donor ram and a signed statement from the inseminator as to the identification of the semen used and the ewe inseminated.
- (g) Lambs produced with the use of embryo transfer from either fresh or frozen embryos are eligible for registration provided they would otherwise qualify. Recipient ewes do not have to be purebred Black Welsh Mountain Sheep however parentage verification of all embryo transfer lambs will be required prior to registration. This parentage verification shall be at the expense of the breeder.
- (h) Unworthy or unsound sheep should not be registered. This includes rams with horn growth endangering their health, rams without two normal testicles and any sheep which does not conform to the breed standard or has a serious hereditary health problem or abnormality.
- (i) Offspring of an unknown sire are not eligible. Each breeder is responsible for keeping accurate breeding records. A ewe may only be exposed to one ram per cycle so that the sire of the lamb is known. The Board of Directors may require parentage verification in cases where there are two potential sires. All such costs of verification shall be at the expense of the breeder.
- (j) Castrated rams or spayed ewes may not be registered.
- (k) Offspring from sheep sold without registration papers who are produced after the date of sale without papers will not be accepted for registration.
- (l) The breeder of a sheep is the owner of the dam at the time of breeding.
- (m) The Board of Directors may enact additional registration requirements or modify the pedigree verification or documentation needed to register sheep.

### Section 3: Identification

- (a) All sheep must be permanently identified with individual ear tags, tattoos or microchips of the breeder's choice from birth. If you choose to microchip your sheep a visible method of identification is also required.
- (b) The Board of Directors may make additional changes required so as to comply with state or federal laws regarding sheep identification and documentation.

### Section 4: Transfers

- (a) The seller is responsible for transferring and paying all transfer fees for any sheep sold.
- (b) Sellers must be current paid members in good standing of the ABWMSA.
- (c) Transfers must be completed within 90 days of the date of transfer of the sheep. In the case of a contract sale the date of transfer is the ending date of the contract.
- (d) Sheep which are sold without papers may not be re-instated as a purebred sheep at any time in the future.

### **ARTICLE THIRTEEN BREED STANDARD**

Section 1: Black Welsh Mountain Sheep are a small breed of hardy dual purpose sheep. The breed standard is derived from the existing standard in the United Kingdom.

### **ARTICLE FOURTEEN SHOW RULES**

Section 1: It is preferred that the Black Welsh Mountain Sheep be shown under card grading rules. However, since these sheep may show in open classes American style rules are allowed. Any breed specific competitions shall be conducted under standard card grading rules with animals judged against the breed standard.

### **ARTICLE FIFTEEN AMENDMENT OF BYLAWS**

Section 1: These bylaws may be altered, amended, or repealed and new bylaws may be adopted at any meeting of the Association providing a quorum is present, and by two thirds (2/3) vote of the voting members present at such a meeting and providing that the proposed amendment or alteration was presented in writing or via electronic mail to all members in good standing at least thirty days' prior to the meeting.

### **ARTICLE SIXTEEN WAIVER OF NOTICE**

Section 1: Whenever any notice is required to be given under the provisions of law or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be determined equivalent to the giving of such notice.