

AMERICAN BORDER LEICESTER ASSOCIATION BY-LAWS

Article 1

The Name and Purpose

Section 1. The Association shall be known as and referred to herein as the American Border Leicester Association (ABLA).

Section 2. The purpose of the association shall be to promote purebred breeding of Border Leicester sheep for seed stock, show stock, commercial lamb production and niche market wool production.

- (a). To engage in the education and promotion of Border Leicester sheep. To keep breeders informed of market strategies for Border Leicester sheep and wool, as well as all health issues, proper maintenance of sheep and the lands that support them.
- (b). To register and keep pedigree records of all animals that qualify as pure Border Leicester sheep according to the guidelines of the association.
- (c). To provide interested people with information about the Border Leicester sheep and their products.
- (d). To promote interest in the Border Leicester breed of sheep wherever possible in order to attract new individuals interested in the conservation and well being of this breed.

Article II

Membership and Meetings

Section 1. Voting memberships shall be open to any Border Leicester breeder who adheres to the policies and rules of this association. Each paid membership represents one vote.

- (a). Any person, family or corporation who owns, breeds, or is actively involved in the breeding of purebred Border Leicester sheep may become an *active member* of the ABLA. Active means current on their membership dues (in good standing) to be eligible to vote and/or hold elective office.
- (b). Individuals under 21 years of age, as of January 1st of the membership year, may have a separate *junior membership*.
- (c). Any person, family or corporation interested in the promotion of Border Leicester sheep may become an *associate member* of the ABLA, and as such is entitled to all privileges of full members except they shall have no vote, nor shall they be eligible to hold elective office.
- (d). *Lifetime membership* can be obtained by paying the equivalent of ten years dues at the current rate, in one payment.

Section 2. The members of the ABLA shall meet annually at such time and place as designated by the Board of Directors.

Section 3. It shall be the responsibility of the Board of Directors to set the time and place for the annual meeting of the ABLA, and it will be the responsibility of the president to so notify the membership. In addition to the annual membership meeting, additional meetings may be held at the discretion of the president and the Board or by petition by 25% of the active membership.

Section 4. Voting on issues addressed at membership meetings where a quorum of active members are present, will be voted on and decided at such meetings, unless decided by the Board of Directors to do otherwise. If an issue presented at a membership meeting is deemed important enough for a member vote, then a mail ballot will be issued no less than 30 days after the membership meeting, by the Secretary of the Association. Results of the balloting shall be counted by the Secretary of the Association, or a person designated by the Board, and shall be kept in his or her custody for a period of time as designated by the Board, and be subject to inspection at reasonable times by any member of the Association. The membership shall be promptly notified of the results of each balloting through the Association's newsletter or the Association's website. The act of the majority of those voting shall be considered an act of the membership of the Association, except when a two-thirds majority of the voting membership is called for in the bylaws.

Article III Officers and Board of Directors

Section 1. The Board of Directors of the ABLA shall be the governing board of the ABLA and have ultimate authority over and responsibility for all association expenses, properties, funds, and debts. The Board of Directors shall have ultimate authority over any and all policy decisions.

Section 2. The Board of Directors shall consist of a seven-member Board, who shall be active members of the Association and registrants of Border Leicester sheep. Five (5) Directors shall constitute a quorum.

Section 3. The Board of Directors shall consist of not less than four elected directors. Directors will be elected for a term of three (3) years on a 2-2-3 rotating basis for a total of seven (7) Directors. A call for nominations will be announced in the newsletter and bios requested.

Section 4. Vacancies may occur during the term of a Board member by death, resignation, removal, disqualification, incapacitation, or by expansion of the Board at the discretion of the Board. In the event a vacancy occurs in a Board position, the other members of the Board shall elect a new Board member to serve until the next annual membership meeting, at which time the members shall elect a member to fill the unexpired term. Board vacancies shall be filled within 60 days after the position becomes vacant.

Section 5. The officers of the Association (and who also serve as officers of the "Board") shall be President and Vice President and are to be elected from the Board by the Board at the first meeting following the yearly election. The duties of the officers of the Board shall be such as usually pertains to such officers in the usual transaction of business.

(a). The secretary will be appointed by the Board, annually, from the American Border Leicester membership as a member in good standing and shall not be a voting position on the Board.

(b). The Treasurer will be appointed by the Board, annually, from the American Border Leicester membership as a member in good standing and shall not be a voting position on the Board. (*Article III, Section 5: Amended and approved by a vote of the membership April 25, 2013*)

Article IV Elections

Section 1. Elections will be held on a yearly basis.

Section 2. Bios will be requested and election of officers will be by confidential ballot. All paid members will receive the appropriate ballots by mail with the deadline to be affixed to the ballots.

Section 3. The ballots will be counted by an independent committee of at least three individuals not affiliated with the association. As soon as the votes have been tallied, the results will be announced and the new officers will assume their responsibilities.

Article V Committees of the Board

Section 1. The executive committee consists of all officers of the Board. The President shall act as chair of the meetings of this committee.

Section 2. The Board may establish committees to perform such duties and to have such powers as may be set by the Board and these committees shall assist the Board with specialized tasks delegated to the committees. The role of the committees shall be of an advisory and assisting nature. Each committee may make its own rules of governing the conduct of its activities, provided they are in compliance with the wishes of the Board.

Article VI Quorum

Section 1. At the annual general membership meeting and at all other membership meetings the quorum shall consist of fifteen (15) members of good standing of those members who attend the meeting.

Article VII Dues and Fees

Section 1. Annual membership dues and fees shall be set at the discretion of the Board of Directors based on the need and expenses of the association.

Section 2. Annual membership shall begin January 1st and shall expire on December 31st.

Section 3. Lifetime membership dues shall be obtained by paying the equivalent of ten year's dues at the current rate, in one payment.

Section 4. All other fees such as those for registration, transfer of ownership of animals, etc. will be established by the executive committee.

Article VIII Audits

Section 1. The president will appoint an auditing committee whose responsibility will be to see that the treasurer's accounts are audited either prior to the annual meeting or during the annual meeting.

**Article IX
Amendments**

Section 1. Proposed bylaw changes may be initiated by the Board or by a member in good standing by petition to the Annual Membership Meeting.

Section 2. These bylaws may be altered, amended, or repealed by the affirmative two-thirds of the active membership in good standing who return their vote. Proper notification as noted above shall include a clearly stated notice of what section of the bylaws is to be deleted, changed, or added; and what the exact wording of the desired change or addition shall be. At the discretion of the Board, any proposed amendments or changes will be mailed with a ballot by the Secretary of the Association within thirty (30) days of such proposals to each active member. Ballots shall be returned to the Board within thirty (30) days of the mailing of the proposed amendments. Results of balloting shall be counted by the Secretary of the Association or such other person as designated by the Board, and shall be kept in his or her custody for a period of time as determined by the Board, and subject to inspection at reasonable times by any member of the Association. The membership shall be promptly notified in a timely fashion of the results of such balloting through the Association's newsletter or through the Association's website.

**Article X
Parliamentary Procedure**

Section 1. Where not otherwise specified, Roberts' Rules of Order will govern the procedure of this organization.

**Article XI
Dissolution or Succession of Association**

Section 1. Upon dissolution of the American Border Leicester Association, the Board of Directors shall after paying or making provision for the payment of all liabilities of the association, will dispose of all assets of the association exclusively for the purposes of the association in such manner, or to such organization or organizations under section 501 (c) (5) or the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.

We, the undersigned do hereby certify that the above and foregoing Bylaws were duly adopted as the Bylaws of the ABLA on the 18th day of March, 2010.

Attest:

President

Secretary

Directors: _____

