

Finnsheep Breeders Association Constitution

Article I. NAME

The Name of this Association shall be: Finnsheep Breeders Association

Article II. CHARACTER AND EXISTENCE

This Association shall be a non-profit livestock breeders' corporation and shall have perpetual existence unless dissolved by due process of law.

Article III. GENERAL PURPOSE AND OBJECTIVES

The purpose of this Association shall be to engage in any lawful activities for which a non-profit corporation may be formed, pursuant to the Minnesota Non-Profit Corporation Act, specifically including but not limited to the following:

- a) To register and maintain pedigree identification of Finnish Landrace, hereinafter called Finnsheep, ewes and rams.
- b) To register and maintain pedigree identification of first cross and backcross progeny having one purebred (Class 1) Finnsheep parent.
- c) To record lambing performance of registered ewes and encourage the use of performance/progeny records for further improvement of the Finnsheep breed.
- d) To encourage and support breeding research to discover how Finnsheep can be used most effectively in cross-breeding to improve efficiency of commercial lamb production.
- e) To continuously improve and promote Finnsheep in the interest of more profitable sheep enterprises.

Article IV. MEMBERSHIP

Section 1. There shall be two categories of membership:

Category I. Voting Membership. Owners of flocks of registered Finnsheep or the duly authorized agents or representatives of such owners shall be entitled to membership. Upon payment of annual activity fees, such membership shall be entitled to vote in relation to the number of animals registered annually from said flock. The number of votes entitled to said flock shall be determined by the annual number of sheep registered as follows:

- 1 vote for 0 to 50 registered
- 2 votes for 51 to 100 registered
- 3 votes for 101 to 500 registered
- 4 votes for 501 to 1000 registered
- 5 votes for 1001 and over registered

The "annual number of sheep registered" shall be designated as the number of Finnsheep registered by the flock owner for the preceding calendar year prior to the year the vote is cast. For purposes of establishing the number of registrations, the secretary shall publish as of January 1 each year the total number of registrations made by each flock owner for the preceding year.

In 2002 the board voted that annual activity fees need not be paid by breeders registering 50 or more animals in the preceding year.

Category II. Associate Membership. Persons may become Associate (non-voting) members on application to the association and payment of the Associate Membership fee. Acceptance of membership in this Association shall bind the member to abide by this constitution.

Section 2. Revocation of Membership

Any member of this Association who is charged by another member with violating the articles of this constitution, bylaws or rules and regulations adopted by the association shall be liable to revocation of membership and expulsion from the association. In the event a member is so charged, he/she shall receive a written notice of the violation so charged, signed by the President or Secretary of the Association and he/she shall be given an opportunity to be heard by the board of directors on the said charge. If after such hearing a majority of the board of directors shall decide that said charge is valid, the result of such hearing shall be presented to the membership at the next regular or any special meeting to decide whether such membership should be revoked. A 2/3 majority vote of Category 1 Membership present in person or by Absentee Ballot shall be required to revoke such membership in the Association. The board of directors is authorized and may decide by a 2/3 majority vote of the directors to suspend any registration or transfer of registration by such member until such charges are brought before the membership for vote. The privileges of registrations and transfers of registration by nonmembers shall be subject to the ruling of the Board of Directors in matters relating to such charges. A person whose membership has been revoked may be reinstated by the 2/3 recommendation of the Board of Directors and subsequent approval by a 2/3 majority vote of the Category I membership present in person or by proxy at the next annual meeting.

Section 3. Absentee Voting

Any member who wishes to vote at any regular or special meeting on any predetermined issue or for any individual running for an elective office may do so by requesting an absentee ballot in writing. This ballot, properly witnessed, signed, and returned to the board secretary in a timely fashion shall carry the full weight of a vote cast in person at the meeting.

Section 4. Membership Fees and Annual Dues

The Board of Directors shall be authorized to set membership fees and establish dues structure.

Section 5. Personal Liability of Members

The members of the Corporation shall not be subject to any personal liability for corporate obligations.

Article V. OFFICERS AND BOARD OF DIRECTORS

Section 1. The business of the Corporation shall be managed by a Board of Directors elected by the membership. The board shall consist of seven (7) directors, each elected for a three (3) year term of office so that at least two (2) directors shall be elected each year. A director may not serve more than two (2) full, consecutive three (3) year terms, or more than seven (7) consecutive years, if originally appointed to fill a vacant position. A director must be a member of the association whose election to the Board of Directors shall be by a majority of votes cast by the membership. A director must be a

member of the association AND KEEP CURRENT WITH ANNUAL ACTIVITY FEE . Members of other Finnsheep registries that have had a less stringent criteria for registration than the FBA, such as a continued policy of up-breeding, are not eligible to serve as FBA directors or officers.

Section 2. The officers of the Association shall be a President and Vice President. They shall be elected for a one year term of office by and from the board of directors. The duties of the President shall be to preside over all meetings of the members and directors and other duties usually performed for such associations. The Vice President shall perform the duties of the President if the President is unable to act.

Section 3. The board of directors shall appoint a Secretary-Treasurer whose duties shall be to manage the affairs of the Association as determined by the board of directors. The Secretary- Treasurer may or may not be a member of the Association. The board of directors shall be authorized to determine the appropriate remuneration for the Secretary-Treasurer and any other employees of the association. The Secretary-Treasurer shall record the minutes of regular and special meetings of the association.

Section 4. The board of directors is established to conduct the business of the Association. They shall be authorized to implement procedures for registration, recording of pedigrees, issuing certificates of registration and transfer of registrations within the framework of this constitution. They shall also be authorized to determine and set fees not specifically designated by these articles.

The board of directors shall prepare or have prepared at their direction a report each year summarizing the activities of the association. This report shall include a summary of activities related to achievement of the objectives as outlined in Article III.

The board of directors shall prepare or have prepared at their direction an annual financial report of the association.

Section 5. Meetings of the board of directors

A meeting of the board of directors shall be called at the discretion of the President or any four (4) members of the board. Notice of said meeting shall be given in writing by the Secretary-Treasurer to each board member at least fourteen (14) days in advance of the meeting together with an agenda of said meeting. The written notice and agenda provision of this section may be dispensed with by unanimous agreement of the board of directors.

Detailed minutes of meetings of the board of directors shall be kept and made available to the members of the association upon request. A majority of four (4) members of the board of directors, including proxy vote shall constitute a quorum for purposes of conducting a meeting.

Section 6. Resignation of President and Vice President

The Board of Directors shall be authorized to elect a President and Vice President if either or both of these officers resign. The Board of Directors shall be authorized to appoint a member to the Board of Directors to fill a vacancy created by resignation of another member. The term of the appointees shall be until the next regular or special meeting of the association.

Section 7. Compensation of Board of Directors

The board of Directors may receive expenses, but not per diem, while on official business of the association to attend meetings or other official activities.

Article VI. HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS

The location of the Corporation's registered office in this state is Pipestone, Minnesota. The Board of Directors shall be authorized to change the principal office and place of business for maintaining the records of the Corporation, conducting the affairs of the Corporation and for other activities which are directly related to the objectives of the Corporation by resolution duly adopted.

Article VII. INCOME AND PROPERTY

Income and property of this association shall be used solely for furtherance of the objectives of the Association as stated in this constitution.

Article VIII. ANNUAL AND SPECIAL MEETINGS

Section 1. Regular Meetings

An annual meeting of the members of the association shall be held for the election of directors and the transaction of any other business which may come before the association. The secretary shall notify members 30 days in advance of the annual meeting of the date, location, and time of the meeting. An agenda of business to be transacted shall also be sent to each member at the time notice is given of the annual meeting.

Section 2. Special Meetings

By a majority vote of the board of directors a special meeting of the members of the association may be called to transact business of the association. An agenda specifying the date, location, time and business to be considered must accompany the notice of the meeting. A notice of a special meeting must be given 14 days in advance.

Section 3. Quorum

The members present at any regular or special meeting shall constitute a quorum.

Article IX. REGISTRATION AND PEDIGREE RECORDATION

Section 1. There shall be two classes of Finnsheep:

- a) Class I. This class of registry shall include purebred Finnsheep imported directly from Finland or indirectly through breeding stock propagated in the Irish Republic, the United Kingdom, Canada or any other country which may be designated by the association. The certificate of registry issued for this class shall show the date of birth, identity of sire and dam, litter size in which the individual was born, including age of dam and parity at the time of birth and the litter size in

which the sire and dam were born. An extended pedigree will be available for an additional fee. The registration of an animal in this class shall count as one registration for the purpose of determining voting rights.

- a) Class II. This class of registry shall include all animals and their descendants of one FBA Class I registered Finnsheep and a sheep of any other breed, including domestic Finnsheep not registered through FBA. The certificate of registry issued for an animal in this class shall show the date of birth, percentage of Finn blood, identity of sire and dam, litter size and the age of dam at time of birth, and litter size in which the sire and dam were born. The recording of an animal in this class shall count as one half of one Class I registration for purposes of determining the breeder's FBA voting rights.

Section 2. No restrictions on the use of artificial insemination or ova transplantation shall be imposed on the sheep offered for registration, provided the pedigree identity supplied is in accordance with that required for sheep produced by natural matings. Sheep produced by either or both of these methods shall be appropriately identified in the records of the Association. Any certificates of registration issued or transfer of ownership shall be appropriately identified.

Section 3. In 2009, the association voted to allow transfers of registrations from Canadian or other foreign registrations to our Association for the same fee as regular transfers within the USA.

Article X. AMENDMENTS

This Constitution may be amended at any regular annual meeting of the Association by the affirmative vote of 2/3 of the membership present or represented by absentee ballot at the meeting. Notice of a proposed amendment shall be given to the Secretary-Treasurer forty-five (45) days prior to the meeting and such proposed amendment shall be included in the general notice calling such meeting.

Article XI. CAPITAL STOCK

The Corporation shall have no Capital Stock.

Article XII. INCORPORATORS

The incorporators of the Corporation and their post office addresses are as follows:

Dwight Holaway Rural Route 2, Pipestone, Minnesota.

W. J. Boulan, University of Minnesota, Animal Science Department, St. Paul, Minnesota.

John F. Redding, Box 1029, Asheboro, North Carolina.

This constitution was approved at an organizational meeting of Finnsheep breeders at Hastings, Nebraska on June 29, 1971 and duly amended October 23, 1973, October 6, 1976, August 23, 2009, August 29, 2010, August 1, 2011, October 15, 2011, October 14, 2012, & October 18, 2013