

# **ISBONA 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.

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### 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

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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.

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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.

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### **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**

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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

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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.

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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.



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### 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.

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### **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**

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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

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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.

These Bylaws were approved by valid vote of the ISBONA membership in January 2018. Bylaws are effective February 15, 2018.