

## BYLAWS OF THE UNITED SUFFOLK SHEEP ASSOCIATION

### ARTICLE I. NAME.

The name of this organization shall be the United Suffolk Sheep Association (USSA).

### ARTICLE II. PURPOSE.

The United Suffolk Sheep Association is a nonprofit organization, without capital stock, whose purpose is to foster, promote and develop the Suffolk breed of sheep in particular, and the sheep industry in general. It shall keep records of all sheep recorded in or by the Association, issue official papers covering the same and perform any and all functions connected with the registration of sheep. Such records shall be permanent in character and at the disposition of the members or contractors of the Association. The Association shall receive and disburse the finances of the organization.

### ARTICLE III. MEMBERSHIP.

Section 1. Membership Eligibility. Any owner and registrant of Suffolk or percentage Suffolk in the United Suffolk Sheep Association shall become a member; provided that each owner and registrant shall be represented by but one membership whether such owner and registrant are an individual, partnership, corporation, association or other entity. To be a member in good standing for purposes of voting in Association matters, a member must: (1) have paid dues for the current year, (2) have no outstanding financial obligation to the Association more than sixty (60) days past due, (3) currently own Suffolk sheep and (4) have registered sheep in the United Suffolk Sheep Association within the past 12 months.

Section 2. Associate Membership. Individuals or legal entities which do not meet the eligibility requirements of Section 1 and have paid annual dues shall be considered Associate members. Associate members shall have all rights, duties and privileges of membership except the right to vote.

Section 3. Junior Membership. Junior membership shall constitute a separate membership class. Junior membership is open to anyone who hasn't reached his/her 22<sup>nd</sup> Birthday on January 1<sup>st</sup> of the current membership year. Junior members shall have no voting rights. The United Junior Suffolk Sheep Association, as presently established, shall be an affiliate organization of the United Suffolk Sheep Association subject to such limitations and qualifications as the Board of Directors of the United Suffolk Sheep Association shall prescribe. The Board of Directors shall appoint adult liaison officer(s) to act as Junior Coordinator(s) as deemed necessary. Any organizational document of the Junior Association, including the Constitution and Bylaws, shall be subject to approval of the Board of Directors of the United Suffolk Sheep Association.

Section 4. Members that are not individuals. Any member that is a partnership, corporation, Association, or other entity (i.e. not an individual person) shall designate in writing to the Association the name of the individual who is authorized to sign and vote on behalf of the member.

Section 5. Voting Rights. Each member of the Association in good standing, other than Associate Members and Junior members, shall be entitled to one vote on each matter submitted to a vote of the membership. A member may vote either in person or by proxy appointed in writing by the member or his duly authorized attorney-in-fact. An appointed proxy must be a member of the Association. No proxy shall be valid after 90 days from the date of its executing, unless otherwise provided in the proxy.

Section 6. Membership dues and service fees. The Board of Directors may determine from time to time the amount of annual membership dues and the amount of fees for services that shall be payable to the Association. The Board of Directors may also establish the time or times at which membership dues and service fees are due and payable, and procedures for dealing with members and others in default of payment. If a person or organization is in default of annual membership payment, all registration and associated fees will be billed at non-member rates until annual dues are paid. Other unpaid fees may result in the Association's refusal to register any sheep for that person until all fees are paid in full.

Section 7. Withdrawals. Any member may withdraw from membership in the Association by giving written notice of intent to withdraw to the Association at its principal office. Upon receipt of any such notice, the membership of such member shall terminate; provided, however, that after a complaint has been initiated against a member, the right of such member to withdraw from membership shall be suspended until the termination of all proceedings in connection with such complaint, unless the Executive Committee or the Board of Directors otherwise approves.

#### ARTICLE IV. MEETINGS OF THE MEMBERSHIP.

Section 1. Annual Meeting. The annual meeting of the membership shall be held at such time and place as the Board of Directors may designate.

Section 2. Special Meetings. Special meetings of the members may be held at any time for any purpose or purposes at such designated place. Special meetings may be called by the President or by the Board of Directors or by members having not less than twenty-five votes. The person calling a special meeting shall designate the date, time and place of such meeting and shall give notice at least 25 days prior to and no longer than 60 days prior to the meeting.

Section 3. Notice. Written notice of all meetings stating the place, date, time, and purpose(s) of said meeting must be called under the following conditions. Correspondence regarding the meeting shall be delivered not less than twenty-five (25) days nor more than sixty (60) days before the date of the meeting. It is the responsibility of those initiating the meeting to see that the membership is informed in a timely fashion.

Section 4. Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws, or of any law, a waiver thereof in writing, signed by the person or persons entitled to such notice whether before, at, or after the time stated therein, shall be deemed the equivalent to the giving of such notice. To the extent permitted by law, attendance of a member at any meeting shall constitute a waiver of notice of such meeting.

Section 5. Quorum. A quorum at any meeting of the membership shall consist of not less than twenty-five members in good standing present in person or by proxy. Every decision of a majority of such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote is required by law or by these Bylaws.

Section 6. Meeting Procedures. All meetings of the membership shall be conducted according to parliamentary procedures as set forth in the latest revision of Robert's Rules of Order.

#### ARTICLE V. DIRECTORS.

Section 1. Powers of the Board. A Board of Directors shall manage the property and affairs of the Association. The Board of Directors derives its powers and authority from the members and its powers and authority is limited by and subject to the will of the members voting in person or by proxy at any annual meeting or special called meeting. Except as limited by law and the members, the Board of Directors shall have and is vested with the power and authority to do, or cause to be done, any and all things for and on behalf of the Association, to exercise or cause to be exercised any and all of its powers, privileges or franchises and to seek the effectuation of its purposes and objectives.

Section 2. Number and Qualifications. The Board of Directors shall consist of twelve members of the Association in good standing. A member must have registered sheep with the Association in the 12 months preceding the declaration of their candidacy and in the immediate prior 24 months. The Secretary shall ascertain the qualification of the candidate prior to placing their name on the ballot and shall report any unqualified candidates to the President. Directors must continue to register sheep in each and every calendar year while serving on the board. Additionally, any Director who fails to register sheep in each and every calendar year while serving on the Board as required shall be removed from the Board by the Board of Directors. The Board of Directors shall establish the method of election and appropriate steps to ensure that all members are represented.

Section 3. Term of Office. The twelve members of the Board of Directors shall be elected from four districts. Three Directors shall be elected from each district. The four districts shall be initially established as follows: District 1. Alaska, Hawaii, Washington, Oregon, California, Idaho, Nevada, Arizona, Utah, Wyoming, Montana and South Dakota. District 2. Nebraska, Colorado, New Mexico, Kansas, Oklahoma, Texas, Missouri, Arkansas, Louisiana, Mississippi, Alabama, Illinois, Indiana, and Kentucky. District 3. North Dakota, Minnesota, Iowa and Wisconsin. District 4. Michigan, Ohio, West Virginia, Pennsylvania, New York, Vermont, Maine, New Hampshire, Massachusetts, Rhode Island, Connecticut, New Jersey, Delaware, Maryland, Tennessee, Virginia, Georgia, North Carolina, South Carolina, and Florida. To provide equal representation for all members, each district shall have approximately the same average number of voting members represented by each Director. The Directors shall periodically and not less than every 5 years, review and revise each district by moving one or more states to contiguous districts in order to equalize membership representation in each district.

The term of office of the Directors shall be three years and until their successors are elected and take office. Nothing contained herein shall preclude a member of the Board of Directors from succeeding himself or herself, except that no person shall consecutively serve more than two three-year terms. Following service of two consecutive three-year terms, a member would again be eligible for election to

the Board of Directors at the first election following the end of the most recent term served by that former Director. Not more than two Directors residing in any one state may serve on the Board at any one time. All Directors must reside in the district in which they represent unless there has been a realignment of the district, as set out in this Section 3, during the Director's term of office. In the event of realignment, a Director, whose state is realigned into a different district, shall continue to serve the district from which he or she was originally elected until the expiration of that Director's term of office. Any resulting conflict with these bylaws caused by realignment, such as the number of Directors required per district, shall be waived and accepted until the entire realignment process is complete.

Section 4. Election of Directors. Candidates for a director's position shall cause to be delivered to the USSA office a letter of nomination, which letter shall be received at the office by August 1 of that year. An official ballot containing the names and resumes of district candidates shall be mailed to all members of the association by September 1 of that year. To vote in the election of Directors, a member must return the ballot to a location at the board of directors discretion October 1 of that year. Director applicants receiving the most votes in his/her district shall be deemed elected. In the event of a tie, the present directors will pick the winner or one of the tie candidates may choose to refrain from election. The secretary of the USSA will inform, by mail, all voting members of the election results.

Section 5. Commencement of Term of Office. Newly elected Directors shall commence their term of office immediately following the adjournment of the last regular meeting of the Board of Directors, preceding the Annual Meeting of members.

Section 6. Vacancies. In the case of a vacancy on the Board of Directors, the Directors shall have the power to fill such vacancy with the appointment of a member who lives in the district with the vacant seat to serve the unexpired term until the next annual meeting, at which time the opening would be filled in the same manner provided in Section 4. In the event of a vacancy and a full-term board seat both being available in the same district, members will vote for two (2) candidates. The two candidates receiving the most votes will fill the Board of Directors vacancies in the following manner. The person with the most votes will fill the three-year term and the person with the second most votes will fill the shorter term. Filling an uncompleted term will not preclude a Director from being elected to the Board of Directors for two consecutive three-year terms.

Section 7. Compensation. Directors shall not receive any stated compensation for their services, but by resolution of the Board, reimbursement for expenses, if any, may be allowed for attendance at each meeting of the Board, or for performing other duties assigned by the Board.

Section 8. Annual Meeting. The annual meeting of the Board of Directors shall be held at a location to coincide with the annual meeting of the membership and either precedes or follow the annual membership meeting. Special circumstances allow the Board to designate an alternative time and location.

Section 9. Regular Meetings. Regular meetings of the Board of Directors, whether they be face to face or conference calls, will be held periodically during the year as deemed the Board President or any three Board Members.

Section 10. Special Meetings. A special meeting of the Board may be called at any time by the President, or any three or more of the Directors by giving ten days' notice of such meeting to each member of the Board of Directors, either personally or by mail, stating the time, place and purpose of any such meeting. The place of the special meeting may be within or without the State of Missouri, as designated in the notice. The purpose of the special meeting must be specified in writing and provided to each Board member at the time the meeting is called.

Section 11. Special Meeting by Conference Telephone. Members of the Board or of any committee may participate in a meeting of the Board or its committees by means of conference telephone or other similar communications equipment, provided there has been five days written notice, whereby all persons participating in the meeting can hear each other, and participation in a meeting in such a manner shall constitute being present at such meeting.

Section 12. Action in Lieu of Meeting. Unless otherwise restricted by law, any action requested to be, or that may be, taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the Directors shall have the same effect as a unanimous vote and may be stated as such in any document describing the action taken by the Board of Directors.

Section 13. Waiver of Notice. Any notice provided or required to be given to the Directors may be waived in writing by any of them, whether before, at, or after the times stated therein. The attendance of a Director at any meeting shall constitute waiver of notice of such

meeting except where the Director attends and so states at the opening of the meeting, for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 14. Quorum. At all meetings of the Board of Directors, a majority of the whole Board shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum, except as may be otherwise specifically provided by law or by these Bylaws or by Articles of Incorporation shall be the act of the Board of Directors.

Section 15. Resignation. Any Directors may resign at any time by giving written notice thereof to the Board of Directors. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified therein, formal acceptance of such resignation shall be necessary to make it effective.

Section 16. Removal. Any Director may be removed, with cause, by the vote of two thirds (2/3) majority of the members in that Director's district present in person or by proxy at a meeting of the membership called expressly for that purpose, at which a quorum is present. Formal notice to all Association members in that Director's district of the proposed removal of any Director must be made in writing at least twenty-five (25) days prior to and no longer than sixty (60) days prior to the meeting. The Director(s) must be provided an opportunity to respond to any accusations. The meeting will be in that Director's district. A two thirds (2/3) vote by members present, in person or by proxy; will be required to remove a director. The individual(s) calling the meeting will state the place and time of the meeting.

#### ARTICLE VI. OFFICERS.

Section 1. General. The officers of the Association shall consist of a President, a Vice-President, and a Treasurer. No offices may be held by the same person. To be eligible to serve as President and Vice President the individual must have served on the Board the previous year. The Treasurer, a member in good standing, will be appointed by the Board of Directors. If the appointed Treasurer is a non-elected director, the Treasurer will not have voting rights. The duties and the term of the Treasurer are defined by the board of directors.

Section 2. Election of President and Vice-President. The President and Vice-President shall be elected annually, from the members of the Board of Directors, by the Board of Directors, at a Board meeting immediately following the close of the last regular annual Board Meeting, preceding the annual meeting of the members. Such election shall be conducted by the retiring President who is ineligible to be reelected; if the retiring President is eligible to be reelected, the retiring Vice-President shall conduct the election unless the retiring Vice-President is eligible for election as President; if both the retiring President and Vice-President are eligible for election as President, the lead Association Staff person available shall conduct the election of President. In case of a tie, when voting for president, if the vote is a tie after a second vote, the most senior (by age) retiring board member will vote to break the tie in a third vote by sealed ballot. The newly elected President shall take office immediately upon his election and conduct the election for Vice-President.

Section 3. Term of Office. Each officer of the Association shall hold office for a term of one year or until a successor is selected, unless the officer is removed or resigns before such time. Nothing contained in these Bylaws shall preclude an officer from succeeding himself/herself, except that no person shall hold the office of the President for more than three consecutive terms.

Section 4. Compensation. Reimbursement for the expenses, if any, of the President or Vice-President in attending meetings or carrying out responsibilities designated by the Board of Directors shall be fixed by the Board of Directors. Compensation for the staff and expenses for carrying out official responsibilities shall be fixed by the Board of Directors.

Section 5. Removal. Any officer shall be removed, with cause, by the vote of two-thirds of the Directors present in person or by proxy at any regular meeting or any special meeting called for that purpose at which a quorum is present and at least ten days previous written notice was provided and the officer is offered the opportunity to respond to any accusations.

Section 6. Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 7. Vacancies. Vacancies caused by the death, resignation, incapacity, removal or disqualification of any officer shall be filled by the Board of Directors. Any person so appointed to fill such vacancy shall serve at the pleasure of the Board for the un-expired term of the predecessor or until the successor is elected and commences the term of office.

Section 8. President. The President shall preside at all meetings of the membership and the Board of Directors and shall be member ex-officio with the right to vote on all committees in case of a tie vote. The President shall also, at the annual meeting of the Association as the President deems proper, communicate to the membership and the Board of Directors such matters and make such suggestions as

may, in the President's opinion, tend to promote the prosperity and welfare and increase the usefulness of the Association. In addition, the President shall perform such other duties as are necessarily incident to the office for the President and shall arrange the Association staff and employees for the auditing the books, accounts and records of the Association. Such audit shall be conducted by a legal auditor, approved by the Board. Such audit shall be reported at the Annual meeting.

Section 9. Vice-President. The Vice-President shall act in the capacity of the President in the event of the President's absence, disability or death and shall perform such other specific duties as may be assigned by the President or the Board of Directors.

Section 10. Employees. The Association staff shall be employed by the Board of Directors at salaries designated by the Board of Directors and shall be responsible for managing the day to day affairs of the Association, for issuing notices of meetings, for keeping all records of the Association, including the membership roll, in such manner as may be directed by the Board of Directors and the Association. The Board shall direct staff to take charge of funds of the Association and be empowered to disburse Association funds as the Board of Directors directs, and prepare a suitable report of financial and other business of the Association for the regular annual meeting, or at such times as may be considered necessary by the President. The Association staff shall also carry out such other duties as the Board of Directors may conduct, or cause to be conducted, an audit of the Association's financial condition prior to new staff taking office.

Section 11. Delegation of Duties. If any officer is absent, or unable to act, or for any other reason the Board may deem sufficient, the Board may delegate, for the time being, some or all of the functions, duties, powers and responsibilities of any officer to any other officer, agent, or employee of the Association or other responsible person, provided a majority of the whole Board concurs therein.

Section 12. Appointment of Other Officers and Agents. The Board of Directors may also appoint, from time to time, such other officers, agents and attorneys-in-fact as it may deem necessary or advisable. All appointed officers, agents, and attorneys-in-fact shall hold their respective positions at the pleasure of the Board or for such terms as the Board may specify, and they shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors or by an elected officer empowered by the Board to make such determination.

Section 13. Bond. The Board of Directors shall insure that an Errors and Omissions insurance policy is kept and held current on all Board members and staff.

#### ARTICLE VII. COMMITTEES.

Section 1. Executive Committee. The Executive Committee shall consist of the President, the Vice-President, and the Treasurer, who serves as the chair of the finance committee appointed by an election by the Board of Directors. The Executive Committee shall, when the Board is not in session, supervise and direct the affairs of the Association under policies established by the Board, reporting to the Board for its ratification of the Committee's action.

Section 2. Other Committees. The Board of Directors may, from time to time, establish such other committees as it deems necessary or appropriate, with such powers and authority as the Board shall designate. The members of each committee, other than the Executive Committee, shall be appointed by the President with the approval of the Board of Directors. A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting of that committee. Each committee shall meet at such times as may be designated by the President of the Board of Directors.

Section 3. Place of Meeting. Meetings of committees may be held at any place as determined by the chairman of that committee. A conference call would be preferred.

Section 4. Notice. Written notice of all committee meetings shall be given not less than ten (10) days prior to any meeting unless all committee members and the President approve a waiver of that requirement. Any notice required to be given to members of any committee may be waived in writing by any of the members.

Section 5. Compensation. Reimbursement for the expenses, if any, of attending meetings of any committee shall be fixed by the Board of Directors.

Section 6. Removal. Any member of any committee may be removed, with cause, by a two-thirds vote of the Board of Directors at any meeting at which a quorum is present and at least ten days previous written notice was provided and the committee member is offered the opportunity to respond to any accusations.

Section 7. Resignation. Any member of any committee may resign at any time by giving written notice of such resignation to the President or Board of Directors.

Section 8. Vacancies. Vacancies caused by death, resignation, incapacity, removal or disqualification of any member of a committee shall be filled by the President with the approval of the Board of Directors. Any person appointed to fill such vacancy shall serve at the pleasure of the Board for the unexpired term of the predecessor or until the successor is chosen and commences the term of office.

#### ARTICLE VIII. TERMINATION OR CURTAILMENT OF MEMBERSHIP.

Section 1. Expulsion and Censure of Members. Any member of this Association: (1) who violates the Articles of Incorporation, Bylaws or Rules of Registry of the Association; (2) who shall deceive or wrong the Association; a member thereof, or another person with respect to Suffolk sheep; (3) whose practices in the breeding of Suffolk sheep are such as to impair the reliability of the records of the Association; or (4) who in holding or managing a public sale of purebred Suffolk sheep or consigning animals to such sale, engages in any fraudulent or unethical practice in connection with such sale, may be censured, suspended or expelled by the Board of Directors after notice and a hearing as hereinafter provided. The Board of Directors shall have the power, in its discretion, to define from time to time what constitutes such fraudulent and unethical practices.

Any person whose membership has been censured, suspended or expelled and who is at the time an owner of registered sheep may, at the discretion of the Board of Directors, be permitted to transfer the sheep then standing in his/her name on the records of the Association, or to register and transfer the progeny of such sheep, within six months after the date of the cancellation of his/her membership and/or the forfeiture of his/her rights in the Association upon payment of the required fees.

Section 2. Charges Against Members. Upon a written complaint reflecting adversely upon the conduct of a member being presented to the Association's staff or employee or President of the Association, the President shall direct the Association staff to cause the same to be investigated.

Members shall cooperate fully with the Association in any investigation.

Whenever, as a result of an investigation, the designated Association staff or employee with the written concurrence of the President or the Vice-President or the Board of Directors deems that the best interests of the Association require it, the designated Association staff or employee shall file with the Board of Directors charges in writing against the member based upon the information and investigation.

The designated Association staff or employee shall forthwith cause a copy of such charges, together with a written notice of the time and place of the hearing thereof before the Board of Directors, to be served upon said member by certified or registered mail addressed to the members at the member's last-known address as shown by the records of the Association not less than thirty (30) days prior to said hearing.

Such notice shall contain a statement of the purpose and scope of the hearing and of the action which the Board of Directors has power to take regarding the person's membership in the Association and shall further advise the member that the member may appear in person or by counsel and produce witnesses, affidavits, and documentary or other evidence.

Section 3. Hearings. At the hearing upon said charges, both the person bringing them and the member against whom they have been brought shall have the right to be heard in person and by counsel and to produce whatever witnesses, affidavits, documentary or other evidence the member may desire to produce. Oral testimony shall be recorded. At the close of said hearing or as soon thereafter as may be reasonably possible, the Board of Directors shall make its finding as to the charges and shall render its decision thereon, either censuring, suspending or expelling said member, or dismissing the charges.

(a) When a member has been denied privileges of the Association or has been censured, suspended or expelled from membership, such action shall be communicated to the Association's members.

(b) Neither the Board of Directors, nor any of their members nor any officer or employee of the Association, shall become liable for the decisions rendered, put into effect or published as provided for in the Bylaws, nor for any action taken pertaining to the same.

Section 4. Terminated or Altered Privileges. The Board of Directors shall establish a procedure for transaction registry or transfer work on sheep owned or previously owned by a person whose privileges has been terminated or altered under this article.

#### ARTICLE IX. TERMINATION OR CURTAILMENT OF ASSOCIATION PRIVILEGES OF NONMEMBERS.

Section 1. Nonmember Privileges and Penalties. The same rules and procedures set forth in Section 1, 2, 3 and 4 of Article VIII shall apply in dealing with nonmembers who avail themselves of privileges and services of the Association. The penalties for nonmembers shall be termination, limitation, or denial of registration or other services of the Association.

#### ARTICLE X. GENERAL PROVISIONS.

Section 1. Fiscal Year. The fiscal year of the Association shall be such as may be designated from time to time by the Board of Directors. In the absence of action by the Board of Directors, the fiscal year of the Association shall be from October 1 through September 30 of the next calendar year.

Section 2. Financial Controls. Funds of the Association shall be handled and expended in keeping with accepted budget and accounting practices under policies established by the Board of Directors. Funds kept in deposit accounts will be monitored at regular intervals to ensure that reasonable returns are achieved on investments.

Section 3. Indemnification of Directors, Officers and Agents. Each person who is or was a Director, officer or agent of the Association or is or was serving at the request of the Association as a Director, officer or agent or another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association as of right to the full extent permitted or authorized by the laws of the State of Missouri. The indemnification provided by this Bylaw provision shall be indemnification against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonable incurred by the person in connection with any action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, has no reasonable cause to believe the conduct was unlawful. No person shall be liable to the Association for any loss, damage, liability, or expense suffered by it on account of any action taken or omitted to be taken as a Director, officer or agent of the Association or of any other corporation, partnership, joint venture, trust, or other enterprise, that the person serves as a Director, officer or agent at the request of the Association, if the person exercise the same degree of care and skill as a prudent man would have exercised under the circumstances in the conduct of his own affairs, or if the person took, or omitted to take, such action in reliance upon the advice of counsel for the Association or for such other corporation, firm, or other enterprise that the person had no reasonable grounds to disbelieve.

The indemnification provided by this section shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. Corporate Offices. The Association may have such corporation offices within or without the State of Missouri as the Board of Directors may from time to time designate or as the business of the Association may require.

Section 6. Records. The Association shall keep accurate books and records of account and shall also keep Minutes of the meetings of its members, Board of Directors and each committee having any of the authority of the Board of Directors.

Section 7. Seal. The Board of Directors shall adopt, and may alter at its pleasure, the corporate seal, which shall have inscribed thereon the name of the corporation and the words: Corporation Seal – State of Missouri. The corporate seal may be used by causing it or a facsimile thereof to be impressed, affixed or reproduced in any manner.

Section 8. Amendments. These Bylaws may from time to time be altered, amended or repealed, or new Bylaws may be adopted by the vote of two-thirds of the members in good standing who cast mail ballots on such matter; provided, however, that the Bylaws shall not be altered, amended or repealed or new Bylaws be adopted unless the number of ballots cast would have been sufficient to constitute a quorum at a duly held meeting of the members. An official ballot containing the proposed amendments shall be mailed to each member of the association by September 1 of that year. To vote on the proposed bylaw changes, a member must return their ballot to the association office, postmarked by October 1 of that year and received in the Association office no later than October 15 of that year.

Section 9. Duty of Applicants/Members. It shall be the duty of persons availing themselves of the privileges of the Association to promptly answer all letters or inquiries of the Association, and action on all matter dealing with their relations with the Association shall be deferred until said letters and inquiries are fully answered.

Section 10. Limitation of Duty. It shall not be the duty of this Association to enforce any contract or agreement between buyers and sellers other than the furnishing of proper certificates of registry and transfer of ownership, or of the breeding records relating to such sheep or their progeny.

#### ARTICLE XI. RULES OF REGISTRY.

The Board of Directors shall establish Rules of Registry, which shall be printed on all applications for registration and transfer. The Rules of Registry may be amended or added to from time to time at the discretion of the Board of Directors. It shall be the duty of each member of the Association to obtain from the Association Application for Registry and Transfer forms with the most recent Rules of Registry printed thereon and to abide by the Rules of Registry.

#### ARTICLE XII. STANDARD OF TYPE.

The Board of Directors shall establish a Standard of Type which shall be accepted by the Association as a general description and model for Suffolk sheep. Such Standard shall not be considered absolute. Individual breeders and members must consider their own purposes and needs in evaluation of sheep by the standard, and judges should be encouraged to use the standard on the same basis.

#### ARTICLE XIII. AFFILIATED ORGANIZATIONS

The Board of Directors maintains its predecessor organizations' responsibilities and authority including but not limited to the United Suffolk Sheep Foundation, the United Junior Suffolk Sheep Association and the National Sheep Genetics Registry.