

**AMERICAN ROMELDALE/CVM ASSOCIATION, INC.
BYLAWS**

ARTICLE I THE CORPORATION

- 1.1 NAME: The Corporation shall be known as and referred to as the American Romeldale/CVM Association, Inc. (ARCA, Inc.).
- 1.2 CHARTER: The ARCA, Inc. shall be chartered as a non-profit corporation under the laws of the State of Washington.
- 1.3 LOCATION: The principal and registered office of the ARCA, Inc. shall be located at such place as most recently designated by the Board of Directors of the ARCA, Inc.

ARTICLE II PURPOSE AND GOAL

- 2.1 PURPOSE AND GOAL: The purpose and goal of the Association shall be:
 - (a) To protect breed integrity by requiring animals registered to have a traceable Romeldale pedigree as per Article 9.2.
 - (b) To engage in the education, research, conservation and the advancement of public awareness of the American Romeldale/CVM sheep.
 - (c) To record, certify, register and keep pedigrees.
 - (d) To maintain records as may be of interest to the membership or requested by the Board of Directors.
 - (e) To keep a breeders directory and to provide interested people with information about American Romeldale/CVM sheep and their products.
 - (f) To develop a breed standard which will serve to identify and register those individual sheep which qualify as American Romeldale/CVM (see Article XI).
 - (g) All records and pedigree materials shall be owned by the ARCA, Inc.
 - (h) In order to conserve and improve the breed, the registration books will be opened to allow outcrossing as outlined in Article 9.2. This improvement process shall be re-evaluated 7 years from the passage of the by-law amendment being accepted by the membership. The membership may re-open the registration books in the future with a 2/3 vote of the membership, without requiring further amendment of these bylaws.

ARTICLE III FINANCES

- 3.1 FISCAL YEAR: The fiscal year of the ARCA, Inc. shall commence January 1 and end on December 31.
- 3.2 DEPOSITS AND WITHDRAWALS: All moneys, securities, and other valuables of the ARCA, Inc. shall be deposited in the name of the ARCA, Inc. in such banks, trust companies, or safe deposit boxes as the Board of Directors shall designate, and shall be withdrawn only by check or order signed by the Treasurer or one other elected officer.
- 3.3 EXECUTION OF INSTRUMENTS: All instruments of assignment, transfer, conveyance, release, and contract requiring execution of the Board of Directors of the ARCA, Inc. shall be signed by the President and one other elected officer.
- 3.4 ACCEPTANCE OF BEQUESTS, DEVICES AND DONATIONS: The President or any other officer of the Board of Directors may, upon prior approval of the majority of the Board, accept any and all bequests, devises and donations of money, property, or collections of value made to the corporation. However, donors must be apprised that donations are not tax-deductible, since

the ARCA, Inc. is not classified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

- 3.5 INDEMNIFICATION: Subject to compliance with Washington State law, the members, staff, management, directors, and officers of this organization, and their private property, shall not be liable in any manner for the debts, obligations, undertakings, or personal expense, losses or liabilities, which may accrue from time to time in any manner by reason of the ownership, administration, or distribution of the corporate property or funds, or by reason of any act of commission or omission on their part in conduct of the corporate affairs, so long as the act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors in judgment, nor for errors or wrongdoings of agents, brokers, attorneys, or servants, nor for interest on funds temporarily idle, as long as they act in good faith. They shall have the right, at all times and in all matters, to act upon any information or evidence deemed by them reliable, without incurring any personal liability or responsibility of any kind or in any manner, as long as they act in good faith.
- The Board of Directors and staff personnel shall be bonded if authorized by the Board.
- 3.6 PROHIBITED TRANSACTIONS: No part of the net earnings of this corporation shall inure to the benefit of any individual, and no part of the funds of this corporation shall attempt to influence legislation, nor shall this corporation engage in any prohibited transaction as defined by the Internal Revenue Code.
- 3.7 YEARLY REVIEW: The Board of Directors shall provide for an annual review of the accounting records. This review can be done by a committee of the Association, or by a certified public accounting firm, which would prepare a review level financial statement. A copy of that review shall be available to members of ARCA, Inc.

ARTICLE IV MEMBERSHIP

- 4.1 PRIVILEGES OF MEMBERSHIP: Members of ARCA, Inc. are entitled to attend, speak, and vote at the membership meetings of the Association and to vote on all issues and elections presented to the membership. When the qualification for one membership has been met by more than one person (family, corporation, or any other entity) all persons involved in meeting that qualification may attend and speak at the membership meeting, but only one vote may be cast on each ballot or hand vote of the membership. Members of a family who meet the membership requirements may each vote so long as each pays individual dues. In addition, members shall be kept informed of the corporation's activities, shall be notified of all membership meetings, and shall have annual reports and up to date copies of the bylaws made available to them. All records and books of the Association may be inspected by any member of the Association at any reasonable time.
- 4.2 DEFINITION OF MEMBERSHIP:
- (a) Definition of member: Any person, family, or entity having paid necessary dues as outlined in this section.
 - (b) Active Member: Any person, family or corporation who owns or breeds American Romeldale/CVM sheep may become an active member of the ARCA, Inc.
 - (c) Associate Member: Any person, family or corporation interested in the American Romeldale/CVM sheep or its products may become an associate member of the ARCA, Inc. and as such is entitled to all privileges of full membership except that they shall have no vote nor shall they be eligible to hold elective office.
 - (d) Honorary Member: Any person having made outstanding contributions to the American Romeldale/CVM breed, upon nomination by the Board and election by the membership at

any annual meeting, may become an honorary member. As such they shall not be entitled to all duties, privileges, and responsibilities of active members including the holding of elective office not the privilege of vote.

(e) Junior Member: Any person 17 years of age or younger who are active owners or breeders of American Romeldale/CVM sheep may become junior members of the ARCA, Inc.

Junior members are not allowed to hold office or to vote.

- 4.3 MEMBERSHIP FEES AND DUES: Annual membership fees for the above established classes of membership shall be set at the discretion of a vote of two thirds (2/3) of the membership.
- 4.4 EFFECTIVE DATE OF MEMBERSHIP: The effective date of membership shall coincide to the fiscal year of the Association.
- 4.5 TERMINATION OF MEMBERSHIP: Membership shall terminate at the end of the fiscal year of the ARCA, Inc. No member who is in arrears in his/her payment of dues will be allowed to vote at the Annual Membership Meeting or by ballot on issues and elections presented to the membership.
- 4.6 VOTING AND ELECTIONS: Elections shall be conducted by written, and/or e-mail ballots. They shall be held annually for open positions on the Board of Directors. Ballots shall also include any proposed bylaw amendments and any policy decisions or changes which have been presented to the membership. Members shall have twenty (20) days from the date of the ballot postmark to return their ballots. A simple majority vote of ballots cast shall prevail. The Secretary shall record the vote of each member and the results of the voting shall be reported to the President. This result shall then be made public.

ARTICLE V MEMBERSHIP MEETINGS

- 5.1 ANNUAL MEETING: An annual membership meeting shall be held. Notice to the membership will be sent stating time and place of the meeting at least six (6) months before the meeting.
- 5.2 SPECIAL MEETINGS: Special meetings of the membership may be called at such times and places and on such notice as the Board may designate, or be called by the Secretary upon receipt of petition by 20% of the active members.
- 5.3 QUORUM: The members present at any properly called membership meeting shall constitute a quorum; however, no additions, deletions, alterations, or changes to the bylaws of the ARCA, Inc. shall be authorized without submission for vote to the full active membership.
- 5.4 ORDER OF BUSINESS: The annual membership meeting is held for hearing the reports of the officers, the Board and committee chairpersons, for the consideration of bylaw changes, and for the transaction of any other business which may properly come before the meeting. The order of business at annual membership meetings shall be as follows:
- (a) Calling the meeting to order
 - (b) Approve the minutes of the last annual membership meeting and any subsequent special membership meetings.
 - (c) Reports of the officers, Board of Directors and committee chairpersons.
 - (d) Unfinished business
 - (e) New business
 - (f) Adjournment

ARTICLE VI BOARD OF DIRECTORS

- 6.1 NUMBER: The Board of Directors shall consist of the elected officers and up to three (3)

members at large. The officers shall include the President, Vice President, Secretary and Treasurer.

- 6.2 **AUTHORITY:** The Board of Directors of the ARCA, Inc. shall be the governing board of the ARCA, Inc. and shall be responsible for all corporate expenses, properties, funds, debts, and day to day operations. Major policy decisions and/or changes shall be submitted to the entire membership for vote by written ballot. Any policy decision affecting or altering any provision of these bylaws shall comply with provisions of Article X
- 6.3 **DELEGATION OF AUTHORITY:** Members, staff, Directors, officers and others may act in the name and on behalf of the ARCA, Inc. only when authorized to do so by the Board.
- 6.4 **TERMS OF OFFICE:** Directors shall serve a three (3) year term.
- 6.5 **VACANCIES ON THE BOARD:** 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.
- (a) Any Director may resign at any time by giving written notice to the Board through the President. The resignation of any Director shall take effect upon receipt of the notice or at such later date as shall be specified in such notice. The acceptance of such resignation shall not be necessary to make it effective.
- (b) Any Director may be removed from the Board for just cause by the affirmative vote of two thirds (2/3) of the currently existing members. Any Director shall have the right to speak on his/her own behalf before a vote on removal by the membership.
- (c) Vacancies shall be filled by Board appointment to serve the remainder of the unexpired term.
- 6.6 **ELECTION OF BOARD OFFICERS:** The Board of Directors shall be elected for a three (3) year term. One third (1/3) of the Board positions shall be voted on each year. Election shall be held at the annual membership meeting.
- 6.7 **COMPOSITION AND DUTIES OF THE BOARD OFFICERS:** The officers of the Board shall be the President, Vice President, Secretary, and Treasurer.
- (a) The President shall be the chief officer of the ARCA, Inc. and shall perform the duties of general supervision of the business and affairs of the ARCA, Inc. He/she shall preside at all meetings of the Board and of the membership. He/she may sign in the name of the corporation all documents or instruments which are necessary and proper to be executed in the course of the corporation business.
The President shall be an ex-officio participant of all committees appointed by the Board.
- (b) The Vice President shall, in the absence or the incapacity of the President, act in the capacity of the President.
- (c) The Secretary is subject to the ultimate will of the Board, and in compliance with the bylaws:
- Shall record the proceeding of all Board and membership meetings.
 - Shall insure that the members of the Board and members receive a copy of the minutes of all meetings within thirty (30) days of the meetings.
 - Shall be responsible for maintaining all official documents, minutes, books, and such other matters entrusted to the Secretary's keeping. The Secretary shall ensure that all such documents are kept under proper care and safekeeping.
 - Shall ensure that a register containing the names and addresses of all members is properly kept and maintained by the Board.
 - Shall assist the Board in the preparation of required reports of the officers and the Board to the membership.

- Shall record and keep a permanent of any letter ballots received from membership votes. Results of such votes shall be published within thirty (30) days of close of such vote and distributed to the membership.
- Shall perform such other activities as may be set by the Board.

The Treasurer of the Board shall be responsible for the financial administrative policies established by the Board and shall perform the duties of supervision over the responsibility for the funds, securities, receipts, and disbursements of the corporation. The Treasurer is responsible for bringing questionable expenditures to the attention of the Board in a timely manner and shall see that a timely record of the financial activity of the ARCA, Inc. is properly preserved. He/she shall be empowered, without regard to the will of the Board or the members, to require from any Director, officer, staff worker, or associate of the ARCA, Inc. any financial documents, reports or statements giving such true information as may be needed with respect to any and all financial transactions of or with the corporation. The Treasurer shall be responsible for presenting an annual budget, as well as seeing that the yearly review of the financial records if conducted. In the event the Board establishes a business office, the Treasurer shall work directly with the Business Officer.

- 6.8 SUBORDINATED AGENTS AND ADVISORS TO THE BOARD: The Board may appoint such other agents or advisors to the Board as it may deem necessary or advisable.
- 6.9 COMPENSATION: Directors shall serve without compensation, except that they may be reimbursed for actual expenses incurred in the performance of their duties as a Director or officer of the ARCA, Inc.
- 6.10 CONFLICT OF INTEREST: Directors shall be under obligation to disclose their actual or potential conflicts of interest in any matter under consideration by the Board.
- 6.11 STANDARDS OF CONDUCT: Directors shall be responsible for discharging their duties in good faith.

ARTICLE VII BOARD MEETINGS

- 7.1 BOARD MEETINGS: Board meetings shall be held at least twice each year but may be held more frequently. Board meetings may be held by personal attendance of the Board members and/or by participation by conference call or other method. The time of the meeting shall be set by the President with the approval of the Board, the setting of the time preferably occurring as one of the last items on the agenda of the preceding Board meeting.
- 7.2 GENERAL NOTICE OF UPCOMING BOARD MEETINGS: Written notice of the time and place of the Board meeting shall be mailed to the address of record of all Board members and ex-officio participants. This notice shall be mailed at least thirty (30) days prior to the meeting and shall contain a copy of the agenda prepared by the President and a copy of the minutes of the previous meeting.
- 7.3 QUORUM: Half of the existing Board members, plus one shall constitute a quorum.
- 7.4 VOTING: Only Board members may vote at any Board meeting. The act of the majority of those votes cast shall be considered an act of the Board. Votes may be by written proxy.
- 7.5 OPEN BOARD MEETINGS: Any individual, including members of the Association or the general public, may attend a meeting of the Board of the ARCA, Inc.; however, in order to address the Board or comment to the Board, they must be recognized by the President.
- 7.6 ATTENDANCE BY BOARD MEMBERS: Absence of any Board member from two (2) consecutive meetings without notifying the President or Secretary of the Board will be grounds for removal action on the part of the Board.

- 7.7 CONDUCTING BOARD MEETINGS: All meetings of the Board shall be conducted by the President or Vice President, or in the absence of both these officers, shall be rescheduled.
- 7.8 ORDER OF BUSINESS: Board meetings are held for the purpose of transacting corporate business. The order of business shall be as follows:
- (a) Roll call and determination of quorum.
 - (b) Call to order
 - (c) Reading and approval of minutes.
 - (d) Appointment of new officers, if there are any vacancies.
 - (e) Treasurer's report
 - (f) Reports from committees and advisors.
 - (g) Unfinished business
 - (h) New business
 - (i) Arrangements for next meeting
 - (j) Adjournment

ARTICLE VIII COMMITTEES OF THE BOARD

- 8.1 ESTABLISHMENT OF COMMITTEES: The Board may establish such committees as it may deem necessary or advisable.

ARTICLE IX STAFF PERSONNEL

- 9.1 DEFINITION OF STAFF PERSONNEL: Staff personnel shall include those persons who fit into one or more of the following categories:
- All employees of the Association who receive monetary compensation.
 - All student interns who receive credit through accredited schools.
- 9.2 REGISTRAR: The position of Registrar shall be a contractual position, with the contract existing between the ARCA, Inc. and the Registrar. The term of the contract shall be two (2) years, to be reviewed by the Board at the end of each term. There shall be no limit to the number of terms that the Registrar can serve. The Registrar may be dismissed at any time by the Board, if he/she fails to fulfill his/her duties as outlined below:
- Shall record and register purebred Romeldale/CVM sheep whose pedigrees can be traced to the Eidman or Sexton flocks. If a question arises regarding the pedigree of a given animal, the Registrar shall notify the Board. The owner of said animal shall have the right of appeal to the Board. The decision of the Board will be final as to whether or not the animal will be registered.
 - Shall record and register as purebred Romeldale/CVM sheep those sheep that can be traced to the Rosenthal, Johannsen or Vair flocks (as considered purebred Romeldales). These registration papers shall be distinguishable from the registration papers now used for Eidman/Sexton sheep. This distinguishing paper shall be used so long as any Rosenthal, Johannsen, or Vair animals show on the pedigree for four generations. Registration numbers will be identified with an 'L' suffix.
 - Shall record and register as purebred Romeldale/CVM sheep those crossbred animals that meet the Romeldale/CVM breed standard as outlined in Article XI whose bloodlines are a minimum of 75% Romeldale/CVM. Hair sheep and primitive breed crosses are expressly not permitted. Any sheep with black face breed background shall be blood tested negative for Spider Gene and shall be codon tested QR or RR before being permitted. These registration papers shall be distinguishable from the registration papers used for Eidman/Sexton sheep and from that used for Rosenthal/Johannsen/Vair sheep.

- This distinguishing paper shall be used so long as the crossbred animal shows on the pedigree for four generations. Registration numbers will be identified with an "I" suffix
- Shall maintain such other records as requested by the Board of the ARCA, Inc. as specified in the contract between the ARCA, Inc. and the Registrar.
 - Shall process all registration papers in a timely manner, returning registration papers within two (2) months of receipt of a Board-approved registration form and payment of the fees as set by a majority vote of the membership. Registration papers shall be returned to the livestock owner.
 - Shall provide to the Board a duplicate record of all animals registered within the previous six (6) months, or as requested by the Board.
 - Shall provide the Board with a list of all known breeders of purebred Romeldale/CVM sheep each year
 - Shall not be held liable for damages due to errors, misrepresentations, or fraudulent information made by the owner and/or breeder of a registered animal

ARTICLE X BYLAW AMENDMENTS

- 10.1 PROPOSED BYLAW AMENDMENTS: Proposed bylaw changes may be initiated by the Board, a Bylaws Committee, or by petition signed by not less than 25% of the membership.
- 10.2 BYLAW AMENDMENTS: These bylaws may be amended by a two thirds (2/3) majority vote. Vote may be made in person or by proxy.

ARTICLE XI BREED STANDARDS OF THE AMERICAN ROMELDALE AND CVM SHEEP

The American Romeldale breed standard is as follows:

Face: Generally open-faced, although some wool is found on the forehead. Eyes should be large, clear and alert, with ears medium in size and generally horizontal.

Body: Sturdy and well boned with a long straight back. Neck and shoulders should be largely free of skin folds. Legs should be strong, medium in length, with pasterns strong and upright. Sheep should move with a free, easy walk.

Rams: Weigh from 225 to 275 pounds and are determined, virile breeders, able to cover more than the average number of ewes. Rams should appear strongly masculine.

Ewes: Weigh from 140 to 175 pounds and are prolific and long-lived. They should have a feminine appearance. Ewes should be excellent mothers who are very protective and having milk enough to easily raise twins.

Lambing: Twinning and ease of lambing are part of the breed emphasis. If left with the ram, ewes have been known to breed while still suckling lambs.

Fleece: Annually, each sheep grows an average of 6 to 12 pounds of washed wool with an average yield of 65%. Fleece should be bright, dense and uniform front to britch. Belly wool shall only be allowed on the belly. Staple length averages 3 to 6 inches, with a Bradford Count of 60 to 64 (or equivalent micron count). The wool is soft and can be worn next to the skin. The wool should have a well defined crimp from base to tip with no kemp present.

Color: Romeldales come in two varieties: White and Natural Colored. White Romeldales should have entirely white fleeces. They may have spots on their face, ears or legs. Natural Colored Romeldales come in a variety of colors, including black, gray, brown, and moorit. Natural Colored Romeldales can be solid, reverse badger and can have spots, particularly prevalent on their faces. They may also have darker legs than their bodies.

The California Variegated Mutant (CVM): CVMs have the same standard as the American Romeldale

with the exception of markings and color. CVMs might have spots, but must have the badger pattern as well.

Markings: A CVM must have the badger markings, which are stripes from the muzzle to the eyes and/or dark legs and underbelly. Unlike most breeds, CVMs will not fade with age but may darken from birth to their first year.

Color: CVMs come in a wide variety of colors, including dark gray, black, brown, and moorit.

ARTICLE XII DISSOLUTION AND SUCCESSION

12.1 Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization(s) organized for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the Association is located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIII ADOPTION

13.1 These bylaws of the American Romeldale/CVM Association were passed by an unanimous vote of the said organization at a meeting of the founding members and officers held on April 20, 2002

13.2 These bylaws were amended by membership vote, approved on June 24, 2005.

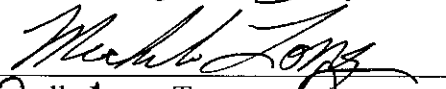
13.3 These bylaws were amended by membership vote, approved on June 23, 2006

AMERICAN ROMELDALE/CVM ASSOCIATION, INCORPORATED


Correy McAtee, President


Susan Denham, Vice President


Laura Cunningham, Secretary


Michelle Long, Treasurer


Rocky Long, Board Member at Large