

By-Laws of Katahdin Hair Sheep International, Inc.

Article I—Name

The name of this Corporation is KATAHDIN HAIR SHEEP INTERNATIONAL, INC. The registered office of the Corporation shall be as determined from time to time by the Board of Directors of the Corporation and shall be the principal office and place of business.

Article II—Purposes

This Corporation has been established to be the controlling entity and perpetuating organization which will regulate the registration of animals, encourage promotion of the breed, further its growth and development and maintain distinction of the breed of sheep designated "Katahdin". This organization will be operated as exempt from federal income tax as described in section 501(c)(5), applied for in 2008, of the Internal Revenue Code of 1998, as amended, including, without limitation, the following purposes:

To achieve the purpose sought by fixing definitions of characteristics, maintaining a recording of performance and pedigree of animals, establishing objectives for maintaining identity of breed, opening opportunities for research and development for upgrading the quality of meat producing sheep, to increase efficiency in animal husbandry, and to increase and improve the quality of food resources.

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation or participating or intervening in any political campaign on behalf of any candidate for public office.

No part of the net earnings or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any member of the Corporation, a private shareholder or individual, including any Director of the Corporation. On liquidation or dissolution of the Corporation, all its properties and assets shall be distributed and paid over to such organization or organizations as the Board of Directors may select and as are dedicated to purposes compatible with those of the Corporation, which organization or organizations shall have been recognized by the Internal Revenue Service as an organization or organizations described in Section 501(c) of the Internal Revenue Code of 1998, as amended from time to time before or after the enactment of these Bylaws.

Article III—Seal

The Directors may adopt and alter the seal of the Corporation.

Article IV—Membership

- A. A voting member may be an individual or partnership, a Corporation, or an association. There shall be two classes of membership consisting of voting members and youth members that are nonvoting members. If the voting member is an organization, it shall designate in writing filed with the Secretary or designee, as directed by the Board of Directors, 55 days before the annual meeting the member of its group who shall act for the organization.
 1. Any and all Breeders of Katahdin sheep or those interested in the Katahdin Breed may become a voting or youth member. By becoming a voting or youth member, that member undertakes to uphold the Articles of Incorporation, the Bylaws, and the standards established by the Corporation for the breed of sheep known as "Katahdin." Each voting member shall be entitled to one vote on each matter submitted to the membership for a vote, whether the member is an individual, partnership, corporation, or other association. Members may vote in person or by mail-in ballot. No member shall vote in more than one capacity or represent more than one membership.
 2. Youth memberships would be available until January 1 following his/her nineteenth (19) birthday. This membership would not have the privilege of voting. They would be required to follow all other established rules and pay current registration and transfer fees.
- B. Membership in either Class shall terminate on failure of the member to pay membership fees and other charges assessed by the Directors within the time fixed by them. Such former member shall be reinstated on payment of current fees and charges and on payment of such unpaid back fees and charges as the Directors may demand.
- C. Any voting or youth membership may be revoked for failure of the member to uphold the membership obligations. In such case, a member shall be given thirty (30) days notice in writing of the date of the hearing set for determining if the membership shall be revoked and such member shall be afforded a reasonable opportunity to present his/her contention that he/she continues to qualify for membership. After revocation of membership, a vote of two-thirds of the Board shall be required to reinstate any person or entity whose membership has been revoked.
- D. Any meeting of the members of the Corporation may be held within or without the Commonwealth of Pennsylvania. An annual meeting of the members of the Corporation shall be held on such date and at such time and place as the Board designates. Special meetings of the members may be held at the call of the President, any three Directors, or 10% of the voting members. Within 15 days of receiving the properly written request, the Board shall fix the time, date, and place of the meeting. The Secretary or designee, as directed by the Board of Directors shall provide

written notice of the time and place of all regular and special meetings to all members at least 45 days ahead of the meeting.

- E. The manner of voting on any matter submitted to the membership may be in person or by mail-in ballot. At least forty-five (45) days prior to the annual or special meeting, the Secretary or designee, as directed by the Board of Directors, shall mail to each member entitled to vote, a mail-in ballot, together with information regarding matters to be voted on at the meeting, and, if applicable, a list of candidates for the position(s) of Director(s). Mail-in ballots must be received by the Secretary no later than five (5) days prior to the annual meeting.
- F. Members in attendance shall constitute a quorum. Matters arising may be referred to the Board for future decision by the Board or by the membership through the mail-in ballot process.
- G. Meetings shall be conducted according to the current edition of Robert's Rules of Order.
- H. The voting membership may vote to bestow the title of Honorary Member on any individual who has given exceptional service to Katahdin Hair Sheep International Inc. These people do not have voting privileges.

Article V—Board of Directors

- A. Governing control of the Corporation shall be vested in the Board of Directors which shall consist of seven persons who are voting members of the Corporation in good standing. Such persons may be an individual or a corporation, partnership, or association, but such organization shall designate in writing filed with the Secretary the member of its group who shall act for the organization. A Director must have been a voting member for two consecutive years.
- B. Directors shall be elected by mail-in ballots and in person votes tallied at the annual meeting of the members of the Corporation. Directors shall serve for terms of three years or until their successors are duly elected and qualified. Directors may succeed themselves.
- C. The Directors shall meet at least once annually to consider such business as may properly come before them. They may establish regular meeting times in which case no notice is required. A member may request to address in person the Directors and will be given 10 minutes at the beginning of the Directors' meeting prior to the Annual Meeting. Special meetings may be called by the President or at the written request, either by postal or electronic messaging, of any Director delivered to the Secretary or designee, as directed by the Board of Directors. The Secretary or designee, as directed by the Board of Directors, shall give written notice to each Director of the time, place, and purpose of the special meeting. Directors' meetings may be held within or without the Commonwealth.
- D. Members of the Board of Directors or of any committee designated thereby may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.
- E. A majority of the Board of Directors shall constitute a quorum for the transaction of business. Any act taken by a majority of the Directors, present at a meeting at which a quorum is established, including removal of any Director and election of his/her successor, shall constitute an act of the Board of Directors. If a vacancy on the Board is caused by death, resignation, or removal of a Director, the Board may elect a successor to fill such vacancy until the next annual meeting of members.
- F. Any Director may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose, for conduct detrimental to the interest of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any Director proposed to be removed shall be entitled to at least fifteen days' notice in writing by mail of the meeting of the Board of Directors where such removal is to be considered and shall be entitled to appear before and be heard by the Board of Directors at such meeting.
- G. The Board of Directors, by resolution adopted by a majority of the Directors then in office, may designate from among its members and other persons (except in the case of an Executive Committee) one or more Committees each consisting of one or more Directors, with such duties as the Board may see fit. It may also designate from among its members an Executive Committee consisting of three or more Directors and may delegate to it all the authority of the Board to manage the Corporation's business and affairs except the power to amend the Bylaws and except as limited by law.
- H. Directors shall not receive any stated salary for their services as such. The Board of Directors shall have power in its discretion to pay reasonable compensation to Directors and members rendering exceptional services to the Corporation.
- I. The Board of Directors shall have the authority to charge membership, registration, transfer and other fees in such amount as the Board in its discretion deems appropriate.
- J. The Board of Directors shall have the authority to hire entities to perform the activities of the Corporation.

Article VI—Officers

- A. Officers of the Corporation shall consist of a President, a Vice-President, and a Secretary and Treasurer who may be the same person. These officers shall be elected by the Board members from the Board of Directors. Each Officer of the Corporation shall hold office until the end of the next annual meeting of the members and until his/her succes-

sor is duly elected and qualified. Officers may succeed themselves. In case any office of the Corporation becomes vacant, a majority of the Directors then in office may elect an Officer to fill such vacancy for the unexpired term.

Article VII—Duties and Authority of Officers

- A. **President**—The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the members and of the Board of Directors, shall have the general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect.
- B. **Vice-President**—The Vice-President shall, in the absence of or in the case of the disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.
- C. **Secretary**—The Secretary or designee, as directed by the Board of Directors, shall attend all meetings of the Board of Directors and record all the proceedings of the Board of Directors in a book kept for that purpose, and shall give the required notices of meetings of the Board of Directors, and shall perform like duties for the meetings of the members and for the executive committee. The Secretary or designee, as directed by the Board of Directors, shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/she, or an Assistant Secretary, shall have authority to affix the corporate seal to any instrument requiring it and when so affixed, it may be attested by this signature or by the signature of such Assistant Secretary or by the Clerk. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the same. The Secretary or designee, as directed by the Board of Directors, shall have such other powers and duties as are prescribed by law or by the Board of Directors.
- D. **Treasurer**—The Treasurer or designee, as directed by the Board of Directors, shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of all his/her transactions and a report of the finances of the Corporation.

Article VIII—Indemnification

The Directors, Officers, and employees of the Corporation may be indemnified by the Corporation against all expenses actually and necessarily incurred, including any judgment or award by such person or organization in connection with the defense of any action, suit or proceeding to which such person or organization has been made a party by reason of being or having been such Director, Officer or employee, unless such person or organization is adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

Article IX—Standard of Type

The Standard of Type is a general description of purebred Katahdin sheep and espouses breeding objectives for the breed.

“The Katahdin breed is woolless, easy-care, meat-type sheep, naturally tolerant of climatic extremes and capable of high performance in a wide variety of environments. The purpose of the breed is to efficiently and economically produce meat, which is most effectively measured by pounds of lamb produced per ewe per year.

The covering of the Katahdin does not require shearing and is preferably completely free of permanent woolly fibers. The coat can be any color or color pattern. Polled animals are preferred; horned and scurred individuals are recorded as such.

The Katahdin is a heavy-muscled, medium-sized breed. They demonstrate adaptability by performing well in areas varying in geography, temperature and humidity, feed and forage resources, and management systems. Ewes are easy lambers and exhibit strong maternal instincts and good milking ability. They possess high potential for early puberty, fertility and lamb survivability.

Lambs grow and mature rapidly to an acceptable market weight range and produce relatively lean and well-muscled carcasses with a very mild flavor.”

Article X—Requirements for Registration.

- A. The initial “base flock” of Katahdin sheep will be identified and registered under the following guidelines:
 1. Proof through pedigree records showing ancestry back to the original flock of Katahdins at Piel Farm, Abbot, Maine
 2. And/or fulfills the Standard of Type
 3. Is categorized as coat type “A” or “B” by a designated inspector of Katahdin Hair Sheep International, Inc.
- B. Subsequently, eligibility for registration will be subject to the following requirements:
 1. Pedigree Characteristics

- (a) Sheep will be eligible for registration, provided they meet other stated requirements, whose sire and dam are both registered purebred Katahdins.
 - (b) Progeny of an upgrading program which have 7/8 or more of purebred Katahdin ancestry, with proof through records kept by this organization, will be considered purebred Katahdins provided they fulfill physical requirements and, in the case of males, are progeny of a dam who was recorded with an "A" type coat.
 - (c) Recordation, including an appropriate certification, will be provided for sheep that are of 1/2 or more purebred Katahdin ancestry and are part of an upgrading breeding program which has been recognized by the Board of Directors as consistent with breed objectives.
 - (d) No restrictions on the use of artificial insemination or embryo transplant shall be imposed on sheep offered for registration provided the pedigree identity 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 organization. Any certificates of registration issued or transfer of ownership shall also be appropriately identified.
2. Physical Characteristics
- (a) No discrimination will be made on the basis of color.
 - (b) The covering of purebred Katahdins must not require shearing and is preferably completely free of permanent woolly fibers. Registration and recordation certifications may indicate coat type of individual animals in the following categories:
 - AA type—Naturally free of all woolly fibers at all times.
 - A type—Naturally sheds all long woolly fibers seasonally.
 - B type—Coat predominantly free of long woolly fibers but maintains some patches, not to exceed 1/4 of the upper half of the body, that do not shed for at least one year.
 - C type—Permanent woolly covering over more than 1/4 of upper half of body is ineligible for registration. If a sheep fulfills pedigree standards for registration, but has a coat type "C," it will be recorded as described above; its female offspring will be eligible for registration if all other requirements are met.
 - (c) Freedom from anatomical or physical defects is required (such as abnormal jaw formation, entropion, cryptorchidism, defects of the udder, testicles, legs, and feet).
 - (d) Polledness is preferred but not required. Polled, horned, and scurred animals will be designated on the registration certificate. (Definition of scur is a small rounded portion of horn tissue attached to the skin of the horn pit of a polled animal. Horns are attached to the skull.)
3. All sheep must be continuously identified by ear tag or tattoo. Two such identifications with individual flock number are encouraged. A registration or recordation number will be issued for organizational record purposes, but the individual flock tag will identify the animal in the flock.

Article XI—Amendments

The articles and bylaws of the Corporation may be altered and amended in the following manner:

1. A Director shall propose an amendment or alteration.
2. A member may bring forth at the annual meeting a resolution to be considered by the Board which may refer it to an assigned committee for study and recommendation so that the Board of Directors may approve or reject it. If approved by the majority of the Board of Directors, then the proposed amendment can be voted upon by the general body of the members according to the language of the articles dealing with voting.
3. A member may mail a resolution to the Board of Directors a minimum of six months prior to the annual meeting so that it may go through the above process.
4. The Board of Directors shall send to each member forty-five (45) days prior to the annual meeting or special meeting called for that purpose a written notice specifying the points to be altered or amended and a mail-in ballot for the members' vote on the proposal(s).
5. Members may vote in person at the meeting or by mail-in ballot on such proposed alterations or amendments.
6. A two-thirds' majority vote of the members voting will be required for an alteration or amendment to be adopted.
7. The Board of Directors shall adopt or reject the proposed alterations or amendments at the annual or special meeting of the Corporation in accordance with the votes of the members.
8. Unless otherwise specified, the alteration or amendment shall be effective at the time of its adoption by the Board.

**The foregoing Bylaws is a true and correct copy of the Bylaws
as entered in the minutes and records of the Corporation on September 26th, 2008.**