

KHSI Proposed Bylaw Changes

Article IV—Membership

Currently reads:

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.

Proposed changes:

E. The manner of voting on any matter submitted to the membership **will be in a manner determined by the KHSI board.** 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.

Article V—Board of Directors

Currently reads:

- 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.

Proposed changes:

- 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. **If at the closing date (30 days prior to annual meeting mailing) for nominations an incomplete slate has been received, the board will appoint a person to fill the spot at the first meeting of the board to serve until the next election. The vacancy will be filled as described in Article 4 item E.**
- B. Directors shall be elected **in a manner of voting determined by the KHSI board** and 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 with a limit of two consecutive terms. After being off the board for one term (3 years) a person will be eligible to serve again.**
- 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 prior to **any scheduled board meeting. Any member may attend a board meeting by contacting the operations manager prior to the 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 their 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 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 one or more Committees each consisting of one or more Directors, with such duties as the Board may see fit.
- 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 IX—Standard of Type

Currently reads:

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

"The Katahdin breed is wool-less, 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.”

Proposed changes:

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

The Katahdin breed is an easy-care, wool-less and/or shedding, 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.

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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.

Currently reads:

- 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 pure-bred 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.)

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.

Proposed changes:

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

- (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 (87.5%) or more of purebred Katahdin ancestry, with proof through records kept by this organization, will be considered purebred Katahdins provided they undergo a haircoat inspection with a minimum of a "B" haircoat.
 - (c) Recordation, including an appropriate certification, will be provided for sheep that are of 1/2 or more pure-bred 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.
3. Physical Characteristics – Refer to the KHSI Website

Article XI—Amendments

Currently reads:

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.

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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 a manner determined by the KHSI board** 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.

Unless otherwise specified, the alteration or amendment shall be effective at the time of its adoption by the Board.