

# Barbados Blackbelly Sheep Association International



<http://www.blackbellysheep.org>

## BYLAWS

### ARTICLE I. NAME

The name of the association shall be Barbados Blackbelly Sheep Association International and shall, when required, be abbreviated as BBSAI. In these Bylaws, it may also be referred to as the Association.

### ARTICLE II. INCORPORATION, BBSAI YEAR, and FISCAL YEAR

- A. The Barbados Blackbelly Sheep Association International (BBSAI) is registered with the State of Missouri as a not-for-profit corporation.
- B. **BBSAI Year**— The BBSAI operating year will begin on January 1 and will end on December 31.
- C. **Fiscal Year**— The fiscal year will begin on January 1 and will end on December 31.

### ARTICLE III. MISSION STATEMENT and PURPOSE

The mission of the BBSAI is to raise, preserve, improve, promote and publish facts pertaining to American Blackbelly (horned) and Barbados Blackbelly (polled) sheep. This is accomplished by the following acts:

- A. To register and keep on file all records of registrations and transfers of American Blackbelly and Barbados Blackbelly sheep.
- B. To support and promote the interests of American Blackbelly and Barbados Blackbelly sheep breeders.
- C. To work together and exchange information and ideas that will be helpful in raising and preserving American Blackbelly and Barbados Blackbelly sheep.
- D. To improve the genetics of each generation of sheep, including artificially inseminated sheep.
- E. To develop better markets.
- F. To sponsor shows and sales and to involve our youth in every part of sheep production.
- G. To solicit grants and donations to fund measures required to accomplish our stated purposes.

### ARTICLE IV. MEMBERSHIP

- A. **Eligibility**— Anyone is eligible for membership who is interested in, promotes, owns, or breeds American Blackbelly or Barbados Blackbelly sheep, and that makes application to the BBSAI and agrees in writing to abide by these Bylaws and the Rules of the BBSAI.
- B. **Applications**— An individual (for themselves or their farm and/or family) shall make application and pay all appropriate membership dues via the BBSAI website or directly to the Membership Secretary of BBSAI. After the application and dues are processed, the Membership Secretary will issue a Flock Identification and notify the individual that the membership is approved. The Membership Secretary will furnish membership

application forms to anyone interested, or the forms can be completed on, or downloaded from the BBSAI Web site at <http://www.blackbellysheep.org>.

**C. Type of Membership**— The Board of Directors shall establish and set forth in the Standing Rules the types of membership, the voting power of each type membership and any qualifiers or restrictions for a particular type membership.

**D. Breed Designation**— BBSAI membership is divided by declaration of primary breed, American Blackbelly or Barbados Blackbelly. Members shall designate on the membership application and on the annual renewal form which breed they raise.

1. Members who indicate they raise American Blackbelly may vote on all matters relating to American Blackbelly and to general BBSAI business.
2. Members who indicate they raise Barbados Blackbelly may vote on all matters relating to Barbados Blackbelly and to general BBSAI business.
3. Members who indicate they raise both the American Blackbelly and Barbados Blackbelly may vote on all matters related to American Blackbelly, Barbados Blackbelly, and to general BBSAI business.

The Board of Directors will determine if an issue is breed specific prior to any general membership vote.

**E. Terms and Renewal**

1. The calendar year for all memberships is July 1 through June 30 and memberships may be offered for a time period of not less than one (1) year nor more than three (3) years
2. An active member, voting member, or member in good standing, is an individual who has applied to the BBSAI for membership, been accepted, and is current on the appropriate membership dues. Further, the member must not have any outstanding debts to the BBSAI and not currently be subject to any disciplinary action by the BBSAI.
3. To maintain an active membership status, membership must be renewed and all appropriate dues paid no later than June 30 of the year that the membership expires.
4. If the applicable dues are not paid by June 30, then the membership will lapse effective July 1. A person whose membership lapsed as of July 1 shall not be entitled to any membership rights, including, but not limited to, the right to apply for Registration of any sheep, to vote on any Association matter, to access to the Member's Area of the website, or to receive any Association information.

**F. Suspension and Expulsion of Members and their Membership**— No membership in the BBSAI may be terminated or suspended except pursuant to the following procedure, which is fair and reasonable and shall be carried out in good faith.

1. **Violations**— A member of this Association or any other person who is a holder of a Certificate of Registration issued by this Association shall not
  - i. engage in misrepresentation or misconduct in connection with the breeding, showing, registration, purchase, or sale of American Blackbelly or Barbados Blackbelly sheep;
  - ii. willfully violate the bylaws, rules, Code of Ethics, or regulations of this Association;
  - iii. inappropriately use the online Breeder Directory defined in Article IV Section G of these bylaws.
2. Any member in good standing of the Association may submit a complaint regarding an alleged violation

by notifying the Membership Secretary of the Association in writing. The complaint shall state the facts upon which the complaint is based. Upon receipt, the Membership Secretary shall present such charge to the Board of Directors at its next regular meeting.

3. **Hearing**— Upon receiving a complaint, the Board of Directors shall set a time and place for hearing the charge or charges against the member or holder of a Certificate of Registration. The Board of Directors shall cause a written notice to be mailed by first class or certified mail to the last known address of the accused person at least thirty (30) days before the date of such hearing. The notice shall state the nature of the charges against the accused. At the time and place set for the hearing, the accused shall have the opportunity, in person, orally, in writing, or by counsel, to be heard and to present evidence on their own behalf and to hear and refute the evidence offered against them. The hearing shall be conducted in a fair and reasonable manner and take into account all relevant facts and circumstances.
  4. **Penalties**— If the Board of Directors considers that the charges are sustained, it may suspend or expel such offender if a member of the Association, or impose such other appropriate penalties as it may decide and deprive the offender of all privileges in the official Record of the Association, including refusal to transfer any Certificate of Registration issued by this Association and revocation of any Certificate of Registration of an animal standing in the name of the accused person. The Board, at its discretion, may also suspend and hold in abeyance during the pending of any complaint before it, the privileges of membership in the Association if the accused is a member of the Association, or the right to transfer any Certificate of Registration if the accused is not a member.
  5. Any proceeding challenging an expulsion, suspension, or termination, including a proceeding in which defective notice is alleged, must commence within one (1) year after the effective date of expulsion, suspension, or termination.
- G. Breeder Directory**— The BBSAI may, at its discretion, maintain a Breeder Directory and publish it in whole or in part and in any technologically available format—hardcopy, electronic, or otherwise. The directory may contain the names, addresses, e-mail addresses, and telephone numbers of only those BBSAI members who have agreed to be published. The directory and its contents are copyrighted, proprietary products of the BBSAI and may not, in whole or in part, be reproduced, copied, disseminated, entered into a computer database, used as part of or in connection with a mailing list, or otherwise utilized in any form, manner, or by any means except for the user's individual, personal, or confidential reference. A member must own registered sheep and maintain a Regular or Family membership to be listed in the Breeder Directory.
- H.** As a condition of membership in the Association, each member shall agree to conform to and abide by these Bylaws, the Standing Rules, and Code of Ethics of the Association, and amendments or modifications thereto, which may from time to time be adopted. The Board of Directors shall have the power to accept or reject applications for membership, fix membership fees, and establish rules covering the rights and privileges of members, consistent with the provisions of these Bylaws.
- I.** Membership in the Association shall cease upon the death, resignation, or expulsion of a member, except as may otherwise be provided in the rules and regulations of the Association. Membership is not transferable.

## ARTICLE V. MEETINGS

- A. Annual Membership Meeting**— There shall be a single annual membership meeting held on the second Wednesday of November.
- B. Special Meetings**— A special meeting of the membership may be called by the President, by a majority of the Board of Directors, or at the request of at least 10% of the Association's voting members. A request for a special meeting must be made in writing and must specify the general nature of the business proposed to be transacted at the special meeting. The written request must be submitted to the President, Vice President, or Membership Secretary of the Association. At a special meeting, members may transact only such business as is properly specified in the notice of meeting.

- C. Notice**— Notice of any annual or special meeting shall state the time, date, place, purpose of the meeting, as well as a description of any matters requiring approval by the membership. Notice shall be provided to each member by written, electronic mail, be published in a regularly published membership communication, or posted on the BBSAI Website, not more than sixty (60) and not less than thirty (30) days prior to the date of such meeting. Members will be notified of the availability of meeting materials on the Website and any member wishing to receive meeting materials via postal mail must notify the Membership Secretary at least ten (10) days prior to the meeting.
- D. Meeting Agenda**— Planning the agenda for annual membership and special meetings shall be the responsibility of the Board of Directors serving prior to the meeting. Anyone wishing to put a topic requiring approval of the membership on the agenda of an annual or special meeting must notify the Membership Secretary in writing at least ten (10) days before the date of publication of the meeting notice.
- E. Quorum**— At all annual and special membership meetings, 5% of the active members shall constitute a quorum and shall be sufficient for any transaction of business. The only matters that may be voted upon at an annual or special meeting of members are those matters that are described in the meeting notice and that are not required by these Bylaws to be voted on by ballot.
- F. Voting**
1. At annual meetings and special meetings, voting for administrative issues, such as approving meeting minutes and adjourning the meeting, and other business not specifically required by these Bylaws to be voted by ballot, shall be by roll call voice vote. All other matters shall be decided by ballot following the annual meeting.
  2. Determination of membership voting power shall be done at the time the announcement of the annual or special meeting is published, or at the time that ballots are delivered to the membership. The Membership Secretary shall prepare an alphabetical list of the names of all its members who are entitled to vote at the meeting. To be entitled to vote, a member must be active and in good standing on the 30<sup>th</sup> day prior to the meeting notice being published. The list must show the address and number of votes each member is entitled to vote at the meeting and which breed designations members are allowed to vote for, in the event that breed-designated items are on the ballot. The list shall be made available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting. The list will be made available upon written request by member.
- G. Ballot**
1. The Membership Secretary of the Association shall deliver, or cause to be delivered, a ballot to each member entitled to vote within thirty (30) days following an annual or special meeting. The ballot shall include a statement of the percentage of approvals necessary to approve each matter other than election of directors, and shall specify the time by which a ballot must be received by the Association in order to be counted. Balloting may be performed electronically and/or by a third party designated by the Board.
  2. Results of the balloting shall be counted by the Membership Secretary or an entity designated by the Board, and shall be kept in the Membership Secretary's custody for a period of time as designated by the Board and be subject to inspection at reasonable times by any member in good standing of the Association. The membership shall be promptly notified of the results of such balloting.
  3. The act of the majority of those voting (that is, 50% plus 1) shall be considered an act of the membership of the association.
- H. Rules**— Membership Meetings shall be conducted in accordance with the current edition of *Roberts Rules of Order* or such other rules as the membership shall adopt, but no rule change will be effective until the next subsequent meeting after passage of the change.

- I. Telephone/Electronic Meeting**— Annual meetings and special meetings may be conducted in person or via teleconference, electronic mail, or electronic video conference, or other such facilities as may become available if all persons participating in the meeting can hear each other or read each other's comments at the same time. Participation in a meeting by these means constitutes presence in person at said meeting. The cost of attending such meetings, if any, shall be borne by the participating members. Meetings may be recorded to assist with the preparation of meeting minutes and/or summaries.

## ARTICLE VI. DIRECTORS

- A. Powers**— The general business of the BBSAI shall be conducted and managed by a Board of Directors. Said Board shall have the power to make rules, regulations, and policies and procedures for the guidance of its Officers and members and for the transaction of the business of the BBSAI. The Board of Directors, by resolution, may establish and delegate to committees and ad hoc committees, and may also appoint members or engage contractors to assist the Officers of the Board.

- B. Duties**— Every Director shall discharge his or her duties in good faith with a view to the interests of the BBSAI and irrespective of any particular breed of sheep. Every Director shall participate in all meetings of the Board of Directors, including informal discussions, email discussions, telephone conferences, and any other meetings in which BBSAI business is to be transacted.

- C. Qualification**— To serve as a Director, a person must be an member in good standing of the BBSAI and must own at least one American Blackbelly or Barbados Blackbelly sheep that is registered with the BBSAI.

### D. Composition and Election of Board

1. The number of Directors shall be not less than six (6) nor more than ten (10), including *Ex-Officio* members. At least one (1) Director shall own American Blackbelly sheep and at least one (1) Director shall own Barbados Blackbelly sheep. All Directors are elected *at large* by the membership.
2. Elections for members of the Board of Directors shall be conducted by ballot following the annual meeting as outlined in Article V. The Nominating Committee shall receive nominations to fill positions on the Board of Directors.
3. No less than thirty (30) days prior to the annual meeting, the Board of Directors shall deliver a list of the nominees to the members eligible to vote at that date.

### E. Nominating Committee

1. The President shall appoint, subject to Board approval, a Nominating Committee by May 1 each election year, consisting of not less than three (3) active members, whose duty it shall be to prepare a list of nominees for election as Directors.
  - i. The Nominating Committee shall solicit candidates from the active membership to fill Director positions. Preference may be shown to those members who have served on committees or otherwise assisted the BBSAI Board of Directors.
  - ii. Nominations also may be made by petition by at least three members in good standing and filed with the Membership Secretary at least ninety (90) days prior to the annual meeting of the members. The Membership Secretary shall forward all such nominations to the Nominating Committee.
  - iii. If, at the time of the annual membership meeting, no candidates have been nominated to fill at least six (6) seats on the Board of Directors, nominations will be allowed from the floor. Nominations from the floor shall not be allowed under any other circumstances.
2. The Nominating Committee shall submit the list of nominees to the President at least sixty (60) days before

the annual meeting. Upon approval of the President, the list shall be incorporated into the ballot that follows the annual meeting. The ballot shall instruct members to select from the list the candidates they wish to fill the open Director positions. The nominees receiving the most votes shall be elected to fill the positions.

**F. Term**— The term of a Director shall be two (2) years. A Director may serve for no more than three (3) consecutive terms. However, if there are no qualified candidates elected to fill an open Director(s) position, and the vacancy of that position(s) would cause the number of Directors to be less than six (6), the term of a Director(s) may be extended for additional terms. A former Director shall be eligible to serve as a Director after a two (2) year hiatus.

**G. Resignation, Removal, and Vacancies**

1. A Director may resign their position on the Board at any time by giving written notice to the President or the Board of Directors.
2. The Board of Directors may remove a Director who fails to attend three consecutive Board meetings if a majority of the Directors then in office vote for the removal.
3. If a Director, during their term of office, shall die, resign, or disperse their herd and cease to be an owner of at least one American Blackbelly or Barbados Blackbelly Sheep, or otherwise not be a member in good standing, the Board of Directors may declare the position vacant.
4. If a Director fails to perform the duties of a Director, the Board of Directors may, after notice to such Director, call a special meeting of the members as defined in Article V for the purpose of removing that Director from office.
5. A vacancy on the Board of Directors that results from Article VI.G.1, 2, 3, or 4 may be filled by the Board of Directors by appointing a new Director for the unexpired portion of the term. Any such appointee shall meet the qualifications of Article VI.C.

**H. Conflict of Interest**— No Director shall vote on any issue that may result in a direct monetary benefit to said Director, said Director's immediate family, or to any business in which said Director, or their immediate family, has a direct or indirect financial interest.

**I. Compensation**— Directors shall serve without compensation but may be reimbursed for actual expenses incurred in performance of Board approved BBSAI business upon submission to the Treasurer of a claim and documentation.

**J. Annual Directors Meeting**— As soon as practicable after new Directors have been elected following the Annual Membership Meeting, the newly elected Board shall meet for the purpose of selecting officers, and if a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given and business may be transacted.

**K. Regular Directors Meeting**— The Board of Directors shall meet at least quarterly and may establish a schedule for regular meetings.

**L. Special Directors Meeting**— Special Meetings of the Board of Directors may be called by the President or the Membership Secretary and must also be called by either of them upon the written request of any two members of the Board.

**M. Notice of Directors Meetings**— Notice of all Directors meetings, except regularly scheduled meetings as described in Article VI.J-L., shall be delivered not less than five (5) days prior to the meeting. The notice shall be sent to each Director at his or her postal or email address of record. Such notice must include any materials necessary for the meeting. At any meeting at which every Director shall be present, even though without notice, any business may be transacted.

- N. Quorum; Voting**— At all meetings of the Board of Directors, a majority (50% plus 1) of the Directors, including *Ex-Officio* Directors, shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent Director.
- O. Informal Action by Directors**— Any action required to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent to such action is signed by all members of the Board or of such committee, and such written consent is filed with the minutes of the proceedings of the Board or committee. For the purposes of this paragraph, responses to electronic mail are considered written consent.
- P. Telephone/Electronic Meeting**— Members of the Board of Directors or a committee of the Board may participate in a meeting by means of a conference telephone call, or by other electronic means, if all persons participating in the meeting can hear each other or read each other's comments at the same time. Participation in a meeting by these means constitutes presence in person at said meeting. The cost of attending such meetings, if any, shall be borne by the participating Directors.

## ARTICLE VII. OFFICERS

- A. Officers**— Officers are selected from the current Board of Directors, and each officer is confirmed by majority vote of the Board of Directors. The Officers of the BBSAI shall be a President, a Vice President, a Membership Secretary, a Recording Secretary, and a Treasurer. The term for all officers is one (1) year, and officers may serve for any number of consecutive terms concurrent with their tenure as a Director. Any two offices may be held by the same person, provided that the President shall not also serve as Vice President. The Treasurer and Membership Secretary shall be legal residents of the United States. Other Officer positions, with such powers and duties not inconsistent with these Bylaws, may be created and filled by the Board of Directors. All Officers may vote in all meetings of the Board of Directors and may perform such duties and have such powers as the Board of Directors may, from time to time, prescribe.
- B. Resignation; Removal; Vacancies**— Any Officer may resign at any time by giving written notice to the President or the Board of Directors. Any Officer may be removed from office at any time, in accordance with these Bylaws. In case any office of the BBSAI becomes vacant, the Board of Directors by majority action may select a sitting Board Member to fill such vacancy.
- C. President**— The President holds the highest elected office on the Board of Directors and has the full responsibility and authority as the chief executive officer of the BBSAI. The President presides at all meetings of the Association and Board of Directors, executes legal and contractual documents on behalf of the Association, and oversees the routine business of the BBSAI in accordance with these Bylaws.
- D. Vice President**— The Vice President shall assist the President as requested and shall, in the absence of, or in the case of the disability of, the President, perform all the duties and exercise the powers of the President. The Vice President shall assume the position of the President if the President's position becomes vacant due to resignation or removal and shall serve until the Board of Directors select a new President.
- E. Membership Secretary**— The Membership Secretary is the corresponding, membership and elections officer of BBSAI and maintains the Associations Articles of Incorporation and Non-Profit filings with the Secretary of State and membership records of the Association. In the absence of the President and Vice President, or the simultaneous vacancy of both those offices, the Membership Secretary shall assume the duties of President until a new President or Vice President has been selected by the Board of Directors.
- F. Recording Secretary**— The Recording Secretary is the recording and communications officer of the BBSAI.
- G. Treasurer**— The Treasurer is the BBSAI's chief fiscal and financial officer responsible for the collection and disbursement of Association funds and maintaining the Association's financial records. The Treasurer shall

prepare for the Board's review and approval an annual operating budget for the Association, arrange for financial audits, and make regular financial reports to the Board.

**H. Ex-Officio**— The Board has the power to appoint *Ex-Officio* members to the Board, to a Standing Committee or Ad Hoc Committee. *Ex-Officio* members shall have all the rights and obligations of the Board or committee on which they serve. This includes the right to discuss, debate, make decisions, and vote. It also makes them accountable for the duties of their position as stated in these Bylaws.

1. One (1) member of the American Blackbelly Open Registration Committee, selected by its membership, shall be an *Ex-Officio* member of the Board, so long as the Committee is standing.

#### **ARTICLE VIII. REGISTRAR and BOOKS OF REGISTRY**

- A.** The Board of Directors shall appoint by resolution a BBSAI member in good standing, or may hire an independent contractor, to serve as the BBSAI Registrar. The Registrar shall be responsible for receiving and processing applications for registrations and/or transfers of registrations, verification of candidate sheep qualification for inclusion in the Books of Registry, and such other related duties as may be prescribed by the Board of Directors or as set forth within these Bylaws and/or the Standing Rules. The Registrar reports to, and serves at the pleasure of, the Board and may be removed at any time, with or without cause, by the Board of Directors.
- B.** The Board of Directors shall maintain, or cause to be maintained, a separate Book of Registry for American Blackbelly sheep and for Barbados Blackbelly sheep in a format deemed appropriate by the Board of Directors.
- C.** The Board of Directors shall develop, or cause to be developed, such forms, fees, rules and protocols for inclusion of sheep into the Books of Registry and for use of the Books of Registry data. Such forms, fees, rules and protocols shall be set forth in the BBSAI Standing Rules. Only BBSAI members in good standing may register sheep.
- D.** The Books of Registry may, from time to time, be Closed or Opened by resolution of the Board of Directors. A petition to open or close a Book of Registry may be made by any three members in good standing by filing such petition with the Membership Secretary who shall present the petition at the next regularly scheduled Board meeting. The Board shall review and act on a petition within ninety (90) days of the Membership Secretary presenting it to the Board.
- E.** The Board of Directors shall, in consultation with the Registrar, develop, or cause to be developed, and publish a set of Breed Standards for the American Blackbelly sheep and the Barbados Blackbelly sheep. All BBSAI Breed Standards currently in effect and published at the time these Bylaws are adopted are, for the purposes of this paragraph, grandfathered. Breed Standards, or amendments thereto, proposed by Board of Directors must be approved by a majority ballot vote of the membership in accordance with Article V.
- F.** All members shall maintain accurate breeding records and shall comply with the BBSAI Code of Ethics regarding the registration and/or transfer of sheep. Submission of false or fraudulent information by any member shall be cause for expulsion.

#### **ARTICLE IX. INDEMNIFICATION**

The Directors (including *Ex-Officio*), Officers, Committee Members, and agents, past and present, of the BBSAI shall be held harmless and indemnified by the BBSAI, to the extent allowed by Missouri law, against reasonable legal expenses and judgments actually and necessarily incurred with the defense of any action, suit or proceeding to which such person has been made a party by reason of being or having been such Director, Officer, Committee Member or agent, unless such person is adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.



## **ARTICLE X. CONFIDENTIALITY**

The Directors (including *Ex-Officio*), Officers, Committee Members, and agents of the BBSAI shall be required to sign, and abide by, a Non-Disclosure and Confidentiality Policy statement of the BBSAI as developed, and may from time to time be amended, by the BBSAI Board of Directors. Confidentiality shall be afforded to any sensitive or personally identifying information related to any member of the BBSAI and any unauthorized use of, or disclosure of, such information may be cause for expulsion and/or legal action.

## **ARTICLE XI. AMENDMENTS and ALTERATIONS**

These Bylaws may only be altered or amended by a majority ballot vote of the membership following an annual meeting or special meeting on which the proposed amendments are on the agenda and in accordance with Article V. A petition to amend or alter these Bylaws may be made by any three members in good standing by filing such petition with the Membership Secretary who shall present the petition at the next regularly scheduled Board meeting. The Board shall review and act on a petition within 90 days of the Membership Secretary presenting it to the Board.

## **ARTICLE XII. DISSOLUTION**

Upon dissolution, after all debts have been satisfied, the remaining assets of the BBSAI shall be distributed to an organization(s) as determined by the Board of Directors.

## **ARTICLE XIII. SAVINGS CLAUSE**

Should any provision of these Bylaws conflict with or contradict any provision of the Articles of Incorporation or applicable law, the Articles of Incorporation or applicable law shall prevail to the extent of the conflict and all remaining provisions of the Article or section shall remain in full force.

### **History:**

Adopted: 10-26-2022  
Revised: 9-27-2023  
Revised: 10-5-2023  
Revised: 3-27-2024