

BYLAWS OF THE AMERICAN POLYPAY SHEEP ASSOCIATION

Revised June 2017

Article I (Purposes and Activities)

1. Purposes: The American Polypay Sheep Association (hereinafter referred to as the APSA) is a nonprofit corporation organized as a trade association or business league of persons (including individuals, corporations, partnerships, or estates) who have a common interest in the promotion, advancement and continued improvement of the Polypay breed of sheep.
2. Activities: The APSA may engage in the following activities and in other activities which the members deem to be in the furtherance of the purposes stated above.
 - a. Gather, maintain and disseminate information of all kinds relating to the Polypay breed.
 - b. Issue registration certificates in accordance with the rules and regulations stated in these bylaws
 - c. Engage in collective advertising and other promotional and publicity campaigns to inform the public of the features and benefits of the Polypay breed.
 - d. Maintain records which may be necessary, desirable, or useful in furtherance of our purposes.
 - e. Promote the adoption of performance testing and the use of production data.
 - f. Support the exhibition of Polypay sheep by youth as an educational and family activity.

Article II (Offices)

1. The principal office of the APSA shall be the home address of the current president of the board of directors.
2. The APSA shall maintain a registered office in the state of Colorado as required by the Colorado Nonprofit Corporation Act. This office location will be determined from time to time by the board of directors.
3. An office will be maintained by the APSA for the purpose of handling registrations, transfers, and correspondence with the public. A change in this office shall require a 2/3 vote of the board of directors.

Article III (Standards, Definitions, and Registration & Transfer Requirements)

1. Standards: The APSA recognizes that the performance of the breed will determine its ultimate success. Therefore the APSA's goal will be to increase production through selective breeding and to develop through accepted practices a breed that will maintain high production through increased fertility, high carcass quality, a quality fleece, functional conformation, hardiness and a good disposition.
2. Definitions:
 - a. Breeder – The owner of the dam at the time of breeding.
 - b. Owner – The owner of the dam at the time of the birth of the animal.
3. Registration & transfer requirements:
 - a. An application for registry shall be completed using forms approved by the APSA.
 - b. A registration may be transferred by sending the registration certificate to the registry office with the pertinent information.
 - c. Payment – Payment of fees must accompany the transfer request or registration application.
 - d. Late Fees – A double fee will be required for the registration of animals older than 24 months of age or transfers more than 90 days after the sale date.
 - e. Duplicates – Duplicates may be issued to replace registration certificates that are lost or destroyed for a fee equal to the cost of registration. The word "DUPLICATE" shall appear across the face of the duplicate certificate.
 - f. Physical requirements - The animal must be:
 1. Free of gross anatomical defects including entropion, parrot jaw, etc.
 2. Free of wool blindness
 3. Free of neck folds
 4. Free of extreme britchiness or coarseness of wool
 5. Ewes must be polled; scurs in rams are undesirable and should be discriminated against.
 6. All wool must be white and have no more than 10% colored hair on the face or legs
 7. Be permanently and continuously identified by ear tags or tattoo prior to weaning
 - g. Pedigree requirements
 1. Be the offspring of a registered Polypay dam and registered Polypay sire, or
 2. Be the offspring of the equally proportional crossing of registered animals of the four foundation breeds, (1/4 Rambouillet, 1/4 Dorset, 1/4 Targhee, and 1/4 Finn), or
 3. Be the offspring of a topcrossing program starting with F1 progeny that are the result of breeding a Polypay sire to a foundation breed dam or the breeding of a foundation breed sire to a Polypay dam. F1 female progeny and subsequent female progeny for three more generations will be bred to registered Polypay sires until the offspring are 15/16 Polypay.

4. Members choosing to develop new lines using paragraph 2 or 3 above must submit their plan for the development of the new line to the board of directors prior to the plans implementation and may expect inspection visits from members of the board of directors. All matings, beginning with the original crosses, must be listed with the APSA registration office at a fee similar to the cost of registration.

Article IV (Memberships)

1. Types of memberships - There shall be three types of memberships available to those entities (listed in Article I paragraph 1) who are interested in the Polypay breed. No membership will be established using a name that is already being used by an active member.
 - a. Active members – Those entities who are actively breeding registered Polypay sheep, and who have registered sheep within the past 24 months, and who have paid their membership dues to the APSA. For individuals, this membership includes all immediate family members residing in the same household.
 - b. Associate members – Those entities who have an interest in the Polypay breed but do not own registered Polypay sheep.
 - c. Honorary members – Those individuals or businesses who have made outstanding contributions to the Polypay breed may be elected to honorary membership. Honorary members shall be entitled to the services granted by the Board of Directors however that shall not include the right to vote.
2. Membership privileges:
 - a. Active members have the right to vote (one vote per membership), serve on the board of directors, and hold office. Associate members do not have these three privileges.
 - b. Active members have the privilege of reduced fees for registrations and transfers.
3. Membership changes:
 - a. Active members, who cease to own registered Polypays, or fail to register sheep within the past 24 months, become associate members.
 - b. All memberships cease if membership dues become delinquent.
 - c. Memberships may be revoked by a 2/3 vote of the board of directors upon their determination that the member has taken actions to the detriment of the breed. (Example – the member knowingly provided false or misleading information on a registration application.)
 - i. The member must be given 30 days written notice that a revocation of membership is being considered.
 - ii. The member has the opportunity to discuss the situation at a board meeting, with at least 2/3 of the board members present, prior to a vote being taken.
 - iii. Those entities who have had their membership revoked may apply to the board of directors to be reinstated after a period of 1 year.

Article V (Membership Meetings)

1. Agenda: Any legal voting membership may present agenda items for the annual meeting to the Board of Directors at least 90 days prior to the date of the annual meeting.
2. Annual membership meeting: The annual membership meeting is to be held at such time and place as determined by the board of directors. (Customarily in conjunction with a national sale) A written notice stating the agenda, location, date, and hour of the meeting shall be mailed to all members at least 30 days prior to the meeting. The meeting will be presided over by the president or in the president's absence by the vice president. The conduct of the meeting will be consistent with these bylaws, the articles of incorporation, and the Colorado Nonprofit Corporation Act. The purpose of the annual meeting is to receive reports of the APSA activities, discuss policy of the APSA, discuss future activities, complete director elections, and take votes on any matter where a vote was called using the paragraph below.
3. Calling for a membership vote: There are four ways that a membership vote may be required on matters of policy of the APSA.
 - a. By request of the board of directors.
 - b. By any member asking that the board of directors requires a membership vote and the board votes in favor of that request.
 - c. By a petition request signed by at least 10% of all active members.
 - d. At the annual meetings, by an approving vote, where at least 10% of all active members of the APSA votes in favor of the request.
4. Voting procedure: The board of directors will state the issue in writing with an explanation. Sixty days will be allowed for discussion after the issue is mailed to all voting members. The question will then be mailed in ballot form to all members with instructions stating that the ballot must be returned within 30 days and must include the member's signature.

Article VI (Directors)

1. Duties - All of the business and affairs of the APSA shall be managed by a board of directors which shall exercise all the powers of the corporation except those restricted by the Colorado Nonprofit Act, the Articles of incorporation, or these bylaws. These duties shall include but not be limited to the employment, evaluation, or termination of any employees or contracted services.
2. Number of directors - There shall be seven directors
3. Qualifications:
 - a. Members of the board of directors shall be at least 18 years of age.
 - b. Members of the board of directors must be active members.
 - c. No more than three directors may be serving from one state or foreign country.
4. Term – Each term shall be three years and no member may be elected or appointed to more than two consecutive terms. The immediate past president shall serve in an advisory non-voting capacity for the following year assuming his term has expired.
5. Attendance – Any director who misses more than two consecutive meetings may be replaced by a majority vote of the remaining directors.

6. Quorum – Four directors shall constitute a quorum. The actions of a majority of the directors present at any meeting where a quorum is present shall constitute an act of the board of directors unless the Articles of Incorporation or these bylaws require a greater number.
7. Proxy Votes – A member who is unable to attend a meeting may vote by proxy if a written copy of the proxy naming who is authorized to vote on their behalf is in the hands of the president or secretary prior to the beginning of the meeting.
8. Compensation – Directors shall serve without compensation except that they may be reimbursed their actual and necessary expenses for public functions to educate, secure memberships, and further the purposes of the APSA. Directors may receive service compensation (such as reduced fees) for unpaid services that further the purposes of the APSA.
9. Insurance – The APSA may purchase insurance protecting the members of the board of directors against any liability asserted against them individually or as an entity.
10. Resignation or Removal – Any director may resign at any time by giving written notice to the president or secretary. An acceptance vote is not required. Any director may be removed by a majority vote of the membership expressly called for that purpose.
11. Filling Vacancies – Any vacancy on the board may be filled by a majority vote of the remaining directors. A director elected to fill a vacancy will hold office for the remainder of the term of his predecessor.
12. Number of Meetings – Each board of directors shall meet immediately following the annual meeting of the membership for the purpose of electing officers for the following year and the establishment of committees. Other meetings of the Board of Directors may be called by the president, vice president or any two members of the board to handle any business of the association that may be properly presented.

Article VII (Officers)

1. Offices and election - The officers of the APSA shall be President, Vice President, Secretary, and Treasurer. The Officers shall be elected by the board of directors at their first meeting each year following the annual membership meeting. No two offices may be held by the same person.
2. Resignation or removal – Any officer may resign at any time by sending written notice to the president or secretary. An acceptance vote is not required. The board of directors may remove any officer at any time. A resigned or removed officer will be replaced by a vote of the board of directors.
3. Duties of the officers:
 - a. President – The president shall be the chief executive of the APSA and shall, subject to the control of the board of directors, supervise and control the affairs of the APSA. He or she will perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws or by the board of directors. He or she shall preside over meetings of the board of directors and the membership. He or she will, except as otherwise provided by law, the articles of incorporation, or these bylaws, execute such deeds, mortgages, bonds, contracts, or other instruments which may be authorized by the board of directors.

- b. Vice President – In the absence of the president, or in the event of his or her inability or refusal to act, the vice president will perform all duties of the president, and when so acting will have all the powers of, subject to all restrictions on, the president.
 - c. Secretary – The Secretary will keep a record of all proceedings of the board of directors and all meetings of the membership of the APSA and have such minutes preserved. Minutes shall contain information about who presided, who was present, and what business was transacted. The Secretary will distribute said minutes within 30 days to each director, our web site host, and make them available to any current APSA member upon request.
 - d. Treasurer – duties:
 - i. Have charge and custody of all funds and securities of the APSA; deposit such funds in the name of the APSA in a bank, or other depository as selected by the board of directors.
 - ii. Receive, and provide receipts for, funds due and payable to the APSA.
 - iii. Disburse the funds of the APSA that are due and payable to those who have provided goods and services to the APSA, keeping invoices for those disbursements.
 - iv. Keep accurate records of all assets, liabilities, receipts, disbursements, and gains or losses.
 - v. Provide, at any reasonable time, the financial records of the APSA to any member of the board of directors.
 - vi. The fiscal year shall be the calendar year.
 - vii. In January of each year, prepare a balance sheet listing all assets and liabilities of the APSA and an earnings statement for the preceding calendar year. Said reports, and a copy of the year end APSA bank statement, will be sent to the members of the board of directors by January 31 each year.
 - viii. Maintain a performance bond in the amount of \$25000 protecting the APSA. (the bond premium will be paid from APSA funds)
 - e. Executive Secretary- An executive secretary may be hired by the board of directors for the purpose of assisting with any duties of the association including but not limited to publishing and mailing a quarterly newsletter.
4. Compensation – The compensation of officers, if any, shall be fixed from time to time by the board of directors.

Article VIII (Committees)

1. There shall be the following standing committees: National Sale Committee, Advertising Committee, Finance committee. Committees will be appointed by the president and approved by the board of directors on an annual basis.
 - a. National Sale Committee – This committee shall be responsible for the planning and execution of the annual national sale and annual membership meeting. The committee shall have a plan to be reviewed and approved by the board of directors no later than February 1 of each year.
 - b. Advertising Committee – This committee will be responsible for placing promotional material before the public. They will publicize APSA activities and promote the breed to potential breeders and commercial sheep producers.
 - c. Finance committee – This committee will be composed of all members of the board of directors except the treasurer. The members will review the documents provided by the treasurer each January and shall order an audit by a certified public accountant if there is any question as to the completeness or validity of the documents provided.

Article IX (Membership Dues and Fees)

1. General: The amount of the membership dues and fees for APSA services shall be set by the board of directors and may be adjusted, by the board of directors, from time to time to assure that the APSA remains financially sound.
2. New members – An amount equal to the annual membership dues for active members will be due at the time a new member chooses to join the APSA.
3. Existing members – Annual dues shall be due in January of each year.
4. All members – Membership dues shall be the same for all members. Failure to pay dues will result in elevated fees for services rendered by the APSA.
5. A list of members will be published in the newsletter on an annual basis.

Article X (Satellite Organizations)

1. Satellite organizations of members of the APSA may be chartered by the board of directors for the purpose of engaging in local activities for the improvement of the Polypay breed. Members desiring to form a satellite organization shall submit to the board of directors a written application for the charter accompanied by a statement of the plan of the organization and proposed activities of said organization. Such plan may be approved by the board of directors and a charter issued if the following requirements are met.
 - a. The proposed activities of the organization shall consist of the improvement of the Polypay breed, shall not conflict with the activities of the APSA, and must be carried on subject to these bylaws.
2. The board of directors may, at any time, withdraw the charter if, in its opinion, the organization does not carry on its activities in compliance with the paragraph above.

Article XI (Election of Directors)

1. Nominations – At least ninety days prior to the annual membership meeting all active members will receive a form for nomination of a director. The form will include space for the signatures of the active member stating that he or she will serve and space for three active members supporting the nomination. This form must be returned to the APSA president at least forty five days prior to the annual meeting along with a resume not more than two hundred words in length. All eligible candidates nominated through this process shall appear on the ballot.
2. Insufficient nominations – If there are insufficient nominations to fill all open positions, the existing board of directors will nominate a sufficient number of eligible active members necessary to fill all vacancies on the ballot.
3. Election – At least thirty days prior to the annual membership meeting, ballots and resumes of all nominees will be mailed to all active members with instructions that the ballot must be mailed to the APSA president with a postmark no less than ten days before the annual membership meeting or delivered in person to the president of the APSA at the annual membership meeting. Each active membership shall have one vote. The president shall appoint three members of the board of directors to count the votes. The candidates receiving the most votes shall be declared elected unless the election of one or more of the candidates would result in there being more than three directors from the same state or foreign country in violation of Article VI 3 c. The ballots will be counted by an independent notary public if a request for such a count is received from at least 10 active members. The notary public will count the ballots and issue an affidavit to the board of directors showing the vote count for all candidates.

Article XII (Amendments to These Bylaws)

1. Submission to the board - Amendments to these bylaws may be adopted only in the manner specified in this article. The proposed amendments must be sent to the board of directors no less than ninety days prior to the annual membership meeting.
 - a. If the board of directors feels that the amendments have merit then the amendments will be submitted to the membership for a vote at the next annual membership meeting.
 - b. If no fewer than 15 active members sign a proposed amendment in its final form before its submission to the Board of Directors as required in this article, then the Board of Directors shall be required to submit the proposed amendment to the general membership.
2. Voting – At least thirty days prior to the annual membership meeting, all proposed amendments and an explanation of their purpose will be mailed to all active members with instructions that the ballot must be mailed to the APSA president with a postmark no less than ten days before the annual membership meeting or delivered in person to the president of the APSA at the annual membership meeting. Each active membership shall have one vote. The president shall appoint three members of the board of directors to count the votes. Two thirds of those voting must approve the proposed amendments for their adoption.