

**American Dorper Sheep Breeders' Society
Bylaws**

Article I

Organization Name, Purpose, Mission, Structure and Overview

Section 1.1 Name: The name of this corporation is American Dorper Sheep Breeders' Society (ADSBS). For the purposes of the Bylaws and for other purposes, hereinafter referred to as the "Society".

Section 1.2 Purpose: The Society is organized to collect and maintain the history and pedigree of Dorper and White Dorper sheep, to provide for their registration, to preserve the purity of both breeds, provide and supervise a means of classifying and linear scoring known as typing, and encourage the further improvement and wider distribution of both breeds through research, promotion, and education.

Section 1.3 Nonprofit Status: The Society shall be organized and operated as an entity eligible for exemption from taxation under Section 501(c)(5) of the Internal Revenue Code of 1986, as amended, or any successor provision.

Section 1.4 Mission: The mission of the American Dorper Sheep Breeders' Society is to grow demand for Dorper and White Dorper sheep by delivering modern and efficient member services and registry that support traditional and progressive producers in areas of marketing, education, branded programs, and genetic improvement.

Section 1.5 Principal Office: The principal office and location of the Society shall be at 13135 North Route B, Hallsville, Missouri 65255, or at a location as designated and approved by the Board of Directors.

Section 1.6 Official Publications: The official publications of the Society shall be the Society's magazines, the Dorper Report, and the Dorper Journal.

**Article II
Affiliates**

Section 2.1 Affiliates: The Board of Directors may establish criteria to designate member organizations as ADSBS-approved affiliates. Affiliate status is granted or rejected at the Society's discretion according to policies and procedures established by the Board of Directors.

Section 2.2 Restrictions: An Affiliate shall never have the authority to act in the name of the Society and may not in any manner obligate the Society on any debt, contracts, or any other obligations.

Article III Membership

Section 3.1 Membership: Membership is available to any individual who has an interest in raising and promoting Dorper and White Dorper sheep in the United States of America. Additionally, membership is available to business entities, partnerships, syndicates, or organizations. All memberships are subject to the approval of the Board of Directors, which may approve, reject, suspend, or revoke the membership of any Member at any time in accordance with these Bylaws. The Board of Directors retains final authority regarding all aspects of membership, including conditions of membership, eligibility, qualifications, approval or rejection, suspension, revocation, processes, types, and interpretations of the provisions of these Bylaws relating to membership, and the decision of the Board of Directors shall be final and not subject to appeal or review.

Section 3.2 Membership Year: The membership year shall be January 1 through December 31 of the same calendar year.

Section 3.3 Membership Dues: The Board shall establish the amount of membership dues. Notification of increase shall be provided at least three (3) months prior to the annual renewal date thereof to all Members.

Section 3.4 New Members: Membership privileges and benefits for all new Members shall commence upon the date payment of dues is received in the Society's Office and shall remain in effect until the last day of the same calendar year.

Section 3.5 Renewing Members: Continued membership in the Society shall be subject to annual renewal and the continued payment of Member's dues. Failure by any Member of the Society (individually, a "Member" and collectively, the "Members") to pay such Member's dues on or before the due date established by the Board for such payment shall automatically terminate such Member's membership in the Society on such due date.

Section 3.6 Classes of Membership:

- a. Voting Members:** Privileges of a voting member shall include the right to vote, hold office, register and transfer animals for "Active Member" fees, as well as any other privileges that may be offered to voting members.
 - i. Regular Member:** Regular memberships may be issued in the name of an individual, a farm or ranch name, a partnership, a syndicate, or any type of corporation. If the membership is in the name of an entity, one individual shall be identified and designated at the time of membership to exercise the rights and privileges of their voting membership. The Registrar must receive any change in this designation in writing at least 10 days prior to any vote being exercised by the member.
 - ii. Lifetime Members:** Life Memberships may be granted by the Board of Directors to individuals only and such Life Memberships are non-transferable. All applicants for Life Membership must be residents of the United States, including its territories and possessions. The qualifications for and privileges of Life Membership shall be established by the Board of Directors. Life Members shall pay a one-time membership fee in an amount and in a manner that may be established by the Board of Directors
- b. Non-Voting Members**
 - i. Junior Members:** Junior members shall be those individuals who have not yet attained the age of 22 years (as of January 1 of the year of membership), who apply for and are accepted as Junior Members and who pay the prescribed membership fee. Privileges of

a Junior Member shall include the right to register and transfer sheep for Active Member fees as well as other privileges that may be offered Junior Members by the Society. Junior Members are not entitled to hold office or to give notice to amend these bylaws.

- ii. Associate Members:** Associate members shall be individuals or entities who may apply for and are accepted as Associate Members by the Board of Directors and pay their membership fee. Such members shall have no right to vote, no right to hold office, no right to registration and no right to give notice to amend these bylaws.
- iii. Honorary Members:** The Society, by ordinary resolution at a general meeting may appoint Honorary Members of Society, if the Board of Directors has, by prior resolution thereof, named the proposed member or members and recommended that such appointment be made for a term. Such members shall have no right to vote, no right to hold office, no right to registration and no right to give notice to amend these bylaws.

Section 3.7 Flock Name: Each membership entitles an individual, business entity, or partnership one unique Flock Name. The membership fee will be waived for syndicates formed by a group of persons who are all members of the Society, and all have their own Flock Name. The syndicate itself is a non-voting member unless a separate and additional membership fee is paid by/for the syndicate.

Section 3.8 Duties of Members: Each member shall loyally support the Society and shall, in good faith, comply with these Bylaws and any amendments thereto duly adopted subsequent to becoming a member, and shall further comply with all other policies and procedures duly adopted by the Society. The conduct of each member shall not be detrimental to the rights and interests of the Society.

Section 3.9 Rules and Regulations; Code of Ethics; Code of Conduct: Members shall comply with the Code of Ethics, Code of Conduct, and any other rules of disciplinary procedure or conduct as established by the Board for Members. The policies, Code of Ethics, Code of Conduct, and any other rules of disciplinary procedure or conduct shall contain such penalties and sanctions as the Board may deem appropriate to address violations of such policies, Code of Ethics, Code of Conduct, and any other rules of disciplinary procedure or conduct.

Section 3.10 Resignation, Suspension, and Termination: Any voting membership may be revoked for failure of the member to uphold the membership obligations. A vote of two-thirds (2/3) of the Board is required to revoke membership of a member. In such case, a member shall be given thirty (30) days' notice in writing of the date of the hearing set for determining if 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. Any member whose membership has been revoked shall have no claim against the Society or any interest in the property or assets of the Society.

Section 3.11 Property Interest: No member shall have an equity or property interest in the assets of the Society.

Article IV Member Meetings

Section 4.1 Annual Meeting: The Society shall meet at least once a year to be held on a date and at a time and place designated by the Board of Directors.

Section 4.2 Notice of Meetings: Notice of the date, time, and place of the Annual Meetings will be posted on the Society's website at least ninety (90) days before the date of the meeting. Additionally, the Society may publish the date, location, and other information about the annual general meeting, as well as a meeting agenda, in the Dorper Report magazine prior to the meeting.

Section 4.3 Agenda: The agenda for the Annual Meeting shall be set by the Board of Directors. The Board of Directors has the sole and exclusive discretion and authority to determine what items shall be placed on the agenda. Only matters included on the agenda prepared by the Board of Directors shall be considered at the Annual Meeting. The agenda for the Annual Meeting shall be made available to the Members at least thirty (30) days before the Annual Meeting. Voting Members may submit written requests for matters to be included on the agenda for the Annual Meeting that require or permit action by the Voting Members. Such written requests shall be submitted to the Executive Director, c/o the Society's Office, and must be received at the Society's Office at least sixty (60) days before the Annual Meeting. The written request may be, but is not required to be, in the form of a motion. The Board of Directors shall determine whether matters so requested shall be included on the agenda and its decision shall be final

Section 4.4 Special Meetings: Special meetings of the Members shall be held upon the direction of the President of the Society, a majority of the Board, or upon written request of not less than three-tenths (3/10) of the Voting Members. Except as provided herein, notice of the date, time, and place of special meetings of the Members shall be given not less than ten (10) nor more than sixty (60) days before the meeting, by mail or electronic mail to each Member. Notice shall be given to the address or electronic mail address of the Member as shown in the Society's records.

Section 4.5 Voting: Each active Voting Member (as evidenced by a current membership number) in attendance at a meeting shall have one (1) vote. The act of the majority of the Voting Members present in person at a meeting at which a quorum is present shall be the act of the Members, except as otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws. All voting shall be done by those members present at a meeting; proxy voting is not allowed.

Section 4.6 Quorum: A quorum at meetings of the Members shall be the number of Voting Members present.

Section 4.7 Actions Requiring Member Approval: The Board shall not take any of the following actions:

- (a) approve a merger, acquisition, or consolidation of the Society;
- (b) approve the dissolution of the Society; or
- (c) approve any alteration or amendment to the Bylaws of the Society

Section 4.8 Parliamentary Procedure: Roberts' Rules of Order shall be the governing parliamentary procedure for all meetings.

Article V
Board of Directors & Officers

Section 5.1 Governance: The Board of Directors shall have general supervision and control of the affairs and business of the Society and shall make all rules and regulations not inconsistent with law or with these Bylaws, for the management of the Society and the guidance of the members, officers, and employees, and agents of the Society.

Section 5.2 Number: The Board shall consist of nine (9) Directors, of whom three (3) shall be elected annually. All Directors shall be at all times a Voting Member in good standing. For the purpose of geographic representation on the Board, the USA shall be divided into geographic regions (See Attachment "A"). At least one (1), but not more than four (4), Directors shall be from each region. Realignment of regions will be considered in years that end in "0" and "5" to accommodate shifts in membership growth.

Section 5.3 Election of Directors: The procedure for electing Directors of the Society shall be:

- a. **Director Candidacy:** Any individual Voting Member who desires to be a Director candidate must:
 - i. Be a Voting Member in good standing for at least one year.
 - ii. Be nominated by a Voting Member in good standing.
 - iii. Not be nominated by themselves.
 - iv. Not be related or in partnership with a current Director.
 - v. Be notified of their nomination and of the established deadline to withdraw their nomination.
- b. **Ballot Preparation:** An independent third-party selected by the Board of Directors shall prepare a national ballot.
- c. **Ballot Distribution:** The independent third-party shall mail via postal service, not later than October 10 of the year of election, a national ballot to the Voting Members in good standing.
- d. **Ballot Return:** Voting Members must return their ballots, to the Society's designated independent vote-counting agent postmarked no later than November 15 of the year of election. Any ballot postmarked later than November 15 shall be disregarded.
- e. **Electronic Voting:** Voting Members may choose to submit their ballot by electronic means coordinated by the independent vote-counting agent.
- f. **Election Results:** The results of the election shall be announced to the membership on or before December 1.

Section 5.4 Officers: Officers of the Society shall consist of a President and a Vice-President. Officers shall be elected by the members of the Board of Directors. Each Officer of the Society shall serve a term in office of one fiscal year of the Society (January 1 through December 31) and until his/her successor is duly elected and qualified. Officers may succeed themselves. Officers may serve two consecutive terms. A waiting period of one year must elapse before an officer may be reelected to the same position.

Section 5.5 Director Tenure: Directors shall serve for three (3) years and may be elected to serve a second three (3) years term. No Director may be re-elected to the Board after serving two (2) terms unless a waiting period of three (3) years has passed since the termination of the second term.

Section 5.6 Meetings: The Board of Directors shall meet at least four (4) times a year at a time and place set by the President. The President may establish regular meetings in which case no notice is

required. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 5.7 Special Meetings: Special Meetings may be called by the President or at the written request by one-third of the Board of Directors. Written requests must be delivered to the Executive Director, who shall give written notice to each Director of the time, place, and purpose of the special meeting. No other business than specified may be transacted.

Section 5.8 Quorum: Any meeting, including special meetings, shall require 50% of the Board of Directors to constitute a quorum. No action may be taken if a quorum has not been attained.

Section 5.9 Removal: Any Director may be removed from office by vote of two-thirds (2/3) of the whole Board at any regular or special meeting. Directors may also be considered for removal by members with a petition of at least 20 Voting Members in good standing.

Reasons for removal may include but are not limited to the following:

1. Inappropriate conduct that degrades the image of the Society, staff, members or third parties contracted by the Society.
2. Illicit activities
3. Poor moral character that is not representative of the Society.
4. Leverage of Society resources for the benefit of one's own farm or business.
5. Public defamation of the Society's representative breeds, members, staff or other Directors.

Any Director proposed to be removed shall receive written notice by certified mail at least 15 days prior to 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 prior to any vote of termination.

Section 5.10 Vacancies: When a vacancy on the Board of Directors occurs, other than by expiration of term, the vacancy may be filled by appointment via simple majority of the Board until an election can be held.

Section 5.11 Compensation and Reimbursement: The President, Vice President, and Members of the Board shall serve without compensation. The Executive Director is authorized to reimburse any Officer or Director for necessary and reasonable expenses incurred by them in the performance of their duties when such travel or representation is authorized by the Board of Directors. The Board of Directors shall set standard procedures governing reimbursement, including the forms to be used, receipts or other documentation required, and the limits of reasonable expenses.

Article VI Duties of the Officers

Section 6.1 President: The President shall serve as Chairman of the Board of Directors. The President shall serve as a member, Ex-Officio with the right to vote, on all committees and shall make required appointments of the Chair and Vice Chair of the Standing and Special Committees with the approval of the Board of Directors, unless otherwise stipulated. At the Annual

Meeting of the Society and at other such times as deemed proper, the President shall communicate to the members such matters and make suggestions intended to promote the welfare and to increase the usefulness of the Society. The President will supervise the Executive Director. The President shall perform other duties which are necessarily incident to the office of President or as may be prescribed by these Bylaws or the Board of Directors.

Section 6.2 Vice-President: The Vice-President, determined by the Board of Directors, 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 other such duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 6.3 Removal: An officer may be removed for cause from office by two-thirds (2/3) of the whole Board.

Section 6.4 Vacancies: Whenever a vacancy shall occur in any office of the Society, such vacancy shall be filled by the majority vote of the Board present, and such replacement officer shall hold office until the next annual meeting of the Board and until his successor is elected. Provided, a vacancy in the office of President shall be filled by the Vice President. If an officer is called for military service for a period of time reasonably anticipated to exceed six (6) months and he will be unable to attend committee meetings or meetings of the Board, a substitute officer shall be appointed annually the Board to serve until such officer returns from service.

Article VII Duties of the Board of Directors

Section 7.1 Management of the Society: The Board of Directors shall have general supervision of the Society and its affairs and institute policies that are consistent with law and with these Bylaws, for the management of the Society and the guidance of the members, officers, and employees, and agents of the Society.

Section 7.2 Depository: The Board of Directors shall select financial institution(s) as depositories of the funds of the Society and to determine the manner of receiving, deposition, and disbursing the funds of the Society.

Section 7.3 Budget: Prior to the beginning of each year, the Executive Director shall present a budget for approval by the Board showing the revenues and expenditures necessary to conduct the business of the Society during the ensuing year. Any budget variance must be duly authorized by vote of the Board of Directors. Unexpended balances of appropriations at the end of each year revert to the surplus account.

Article VIII Executive Committee

Section 8.1 Authority and Responsibility: In addition to its other duties specified in these Bylaws, the Executive Committee shall have the authority of the Board of Directors in the management of the Society during those periods when the Board is not in session. Any action taken by the Executive Committee at such meeting shall be reported in writing to the Board of Directors at its next regularly scheduled meeting.

Section 8.2 Composition and Election: The Executive Committee shall be comprised of three (3) Members, including the President as Chairman, Vice President, Immediate Past President. All shall also be voting members of the Committee and shall be counted for purposes of a quorum. The Executive Director shall serve as an Ex-Officio member without voting authority.

Section 8.3 Call of Meetings and Quorum: The Committee shall hold meetings at such times and places as may be deemed expedient for the transaction of business of the Society. A quorum of the Committee is all three of the Committee members.

Section 8.4 Vacancies: Any vacancy occurring on the Executive Committee shall be filled by election by the Board of Directors. Any Committee Member so elected to fill a vacancy shall serve the unexpired term of the predecessor. If a vacancy shall occur by a member being elected to an officer position, the nominating subcommittee shall identify a replacement and such replacement shall be installed as directed in Article 9, Section 5.

Section 8.5 Financial Review: At least once in each year, the Executive Committee shall secure the services of a Certified Public Accountant who shall perform a review of the books and accounts of the Society, and render a report in writing, thereon, which report shall be submitted to the members of the Society at their annual meeting. The report shall include at least (1) Statement of Financial Position, (2) Statement of Activity, and (3) Statement of Cash Flows or similar successor financial statement. Special audits shall be made upon order of the Board of Directors or upon a majority vote of the voting delegates at any regular or called Board of Directors meeting.

Section 8.6 Reports to State and Federal Authorities: The Executive Committee shall cause the Society to make and file with State and Federal authorities all reports and returns as are now or may hereafter be required by law.

Article IX Committees

Section 9.1 Committees: The Executive Director, with the approval of the Board, will by October 1 of each year, determine committees and appoint Committee Chairs who will serve for the next fiscal year and who will report activities to the Board at each quarterly Board meeting or upon request of the President of the Board. Each committee will consist of two or more Voting Members who may be but are not required to be Directors, and each such committee shall have such power and authority and shall perform such functions as may be provided in such resolution; however, such committee(s) shall never have the power to exercise the authority of the Board. The committee chairperson of each designated committee shall establish the rules of procedure for meetings of their committee. Such committee or committees shall keep regular minutes of their proceedings and report the same to the Board when requested by the Board. Any member of such a committee may be removed, for or without cause, by the Executive Director, with the approval of the president of the Board.

Section 9.2 Participation by Telecommunications: Members of a committee may participate in and hold a meeting of the committee by means of internet or web based conference, telephone conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Article X Executive Director

Section 10.1 Appointment: The President, with knowledge and approval from the Board, may employ, direct and/or dismiss a salaried organization chief executive who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by written contract with the Board of Directors. The Executive Director shall serve as the Chief Executive Officer of the Society and shall be employed by and serves at the pleasure of the President to manage the day-to-day affairs and perform such duties as customarily belong to that office or which the President assigns.

Section 10.2 Responsibilities: The Executive Director shall serve as Secretary of the Society and shall keep a complete record of all committees of the Society and the Board of Directors. The Executive Director shall serve as a member, Ex-Officio without voting authority, on the Board of Directors, Executive Committee, and all Standing and Special Committees of the Society. The Executive Director shall make a full report of all matters and business pertaining to the office of Executive Director to the members of the Society at the Annual Meeting. The Executive Director shall perform other such duties as may be required from time to time by the Board of Directors or the President. The Executive Director, with the approval of the Board of Directors, may employ and will supervise all other personnel as shall be needed for the proper performance of the business of the Society.

Article XI Indemnification

Section 11.1 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.

Section 11.2 Insurance: The Society may purchase and maintain insurance on behalf of any person who is or was a Director, Officer or Employee of the Society, or is or was serving at the request of the Society as a Director, Officer or Employee of any Other Enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Society would have the power to indemnify such person against such liability under the provisions of this Article.

Article XII Amendments

Section 12.1 Amendments: Amendments or changes to these Bylaws may be proposed at any time by voting upon a petition signed by twenty (20) members to the Board of Directors or by any of the Board members. The Board shall review the proposed amendment and make any modifications it deems appropriate. A majority vote of the Board members in favor of the amendment constitutes adoption by the Board on behalf of the ADSBS. Amendments adopted by the Board will be presented to the membership at the next annual general meeting or by mail ballot for ratification by a majority vote.

Article XIII
Operating Procedures and Policies

Section 13.1 General: The Society shall be so operated that the current members of the Society will be treated on a fair and equitable basis.

Section 13.2 Dues and Fees: 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 within the guidelines of these bylaws outlined in Art. III Sec. 3 & Art. XV Sec.10.

Section 13.3 Fiscal Year: The fiscal year of the Society shall be the calendar year.

Section 13.4 Financial Custodian: The Executive Director and the Registrar shall be designated financial custodians of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society and shall deposit all moneys and other valuable effects in the name and to the credit of the Society in such depositories as may be designated by the Board of Directors. She/he shall disburse the funds of the Society as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of all his/her transactions as Treasurer and of the financial condition of the corporation.

Article XIV
Standard of Type

Section 14.1 Standard of Type: The Society will follow the South African Dorper Sheep Breeders Society breed standards as revised by the Society on November 8, 2002. These standards and procedures for registration are found in the American Dorper Sheep Breeders' Society Registry Rules and Regulations.

Article XV
The Herdbook

Section 15.1 Publications: The Society publishes or otherwise makes available herdbook data and information as directed by the Board of Directors.

Section 15.2 Animals Eligible:

- a. The Society maintains two herdbooks in which Dorper and White Dorper sheep may be entered. These herdbooks are an accurate registry showing name, number, sire, dam and birth date and other information as prescribed by the Board of Directors for animals for which applications are accepted for registration. These herdbooks are maintained in such form and in such manner as may be prescribed by the Board of Directors.
- b. The record of official identification of each Dorper or White Dorper sheep in the herdbook will include its percentage of Registered Dorper or White Dorper Ancestry. This percentage will be calculated or taken from the lineage records of the Society or an approved Dorper or White Dorper herdbook of another country. Each percentage is rounded down to the nearest whole number.
- c. Dorper and White Dorper sheep whose entire ancestry can be traced to the origin of the herdbook of the American Dorper Sheep Breeders' Society, South African Dorper Sheep

Breeders Society, Dorper Sheep Society of Australia or an approved Dorper or White Dorper herdbook located in another country qualify as Fullblood Dorper or White Dorper sheep ancestry.

Section 15.3 International Entry: Animals located in or imported from countries other than the United States are eligible for entry into the herdbook of the Society subject to terms and conditions set forth herein and subject to the approval of the Board of Directors.

Section 15.4 Artificial Insemination/Embryo Transfer: The Board of Directors is authorized to establish special rules and regulations for the registration of animals resulting from artificial insemination, embryo transfers or any manner other than the natural service of a female by a male including the application of any and all forms of advanced reproductive technologies.

Section 15.5 Semen and Embryo Imports: The Board of Directors is authorized to establish rules and regulations governing the registration of animals resulting from semen and embryos imported to the United States which will not preclude requirements as provided in Art. XV, Sec. 4.

Section 15.6 Private Herd Register Necessary: It is the duty of each member or other person registering sheep to keep an accurate record on all service age females in the flock that are registered or eligible for registration. These records must include a complete and consecutive record showing the date of service or insemination, Flock Name and number and registration number of animal served or inseminated, Flock Name and number and registration number of sire used, date of lambing, sex, number and identification of offspring. This includes the duty to create and maintain records covering advanced technologies relating to reproduction for which procedures have been approved by the Board of Directors as authorized in Art. XV, Sec. 4.

Section 15.7 How Recorded: The owner of record of the dam at the date of the birth of the animal for which application for registration is made or the owner of an animal resulting from embryo transfer at the date of birth of such animal for which application for registration is made is held responsible for the accuracy of all information shown thereon. The application for registration is in such form and contains such agreements and guarantees stated directly thereon or set forth in procedural specifications as prescribed by the Board of Directors.

Section 15.8 Ownership Recorded: Each animal must be recorded in the name of the owner of record of the dam at the date of its birth unless otherwise prescribed by the Board of Directors.

Section 15.9 Certificate of Registration: When an animal is registered the Registrar issues a Certificate of Registration, in such form, upon such conditions, guaranties and agreements as the Board of Directors shall prescribe. The certificate includes the registered name and number of the animal and such other information as the Board of Directors may from time to time prescribe.

Section 15.10 Registration Fees: The registration fees are established by the Board of Directors. Any change in the fees requires the approval by a vote of two thirds (2/3) of the Board of Directors.

Section 15.11 Transfer and Fees: The transfer policy and fees are established by the Board of Directors. Any change in the fee requires the approval by a vote of two thirds of the voting members of the Board of Directors. It is the duty of members to adhere to Board Transfer Policy.

Section 15.12 Alteration of Certificates: Alterations on certificates of registration or transfer after receipt from the Society renders them invalid.

Section 15.13 Dispute Resolution: If, after 90 days from date of sale, a seller fails to obtain and pass on to a buyer the proper registration for sheep sold, upon complaint of buyer, the Society shall notify the seller of the complaint and request a settlement of the problem. If the problem is not resolved, then upon a majority vote of the Directors, a member may be suspended of their membership until the proper registration papers are obtained and properly passed to the buyer of those sheep.

Article XVI

Classification of Dorper and White Dorper Sheep

Section 16.1 Fullblood: Fullblood sheep must have originated from 100% Fullblood stock, either imported or American born. Only Fullblood rams mated to Fullblood ewes can produce Fullblood offspring.

Section 16.2 Purebred: Rams and ewes upgraded from domestic stock of 93% or greater Dorper/White Dorper blood, will be designated as “Purebred” and 100% will be used to calculate the percentage of their offspring.

Section 16.3 Percentage: To be recorded in the American Dorper Sheep Breeders’ Society Herdbook as “Percentage” sheep, rams and ewes must be as least 50% Dorper or White Dorper. Only offspring sired by Fullblood or Purebred Dorper/White Dorper ram will be eligible for registration.

Article XVII

Dissolution of Organization

Section 17.1: Dissolution of Organization: In the event that the organization dissolves, the net assets will be donated to an organization with similar goals and objectives as determined by the Board of Directors.