

BY-LAWS OF THE MONTADALE SHEEP BREEDERS' ASSOCIATION, INC.

(Amended 6-08)

Article I. Name

The organization shall be known as the Montadale Sheep Breeders' Association (MSBA) and shall be incorporated in accordance with prevailing laws at the time of organization.

Article II. Meetings

The annual membership meeting shall be held in conjunction with the national convention show and sale each June. The Annual Board of Directors meeting shall also be held in conjunction with the national convention show and sale. Special membership meetings or Board of Directors' meetings may be called by the Executive Committee.

Article III. Board of Directors

The Board of Directors shall consist of 12 elected directors, the President of the National Junior Endowment Fund and up to 3 At-Large Directors for a maximum of 16 members. Directors shall be elected for three-year terms with one third elected each year. Directors may be re-elected without limits on the number of terms that they may serve. Directors must be currently producing and have produced Montadales for a period of five years. Two directors will be elected from each of the following Districts:

District I - States with zip codes beginning with 1, 2, or 3

District II - States with zip codes beginning with 4

District III - States with zip codes beginning with 5

District IV - Illinois

District V - States with zip codes beginning with 6 (except Illinois) and 7

District VI - States with zip codes beginning with 8 and 9

These directors are elected by the paid senior members of the national association in their respective districts. Ballots are sent out by U.S. Mail and the returned to the association office. The ballots remain sealed until the Semi-Annual Board meeting at which time they are opened in the presence of the attending Board members. At its discretion, the Board may elect one (1) At-Large Director from up to three (3) different districts for a maximum of three (3) At-Large Directors.

The Board of Directors shall have the power to decide the policies and operational direction of the Association. In addition, the Board shall elect the officers of the Association, hire and set the salary of the executive Secretary, and approve the operating budget for the Association. The Board shall work for the improvement and promotion of the Montadale breed.

The Board may name Honorary Directors to recognize individuals who have provided long-term service to the Association.

Article IV. Officers

The officers of the Association shall include: President, Vice President and Executive Secretary.

The President and Vice-President shall be elected by the Board to serve a one-year term for a maximum of two consecutive terms. The Vice President will succeed to the office of President in the case of a vacancy in the office.

The Executive Secretary shall be an employee of the Association contracted by the Board. There shall be no limit on the length of service.

The President shall conduct and be responsible for all meetings of the Association. The Vice-President shall serve as the Chairman of the Ways & Means Committee and fulfill the duties of the President when he is absent and unable to act. The Executive Secretary shall be the custodian of all funds of the Association and keep an accurate record of all receipts and disbursements; shall make written records of the proceedings of each Association meeting; and be in full charge of all notices, correspondences, and other administrative duties of the Association.

The Executive Committee shall consist of the President, Vice-President, immediate Past-President if available, Executive Secretary, and additional Directors elected by the Board to comprise a five-member committee. The Executive Committee may make procedural decisions between annual meetings of the Board or may call for a poll of the full Board if they feel the issue merits full Board consideration.

Article V. Vacancies

In the event any officer or director is unable to serve, or resigns for any reason, the vacancy shall be filled in the same manner that the position was originally filled.

Article VI. Removal of Directors or Officers

Any director or officer who fails to attend two consecutive meetings of the Board of Directors without a proxy will be removed from office and the position will be filled in accordance with Article V.

Any director or officer may be removed from his respective office if he shall be deemed guilty of misconduct. A majority of the Board, at a special meeting called for this purpose, shall determine by vote the innocence or guilt of any officer or director charged with misconduct. The individual so charged shall be given the opportunity to hear the charges and to respond before such a vote may occur.

Article VII. Official Documents

All written documents including deeds, mortgages, drafts, amendments, certificates and other papers executed by or in the name of the Association, shall be signed by the President and countersigned by the Executive secretary, subject to the approval of the Board of Directors.

Article VIII. Revenues and Dues.

The Association shall be authorized to charge each member an annual membership fee, the amount thereof to be determined by the Board of Directors. The Board of Directors shall also set the fees to be charged for registration and transfer of animals registered with the Association. All fees charged shall be collected by the Executive Secretary and held in the name of the Association.

Article IX Expenses

Monies received by the Association shall be expended in accordance with a budget approved annually by the Board of Directors. Adjustments in excess of 10% in any one account may be made by the Executive Committee.

Article X. Committees

The Board of Directors may appoint standing committees to oversee major operations within the Association. Such committees shall include National Show & Sale, National magazine, Nominations and Ways and Means.

Special Ad Hoc Committees may be appointed by the Executive Committee as needed.