

ARTICLES OF INCORPORATION
OF
THE AMERICAN SHROPSHIRE REGISTRY ASSOCIATION, INC.

PREAMBLE

Fully recognizing the importance to all interests in the culture of the Shropshire sheep, and of having reliable record, which may be accepted as final authority in question of pedigrees; desiring to unite the experiences and interests of all in guarding and perpetuating the purity of their flocks, we do now unite in organizing this Association.

ARTICLE I. – NAME AND LOCATION

The name of this Association shall be “THE AMERICAN SHROPSHIRE REGISTRY ASSOCIATION, INC.” with the principal office in the city and state of the residence of the secretary-treasurer.

ARTICLE II – DURATION AND PURPOSE

The Duration of this association shall be in perpetuity. The Purpose shall be to make and preserve an American Flock Record known as the “American Shropshire Sheep Record”, to promote the distribution and use of Shropshire Sheep registered therein, and to do all such other work necessary to be done in the management and maintaining of such Association.

ARTICLE III. – OFFICERS

1. The officers of this Association shall be a President, a Vice President, a Secretary-Treasurer who shall perform both offices, and a Board of Directors.
2. The Board of Directors shall be composed of fifteen members, including the President and Vice President. All Board Members shall represent one of ten districts: Northwest – 1, West – 1, North Central – 1, Southwest – 2, Illinois – 2, Indiana – 1, Ohio – 2, Wisconsin/Michigan – 1, New York/New England – 2, Pennsylvania/South – 2. Every six years, beginning in 1994, the Board of Directors shall present to the Annual Meeting a proposal regarding the allocation of seats on the National Board. This proposal will take into account the number of registrations by area, but in no case shall any district have more than two representatives. Should any redistricting result in the loss of the seat of an existing Board Member from a district, the existing member shall serve out the term. As the expiration of that term, the seat will no longer be available. Should redistricting add a member to a district, that district should elect a member at the next annual meeting. It is realized that this may occasionally result in a Board of greater than fifteen members for an interim period of time.
3. All officers and directors shall be members of this Association, not more than two of whom shall be residents of any one state.

ARTICLE IV. – DUTIES OF OFFICERS

1. The President shall preside at all meetings of the Association, and all meetings of the Board of Directors. The President shall sign all certificates of membership which may be issued and shall be the custodian of all bonds given by the officers of the Association and renewals thereof and also perform all duties usually expected of such officer. In case of the absence or disability of the President, the Vice President shall assume the duties of the President.
2. The duties of the Vice President shall be to preside at all meetings of the Association and Board of Directors in the absence of the President and in such event he shall have the authority to perform the duties of the President. He shall also assume the duties of the President in the event of the death or disability of that officer.
3. The duties of the Secretary-Treasurer shall be to take charge of all properties, books, papers, records, and correspondence of the Association, and to hold them subject to the inspection of any member thereof; to have charge of all funds paying there from all bills ordered by the Association when presented in detail, making reports of such payments at the annual members' meeting as well as at any time he or she may be required to do so by the Board of Directors; to conform with all instructions prescribed by the Board of Directors, and to record and maintain a registry of pure bred Shropshire sheep, under the direction of the Board of Directors for the benefit of the Association. He or she shall give a bond to the satisfaction of the Board of Directors.
4. The Board of Directors shall have the power to transact all business necessary to be done under the By-Laws and Articles of Incorporation, and for the advancement of the breed. They shall audit or cause to be audited the books of the Association after the close of the fiscal year and before the annual member's meeting. They shall determine the salaries of all salaried officers. They shall make rules for registrations, transfers, extended pedigrees and other work. They shall meet following the annual meeting of the members, and from time to time on their own motion or on a call from the President, signed by two members of the Board, or twenty members of the Association. Any and all voting is by a simple majority of those directors in attendance, with the following exceptions: any changes regarding salaries, rules for recording, breed standards, "Points of Excellence", and registry charges will require an affirmative majority of a minimum of five directors.
5. All directors shall be notified of all directors' meetings by U.S. mail at least 5 days prior to such a meeting.

ARTICLE V. – MEETING OF MEMBERS

1. The Annual meeting of the members of the Association shall be held within twelve months after the close of each fiscal year of the Association at such time and in such place in the United States of America as may be designated by the Board of Directors.
2. Special meetings of members may be called by the President, by a majority of the Board of Directors, or by written petition signed by not less than one-tenth of all the members authorized by the Article of Incorporation to vote.
3. Notice of annual or special meetings of the members shall be served by mailing a written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose for which such meeting is called, to each member of record at such address as appears upon the records of the corporation, at least ten days before the date of meeting provided, however, that in case the total number of members exceeds 1000 such notice may be given by one publication in a newspaper of general circulation, printed in the English language in the county in which this Association has its principal office, such notice to be published not less than ten days nor more than thirty days prior to the date of such annual or special meeting. Such notice shall also be published in the issue of the Official Publication of this Association for the month preceding the month in which such annual or special meeting is held.
4. Each membership shall be entitled to one vote at each annual or special meeting of the members. Such vote must be made in person and no proxy vote shall be voted. Those members attending any legally constituted annual or special meeting shall constitute a quorum for the transaction of business.
5. All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VI. – ELECTIONS OF THE BOARD OF DIRECTORS

1. Initially, four Directors shall be elected for a term of one year; four Directors shall be elected for a term of two years; and four Directors shall be elected for a term of three years. As these terms of office expire, five Directors shall be elected each year for a term of three years.
2. All Directors for districts not having an active state or regional Shropshire association shall be elected at the annual meeting of the members. A district which has an active, recognized Shropshire association may elect its director(s) through the association. All directors' terms shall begin at the time of the annual meeting of the members and continue until their successors are duly elected and qualified.
 - a. Only those members of the Association who are owners and breeders of pure bred Shropshire Sheep, and who regularly record Shropshire Sheep, shall be eligible to serve as a member of the Board of Directors.

- b. Directors missing two consecutive meetings of the board will be placed on probation. If a third meeting is missed, such director shall be expelled from the board.
3. The President and Vice President shall be elected by the Board of Directors for the commencing year, for terms of one year.
 - a. To serve as President of the Association, not only should a person be a member of the Board, but he or she must have served the preceding three years as a Director.
 - b. To serve as Vice President, in addition to being a member of the Board, he must have previously served a minimum of one, three-year term as Director.
4. The Secretary-Treasurer shall be employed by the Board of Directors for a term of one year and shall not be a member of the Board of Directors.

ARTICLE VII. – VACANCIES

In case of vacancy of any office, the Board of Directors may have power to fill such vacancy for a time not extending beyond the next succeeding annual members' meeting.

ARTICLE VIII. – MEMBERS

1. Each applicant shall be recommended by a member of this Association, and upon approval of the President and Secretary, and a payment of \$10.00, said applicant shall be admitted as a member, subject to the review and sanction of the Board of Directors.
2. Membership in this Association shall be a life membership and non-transferable.
3. Any owner of stock in the dissolved American Shropshire Registry Association will be issued a certificate of membership in this Association without charge upon surrender of his stock or satisfactory evidence to the Board of Directors of stock ownership.
4. Any member charged with willful misrepresentation in regard to any animal, owned, bred or sold by said member or with any other dishonorable conduct, and if such charge be fully sustained the Board of Directors may suspend such member until the next annual member's meeting, at which time, after a full hearing of the facts, such offending member may be expelled by a two-thirds vote of the members present.

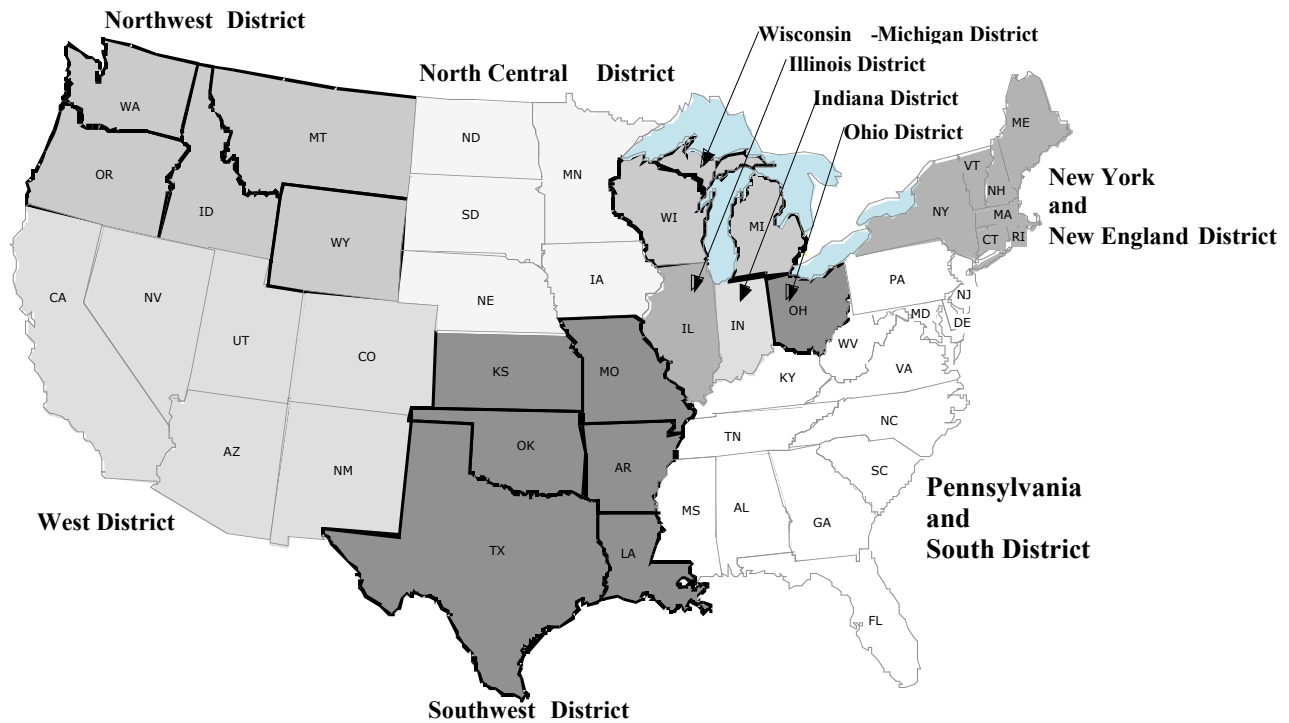
ARTICLE IX. – PEDIGREES

Pedigrees presented and passed upon by the Secretary, and meeting the necessary requirements of the rules shall be accepted for registry.

ARTICLE X. – AMENDMENTS

The By-Laws may be amended at any annual or special meeting of the members by a majority of the voting members present, provided such proposed amendment shall first have been adopted by the Board of Directors and notice of such proposed amendment, including a brief statement thereof, shall have been given to the members in the same manner as provided in Article V, Section 3 of the By-Laws for notices of annual or special meetings of members.

American Shropshire Registry Association Districts



The districts outlined above were approved by the membership at the Annual Meeting and By-Laws amended November 14, 1979.

Numbers of Directors from Each District:

- | | | | |
|------------------------|-----------|------------------------|----------------------|
| 1 Northwest | 1 West | 1 North Central | 2 Southwest |
| 2 Illinois | 1 Indiana | 2 Ohio | 1 Wisconsin-Michigan |
| 2 New York-New England | | 2 Pennsylvania & South | |

Amendment approved by the membership and By-Laws amended at the Annual Meeting, November 21, 1985:

The Indiana District shall be reduced to one (1) director and the Pennsylvania & South District be increased to two (2) directors. The districts shall be evaluated every six years. No more than two (2) directors may come from any one district.

Amendment approved by the membership and By-Laws amended at the Annual Meeting, November 15, 1994:

The Wisconsin-Michigan District shall be reduced to one (1) director and the Southwest District shall be increased to two (2) directors.

Amendment approved by the membership and By-Laws amended in Article VI Section 2 at the Annual Meeting, November 12, 2001:

Previous wording: All Directors shall be elected at the annual meeting of the members, and shall hold their offices until their successors are duly elected and qualified.

New approved wording: All Directors for districts not having an active state or regional Shropshire association shall be elected at the annual meeting of the members. A district which has an active, recognized Shropshire association may elect its director(s) through the association. All directors' terms shall begin at the time of the annual meeting of the members and continue until their successors are duly elected and qualified.

Amendment approved by the membership and By-Laws amended adding Article VI Section 2b at the Annual Meeting, August 13, 2002:

Directors missing two consecutive meetings of the board will be placed on probation. If a third meeting is missed, such director shall be expelled from the board.

Amendment to By Laws in Article 1 approved by the membership at a special meeting of the membership on June 20, 2008, changing the location of the principle office from Harvard, IL to "the city and state of the residence of the secretary-treasurer."