

ARTICLE ONE
NAME

1. Name: The association shall be known as and referred to herein as the North American BABYDOLL Southdown Sheep Association and Registry (NABSSAR).
2. Charter: The NABSSAR shall be a corporation under the laws of the state of Texas and function as a 501(3) non-profit association. The official certification of incorporation date is June 10, 2003.
3. Location: The principal and registered office of NABSSAR shall be located in Texas as per rules of incorporation in the State of Texas, but its members or officers may be residents of any state, territory or country, and business may be carried on at any place convenient to such members or officials as may be participating.
4. Mailing address of the association will be the incumbent Secretary and /or registrar.
5. Records will be housed as per rule governing incorporation in the State of Texas, but the association may have offices in any other state in the USA as needed.
6. The NABSSAR official website address is: <http://www.babydollsheep.org>

ARTICLE TWO
NONPROFIT CORPORATION

The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c) (3) for one or more purposes that are exempt under the Texas franchise tax. The incorporators have been authorized to execute these Articles of Incorporation by the consent of a majority of the members of the association.

1. All funds shall be used in accordance with our stated purpose and mission, as well as to continue the function of the Association.
2. The fiscal year shall run from January 1 to December 31.

ARTICLE THREE
DURATION

The Corporation shall continue in perpetuity.

ARTICLE FOUR
PURPOSE

The purposes for which the Corporation is organized:

1. To engage in the education, research, conservation, and the advancement of public awareness of the North American BABYDOLL Southdown breed of sheep.
2. To register and keep pedigree records of all animals that qualifies as a North American BABYDOLL Southdown Sheep.

3. To provide information about the North American BABYDOLL Southdown Sheep and their natural products.
4. To keep a breed standard which will serve to identify and register these individual sheep that qualifies as a North American BABYDOLL Southdown Sheep.
5. To promote interest in the North American BABYDOLL Southdown breed of sheep; whenever possible, in order to attract new breeders for the promotion and preservation and well being of the breed.
6. To provide agriculture education scholarships through charitable contributions and through the associations' proceeds.
7. To provide funds to various universities in the USA for research or studies of diseases affecting the ovine through charitable contributions and the association proceeds.

ARTICLE FIVE POWERS

Subject to the limitations in these Articles of Incorporation, the Corporation shall have the authority to take any action it deems to be necessary, appropriate, or convenient relating to the management of the Corporation, including, but not limited to, the powers to:

1. Have succession to its corporate name.
2. Make and alter bylaws.
3. Conduct affairs, carry on operations, and have officers anywhere in the United States of America, Canada, or Mexico.
4. Have and alter a corporate seal, and use the seal by causing it or a facsimile to be impressed on, affixed to, or reproduced in any manner on instruments required to be executed by the Corporation's officers.
5. Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, or otherwise deal in any interest in real or personal property wherever situated.
6. Borrow money on behalf of the Corporation from any person, firm, or corporation for any Corporation purpose. However, the Corporation shall not borrow money from an officer or director without the approval of the Board of Directors, not including the vote of any director who is involved in the transaction in a personal capacity.
7. Lend money for the purposes of the Corporation, invest and reinvest funds, and take and hold real and personal property as security for the payment of funds loaned or invested.
8. Make donations for the Scrapie Research, education assistance, scientific augmentation of the breed, or educational purposes.
9. Elect or appoint officers and agents for any period, define their duties, and fix their compensation.

10. Employ an attorney, investment adviser, accountant, broker, tax specialist, or any other agent, and pay reasonable compensation for all services performed by any of them as a Corporation expense.
11. Do all acts, take part in any proceedings, and exercise all rights and privileges, as could an absolute owner of Corporation property, subject to the limitations expressly stated in these Articles of Incorporation. The enumeration of powers in these Articles of Incorporation shall not limit the general or implied powers of the Corporation or any additional powers provided by law.

**ARTICLE SIX
RESTRICTIONS AND REQUIREMENTS**

The Corporation shall not pay dividends or other corporate income to its directors, officers, or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c) (3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.

7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

The Corporation shall make distributions at such times and in such manners as to avoid the tax under Internal Revenue Code. The Corporation shall not engage in any act of self-dealing. The Corporation shall not retain excess business holdings. The Corporation shall not make any investments that would subject it to the tax. The Corporation shall not make any taxable expenditure.

ARTICLE SEVEN MEMBERSHIP

The Association shall have six classes of memberships as provided in the bylaws of the Corporation. Privileges of an Adult, Life Time and Corporate Memberships: Members of the association are entitled to attend, speak during open forum and vote at the membership meetings of the association. Memberships shall be based on one membership one vote. In addition, members in good standing shall be kept informed of the activities, and be notified of all membership meetings, have annual reports, up-to-date bylaws made available to them by the web site for download.

Associate and junior memberships do not include the right to vote or speak at meetings.

Definition of Membership:

Active Member is one who owns a flock and breeds the North American BABYDOLL Southdown Sheep. Any BABYDOLL Southdown Sheep breeder may become an active member in NABSSAR by making application and paying membership fees.

1. Adult Member: Any one person over the age of 18 being a fulltime breeder and flock owner of the North American BABYDOLL Southdown Sheep is entitled to all privileges of full membership. The Adult Membership is entitled to one vote, and may hold office. Life Partners are encouraged to apply for the dual membership status. Dual Memberships are for domestic partners not business partners unless the business partner is the domestic partner.
2. Lifetime Member: Any one person or life partners over the age of 18 owning a flock and breeding the BABYDOLL Southdown Sheep wishing to belong to the association and pay for a fifteen (15)year membership.
3. Corporation Members: Any corporation breeding and owning a flock and active in the association may belong to the association with a designated liaison to have one membership/one vote. This membership is a ten (10)year membership.
4. Junior Member: Any person less then 21 years of age, who is actively enrolled in an agriculture-learning environment, may become a member in the NABSSAR. Junior members are not allowed to vote or hold an elective office, but upon turning 18 years of age may apply for Active Membership. Junior members must have a legal guardian or sponsor sign membership application.

What is an agriculture-learning environment? Any person(s) under the age of 21 participating in 4H, FFA, AG Program, College Ag Studies, or a working farm.

5. Associate: Any one person(s) over the age of 18 purchasing a North American BABYDOLL Southdown Sheep as a pet, for wool, or does not intend to breed. A flock owner-non breeding may belong to the association as a Associate member. Any one person(s) over the age of 18 who is a spinner, weaver, or interested in support of the association may join as an associate member.

Associate members do not have privileges as an active member.

6. Honorary Member: Any person, having made outstanding contributions to the North American BABYDOLL Southdown Sheep breed or financial contributions may, upon nomination and election by the Board become a Honorary member. As such, they shall not be entitled to the privileges and responsibilities of an active member including the holding of an elective office, the privileges of voting, the registration or transfer of sheep in NABSSAR. All money for membership as an Honorary Member minus (10%) ten- percent administrating expense will be deposited in the NABSSAR savings account for distribution to the Youth Scholarship fund and the Ovine Research Distribution. Any Lifetime Member retiring after 15 years of raising and breeding BABYDOLL South downs may become an Honorary Member. Any other person(s) creating sole proprietor associations for a miniature, novelty, "Babydoll", or BABYDOLL Southdown Sheep is not considered contributions to the NABSSAR; therefore does not qualify as a candidate for Honorary Member.

Membership Fees and Rules:

The Board shall set Annual membership fees for the above-established classes of memberships.

Each applicant shall apply on a form approved by the Board of Directors. By the signing of the application, the applicant agrees to abide by the By-Laws, Articles of Incorporation and the Code of Ethics of the NABSSAR.

No other member category may be added to these articles or changes made to requirements or qualification unless 2/3rds majority approve.

The Board may increase the fees for membership dues, registration or transfers to meet administration expenses.

Membership dues shall be payable on or before the first day of January of each year. A grace period of 60 days will be in effect; however, any fees after such time shall be considered late and a re-activation fee of \$5.00 shall apply along with normal fees for memberships. Members not up to date on membership dues may not cast a vote in a general election.

Termination of membership may also occur for failure to abide by the bylaws. Termination of a membership for violation of bylaws or code of ethics requires 2/3rds vote of the active members. However, the board may suspend a membership or

registration due to violation of bylaws or code of ethics for a period not more than (6) six months, thereafter, to continue the suspension the association shall put the continuation of suspension to a members vote.

ARTICLE EIGHT MEMBERSHIP MEETINGS

1. The Association shall meet once a year to elect officers and bring any other information before the board that needs addressing.
2. Members may inform Directors of any information that wish to see on the agenda and may speak at the meetings provided their names or placed on the schedule to speak other than during open forum at each meeting. Open forum each speaker is allowed five minutes. If a member wishes to address the meeting at open forum they must sign up before the meeting commences.
3. (RONR § 56, pp. 561-562): Article #8
Parliamentary Authority:” The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt."
4. The location of meeting may be by electronic means in the chat room for the NABSSAR private room or any other media the board chooses. Only members will be allowed to attend this meeting through invitation. Members not in good standing will not be allowed to attend.
5. Notice of Membership Meetings: Notice of meeting shall be in the group announcement page. Members are allowed to use the chat room at any time other than when a meeting is scheduled. Members using the room when a meeting is scheduled will be warned of the violation of 5.4, if at any time a member receives more than three warnings they will be dropped from the ability to enter the room.
6. Members must agree to abide by the rules governing the group site.
7. Members will be allowed to vote on issues such as health and standards, Officer or non appointed Committee positions, location of annual gathering, termination of another members privileges and any item presented to the members that involve members financial assistants such as cost of annual gathering, or a regional show as the host or sponsor.

VOTING

1. Voting shall not take place in the chat room where open forums exist except the normal closing to close a meeting, nominations, or any vote that privacy is not infringed upon. General Election of the board shall take place during the month of June.
2. The vote shall be conducted in a locked area on the association web site or by a sealed ballot through normal mail service, ballot through e-mail or facsimile provided the ballot has NABSSAR heading .

3. Ballots shall always be returned to the Secretary Office for tabulating.
4. The incumbent Secretary is responsible for counting votes.
5. Ballots may be posted on the web site for down load.

PROCEDURES for MOTIONS

A motion, properly seconded, must be submitted to NABSSAR Secretary or President to be initiated. Motion must include period for discussion and time for vote to be received and may be submitted by mail, e-mailed or faxed to the NABSSAR Secretary. Only the Secretary may receive votes for counting. Any other vote sent to any other board member is invalid.

1. The Secretary, on receiving the discussion on the pending motion, will compile all discussion and successive mailing.
2. Ballot to be returned to the Secretary regular mail, email, or faxed to Secretary.
3. The Secretary will count the votes, call, e-mail or mail the President with the outcome of the pending motion, and send notification of the vote to all Board Members in writing by regular mail, e-mail, or facsimile within 7 days of receiving the votes.
4. Votes by e-mail shall be returned to the official e-mail service for NABSSAR, and not any other board member or officer.
5. No discussion or votes will be considered if they are postmarked, e-mailed or faxed after the due date indicated on the discussion and ballot form.

How to Present for Board Discussion

1. State Subject with any significant information and details as necessary to explain the subject.
2. List debate either for or against.
3. Time period for debate. (Scheduled time periods.)
4. Time period vote to be returned. (See scheduled time periods.)

How to Respond to Board Discussion

1. State Subject
2. Respond to debate either for or against in period. (See scheduled time periods.)
3. Vote within time period. (See scheduled time periods.)

The Board may only table a subject presented twice and then a vote shall be taken on subject matter either for or against.

Scheduled Time Periods

1. In matters pertaining directly to the board. 7 days
2. In matters pertaining to memberships. 14 days
3. In matters pertaining to all other matter 20 days.

Example: A matter pertaining directly to the board shall have seven (7) days to debate and seven (7) days to return a vote.

ARTICLE NINE NABSSAR YOUTH SCHOLARSHIP

1. Money collected through Honorary Memberships is to be deposited in the NABSSAR savings account to be applied to the BABYDOLL Youth Scholarship Funds or Ovine Research Distribution minus administration cost.
2. We may accept donations or contributions for distributing as an agriculture scholarship.

The criteria for the NABSSAR Agriculture Scholarship Program is as follows:

Terms

Scholarship funds may only be used toward the student's tuition, books, and/or room and board by the institution. Scholarship recipients are not restricted from pursuing and accepting other forms of financial aid, assistantship, scholarships or tuition waiver.

1. At least a 2.5 GPA (grade point average) during senior year in school.
2. Must be accepted for enrollment at an accredited college, university or community college within the Boundaries of USA by May 15th of each calendar year.
3. Academic major must be agriculture related.
4. A typed essay (minimum 250 words) identifying the reason(s) you want to pursue a career in agriculture or agriculture related field.
5. Character (2 letters of reference).
6. Potential to make a significant contribution to society demonstrated by extracurricular activities (i.e. local 4-H, FFA, employment history, community, awards, etc.)
7. Goals & future plans.

The Scholarship Committee

A 5-panel committee chosen by the board will award the scholarships.
Dead Line for applying is April 30th of each year

**ARTICLE TEN
REGISTERED OFFICE AND AGENT**

Capitol Lien Records and Research, Inc. is the registered agent. Office located at:

2700 Pecan St. West
Suite 427
Pflugerville, Texas 78660

**ARTICLE ELEVEN
BOARD OF DIRECTORS**

The management of the affairs of the corporation is to be vested in its board of directors. The number of initial directors, which is a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below.

Name of Directors Street Address

- | | |
|---|---|
| 1. Dee Lott, President
1484 NW 475th Road
Holden, Missouri 64040 | 2. Kathy E. Hill, Secretary/ Treasury
22586 Trumbo Rd.
San Antonio, Texas 78264 |
| 3. Diane Puza Member at Large
226 Goede Road
Edgerton, Wisconsin 53534 | 4. Douglas B. Hill, Vice President
22586 Trumbo Rd.
San Antonio, Texas 78264 |
| 5. Teresa Mangrum, Member at Large
9304 E. Knoup Rd.
Rockcity, Illinois 61070 | 6. Don Lott, Member at Large
1484 NW 475th Road
Holden, Missouri 64040 |

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the bylaws. The initial Board shall consist of President, Vice President, Secretary/Treasury. By the signing of this document, there are six Board Members that include three officers and three association active members as Members at Large. The number of Members at Large may be increased or decreased by odd numbers. The number of officers may not be decreased to less than three. In electing directors, members shall not be permitted to cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates. The transfer of duties after an election shall take place within 30 days. All records, copies, and accounts to a newly selected Board member after elections, or the Board upon request of the Board. The Board shall meet once (1) a year, and the President may call

special meeting at any time to address immediate issue of concern. Any item to be placed on the agenda should be detailed to the Secretary (20) twenty days before the schedule meeting. The location of meeting shall be by electronic means, by telephone conference, or any other media the board chooses

Board of Directors Description of Positions
Duties of the Board
Parties Bound

The bylaws shall be binding upon and inure to the benefit of the directors, officers, committee members, members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the bylaws.

General management of NABSSAR shall be entrusted to the Board of Directors, Specific duties are not limited to, but shall include:

1. Reviewing NABSSAR finances at least twice a year,
2. Reporting NABSSAR finances to the general membership at least once each fiscal year,
3. Maintaining and allocation funds necessary operation of an effective organization, including, but not limited to, publishing a quarterly news journal (The Paddock), and providing breed information to the public.
4. Determining legitimate expenses for NABSSAR to incur cost for NABSSAR memberships, registrations and other activities to have a fee.
5. Appointing and supervising committees that serve the Board of Directors in general functioning of NABSSAR,
6. Designing, amending, passing and implementing policies to serve the needs of NABSSAR.
7. Maintaining a complete Board by replacing members who have resigned as soon as is practical.

In addition to the specific participation of the Board the following positions, have the duties and obligations of NABSSAR.

PRESIDENT

The President Shall:

The president shall be the chief executive officer of the Corporation. The president shall supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the members and of Directors. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the board has designated. However, the president may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the

Corporation by the Board, the bylaws, or statute. The president shall perform other duties prescribed by the Board and all duties incident to the office of president. The president shall not usurp the president position.

VICE PRESIDENT

The Vice President Shall:

When the president is absent, is unable to act, usurps the position, or refuses to act, a vice president shall perform the duties of the president. When a vice president acts in place of the president, the vice president shall have all the powers of and be subject to all the restrictions upon the president. If there is more than one vice president, the vice presidents shall act in place of the president in the order of the votes received when elected. A vice president shall perform other duties as assigned by the president or the Board.

TREASURER

The treasurer shall:

1. Have charge and custody of and be responsible for all funds and securities of the Corporation.
2. Receive and give receipts for moneys due and payable to the Corporation from any source.
3. Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the bylaws or as Advisor Council or president.
4. Write checks and disburse funds to discharge obligations of the Corporation.
5. Maintain the financial books and records of the Corporation.
6. Prepare financial reports at least annually.
7. Perform other duties as assigned by the president or by the Board.
8. Perform the entire duties incident to the office of treasurer.

SECRETARY

The Secretary shall:

1. Give all notices as provided in the bylaws or as required by law.
2. Take minutes of the meetings of the members and of the Board and keep the minutes as part of the corporate records.
3. Maintain custody of the corporate records and of the seal of the Corporation.
4. Affix the seal of the Corporation to all documents as authorized.
5. Keep a register of the mailing address of each members, officer, and employee of the Corporation.
6. Perform duties as assigned by the President or by the Board.

7. Perform all duties incident to the office of secretary.
8. Forward copies of all records that shall be housed in the state of Texas to the holder of records of the registered office.
9. The official vote tabulator.

REGISTRY

Duties of the Registrar:

The registrar is appointed by the Board and serves at the pleasure of the Board. The Registrar is not a Board Position. The Registrar may not hold a Board Position.

Keep complete and accurate records of registered BABYDOLL Sheep, including pedigree information and dates of transactions.

1. Provide annual report on number of sheep registered.
2. Provide copies of registrations of each sheep or transfer upon request to the Board.
3. Report annually on fees received, spent and transferred to the Treasurer.
4. Submit to the Health and Standards Committee request for registering non-registered sheep or questionable registrations before the granting of registration. This may include sheep from other registries.
5. Provide pedigrees to sheep owners at the Board Set price.
6. Transfer within 30 days, all records, copies, and accounts to a newly selected Registrar or the Board upon request of the Board.
7. The Board may opt to compensate the Registrar for time per registration completed.
8. The association may use outside sources or business to maintain registry and membership roles.

NABSSAR OPEN REGISTRY STANDARDS COMMITTEE

Duties of the NABSSAR Open Registry Standards Committee:

1. To receive all applications for sheep or lamb registration.
2. To view, and either accept or decline each application on the basis of the breed standard for registration.
3. To forward to registrar all eligible applicants.

NABSSAR MEMBERSHIP REGULATION AND REGISTRARTION RULES

See Web Site for Current ORSC Address

All applications for registry must go through the Open Registry Standards Committee for review before proceeding to the Registrar.

Open Registry Program:

It is understood that the animal in question must meet the Breed Standard as outlined in the NABSSAR HANDBOOK on registration rules.

WEB SITE COORDINATOR

1. The web site coordinator shall forward all materials to be uploaded to the association website to the webmaster, and or hosting company.
2. Run the photograph contest each year.
3. Coordinate with the Treasury all members who have paid for link to their web sites.
4. Correspond with all breeders who wishes to link to the Association web site.
5. The web coordinator is not a board member, but may serve on the board in another position or office of the board.
6. Any person agreeing to produce a product (logo, program, publication, website, etc.) for NABSSAR shall sign a statement that said product shall be the sole property of NABSSAR unless solely agreed to by the board.

WEBMASTER

1. Shall be nominated by the Members at Large after reviewing resumes, and approved by the Board.
2. Shall abide by all terms set forth in his/her agreement with NABSSAR.
3. Shall provide Vice-President and Secretary/Treasurer with current internet account information, including billing information and password(s).
4. Shall work with Vice-President and Secretary / Treasury to maintain website based on Board directives, including obtaining approval for new information.
5. Any person agreeing to produce a product (logo, program, publication, website, etc.) for NABSSAR shall sign a statement that said product shall be the sole property of NABSSAR unless solely agreed to by the board.

HISTORIAN

1. The Historian shall keep a running history of the organization.
2. The Historian is not a board member.
3. Should the Historian resign the history shall be turned over within thirty days to the replacement person.

COMMITTEES

Chair and Vice-Chair

One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be elected by the members of the committee. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

The Board of Directors may appoint or establish committees for the purpose of:

1. Amend the articles of incorporation.
2. Adopt a plan of merger or a plan of consolidation with another corporation.
3. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.
4. Authorize the voluntary dissolution of the Corporation if the Board has appointed the committee for the purpose of.
5. Revoke proceedings for the voluntary dissolution of the Corporation. A self appointed committee consisting of 2/3 rds majority to revoke the Boards' decision. The self appointed committee must present a valid petition to the Board in proper time and format.
6. Adopt a plan for the distribution of the assets of the Corporation.
7. Amend, alter, or repeal the bylaws.
8. Elect, appoint, or remove a member of a committee or a director or officer of the Corporation.
9. Take any action outside the scope of authority delegated to it by the Advisory Council or Regional Directors.
10. Take final action on a matter that requires the approval of the members.
11. To engage in verification of the typify of a BABYDOLL Southdown Sheep.

AUTHORIZATION of SPECIFIC COMMITTEES

There shall be the following committees: Nominating, Show Coordinating, Youth BABYDOLL Sheep Scholarship, Research Facilitator for the Research Distribution, and Open Registry Standards Committee, (ORSC). The Board shall define the activities and scope of authority of each committee by resolution.

TERM LIMITS of INTERIM DIRECTORS

The term limit of the initial board and or officers of the association shall run from June 10, 2003 until the first election in June the year 2004.

TERM LIMITS of DIRECTORS

1. Introduction: By Bylaws, NABSSAR is managed by its board consisting of a President, Vice President, Treasury/Secretary, and a odd number of members at large, if available. The President and Vice President shall be limited to two and three consecutive terms of office, after which he or she must sit out one complete term before running again.

President = three year terms and Vice President = two year terms.

2. Term Limits of Directors: Each Director elected to the Board shall be privileged to serve no more than two consecutive terms or any part thereof. Thereafter such Director shall not be eligible to be a candidate for the Board for a period of three years from the last day of the second term in which such Director served any part thereof.
3. The US, Canada and Mexico shall have odd increments of members at large. Canada and Mexico shall have one representative each, (if members exist from those countries). There will be two members at large appointed the first year from each section of the USA; thereafter, followed by election in for the first 5 elected members at large January 31, 2005, and 6 elected members at large for August 2005, subsequently.

The annual gathering can be held at individual farms and members attending will need to offset the cost. The member in charge of preparation for the next year gathering should be considered of cost and keep cost relatively moderate so it does not hinder attendance. In order that meetings are accessible to all members it would be the best interest of the association that meeting are held during the summer months when cold weather will not prevent travel, and lambing season has ended. This will also be a good time for members to show off their flocks by bringing pictures or videos.

TERM of OFFICE FOR COMMITTEES

Each member of a committee shall continue to serve on the committee until the next annual meeting of the members of the Corporation and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

ARTICLE TWELVE

Vacancies of the Association Board Member

Vacancies on A Board or Committee: Vacancies may occur during the term of an officer member by death, resignation, removal, disqualification, incapacitation, or by expansion of the Board.

Any director may resign at any time by giving written notice to the Board. The resignation of any director shall take effect upon receipt of the notice, or at such later date as shall be specified in such notice. The acceptance of such resignation shall not be necessary to make it effective.

Any director may be removed from the board for just cause by the affirmative vote of 2/3rds of the currently existing members of the Board. A person has the right to speak before the Board when membership is in jeopardy of terminations. Committee vacancies shall be filled within 60 days after the position becomes vacant if volunteer is available.

ARTICLE THIRTEEN MEMBER AT LARGE

Member at Large is a position held Member-at-Large

Principle Function

To serve on the Board as a representative of the membership-at-large.

Duties of a Member-at-Large

1. Votes on issues brought before the Board Specific Duties
2. Contributes to Board deliberations as appropriate
3. Serves on Committees
4. Completes special assignments made by the President

Membership Required: Yes

Length of Term: Two years

An elected Board Member-at-Large shall not serve more than two consecutive full terms.

ARTICLE FOURTEEN LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE FIFTEEN INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by or regardless of the provisions in the Act governing indemnification. As provided in the bylaws, the (Board of Directors or Officers shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

ARTICLE SIXTEEN CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**ARTICLE SEVENTEEN
INCORPORATOR**

Kathy Hill, Founder: NABSSAR,
Incorporator Address: 22586 Trumbo Rd. San Antonio, Texas 78264

**ARTICLE EIGHTEEN
ACTION BY WRITTEN CONSENT**

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.