

# Large Black Hog Association Association & Registry Bylaws

## Article I THE ASSOCIATION

1.1 NAME: The Nonprofit Unincorporated Association (as defined by the Texas Business Organizations Code) shall be known and referred to herein as Large Black Hog Association (LBHA).

1.2 CHARTER: LBHA shall be chartered as a nonprofit unincorporated association under the laws of the state of Texas.

1.3 LOCATION: The principal and registered office of LBHA shall be located at such place as most recently designated by the Board of Directors of LBHA.

1.4 PROPERTY: All intellectual and physical property of LBHA belongs exclusively to LBHA and not to any individual member.

1.5 ARTICLES OF ASSOCIATION: All Board Members shall be provided with copies of the Articles of Association and LBHA Bylaws.

1.6 SEAL & SYMBOL: The Seal and Symbol of the Association shall be in such forms as prescribed by the Board, and then only in the presence of the persons prescribed in the resolution, or, if no persons are prescribed, in the presence of the President and one other Director. The registrar is authorized to use the seal on all official registrations as per 6.14b and c.

1.7 GENERAL PROVISIONS: For the purposes of these bylaws when it is not specifically defined, a "majority" vote will be 60% or greater consensus. All Board of Director votes will be noted on the minutes of any and all meetings, and will become permanent record (and vote will be considered official) when said minutes are signed by the members of the Board who voted in favor of any successful (passed with majority) vote. Abstaining or opposing Board members do not need to sign the minutes.

## Article II PURPOSE AND GOALS

2.1 PURPOSE AND GOALS: The purpose of the association shall be to educate the public and LBHA members about Large Black Hogs, also known as English Large Blacks and Large Black Pigs and by several other names, and:

- a) To protect the genetic diversity of Large Black Hogs.
- b) To promote, market and educate the public and livestock producers about the unique beneficial characteristics of the Large Black Hog. The objective of the LBHA is to attract new and existing breeders to ensure the continued existence of the Large Black Hog in the United States of America.
- c) To register and keep pedigree records of all animals that qualify as Large Black Hogs according to the guidelines of LBHA.
- d) To provide technical support to a network of breeders to further their work in conserving the Large Black Hog.
- e) To maintain an internet website and a breeders directory (of breeders willing to be listed), available for interested people for the purposes of dissemination of information about Large Black Hogs.

### Article III FINANCES

3.1 FISCAL YEAR: The fiscal year of LBHA shall commence July 1 and end on June 30.

3.2 ESTABLISHMENT OF ACCOUNTS: LBHA bank account(s) (beyond those established under the authority of the LBHA Articles of Association) may be established by any LBHA officer, with prior approval (by majority vote) of the Board of Directors.

3.3 ACCOUNT DEPOSITS: All moneys, securities, and other valuables of LBHA shall be deposited in the name of Large Black Hog Association. Funds may be deposited into LBHA bank account(s) by the President, Vice President, Treasurer, Secretary, Registrar or one of the members of the Board. Records of all deposits must be delivered directly to the Treasurer for accounting purposes.

3.4 BANK ACCOUNT MAINTENANCE: Only the President, Treasurer and Registrar shall have full access to information about the LBHA bank account via its web site, or other available means. All account changes occurring after the establishment of initial accounts (under the authority established in the Articles of Association) require a majority vote approval by the board.

3.5 BANK WITHDRAWALS/SIGNATURE AUTHORITY: Funds may be withdrawn only for expenses approved by a majority (60%) of the Board either during the establishment of an annual budget and/or as needed. All funds shall be withdrawn only by check or order signed by one of the following: any Board member, the President, Vice president, Registrar or Secretary. Any officer or board member who will sign checks/orders must submit the required paperwork to the LBHA bank obtain signature authority on LBHA accounts. This includes but is not limited to personal photographs, signature cards, social security cards, copies of driver's licenses.

3.6 EXECUTION OF INSTRUMENTS: All instruments of assignment, transfer, conveyance, release, and contract involving the LBHA will require execution of the Board of Directors of LBHA and shall be signed by the authorized officer or agent designated by the Board. Contracts, documents, or any instruments in writing requiring the signature of the Association, shall be signed by the President and the Secretary of the Association. The Treasurer shall assume authority of signature if the Secretary resigns, has been suspended, or otherwise is unable to exercise his authority of signature. The Vice-President shall assume the authority of signature in the event the President resigns, is suspended, or is otherwise unable to fulfill the duties of his office. The President, with the approval of a minimum of 60% of the Board of Directors, shall have the right to appoint an officer, or officers, on behalf of the Association to sign specific contracts, documents, and instruments in writing, that are deemed necessary to conduct the business affairs of the Association.

3.7 ACCEPTANCE OF BEQUESTS, DEVICES AND DONATIONS: The President, or any other officer of the Board may:

a) Accept, on behalf of the LBHA, any and all unconditional, unrestricted and unencumbered bequests, devices, and donations of money, property, or

b) With the prior approval of 60% the Board, accept any other bequests, devices, or donations.

3.8 LIMITS ON EXPENDITURES: All expenditures of LBHA funds by any LBHA member shall require approval by a motion passed by the Board. Funds from LBHA to any payee will be disbursed directly by the Treasurer, and not from the Treasurer to

individual LBHA members, except in the case of reimbursement for expenses previously approved by the Board.

3.9 **BORROWING:** In order to carry out the purposes of the Association, the Board may, on behalf of LBHA, raise or secure the payment or repayment of money in the manner they decide. The Board, President, Vice President, Secretary or Treasurer shall assume no loan nor solicit any loan, indebtedness, or line of credit on behalf of the LBHA.

### 3.10 **INSPECTION OF ACCOUNTS:**

a) The financial accounts of the Associations shall be made available for inspection by members by appointment during normal working hours. Account summary information will be provided, and maintained, in an electronic format approved by 60% of the Board. All original statements, receipts, bills and invoices will be delivered to the Treasurer within 30 days of issue. Treasurer will facilitate member access to LBHA to financial records.

b) Any of the following LBHA entities have the right to request, at their own cost, a full auditing of the LBHA financial records, Board of Directors, President, Vice President, Secretary or Treasurer. The Audit will be conducted by an independent auditor who is beyond the realm of the business affairs of LBHA, or a member who is unrelated to any board or staff member. A copy of such audit shall be available to the members of LBHA within 30 days of issue, in electronic form.

## Article IV MEMBERSHIP

4.1 **PRIVILEGES OF MEMBERSHIP:** Membership in LBHA is and at all times shall be considered to be a privilege and not a right. Active members of the association are entitled to attend, speak, and vote at the membership meetings of the association. When the qualification for one membership has been met by more than one person (family, corporation, farm, partnership, or any other entity), all persons involved in meeting that qualification may attend and speak at the membership meeting, however, that membership shall have one vote. In addition, members in good standing shall be kept informed of the corporation's activities, shall be notified of all membership meetings, shall have annual reports, and up-to-date copies of the bylaws made available to them. All financial reports and books of the association may be inspected by any member of the association at any reasonable time, with the exception of matters relating to the hiring, firing, discipline of personnel, or personnel records.

4.2 DEFINITION OF MEMBERSHIP: Anyone may become a member in some form by presenting an application with required dues to the Secretary/Treasurer.

a) ACTIVE MEMBER: Any person, family or corporation located in North America who owns and breeds Large Black Hogs is eligible to become an Active Member of LBHA. Additionally, any person who is 18 years of age or older, family or corporation located in North America who manages and breeds Large Black Hogs is also eligible. Individuals/entities are eligible for membership if they do not own the hogs being managed, yet make all management decisions regarding the herd as a whole as well as the individual hogs. This only applies if non-owning members live in the vicinity of the herd being managed, visit the herd at least twice a week, are responsible for all decisions made regarding breeding and herd management, and are responsible for all registrations and herd data submitted to LBHA as required in the bylaws. Active Members must be current in their membership (in good standing) to be eligible to vote and/or hold elective office, and/or to register Large Black Hogs with LBHA.

b) ASSOCIATE MEMBER: Any person, family or corporation interested in the promotion of Large Black Hogs may become an associate member of LBHA, and as such is entitled to all privileges of full membership except that they shall have no vote, nor shall they be eligible to hold elective office, nor shall they be eligible to register Large Black Hogs with LBHA.

c) HONORARY MEMBER: Any person having made outstanding contributions to the establishment of the Large Black Hog breed in North America, upon nomination and election by the Board, may become an honorary member. As such they shall not be entitled to the privileges and responsibilities of active members including the holding of elective office nor the privilege of vote.

d) The Board of Directors may, at its discretion, establish other classes of membership.

4.3 MEMBERS IN GOOD STANDING: A member in good standing is one who has paid the current membership dues and is not under suspension or expulsion by LBHA. A member ceases to be in good standing upon failure to pay the annual membership and/or levy, and/or dues, or any subscription of indebtedness due to LBHA. The Board may cause the name of such a member to be removed from the register of Members. Such a member may be readmitted to the membership by the Board upon receiving such funds as they may consider reasonable and necessary or had their suspension or expulsion satisfactorily dealt with.

4.4 MEMBERSHIP FEES AND DUES: Annual membership fees for the above established classes of membership shall be set at the discretion of the Board of Directors. The Board may vote by majority of 60% of the Board to accept service(s) to

the Association in lieu of annual membership or Life membership. Hardship provisions could be made for current members who are having difficulty covering the fees. Waivers or reductions of fees based on hardship are approved (by 60% majority vote) on a case-by-case basis by the Board of Directors. Dues are not refundable for any reason.

Current fees are as follows;

- Individual animal registration, \$5.00 USD ***plus a board added fee of \$5 added 8/2009. David Dalan, Secretary***
- Individual litter registration (requires active membership and registration of Dam and Sire), \$7.00 USD
- Annual Membership, \$20.00 USD
- Lifetime Membership, \$200.00 USD

4.5 EFFECTIVE DATE OF MEMBERSHIP: Annual membership shall begin on the date the Secretary or other designated agent confirms all necessary member information has been obtained and membership payment made. At the time of adoption of this clause all existing members are considered to have an effective date of membership on the 1st of the month they joined the LBHA.

4.6 TERMINATION OF MEMBERSHIP: Annual membership shall terminate at midnight on the calendar anniversary of the member's effective date of membership. A grace period of 45 days shall be in effect, allowing such time for members to send in membership dues. Members not paid within the grace period are removed from the active membership of the LBHA until dues are paid. Regardless of when dues are paid the member's effective date of membership will not change.

4.7 SUSPENSION: Subject to review and approval by a majority of 60% of the Board, the Secretary may be directed by the Board to suspend a member, or deny membership to a person applying for membership when such a member, or applicant for membership, has failed to fulfill financial obligations, or practice procedures that contradict or are in conflict with the Bylaws of the Association.

4.8 EXPULSION: Members, whose conduct is considered by the Board to be contrary to the stated purposes or detrimental to the interest of LBHA, shall be asked by the Board to explain or justify their actions within a given period of thirty (30) days. If the member(s) are unwilling or are unable to do so, the Board shall:

a) Review the matter and with the approval of a 60% majority of board members voting, give notice to the member 1) asking him/her to resign; or 2) of his/her expulsion. A brief statement of the reason or reasons for the purpose of expulsion shall be given to the member(s). A statement of these reason(s) shall be available to the membership upon request.

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b) Give notice of motion of appeal by member to be considered at the next General Meeting, requesting review of their expulsion from LBHA. A written appeal by the expelled member may be made as a motion. The member(s) concerned shall be given an opportunity to explain their position at the meeting at which the motion of appeal reviewing their expulsion is considered. Approval of expulsion by the general membership shall require 50% of votes cast, and the result of the vote shall be the final decision.

#### 4.9 REPEAL OR REPRIMAND:

a) Members that have been asked to resign or have been expelled may, after a period of one year, make application in writing to the Secretary requesting to become a member. The Board may approve acceptance of the applicant with a 60% majority of the votes cast.

b) Notwithstanding Bylaws 4.7 and 4.8, the Board of Directors may deem it more appropriate to reprimand, or otherwise deal with any member whose actions discredit the Association or its members.

### Article V MEMBERSHIP MEETINGS

5.1 ANNUAL MEMBERSHIP MEETING: The members of LBHA shall meet annually at such time and place as designated by the Board of Directors.

5.2 PURPOSE OF MEETING: The Annual Membership Meeting is held for the purpose of announcing the nominations of Board members, for hearing the report of officers of the Board, for the consideration of bylaws changes, and for the transaction of any other business which may properly come before the meeting.

5.3 GENERAL NOTICE OF MEMBERSHIP MEETINGS: Written notice of the time and place of the membership meetings shall be mailed or emailed to the members and be postmarked at least 60 days prior to such meetings. Upon request, an agenda of the meeting, any ballots to be used, and any proposed changes to the bylaws shall be furnished to any member.

5.4 VOTING: Voting on issues addressed at membership meetings shall be conducted by e-mail ballot. No more than 30 days after the Annual Membership Meeting the Secretary of the Association shall mail the ballots to each active member.

Results of the balloting shall be counted by the Vice President and shall be kept in his or her custody for a period of one year. During this time the votes are subject to inspection at reasonable times by any Active member of the Association. Following the vote, the voting records are to be sent to the Secretary (see 6.12 g). The membership shall be promptly notified of the results of such balloting via e-mail. The act of the majority of those voting shall be considered an act of the membership of the association, except when a two-thirds majority of the eligible membership is called for in these bylaws.

5.5 SPECIAL MEETINGS: Such meetings other than the above-mentioned Annual Membership meeting may be called only to discuss issues and for educational and promotional purposes. Special meetings may be called by the President or by petition by a minimum of 40% of the active membership. Written notice of the time and place of the special meeting shall be e-mailed to the members at least 60 days prior to such meetings.

5.6 Quorum: The members present at any properly announced meeting shall constitute a quorum.

## Article VI BOARD OF DIRECTORS

**Text added during inaugural meeting, where Bylaws and Articles were adopted. "...all officers be considered board members for the purpose of voting. Officers will have the same voting rights and obligations as other board members under the current Bylaws and Articles of Association." Statement was unanimously adopted by the originating board.**

6.1 AUTHORITY: The Board of Directors of LBHA shall be the governing board of LBHA and shall have ultimate authority over and responsibility for all association expenses, properties, funds, and debts. The Board of Directors shall have authority over day to day policy decisions. The board will consult with the membership on major policy initiatives.

6.2 DELEGATION OF AUTHORITY: Members, staff, directors, officers and others may act in the name of LBHA only when specifically authorized to do so by the Board.

6.3 NUMBER OF DIRECTORS: The Board of Directors shall consist of not less than three and not more than nine members at the discretion of the existing Board, subject to Article 6.8.

6.4 DUAL OCCUPANCY OF DIRECTOR POSITIONS: Individual Board member positions may be held by up to two individuals including but not limited to Spouses,



Siblings, Business Partners, and Friends. Such dual occupancy still operates as a single position and will have a single vote on the board. Such dual occupancy positions must agree on all votes cast by that position. Any failure to reach timely consensus by a dual occupancy board, during a board vote, by the dual position will be noted as "Abstained" on the official minutes.

**NOTE: As organized under the state of TX, the Board must have three members a President and a Secretary, and the President and Secretary may not be the same person – 2/2010, David Dalan, Secretary**

#### 6.5 TERMS OF DIRECTORS:

- a) Directors shall serve a term of 2 years, subject to Article 6.6a. Officers, including the President, Vice President, Secretary and Treasurer shall serve a term of 3 years, subject to Article 6.6a.
- b) The President and Treasurer shall be elected in the same years (2015, 2018, etc.) subject to Article 6.4d.
- c) The Vice President shall be elected in 2016, 2019, etc.
- d) The Secretary shall be elected in 2014, 2017, etc. In the event that the Secretary and Treasurer are combined into one position, that position shall be elected in 2009, 2012, etc.
- e) Elections of Directors shall occur, subject to Article 6.8, provided that no more than two Board Members are elected in one calendar year.
- f) Board Members may hold the same elected position for no more than 2 consecutive terms. Board Members may hold other positions alternately.
- g) The position of Registrar, which is not an elected position, may serve a term of 4 years or longer, at the discretion of the Board.
- h) Permission is granted for the Board of Directors to implement the staggering structure as defined in the bylaws Article VI. The Board are authorized by the membership to extend the terms of incumbents the minimum necessary length of time to ensure the correct staggering of positions. The Board are granted this exception with the understanding that the plan is initiated in 2011 and the membership informed of the resolution once it has been agreed.

6.6 MANNER OF ELECTIONS: The Board of Directors shall have the discretion to declare districts within the territory covered which shall promote a fair and reasonable representation of the membership.

a) In any election of directors, a majority of all votes cast shall not be required to elect directors, but the requisite number of persons receiving the highest number of votes be declared elected. In the case of a tie for first place, a run-off election shall be held among those receiving the tie vote.

b) Nominations of candidates shall be considered valid when written nomination is received from any Active Member via email or postal mail no less than 30 days prior to the current year election.

c) The Secretary of the Association shall mail a ballot for election of Directors to each active member no less than 30 days prior to the annual elections. No ballot shall be counted as valid unless such ballot shall have been postmarked prior to midnight of the designated election deadline. Results of the election shall be announced in the next newsletter, which shall be mailed to all active members.

d) No family, business partnership or farm may be represented more than once at any one time on the Board of Directors. If a second member of a family, business partnership or farm is nominated during the term of the first member, the second member's nomination must be removed. All Board Members shall be voting members in good standing with LBHA, and must have been a member of LBHA for a minimum of one year, must keep and breed Large Black Hogs, and must be current in the registration of their Large Black Hogs. Members with tenure of less than one year may serve if there are not enough willing/able members with one or more years of active membership. If there are any willing members with the appropriate tenure, short term members may not be elected to the board.

6.7 VACANCIES ON THE BOARD: Vacancies may occur during the term of a Board member by death, resignation, removal, disqualification, incapacitation, or by expansion of the Board at the discretion of the Board.

a) Any director may resign at any time by giving written notice to the Board through the President. 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.

b) Any director may be removed from the Board for just cause by the affirmative vote of 60% of the currently existing members of the Board. Any director shall have the right to speak on his/her own behalf before a vote and removal by the Board.

c) In the event such a vacancy does occur, the office, with the exception of the President, shall be filled at the time of the next Board meeting. In the event of a vacancy by the President, the Vice President shall assume the Presidency, and the position of Vice President shall be filled at the next Board Meeting. The assumed position of any office shall be for the remaining term length. Board vacancies shall be filled within 30 days after the position becomes vacant. Vacancies among directors shall be appointed by the Board of Directors for the remaining length of term vacated.

6.8 ELECTION OF BOARD OFFICERS: The Officers on the Board of Directors shall be elected for a 3-year term.

6.9 COMPOSITION AND DUTIES OF BOARD OFFICERS: The officers of the Board shall be President, Vice President, Secretary and Treasurer. The number of additional Board Members shall be determined according to the total number of members. Three Board Members, including officers, shall serve up to 35 total members. Five Board Members, including officers, shall serve from 36 to 60 total members. Nine Board Members, including officers, shall serve 100 or more total members. The Secretary and Treasurer positions may be combined into one position, at the discretion of the Board. If combined, the Secretary/Treasurer shall have no more than one vote at any meeting.

a) The Board of Directors shall be responsible for the management and administration of LBHA in all respects and for all purposes. The Board of Directors shall have the power to conduct the business of the organization except that which is retained by the membership as provided by these bylaws.

b) The Board of Directors shall be responsible for adoption of the annual budget.

6.10 PRESIDENT DUTIES: The President shall be the chief officer of LBHA and shall perform the duties of general supervision of the business and affairs of LBHA. (S)he shall preside at all meetings of the Board, and of the membership. (S)he shall be responsible for maintaining good public relations with the community. (S)he shall sign in the name of the corporation all documents or instruments which are necessary and proper to be executed in the course of the corporation's business. (S)he shall be an ex-officio participant of all committees appointed by the Board.

a) (S)he shall supply the Secretary with correspondence to the general membership and members of the Board, members of the Executive Committee, and to other persons, groups, or organizations, as required.

b) (S)he shall review and approve all correspondence from the Secretary to the general membership, Board, the Executive Committee, and members of other committees; and

c) (S)he shall ensure that all policies and actions approved by the Board and by the General Assembly are properly implemented.

6.11 VICE PRESIDENT DUTIES: The Vice President shall, in the absence of the President, act in the capacity of the President, and shall serve as assistant to the President in his or her efforts for the good of the organization. The Vice President shall assume the office of the President in the event of resignation, disability, or death of the President.

6.12 SECRETARY DUTIES: The Secretary is subject to the ultimate will of the Board and in compliance with the provisions of the bylaws:

a) (S)he shall record the accurate minutes of all board and membership meetings. If a meeting goes into closed session to deal with matters of personnel, the secretary shall not take minutes except as shall be ordered by the Board.

b) (S)he shall be responsible for sending to directors and appointed officers any notices of meeting or letters of appointment.

c) (S)he shall ensure that the members of the board receive a copy of the minutes within 10 days of the meeting.

d) (S)he shall be responsible for maintaining all official documents, minute books, and such other matters entrusted to the secretary's keeping.

e) (S)he shall see that all such documents are kept under proper care and safekeeping.

f) (S)he shall ensure that a register containing the names and addresses of all members is being properly kept and maintained by the Board.

g) (S)he shall record and keep a permanent file of any letter ballots received from the general membership. (S)he shall perform such other activities as may be set by the Board.

6.13 TREASURER DUTIES: The Treasurer of the Board shall:

a) (S)he shall be responsible for the financial administrative policies established by the Board and shall perform the duties of supervision over the responsibility for the funds, securities, receipts, and disbursements of the corporation. (S)he shall be responsible for the collection of dues and for the receipt and deposit of financial contributions and income into accounts at such banks and financial institutions as the Board of Directors shall direct.

b) (S)he shall be responsible for bringing any questionable expenditure to the attention of the Board in a timely manner and shall see that a timely record of the financial activity of LBHA be properly preserved.

c) (S)he shall be empowered (without regard to the will of the Board or the members) to require from any director, officer, staff worker, or associate of LBHA any financial documents, reports, or statements giving such true information as may be necessary with respect to any and all financial transactions of or with the corporation.

d) (S)he shall keep records of all dues paid by members of LBHA.

e) (S)he shall keep record of all contributions and donations to LBHA.

f) (S)he shall deposit all monies received in a chartered bank or a credit union and make payment on this bank for all approved expenses by LBHA.

g) (S)he shall maintain full and accurate books of the accounts and of all financial transactions of LBHA.

h) (S)he shall report to each regular meeting of the Board of the financial accounts of LBHA.

i) (S)he shall submit a yearly budget for adoption by the board of directors, at such time as the board of directors shall direct.

j) (S)he shall present a financial report at the Annual General Meeting, and any consequent recommendations for changes in fees paid by members.

k) (S)he shall file all reports and forms required to retain the nonprofit status of LBHA.

l) Upon completion of his/her term, and within two weeks after the announcement of the newly-elected or appointed Treasurer, (s)he shall assist in the transaction of all aspects and affairs of business conducted on behalf of LBHA, and present the incoming Treasurer with all legal documents, all records, and audited reports to the end of the last fiscal year, and an up-to-date record of all assets and liabilities which shall include any uncollected revenues and accounts outstanding, and to this effect, make a written record of this transaction, signed and dated by him/her. The incoming Treasurer shall also sign this record of transaction which shall attest to his/her approval and acceptance. A copy of this record of transaction shall be sent to the President.

6.14 REGISTRAR DUTES: The Registrar is not an elected position and shall be appointed by the Board of Directors and shall have no voting power unless the member appointed has existing voting rights. The Registrar shall attend all board meetings. The position of Registrar may be held by an existing Board member, at the discretion of the Board.

a) The Board shall have the authority to adopt and amend the duties of the Registrar.

b) The Registrar shall have custody of the Corporate Seal and the Pedigree Computer Program.

c) The Registrar shall have the right and obligation to affix the Corporate Seal to all Registrations issued by LBHA.

d) The registrar shall generate an updated electronic backup of the registry annually. One copy of the backup shall be distributed to each member (or just the president) of the board at the annual meeting to be stored in a different location than the working copy.

- e) The registrar shall keep all written registration records for a period no less than seven years.
- f) The length of term of the Registrar shall be determined by the Board of Directors.
- g) Upon completion of his/her term, and within two weeks after the announcement of the newly appointed Registrar, (s)he shall assist in the transaction of all aspects and affairs of business conducted on behalf of LBHA, and present the incoming Registrar with all files, records and photographs submitted to the Registrar during his/her term, the Corporate Seal, and all files backed up on disk of the pedigree program, and to this effect, make a written record of this transaction, signed and dated by him/her. The incoming Registrar shall also sign this record of transactions which shall attest to his/her approval and acceptance. A copy of this record of transaction shall be sent to the President.

6.15 SUBORDINATE AGENTS AND ADVISORS TO THE BOARD: The Board may appoint such other agents and advisors to the Board as it may deem necessary or advisable. The appointments shall be for such period and with such authority, and for such compensation and duties as the Board may determine. Such agents and advisors may not be Board members but may be required to participate in board meetings.

6.16 COMPENSATION: Board Members, President, Vice President, Secretary, Treasurer and Registrar as well as general members shall serve without compensation except that they may be reimbursed for actual expenses incurred in the performance of duties as a director or officer of LBHA if such expenditure has been approved in advance by the Board either via annual budgeting and/or on an as needed basis.

## Article VII BOARD MEETINGS

7.1 BOARD MEETINGS are held for the purpose of conducting corporate business and shall be held once every three months. Board meetings may be held by personal attendance of the Board members and/or by participation via conference call or electronic media. The time of the meetings shall be set by the President with the approval of the Board.

7.2 GENERAL NOTICE OF THE UPCOMING BOARD MEETINGS: Written notice of the time and place of the next board meeting will be determined at each board meeting, with the agenda to be sent out two weeks before the meeting.

7.3 EMERGENCY MEETINGS: If an emergency meeting of the board must be called, all members of the board must be notified with at least 48 hours notice, and no bylaws may be changed, added or removed at any emergency meeting.

7.4 ABSENTEE BALLOTS: Absentee ballots shall be emailed to all Board Members prior to or within a week after a Board Meeting, which the Secretary and President will keep copies for LBHA records.

7.5 ONLY BOARD MEMBERS may vote at any Board Meeting. The act of a minimum of 60% of the votes cast shall be considered an act of the Board, subject to Articles 6.6 and 10.2.

7.6 BOARD MEETINGS: Due to the method of holding LBHA Board Meetings via conference call, members of the Association or the general public may not attend meetings of the Board of LBHA. However, in order to address the board or to comment to the Board, members may submit in writing their request to any and all Board Members. Copies shall be distributed to all Board Members before the meeting and the request shall be addressed. The issue, resolved or not, shall be reported to the member. All issues not of a sensitive nature shall be mentioned in the published minutes, which shall be posted in each newsletter.

7.7 CLOSED SESSIONS OF THE BOARD: The Board shall go into closed session to deal with fiscal or personnel matters. The Board may exclude any non-board member during closed sessions.

7.8 ATTENDANCE BY BOARD MEMBERS AT BOARD MEETINGS: Absence of any Board member from three consecutive meetings shall be grounds for the removal action on the part of the Board. Extenuating circumstances shall be given consideration. Prior notification of any absence shall be favorably noted.

7.9 CONDUCTING BOARD MEETINGS: All meetings of the Board shall be conducted by the President or Vice President, or in the absence of both of the officers, by a member elected by the Board. These meetings shall be conducted in accordance with the latest revised edition of Robert's Rules of Order except as otherwise specified in these bylaws.

7.10 Quorum: A quorum must be attended by at least 60% of board members for business transactions to take place and motions to pass.



Article VIII  
COMMITTEES OF THE BOARD

8.1 EXECUTIVE COMMITTEE: The executive committee consists of all officers of the Board. The President shall act as chair of the meetings of this committee.

8.2 ESTABLISHMENT OF COMMITTEES: The Board may establish committees to perform such duties and to have such powers as may be set by the Board, and these committees shall assist the Board with specialized tasks delegated to the committees. The role of the committees shall be of an advisory and assisting nature. Each committee may make its own rules of governing the conduct of its activities, provided they are in compliance with the wishes of the Board. Committees shall have no authority to exercise control over the daily management or operation of the corporation. The Board shall directly oversee all committees. Committees shall act through the authority of the Board in compliance with the bylaws. At least one Board member may serve on each committee. All committees shall be appointed, dismissed, or restructured individually by the President with the approval of the Board. Any Committee member may resign at any time, giving written notice to the Board. The acceptance of the resignation shall not be necessary to make it effective. The President, with the approval of the Board, shall have the power to change the membership of any committee, to fill vacancies, and to discharge any member of any committee.

Article IX  
REGISTRY

9.1 LARGE BLACK HOG BREED STANDARD: The Board shall have the authority to adopt and amend the "standard of type" which shall be presented to the membership in the form of an LBHA Breed Description.

9.2 BREEDER OBLIGATIONS AND CODE OF ETHICS: Breeders are obligated to keep accurate records, to refrain from the introduction of other breeds of pigs or hogs to be presented for Registration or Progeny Testing, to practice honesty in all its forms in dealing with genetics of one's herd of Large Black Hogs and in dealing with the public and potential purchasers of one's stock, to conduct oneself with dignity and honesty at any breed organization public function in such a manner that enhances the image of Large Black Hogs. Breeders are obligated to register their litters or submit a birth notification within 90 days of farrowing, and/or to register their eligible Large Black Hogs with LBHA prior to sale, prior to use in breeding. Birth Notifications shall be filed with the LBHA Registrar for the purposes of adding information into the registry database. If they opt for a birth notification, Birth Notifications shall be free of charge to the breeder. As such time that the pigs would be bred or sold, an application for registration shall be filed and the adult hog registration fee would apply. All breeders shall be required to

supply a signed Application for Registration with the sale of any hog that has not been previously registered.

9.3 OFFENSES AND PENALTIES: Registration or transfer of ownership of an Large Black Hog is made on the understanding that the particulars given on the application are correct. If it is subsequently discovered that the particulars given are incorrect or fraudulent, the registration or transfer shall be suspended. LBHA reserves the right to inspect all breeding and registration records of active LBHA members. Pedigrees recorded incorrectly may be canceled and re-recorded by the owner or by the Registrar at the expense of the original applicant for registration or transfer, but it is understood that neither this Association nor the Registrar shall be held responsible for any loss or damage that may be sustained through suspension, cancellation, or corrections of any registration or transfer.

#### Article X BYLAW AMENDMENTS

10.1 PROPOSED BYLAW AMENDMENTS: Proposed bylaw changes may be initiated by the Board or by petition to the Annual Membership Meeting, signed by not less than 25% of the members of the Association.

10.2 BYLAW AMENDMENTS: The bylaws, which are major policy statements of the organization, can be changed only by a vote of 66% of the Active membership.

**These Bylaws are hereby adopted, effective as of the   2nd   Day of the Month of   February   in the year   2010**