

**LARGE BLACK HOG ASSOCIATION,
A Texas Nonprofit Corporation**

AMENDED AND RESTATED BYLAWS

**Article I
Office & Registered Agent**

1.1 Principal Office. The principal place of business of the Large Black Hog Association (the “Corporation” or “LBHA” or “Association”) is located at 31 Dusty Rd, Huntsville, TX 77320-0577. The Corporation may have such other offices, either within or without the State of Texas, as the Board may determine or as the affairs of the Corporation may require from time to time.

1.2 Registered Office and Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is the Corporation’s registered office, as required by the Texas Business Organizations Code.

- (a) Acceptance of Appointment. The Registered Agent shall provide written Consent to Serve as Registered Agent pursuant to Texas Business Organizations Code §5.201(b). The written consent shall be maintained in the records of the Corporation.
- (b) Registered Office. The registered office may, but need not, be identical to the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board in accordance with applicable law.

**Article II
Purpose**

2.1 Nonprofit Purpose. This Corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Texas Business Organizations Code for the purposes set forth in Internal Revenue Code section 501(c)(5) or the corresponding provision of any future United States internal revenue law. Within the context of these general purposes, the Corporation’s specific purposes shall be to: (i) educate the public and LBHA members about Large Black Hogs, also known as English Large Black and Large Black Pigs and by several other names; (ii) protect the genetic diversity of Large Black Hogs; (iii) promote, market and educate the public and livestock producers about the unique beneficial characteristics of the Large Black Hog; (iv) register and keep pedigree records of all animals that qualify as Large Black Hogs according to the guidelines of LBHA; (v) provide technical support to a network of breeders to further their work in conserving the Large Black Hog; and (vi) 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. Notwithstanding any other provision in these Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purpose of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(5) or the corresponding provision of any future United States internal revenue law.

2.2 Dedication of Property.

- a) All corporate property is irrevocably dedicated to the purposes set forth in section 2.1. No part of the net earnings of this Corporation shall inure to the benefit of any of its directors, trustees, officers, or members, or to the benefit of any private person except

as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by the Corporation for the accomplishment of its purposes.

b) On the winding up and dissolution of this Corporation, after paying or adequately providing for the debts, obligations and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to nonprofit funds, foundations or corporations which have established their tax-exempt status under Internal Revenue Code sections 501(c)(3) or 501(c)(5), or the corresponding provision of any future United States internal revenue law, and which have their principal area of activities in the State of Texas.

Article III **Construction**

3.1 Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Texas Business Organizations Code shall govern the construction of these Bylaws.

3.2 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 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 IV **Finances**

4.1 Fiscal Year: The fiscal year of LBHA shall commence January 1 and end on December 31.

4.2 Establishment of Accounts: LBHA bank account(s) (beyond those established under the authority of the LBHA Certificate of Formation) may be established by any LBHA officer, with prior approval (by majority vote) of the Board of Directors.

4.3 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, and Treasurer or one of the members of the Board. Records of all deposits must be delivered directly to the Treasurer for accounting purposes.

4.4 Bank Account Maintenance: Only the President, Treasurer and Vice President 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 Certificate of Formation) require a majority vote approval by the Board of Directors.

4.5 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: the President, Vice president, or Treasurer. Any officer 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.

4.6 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. For the avoidance of doubt, this Section 4.6 also contemplates the authority to use electronic BillPay provided by the Corporation's Bank (this may take the form an EFT transaction or a physical check send by the Corporation's Bank at the direction of the authorized officer of the Corporation).

4.7 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.

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

4.9 Borrowing: 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.

4.10 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 V
Membership

5.1 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.

5.2 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.

5.3 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.

5.4 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. 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.

5.5 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.

5.6 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.

5.7 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.

5.8 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.

And can follow with

b) Give notice of motion of appeal by member to be considered at the next Board 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.

5.9 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 the foregoing, 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 VI
Membership Meetings

6.1 Annual Membership Meeting: The members of LBHA shall meet annually at such time and place as designated by the Board of Directors.

6.2 Purpose of Meeting: The Annual Membership Meeting is held for the purpose of announcing electing 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.

6.3 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.

6.4 Voting: Voting on issues addressed at membership meetings shall be conducted by paper or e-mail ballot or such other method that the Board may approve. 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. 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.

6.5 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.

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

Article VII **Board of Directors & Officers**

7.1 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 will consult with the membership on major policy initiatives.

7.2 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.

7.3 Number of Directors: The Board of Directors shall consist of nine members divided into Classes as set forth herein below. Members of the Board shall stand for election in accordance with Section 7.4 hereof.

7.4 Terms of Directors: Directors shall serve terms in accordance with their respective Classes. Directors shall be divided with respect to the time for which they hold office into three classes, as equal in number as possible and designated Class I, Class II, and Class III. The initial division of the Board into classes shall be made by the Board. The term of the initial Class I Directors shall expire at the first annual meeting of the members (the "Annual Meeting") and thereafter Class I directors shall serve for a term of 3 years; the term of the initial Class II Directors shall expire at the second Annual Meeting and thereafter Class II directors shall serve for a term of 3 years; and the term of the initial Class III Directors shall expire at the third Annual Meeting and thereafter Class III directors shall serve for a term of 3 years. If the number of directors is changed, any increase or decrease shall be apportioned by the Board among the classes to maintain the number of directors in each class as equal as possible, but in no case will a

decrease in the number of directors shorten the term of any incumbent director. Notwithstanding the forgoing, a director shall continue to hold office until his or her successor has been elected and qualified or until the director's earlier death, resignation, retirement, disqualification, or removal.

7.5 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 are received from any Active Member via email or postal mail not later than 15 days after the notice date of the Annual Meeting.

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.

7.6 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.

7.7 Election of Officers: Officers shall be elected for a 1-year term. Officers shall be nominated and elected by the Board of Directors.

7.8 Composition and Duties of Officers: The officers of the Corporation shall be President, Vice President, Secretary and Treasurer (collectively, "Officers") who duties and responsibilities are described herein below.

7.9 President Duties: The President shall be the Chief Executive Officer of the LBHA and shall preside at all meetings of all directors and members. The President shall, with the advice of the Board and in accordance with the requirements of these Bylaws, set the agenda for each meeting of the Board. Such officer shall also see that all orders and resolutions of the board are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the President, or on any other officers of the Corporation. The President shall execute bonds, mortgages and other instruments requiring a seal, in the name of the Corporation, including but not limited to all contracts between the Corporation and Third Parties. The President shall serve as an ex officio member of all standing committees, unless otherwise provided by the Board or these Bylaws. The President will perform all other duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board. Further, the President shall be the public face of LBHA and shall be responsible for maintaining good public relations with the community. For the avoidance of doubt, the President shall also sign in the name of the corporation all other documents or instruments which are necessary and proper to be executed in the course of the Corporation's day-to-day business. Lastly, the President shall:

- 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; and
- 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 membership are properly implemented.

7.10 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.

7.11 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.

7.12 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 be responsible for conducting quarterly audits of the Registrar's books of account ensuring that the registry is accurate and that all fees due have been paid.

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

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

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

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

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

m) 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.

7.13 Registrar Duties: 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 Registrar must make all registration records available to the Treasurer for inspection on a regular basis but not less frequently than once per calendar quarter. In connection with same, the Registrar will assist the Treasurer to the best of their ability to resolve any questions or discrepancies in the records should they arise.

f) The length of term of the Registrar shall be determined by the Board of Directors.

7.14 Transition of Office. Upon completion of his/her term, and within two (2) weeks after the announcement of his/her successor, any elected Officer or any person appointed as Registrar shall assist in the transaction of all aspects and affairs of business conducted on behalf of LBHA and present his/her successor with all files, records and/or photographs accumulated during his/her term on a disk. In the case of the Registrar, the Registrar shall also pass on the Corporate Seal, and all files backed up on disk of the pedigree program. There shall be made a written record of these transactions, signed and dated by the outgoing Officer or Registrar. The incoming Registrar shall also sign this record of transactions which shall attest to his/her approval and acceptance. A copy of these records shall be sent to the President.

7.15 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.

7.16 Compensation: Board Members, the President, the Vice President, the Secretary, the Treasurer and the Registrar as well as general members shall serve without compensation except: (i) 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; and (ii) in the event an outside company is engaged to provide the services of the Registrar, then that company may receive reasonable compensation for its services.

Article VIII **Board Meetings**

8.1 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.

8.2 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.

8.3 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.

8.4 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.

8.5 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.

8.6 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.

8.7 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.

8.8 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.

8.9 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.

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

Article IX

Committees of the Board

9.1 Executive Committee: The executive committee consists of all officers of the Board. The President shall act as chair of the meetings of this committee.

9.2 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 X

Registry

10.1 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.

10.2 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 do a litter notification within 90 days of farrowing. This does not register the pig this just reports the litter to the LBHA. Each pig has to be registered individually and will be given a registration number at that time. It is the breeder’s responsibility to register their eligible Large Black Hogs with LBHA prior to sale, and prior to use in breeding. At such time that the pigs would be sold, a transfer request would need to be filed from the seller and the adult hog transfer fee would apply. All breeders shall be required to supply registration papers with the sale of any registered hog. It is recommended that the seller register the hog in the buyer's name so that a transfer is not needed to be done on top of the registration process.

10.3 Offenses and Penalties: Registration or transfer of ownership of a 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 XI
Bylaw Amendments

11.1 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.

11.2 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.

CERTIFICATION

I hereby certify that these Bylaws were adopted by the Board of Directors and passed by the membership on June 17, 2022.

By: 

Alison Charter-Smith
Secretary