



AMERICAN COOPWORTH REGISTRY

BY-LAWS

Mission Statement: The American Coopworth Registry (“the ACR”) is established for the purposes of promoting Coopworth sheep in North America and educating and supporting its membership.

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ARTICLE I — OBJECTIVES.

The objectives of the ACR are:

- a. To collect, preserve and publish facts pertaining to Coopworth sheep.
- b. To register and keep on file all records of registration and transfers of the breed in North America and imported into North America, and to promote and support the interest of Coopworth sheep breeders.
- c. To preserve, improve and promote Coopworth sheep as a performance-based breed.

ARTICLE II — MEMBERSHIP.

Section 1. Eligibility.

Anyone who is interested in, owns or breeds Coopworth sheep shall be eligible for membership in the ACR.

Section 2. Applications.

An individual (defined as a farm, family or corporation) shall make application and pay the appropriate membership fee to be admitted as a member. The ACR Secretary will furnish membership application forms.

Section 3. Status.

There shall be three (3) types of membership: Senior membership, Junior membership and Associate membership. Senior membership is open to individuals over 18 years of age who own, breed or register Coopworth sheep. Junior membership is open to individuals who are 18 years of age or younger who own, breed or register Coopworth sheep. Associate membership is open to anyone who is interested in the promotion of Coopworth sheep but does not own, breed or register Coopworth sheep.

Section 4. Terms of Membership/ Renewal.

The calendar year for all memberships is January 1 through December 31. An individual who has applied to the ACR and paid the appropriate membership fee shall be an active member. To maintain active status, membership must be renewed and the appropriate dues paid no later than January 31 of the current year. Memberships that have lapsed may be made active by reapplying for membership and paying the appropriate membership fee.

Section 5. Voting.

Active Senior members shall be entitled to one (1) vote per farm, family or corporation. Active Junior members and active Associate members shall not be entitled to vote.

Section 6. Suspension and Expulsion of Members.

Any member who does not keep adequate records or who for any reason refuses to furnish a certificate properly transferred when a sale is made, or who is found guilty of fraud or willful misrepresentation, shall be suspended by the Board of Directors until the next membership meeting when the matter shall be presented in writing by the Board of Directors. If the matter is sustained by a two-thirds vote of the

members present, the member shall be expelled and the member shall not be entitled to a refund of any membership fees/dues. A member who has been expelled shall lose all rights and any registrations made during the suspension period shall be cancelled.

ARTICLE III — MEMBERSHIP MEETINGS.

Section 1. Annual Meeting.

There will be a general meeting of the membership on an annual basis at a time to be determined by the Board of Directors (the “Annual Meeting”). Written notice of such meeting shall be mailed or emailed to each member at his or her address of record not less than forty-five (45) days prior to such meeting. The notice shall contain the time, date, and place of such meeting and shall be considered given at the time it is sent. At the Annual Meeting, the active members shall elect directors to the Board of Directors and transact any other business which is properly brought before the members. Planning the agenda for such meeting shall be the responsibility of the President and other members of the Board of Directors serving prior to the meeting.

Section 2. Special Meetings.

Special Meetings of the membership may be called by the President, or by a majority of the Directors, or by members representing a two-thirds majority of the active Senior membership. Written notice of such meeting shall be mailed or emailed to each member at his or her address of record not less than forty-five (45) days prior to such meeting. The notice shall contain the time, place and agenda of such meeting and shall be considered given at the time it is sent. Planning the agenda for such meeting shall be the responsibility of the President and other members of the Board of Directors serving at the time of the meeting, unless the meeting has been called by members.

Section 3. Quorum.

At all membership meetings, those active Senior members present or represented by proxy shall constitute a quorum and shall be sufficient for the transaction of business. The vote of a majority of the active Senior membership present in person or represented by proxy shall be the act of the membership except as may be expressly provided by these By-laws.

Section 4. Voting in General.

Unless otherwise directed in these By-laws, voting during a membership meeting shall be as directed by the President. At any membership meeting, active Senior members may be represented by proxy but such proxy shall be in writing, signed by such member, and filed with the Secretary before the meeting has been called to order.

Section 5. Voting for Directors.

Voting for directors shall be by mailed secret ballot only. The Secretary shall mail ballots to each active member at his or her address of record not less than thirty (30) days prior to the Annual Meeting. Such ballots shall include the nominees for membership on the Board of Directors with instructions for write-in candidates at the member’s initiative. In order to be counted, marked ballots shall be returned to the Secretary either (1) postmarked not less than ten (10) days prior to the Annual Meeting or (2) handed to

the Secretary in person at the Annual Meeting. Marked ballots shall be counted during the Annual Meeting by the Secretary or by a committee appointed by the President.

Section 6. Rules.

Membership meetings shall be conducted in accordance with Roberts Rules of Order or such other rules as the membership shall adopt, but no rule change will be effective until the next subsequent meeting after passage of the change.

ARTICLE IV — DIRECTORS.

Section 1. Powers.

The general business of the ACR shall be conducted and managed by a Board of Directors (the “Board”). To be eligible to serve as a director, the nominee must be an active Senior member of the ACR. The Board shall have the power to make rules and regulations for the guidance of its Officers and members and for transaction of the business of the ACR. The Board, by resolution, may delegate to committees and ad hoc committees.

Section 2. Duties.

Every Director shall discharge his or her duties in good faith with a view to the interests of the ACR. Every Director shall participate in all meetings of the Board of Directors.

Section 3. Election and Composition of Board.

At each Annual Meeting of the ACR, the existing members shall elect directors to hold office until the election and qualification of their respective successors. The number of directors shall be at least five (5) but such number may be increased by the directors. At the Annual Meeting in 2010, the Board shall be divided into three (3) groups: Group A (consisting of at least two (2) directors); Group B (consisting of at least two (2) directors); and Group C (consisting of at least one (1) director). Any additional directors will be evenly divided among these three groups. Group A will be those directors who have one (1) year remaining in their terms as of 2010, *i.e.*, their terms are due to expire in 2011. After voting, the Director who received the most votes will be appointed to Group C, with the remaining two appointed to Group B. Group B will have an initial term of two (2) years. Group C, and all groups elected thereafter, will have a term of three (3) years. At every Annual Meeting thereafter, the ballot shall indicate the designation (A, B or C) of the directors being elected. There is no limitation on the number of terms that a director may serve.

Section 4. Resignation; Removal; Vacancies.

Any Director may resign at any time by giving two (2) months written notice to the President. Any Director may be removed by a majority vote of the remaining Directors. Failure of a Director to participate in three consecutive meetings shall constitute a resignation from the Board, unless such absences are excused by the other Directors on the Board. Any vacancy in the Board, including any vacancy made by an increase of the number of Directors, may be filled for the unexpired portion of the term by the Directors then serving by a majority vote of the remaining Directors. Any Director so elected

shall fill the remainder of the unexpired term and may run for election to the Board on a subsequent ballot.

Section 5. Conflict of Interest.

No Director shall vote on any issue that may result in a direct monetary benefit to said Director, said Director's family or to any business in which said Director has a direct or indirect interest.

Section 6. Annual Meeting.

As soon as practicable after each Annual Meeting, the newly elected Directors shall meet for the purpose of electing officers and the transaction of other business, and if a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given.

Section 7. Regular Meeting.

The Board of Directors will establish a schedule for regular meetings.

Section 8. Special Meeting.

Special Meetings of the Board of Directors may be called by the President or the Secretary and must be called by either of them on the written request of any two (2) members of the Board.

Section 9. Notice of Meetings.

Notice of all Directors' meetings, except as herein otherwise provided, shall be mailed or emailed not less than three (3) days prior to the meeting. The notice shall be sent or e-mailed to each Director at his or her address of record. Such notice must include any materials necessary for the next meeting and shall be mailed or e-mailed not less than three (3) days prior to the meeting. At any meeting at which every Director shall be present, even though without notice, any business may be transacted.

Section 10. Quorum; Voting.

At all meetings of the Board of Directors, a majority of the Directors shall be sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent Director.

Section 11. Action Without a Meeting.

Any action required to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting if a written consent to such action is received from all members of the Board or of such committee, and such written consent is filed with the minutes of the proceedings of the Board or committee.

Section 12. Telephone/Electronic Meeting.

Members of the Board of Directors or a committee of the Board may participate in a meeting by means of a conference telephone call, or by other electronic means, if all persons participating in the meeting can hear or read each other at the same time. Participation in a meeting by these means constitutes presence in person at said meeting.

ARTICLE V — OFFICERS.

Section 1. Officers.

The Officers of the ACR shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be selected from among the Board of Directors with the exception of the offices of Secretary and Treasurer, which may or may not be held by a Board member although such person must be an active Senior member of the ACR. Any two offices may be held by the same person, provided that the President shall not also be the Vice President. Other Officers with such powers and duties not inconsistent with these By-laws may be appointed by the Board of Directors.

Section 2. Resignation; Removal; Vacancies.

Any Officer may resign at any time by giving two (2) months written notice to the President or the Board of Directors. Any Officer may be removed from office at any time, in accordance with these By-laws. In case any office of the ACR becomes vacant, the Board of Directors by majority action may select an Officer to fill such vacancy.

Section 3. President.

The term of the President shall be two years. The President shall preside at all meetings of the Board of Directors and of the membership. The President signs all contracts and other instruments of the ACR. The President supervises the affairs of the ACR according to and subject to the By-laws and performs such other duties as are usually imposed upon such offices and such other duties as assigned. The President appoints Chairpersons of the various committees with the approval of the Board. The President, also with the approval of the Board, creates ad hoc committees when deemed necessary. The President shall be responsible for the Board of Directors' report of the Board's activities.

Section 4. Vice President.

The term of the Vice President shall be for two years. The primary duty of the Vice President shall be to assist the President and perform all duties of the President in his or her absence and such other duties as the Board of Directors imposes. If the Vice President is assuming Presidential duties then she or he has no vote in the Board of Directors' proceedings except to break a tie vote.

Section 5. Secretary.

The term of Secretary shall be for two years. The Secretary shall be the corresponding and recording member of the ACR. The Secretary issues notice of all meetings the By-laws may require, keeps the minutes of the meetings, has charge of the ACR books and records, and signs, with the President, all instruments requiring his or her signature, and performs such other duties the Board of Directors may require.

Section 6. Treasurer.

The term of the Treasurer shall be for two years. The Treasurer shall be the ACR's chief fiscal and financial member. The fiscal year is from January 1 to December 31 of each year. The Treasurer shall collect all fees, dues and other moneys due the ACR and shall pay the bills, reporting the same in detail at each regular meeting of the Board of Directors and the membership. Receipts and invoices must evidence all expenditures. The Treasurer shall keep the books up-to-date and open for inspection upon

the reasonable request of any Board member, and shall obtain Board approval for any single expenditure over \$200. The Treasurer shall work jointly with the Secretary to keep a current listing of the membership.

Section 7. Registrar.

The Board may choose to appoint the Secretary as Registrar or may appoint or hire a Registrar to keep the records of registrations and transfers up-to-date. The Registrar shall be accountable to the Board of Directors. Any salary or benefits afforded the Registrar shall be reviewed and determined annually by the Board of Directors, which shall have the power to terminate the Registrar and appoint or hire a new Registrar upon such terms and conditions developed by the Board of Directors.

ARTICLE VI — AMENDMENTS AND ALTERATIONS.

These By-laws may be altered or amended at a meeting of the Board of Directors by voting as outlined in Article IV, Section 10 or at any membership meeting by a majority vote of the active membership of the ACR by mailed secret ballot. Such ballot shall be mailed or emailed to each active Senior member at his or her address of record not less than forty-five (45) days prior to the Annual Meeting. Marked ballots shall be returned to the Secretary and postmarked not later than fifteen (15) days prior to the meeting in order to be counted.

ARTICLE VII — DISSOLUTION.

Upon dissolution, after all debts have been satisfied, the remaining assets of the ACR shall be distributed to an organization(s) as determined by the Board of Directors.

ARTICLE VIII — BREED STANDARD.

Section 1. Conformation.

The Coopworth is a medium sized, dual-purpose, white faced sheep with an alert but quiet disposition. The long face is usually clean with a small topknot or bare head and has a slightly Roman nose. The body should be long with a good loin and hindquarter, a light forequarter and a wide pelvis.

Section 2. Wool.

The wool is long and should be well crimped with a bright luster and 35 to 40 microns. Several different wool styles are considered acceptable.

Section 3. Ideal Coopworth.

The ideal Coopworth ewe is an excellent mother, settles quickly, lambs unassisted and usually twins. The ideal Coopworth ram is virile with a strong libido, settling his ewes quickly. Lambs are strong and vigorous at birth, grow out well on forage, and yield a good carcass. The ideal Coopworth sheep moves freely on fields yet is easily gathered, shears a heavy fleece and shows resistance to foot rot.

ARTICLE IX — REGISTRATIONS.

Section 1. Registration Application.

Applications for registration of sheep must be made to the Registrar and all required information must be furnished in accordance with the type of registration being requested. (See Article X, Section 2. Eligibility for Registration or Article X, Section 3. Performance Designation)

Section 2. Breeder.

The breeder is the owner of the dam at the time of service and must sign the application for registration.

The breeder must submit a Certificate of Service, signed and dated by the owner of the sire, when the sire of the animal to be registered is not owned by the breeder.

Section 3. Ownership.

When the dam of any sheep presented for registration is not shown by the records to be properly transferred to the party making the application, such sheep shall not be recorded until the proper transfer has been made or certified information has been furnished to the Registrar.

Section 4. Breeder Prefix.

The breeder will select a prefix which will be approved and recorded by the Registrar provided it is not already in use. The prefix can be the breeder's last name, farm name or group of letters that the breeder selects. It will be referenced on the ACR paperwork including, but not limited to, animal registrations.

Section 5. Registration Numbers.

Animals, when approved, will be assigned a registration number that includes a color code and a Certificate of Registration will be issued to the owner by the Registrar.

Section 6. Ear Tags/Tattoos.

All sheep to be recorded shall have been identified by means of an eartag/tattoo with the owner's private identification of the animal. The animals shall be known and identified by the private identification supplied to the ACR by the owner at the time of registration.

Section 7. Transfers.

Transfers will be the original registration paperwork and will indicate the transferred information on the back.

Section 8. Fees.

The current Fee Schedule for registering animals shall be available through the Registrar or the ACR website. Fees must accompany the application and be paid to the ACR.

Section 9. Lateness.

No animal bred in the United States or Canada shall be accepted for registration after it is two years old unless, in the opinion of the Board of Directors, the case merits special consideration. No imported animal shall be accepted for registration after two years from the date of importation into the United States or Canada unless, in the opinion of the Board of Directors, the case merits special consideration.

ARTICLE X — REGISTRATION ELIGIBILITY.

Section 1. Pedigrees.

Pedigrees presented and approved by the Registrar and meeting the necessary requirements of the ACR By-laws shall be accepted for registration. Only Coopworth sheep of pure breeding and the progeny of registered CSSNA, registered CSSNZ, registered CSSAU or registered ACR sheep will be accepted for registration. Applicants for registration must furnish facts and data satisfactory to the Registrar and Board of Directors as to the purity of the breeding and authenticity of the data. All sheep not born in North America must first be recorded in the respective foreign flock book. Offspring of such sheep will not be accepted for registration with the ACR unless both parents are recorded in the respective flock book of the country of origin.

Section 2. Eligibility for Registration.

All applications must be submitted and meet the requirements of Article X, Section 1 to be eligible for registration with the ACR.

Section 3. Performance Designation.

Coopworth sheep that meet the requirements of Article X, Sections 1 and 2, and fulfill the ACR Performance Designation criteria to the satisfaction of the Board of Directors are eligible for Performance Designation with the ACR. Performance Designation will be noted on the registration. (See Article XI, Criteria for Performance Designation.)

Section 4. White and Natural Colored Coopworth.

Any colored Coopworth (indicated by “N”) or white Coopworth with known colored ancestors (indicated by “W/N”) may be registered using the same rules and regulations as for white Coopworths (indicated by “W”). Color codes as defined here will be part of the registration number. No offspring from natural colored Coopworths are ever eligible for registry as white Coopworths.

Section 5. Not Registerable.

No sheep in which the single, multi-birth Boorola F gene was introduced are acceptable for registration.

Section 6. Exceptions.

The Board may make exceptions when in the opinion of the Board of Directors, the case merits special consideration.

ARTICLE XI — CRITERIA FOR PERFORMANCE DESIGNATION.

Section 1. Ewe Lamb Crop.

Up to 70% of the ewe lambs from a breeder's yearly ewe lamb crop are eligible for Performance Designation. Selection is to be based on growth rate, wool production and fertility projection (birth type, dam and sire records). They must be physically sound, exhibit breed type including size and wool quality and be conceived within 38 days of dam's exposure to ram. They must come from Performance Designated parents.

Section 2. Ram Lamb Crop.

Up to 30% of the ram lambs from a breeder's yearly ram lamb crop are eligible for Performance Designation. Selection is to be based on growth rate, wool production, and fertility projection (birth type, dam and sire records). They must be physically sound, exhibit breed type including size and wool quality, be conceived within 21 days of dam's exposure to ram and be of multiple birth. Exceptions may be made in the case of Artificial Insemination and Embryo Transplants. They must come from Performance Designated parents.

Section 3. Exceptions.

The Board may allow exceptions and special consideration to these rules.

Section 4. Records.

The breeder must maintain adequate performance records in order to select the sheep eligible for Performance Designated registration. (Article X, Section 3). These records must include, but are not limited to, dam and sire information, birth date, birth weight, birth type, how raised, 60-90 day weight and 100-180 day weight. (See Article XI, Section 5. Lamb Report). The method of analysis of these factors to determine the eligible sheep is ultimately at the breeder's discretion. However, accurate record-keeping is necessary in order to justify the breeder's Performance Designated selections. It is also suggested that the breeder keep accurate records of fleece production for his/her own use.

Section 5. Lamb Report.

The breeder is required to submit to the Secretary, a Lamb Report listing all lambs born to his/her Performance Designated sheep in the calendar year. The Lamb Report is due prior to December 31 of that year and shall include the records listed in Article XI, Section 4. A Lamb Report must be submitted prior to registration of lambs, and should be submitted even if no registrations are made, in order to properly credit the breeder's Performance Designated ewes and rams. (See Article XI, Section 6. Forms.)

Section 6. Forms.

In all cases official ACR forms must be used, unless prior arrangements are made with the Registrar. Use of disks or printouts compatible with the ACR's program may be permitted by prior arrangement with the Registrar and the Board. Filing deadlines and late fees will be in accordance with Article IX, Sections 8 and 9.

ARTICLE XII— SUGGESTED CULLING OF EWES AND RAMS.

It is recommended that the following guidelines be followed and sheep exhibiting traits as listed below be culled in order to achieve the "ideal Coopworth" goal. (See Article VIII, Section 3).

- a. Any exposed ewe, other than a yearling, that does not lamb, unless known extreme conditions relating to the ram or environment prevent her from conceiving.
- b. Any ewe that consistently fails to lamb in the first thirty-eight (38) days.
- c. Any ewe that consistently produces single lambs.
- d. Any ewe that does not lamb naturally, develops udder problems or prolapses.
- e. Any ewe or ram that develops poor wool or is no longer sound.
- f. Any ram or ewe that consistently produces lambs with undesirable genetic traits (i.e. entropion, a mouth that is not sound, etc).
- g. Any ram that does not adequately service ewes due to loss of libido or soundness.

ARTICLE XIII — ARTIFICIAL BREEDING.

Only high quality, registered CSSNA, CSSNZ, CSSAU or ACR registered rams may be used for semen collection and insemination. Ewes must be registered in accordance with the By-laws prior to insemination with domestic or imported semen in order for their lambs to be eligible for registration. Any AI sired lamb may be registered under Article X. Any AI sired lamb born to a Performance Designated ewe may be registered as such provided the lamb meets the criteria as outlined in Article XI.

ARTICLE XIV— WAIVER AUTHORITY.

The Board of Directors shall have the authority to deviate from any of these By-laws if by unanimous vote such action is deemed advisable.