

BYLAWS OF Sheep Genetics USA
(a Colorado nonprofit Corporation)

ARTICLE I

Offices

1. Business Offices. The principal office of the corporation in the State of Colorado shall be located at the same address as the American Sheep Industry Association office. The corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

2. Registered Office. The corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Nonprofit Corporation Act. The registered office may be, but need not be; identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Members

1. Classes of Members. The Board of Directors will determine the class(es) of membership. The designation of such class(es) and the qualifications and rights of the members of such class(es) shall be established by the Board of Directors.

2. Membership Eligibility. The Board of Directors will determine membership eligibility and the process by which an individual becomes a member. The term member will apply to any individual, corporation or entity that has submitted a completed membership form and approved by the board of directors.

3. Voting Rights. Each membership shall be entitled to one vote on each matter submitted to a vote of the members if that membership is current and in good standing. A current membership is one that has a current membership in the current fiscal year.

4. Termination of Membership. The Board of Directors, by a vote of at least 51% of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

5. Transfer of Membership. Membership in this organization is not transferable or assignable.

ARTICLE III

Meetings of Members

1. Annual Meeting. The date of the annual meeting of the members shall be determined by the Board of Directors for the transaction of such other business as may come before the meeting.
2. Special Meetings. Special meetings of the members may be called by a majority of the board of directors.
3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Colorado, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting otherwise called, the place of meeting shall be the registered office of the corporation in the State of Colorado; but if all of the members shall meet at any time and place, either within or without the State of Colorado, and consent to the holding of a meeting, such a meeting shall be valid without call or notice, and at such meeting any corporate action may be taken. Meetings may be conducted virtually or via telephone conference call.
4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered by electronic mail to each member entitled to vote at such meeting, not less than 30 days before the date of such meeting, by or at the direction of the Chairman, or the Secretary/Treasurer, or the officers or persons calling the meeting. In case of a special meeting or when required by stature or by these bylaws, the purpose of purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.
5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.
6. Quorum. Those members present at any properly notified meeting of the members shall constitute a quorum.
7. Manner of Acting. A majority of the votes by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater portion is required by law or by these bylaws.

ARTICLE IV
Board of Directors

1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Colorado.
2. Number, Tenure and Qualifications. The number of Directors shall be five. Each director shall hold office for a term of 5 years, for a maximum of 2 terms (partial or full) and until his/her successor shall have been elected and qualified. The Board of Directors shall be made up of individuals who are members of Sheep Genetics USA. Each action committee shall nominate one person for Director. Directors are seated by receiving at least a 51% majority vote of the board.
3. Regular Meetings. The Board of Directors may provide by resolution the time and place, either within or without the State of Colorado, for the holding of additional regular meetings of the Board without other notice than such resolution.
4. Notice of Meetings. Notice of each meeting of directors, whether annual, regular or special, shall be given to each director.
5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
6. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.
7. Vacancies. Vacancies will be filled at the next annual membership meeting through the nomination process. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.
8. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in some other capacity and receiving compensation therefor.
9. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

10. Meetings by Telephone or Virtual Meetings. Members of the Board of Directors or any committee designated thereby may hold or participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time.

ARTICLE V

Officers

1. Officers. The officers of the corporation shall be a Chairman, a Vice Chairman, a Secretary/Treasurer, and such other officers as may be elected in accordance with the provisions of this Article.
2. Election and Term of Office. The officers of the corporation shall be elected annually from and by the Board of Directors.
3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to contract rights, if any, or the officer so removed.
4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
5. Chairman. The Chairman shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The Chairman shall preside at all meetings of the members and of the Board of Directors. The Chairman may sign, with the Secretary/Treasurer or any other proper officer of the corporation, contracts or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of Chairman or such other duties as may be prescribed by the Board of Directors from time to time.
6. Vice Chairman. In the absence of the Chairman or in event of his/her inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall perform such other duties as from time to time may be assigned by the Chairman or by the Board of Directors.

7. Secretary/Treasurer. The Treasurer's duties include overseeing the submission of corporate IRS filings and presenting regular finance reports and developing the annual budget. After approval of the Annual Budget, the Treasurer, with the guidance of the Board of Directors will approve monthly and quarterly disbursements approved in the budget. The Chairman and/or the Board of Directors may assign other duties to the office. The Secretary shall be responsible for ensuring the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

ARTICLE VI

Committees

1. Each member of the corporation is eligible to serve on no more than one committee in a given year. An Action Lead will be appointed by the Board of Directors to oversee the actions of each committee for the term of one year. Action Leads can be re-appointed for additional terms.
2. Upon ratification of the bylaws, six initial committees will be formed: American Lamb Board/Consumer; National Sheep Improvement Program; Research, Educators & Emerging Technology; Seedstock & Registries; American Sheep Industry Association/Producer; and Feeder/Packer. Committees can be added or deleted at any time at the discretion of the Board of Directors by a majority vote.

ARTICLE VII

Indemnification

1. Standard of Conduct. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (including an action by or in the right of the corporation), by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid or necessarily incurred, in settlement or otherwise, by such person in connection with such action, suit or proceeding, except in relation to matters as to which any such director, officer, agent, employee, person serving at the corporation's request, or former director, officer, agent,

employee, or person serving at the corporation's request, shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expenses which such court shall deem proper; but such indemnification shall not be deemed exclusive of any other rights to which the director, officer, agent, employee, or other person serving at the corporation's request is entitled to under any agreement, or otherwise.

2. Determination. Any indemnification under Section 1 of this Article VII (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, agent, or person serving at the corporation's request is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 of this Article VII. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were no parties to such action, suit or proceeding; or, (b) if such a quorum is not obtainable, or even if obtainable, a quorum of the disinterested Directors so directs, by independent legal counsel in a written opinion; or, (c) by the affirmative vote of the majority of the members entitled to vote and be represented at a meeting called for such purpose; provided, however, that if a director, officer, employee or agent of the corporation, or person serving at the corporation's request has been successful on the merits of otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article VII or in defense of any claim, issue or matter therein, such person shall automatically be indemnified against expenses (including attorneys' fees) actually and necessarily incurred by him in connection therewith without the necessity of any such determination that he has met the applicable standard of conduct set forth in Section 1 of this Article VII.
3. Payment in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors as provided in Section 2 of this Article VII upon receipt of an undertaking by or on behalf of the director, officer, employee, agent or person serving at the corporation's request to repay such amount if and when it should ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in the Article VII.
4. Insurance. The Board of Directors may exercise the corporation's power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, office, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability hereunder or otherwise.

5. Other Coverage. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation, these bylaws, agreement, vote of members or disinterested Directors, the Colorado Nonprofit Corporation Act, or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, agent or one serving at the corporation's request and shall inure to the benefit of the heirs and personal representatives of such a person.

ARTICLE VIII

Contracts, Checks, Deposits, Gifts and Proxies

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the Treasurer and countersigned by the Chairman or a Vice Chairman of the corporation.
3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.
4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members. All books and records of the corporation may be inspected by any member or that member's agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

Dues

1. Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, annual dues, and service fees payable to the corporation by members.

ARTICLE XI

Corporate Seal

The corporate seal shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by either the Secretary or an Assistant Secretary for the authentication of contracts or other papers requiring the seal.

ARTICLE XII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Colorado Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a vote of at least 51% of the entire Board of Directors, if at least 30 days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.