

**ARTICLES OF INCORPORATION
THE AMERICAN LIVESTOCK BREEDS CONSERVANCY**

The American Livestock Breeds Conservancy, Inc. is a corporation established under the laws of the State of Vermont, for the purpose of conserving and promoting endangered breeds and breed-types of livestock and poultry in America. This nonprofit membership organization may engage in research, education, communication and all other acts necessary to promote the above purposes.

**BYLAWS OF THE
AMERICAN LIVESTOCK BREEDS CONSERVANCY**

ARTICLE I – NONPROFIT NON-STOCK

Section 1. The operation of said corporation is without stock and without profit. No pecuniary profit is to be paid to any member thereof.

Section 2. The assets of the corporation may be real estate, ownership of interest in livestock and genetic materials, the ALBC logo and other property essential to the maintenance of general operations.

Section 3. In the event of dissolution of this corporation, the Board of Directors shall distribute its assets to one or more organizations described in Section 501(c)3 of the Internal Revenue Service Code.

Section 4. In the event of dissolution of this corporation its records shall be deposited by the Board of Directors with one or more appropriate organizations.

ARTICLE II – ACCEPTANCE AND EXPULSION OF MEMBERS

Section 1. Any person may become a member of the corporation who shall apply for membership and pay the stated fee. The American Livestock Breeds Conservancy welcomes as members all who believe in the purposes and goals of rare breed conservation and the promotion of genetic diversity in livestock and poultry, regardless of race, nationality, creed, political belief, gender or sexual orientation.

Section 2. Membership fees shall be paid annually, or once in the case of life membership.

Non-payment of membership fees shall offer sufficient grounds for the expulsion of a member.

Section 3. Membership fees shall be set at the discretion of the Executive Director and approved by the Board of Directors.

Section 4. Members shall strive to conduct their work and themselves with objectivity and integrity.

Members may be expelled for malfeasance after a hearing and action by two thirds of the current Board of Directors at a regular or special meeting.

ARTICLE III – BOARD OF DIRECTORS

Section 1. The Directors of the corporation shall consist of no fewer than twelve and no more than twenty-five members said members being elected to the Board of Directors by the members at large of the corporation. The exact number of Directors is set by the entire Board of Directors.

Section 2. The Directors shall serve for three years in office, except for the initial term which shall run as follows: two Directors for the first year; two Directors for two years; and three Directors for three years. Members of the Board are limited to two full consecutive terms (six years) and must rotate off the Board before being re-elected.

Section 3. The Officers, also called the Executive Committee of the Board of Directors, will be the Chairperson, Vice-Chairperson, Recording Secretary, and Treasurer.

Section 4: A quorum for an in-person or telephonic meeting of the Board of Directors will be one more than one-half of the total board membership. A quorum for a meeting of the executive session of the Executive Committee will be three members.

Section 5. Board of Directors members shall be paid-in-full members of the organization and support the organization, to the extent of their ability with time, resources and experience.

Section 6. In the event of a vacancy, the Board of Directors may appoint a person to fill the vacancy until the next election. A vacancy will be declared by a quorum of the Board if: (a) a Board member resigns; (b) a Board member is expelled; (c) a Board member fails without good cause to participate in meetings and otherwise support the Board of Directors.

Section 7. The Board of Directors shall be responsible for: (a) establishing policy for the corporation; (b) approving an annual budget; (c) establishing committees of the Board and/or members at large; (d) hiring or terminating an Executive Director; (e) providing support in fundraising; (f) participating in Directors' meetings; (g) authorizing an audit of financial records whenever it is necessary; and (h) resolving conflicts of interest.

ARTICLE IV – OFFICERS

Section 1. The Executive Committee of the corporation shall consist of the Chairperson, Vice-Chairperson, Recording Secretary, and Treasurer of the Board of Directors.

Section 2. Said officers shall be selected annually by and from the Board of Directors.

Section 3. No person may hold more than one office at one time.

Section 4. The duties of the officers shall consist of the following: (a) The Chairperson shall call and run the meetings of the Board and regular or annual Membership Meetings and shall be responsible for setting the agenda of said meetings; (b) The Vice-Chairperson shall assist the Chairperson and in the event of his/her absence shall run the meetings; (c) The Recording Secretary shall record and submit the minutes to the Chair for review and then distribute to the rest of the board the minutes of all Board, and Annual Membership Meetings.

(d) The Treasurer shall be responsible for overseeing the financial records and fiscal status of the organization.

Section 5. Officers will assume their office at the first meeting of the Board of Directors following their election.

ARTICLE V – EXECUTIVE DIRECTOR

Section 1. The Executive Director is hired, evaluated annually, and terminated by the Board of Directors according to the current employment agreement.

ARTICLE VI – MEETINGS

Section 1. An Annual Membership Meeting of the corporation shall be held each year. The specific time and location of the meeting shall be decided by the Board of Directors and notice of the date and place of the meeting shall be published by the corporation not less than one month in advance of said meeting.

Section 2. Special meetings of the Board of Directors of the corporation may be called by the Chairperson or by any three of the Directors.

A notice containing the purpose, date, time and location shall be transmitted by mail or electronic media to each Director not less than ten days before the meeting. In the event of an emergency, this notice can be communicated by telephone or by personal contact. Such meetings may be held by telephone conference call.

Section 3. The Board of Directors shall meet not less than two times per year

Section 4. The Executive Committee of the Board has the authority, responsibility and accountability of the board and can act for the board under certain circumstances when decisions are requested by the Executive Director or otherwise required before a meeting of the entire board can take place. Minutes of the Executive Committee meeting will be transmitted to the entire board within 10 days of the meeting.

ARTICLE VII – AMENDMENTS

Section 1. These bylaws may be amended at any meeting of the corporation, regular or special, by two-thirds vote of the members present at such meeting.

Section 2. Proposed amendments to the bylaws shall be published by the corporation not less than one month in advance of said meeting.

ARTICLE VIII – CONFLICT OF INTEREST

Section 1. The members of the Board of Directors, the Executive Director, and all employees of the American Livestock Breeds Conservancy shall avoid conflicts of interest and any conduct that may suggest the appearance of impropriety in the disbursement of funds.

Section 2. Said individuals shall not participate in the solicitation, negotiations, formation, award,

arbitration, modification, or settlement of any contract or grant or of any dispute arising under such contract or grant when the participant stands to benefit directly or indirectly, apart from compensation in the normal course of service to the American Livestock Breeds Conservancy.

Section 3. Any member of the Board of Directors or the Executive Director having directly or indirectly a personal interest in any matter under consideration by the Board shall make a prompt, full, and frank disclosure of the interest.

Section 4. Conflict of interest is defined as, the direct or indirect personal interest of a family member, or of any 3rd party with whom the member, directly or indirectly, has a pecuniary relationship, shall be deemed to be in the personal interest of the member.

Section 5. If a breach of this policy is determined to have occurred, the Board of Directors (in the case of any Board member or the Executive Director) or the Executive Director (in the case of any management employee) may take any action deemed appropriate in light of all the relevant facts and circumstances. Such action may include a formal reprimand, a suspension with or without pay, termination of employment, or the recommendation of the removal of a member from the Board of Directors.

Article IX – Updating By Laws

Section 1. By Laws will be reviewed and updated if appropriate by the Board of Director at least every three years and presented to the membership for approval at the Annual Member's Meeting

Approved Oct. 29, 1977. Amended Oct. 22, 1983. Amended Sept. 28, 1985. Amended Sept. 20, 1986. Amended June 15, 1990. Amended May 1, 1993. Amended November 2, 2001, Amended November 10, 2012