

Constitution and By-Laws

Continental Dorset Club

Revised & Adopted

June 27, 2008

Restated Articles of Incorporation of CDC

To the Secretary of State of Rhode Island:

Pursuant to the Rhode Island Non-Profit Corporation Act, Chapter 7-6-74, the undersigned Corporation adopts the following Restated Articles of Incorporation.

Article I

Name

The name of the Corporation shall be Continental Dorset Club.

Article II

Purposes

The purposes of the Corporation shall be to improve the breed of Horned and Polled Dorset Sheep, to ascertain, preserve and disseminate, all useful information and facts as to their pedigrees and desirable qualities, to maintain a breed standard, to promote the best interest of breeders and owners of said sheep and thereby the public generally.

Article III

Members

The qualification for membership in the Corporation and the manner of election or appointment thereof and the rights of members of the Corporation shall be as from time to time set forth in the By-Laws of the Corporation. The Corporation, being a membership Corporation, a relationship is created whereby integrity, honesty and fair dealing with its members, between themselves, the Corporation and others, are essential for the success of the Corporation. For the maintenance of the good reputation of the Corporation and its membership, the ByLaws, and rules and regulations to enforce a strict compliance with the purposes of the Corporation and to maintain a clean membership and the discipline of members have been adopted, which may be altered, or amended or repealed as provided in the ByLaws.

Article IV

Voting

The right of the members or any class thereof to vote may be limited or denied as may be from time to time provided in the ByLaws.

Article V

Private Property

The private property of the members, directors and officers of the Corporation shall be exempt from Corporation debts, obligations and liabilities.

Article VI

Real Estate

All instruments conveying, encumbering, leasing or otherwise dealing with or disposing of real property, shall be executed in the corporate name by the President or a Vice President, and the Secretary or Treasurer.

Article VII

Amendment

Amendments to these Articles of Incorporation may be made at any annual meeting by a majority vote of the members present. Proposed amendments shall be submitted to the Board of Directors which, upon approval, shall instruct the Secretary to inform the members of the proposed amendments at least thirty (30) days before the annual meeting.

Article VI

Non-Profit Status and Distribution of Assets

The business and affairs of the Corporation shall be so conducted as to maintain its non-profit status. Although a director or other individual may receive reasonable compensation for services rendered to the Corporation, no director of this Corporation or any other individual shall receive any of the earnings of the Corporation. The Corporation shall not, directly or indirectly, intervene in any political campaign in behalf of or in opposition to any political candidate, nor will it contact or urge the public to contact legislators in order to support, propose or oppose legislation, nor will it advocate the adoption or the rejection of any legislation.

In the event the Corporation be dissolved, all moneys and assets of the Corporation after payment of all debts, expenses, and costs of winding up the affairs of the Corporation shall be paid and distributed only to a nonprofit Corporation as the Board of Directors by a majority vote shall determine.

The undersigned Corporation further states that these Restated Articles of Incorporation as theretofore or thereby amended, that they have been duly adopted as required by law and that they supersede the original Articles of incorporation and all amendments thereto.

By-Laws of CDC

Article I

Members

(1)The Continental Dorset Club (Club) is a Rhode Island Nonprofit Corporation having one of voting members.

(2)An applicant for membership shall be recommended by a member of the Club. On completion of the application form provided by the secretary and the payment of the membership fee, such applicant shall be admitted as a member. Membership in the Club is not transferrable.

(3)The membership fee shall be determined by the Board of Directors of the Club.

(4)Subject to these By-Laws, the Board of Directors shall have the authority to prescribe and enforce rules, regulations, conditions, qualifications, rights and privileges upon the membership, including, without limitation, rules and conditions governing admission, withdrawal, censure, suspension or expulsion.

(5)Any person, or entity that is not a member of this Club, and who makes application for the registry or transfer of an animal, or who enjoys any of the privileges of the Club, shall be subject to the By-Laws, rules and Regulations of the Club to the same extent as its members.

(6)It shall be the duties of all persons or entities who are subject to the By-Laws, Rules and Regulations of the Club to answer promptly all inquiries of the Club; to provide promptly, when requested, whatever information and documents they may have which are deemed relevant to any matter which is under investigation or is subject to a hearing pursuant to Club rules. Action on all matters dealing with the relations of such persons or entities with the Club shall be deferred until such inquiries are answered, such information and documents are provided or such participation in hearings is completed.

Article II

Meetings

(1)An annual meeting of the members of the Club shall be held at a time and place designated by the Board of Directors.

(2)Special meeting. A special meeting of the members of the Club may be held at any time and place, either upon a call of the President, or the secretary, or an order of the Board of

Directors or upon a written request members having one-twentieth (1/20th) of the votes entitled to be cast at such a meeting.

(3) Notice of the annual or of a special meeting of members shall be mailed, by regular mail, to each member at his or her last known post office address. Such notice shall be given to members at least thirty (30) days prior to each such meeting.

(4) Each member present shall be entitled to one vote. An entity membership or membership listed under a farm name shall be entitled to one vote by its representative.

(5) A quorum at any meeting of the members of the Club shall consist of twenty (20) members.

(6) Robert's Rules of Order, as revised from time to time, shall govern all matters of procedure at all meeting of members of the Club.

Article III

Directors

(1) The business of the Club shall be managed by the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors may provide rules and regulations relating to and, in accordance therewith, may limit, suspend or terminate registration, transfer and other rights and privileges of any member. The Board of Directors may provide rules and Regulation governing the relationship the Club shall have with persons or entities who are not members.

(2) The Board of Directors shall consist of six (6) directors.

(3) The nomination of candidates for the position of director shall be made by a Nominating Committee from each district appointed by the out-going director. The Nominating Committee will consist of three (3) members, each representing a different state within the district for which the election shall be held. The composition of these Nominating Committees shall be announced to the Board of Directors at a regular board meeting for their approval. The secretary will instruct the Nominating Committees of their duties. The Nominating Committees are to prepare a slate of nominees, consisting of not less than three (3) and not more than six (6) names. No director who has served two full terms of three years shall be eligible to succeed him or herself unless a waiting period of one year has passed since the termination of the second term. In addition to the name, the secretary shall provide a brief resume of each candidate to distributed with ballots.

(4) Balloting. The secretary shall produce a ballot for districts for which a director must be chosen, placing thereon the names of all nominees for that district in alphabetical order. The secretary shall mail the district ballots to the members of the Club in that district, using the most recent membership roster available. The secretary shall indicate that the ballot, in order to be considered valid, shall be returned to the Club office on or before the date indicated on the ballot. In sending the ballots to members, the secretary shall enclose a self-addressed return envelope, the outside of which will indicate that the envelope contains an official ballot. The secretary shall

inform the candidates for the Board of Directors of the election results in writing. Ballots shall be counted by a certified public accountant.

(5)The annual meeting of directors may either be held simultaneously with and as a part of the annual meeting of members or immediately following that meeting.

(6)Special meetings of the Board of Directors may be held at any time and at any place upon the call of the President, upon the request of three members of the Board of Directors or upon the written request of six members of the club.

(7)No notice shall be required for any annual meeting of the Board of Directors. Notice of special meetings of the Board of Directors shall be given to members at least thirty (30) days prior to each such meeting.

(8)A quorum at any meeting of the Board of Directors shall consist of four directors.

(9)For purposes of director representation, the United States shall be divided into six districts using geographical regions as a criteria for division.

(10)Directors shall serve three years, with the option of serving a second term for three years. No director may be re-elected to the Board after serving two successive terms unless a waiting period of one year has passed since the termination of the second term. All directors shall serve until their successors are duly elected or appointed and seated. New directors will assume duties on September 1 following each election.

(11)At the annual meeting of the Board of Directors, a President and a Vice-President shall be elected from within the membership of the Board of Directors. Upon the request of any director, the election shall be by ballot. The Board of Directors shall then appoint a Secretary and a Treasurer and such other officers and agents necessary for the convenient transaction of business of the Club. All officers, elected or appointed, shall serve for the ensuing year and until the election or appointment and qualification of their respective successors. Whenever deemed to be in the best interest of the Club, the Board of Directors shall have the right to remove any officer or director by majority vote of the entire membership of the Board of Directors.

Article IV

Officers

(1)The officers of the Club shall consist of the president, a vice-president, a secretary and a treasurer. The positions of secretary and treasurer shall be paid positions, said compensation to be determined by the Club's Board of Directors. All officers shall serve until their successors are duly elected or appointed. Newly elected officers shall assume their duties at the start of the fiscal year, September 1.

(2)The president shall preside at all meetings of the Club and the Board of Directors. The President shall have the power to appoint committees as necessary and shall serve as ex officio member of all such committees. The president shall initiate, by bringing to the attention of the Board of Directors, all matters pertaining to the integrity of any member, association records or any other persons doing business with the association.

(3)The vice-president, in the absence, disability or refusal of the president to act, shall have all of the powers and perform all of the duties of that office. The vice-president shall also perform such other tasks and duties as may be delegated or assigned from time to time by the Board of Directors or the president.

(4)The secretary shall be the corresponding and recording officer of the Club and shall receive, attend to and dispose of all applications for membership into the Club, all applications for registry of animals in the Club record files and all applications for transfer of such animals. The secretary shall also keep on file all documents constituting authority for pedigrees and hold them subject to inspection by any member of the Club. Subject to the rules and regulations prescribed by the Club's Board of Directors, the secretary shall have charge of all of the Club's programs. The secretary shall report all matters relating to the integrity of any member or other person or any Club records to the president. The secretary shall prepare the Club records at such times and in such form as the Board of Directors may require and direct. The secretary shall issue notice of meetings of the membership or the Board of Directors when required by these By-Laws. The secretary shall record all notices of meetings in the record book of the Club, certifying therein that they were issued and sent in accordance with the provisions of the ByLaws. The secretary shall keep full and accurate records of the annual meetings of the Club and of the meetings of the Board of Directors at which the secretary is present; and when absent, a secretary pro tem shall be chosen to attend and perform the duties of the secretary.

(5)The treasurer shall have custody and be responsible for all monies and securities of the Club. The treasurer shall keep full and accurate records and accounts and books belonging to the Club, showing the transactions of the Club, its accounts, liabilities and financial condition and shall see that all expenditures are duly authorized and are evidenced by proper receipts and vouchers. The treasurer shall deposit the monies of the Club in such depository or depositories as may be designated by the Board of Directors. Such deposits shall be made in the name of the Club and may be withdrawn therefrom only by such checks signed by the duly authorized officers or employees of the Club as may be designated by the Board of Directors. The books and accounts of the Club shall be open at all times during ordinary business hours to the inspection of any director of the Club. The treasurer shall receive an account for all fees from memberships, registrations and transfers, as well as all other monies received by any other officer, employee or functionary of the Club in connection with its business. The treasurer shall provide a full and properly detailed report of the financial condition of the Club at the annual meeting of members and shall make such other reports and statements and perform such other duties as may be required by the Board of Directors. The treasurer shall present to the Board of Directors for approval and adoption a budget for probably expenditures to be made on behalf of the Club for the fiscal year. The treasurer shall be bonded in an amount to be determined from time to time by the Board of Directors.

(6) Filling of Vacancies. In the case of the death, permanent disability or resignation of any officer or director, the successor shall be appointed by the Board of Directors to serve for the remainder of the term.

Article V

Access to Information

It shall be the duty of the secretary upon request, to furnish information from the files of the Club to members in good standing of the Club. The secretary shall charge such fees for duplicating, postage, special research or other expenses, or where extended pedigree research is required, pursuant to a fee schedule established by the Board of Directors.

Article VI

Amendments

The alteration or repeal of the By-Laws or adoption of new By-Laws, in whole or in part, (hereinafter referred to as "Amendments") may be made at any duly called meeting of the membership of the Club provided that thirty (30) days notice of the substance of such proposed Amendment has been given to the membership by written notice. Any proposed Amendment shall require a majority vote of the members present at said meeting. Proposed Amendments shall be presented to the Board of Directors by delivery to the Club secretary at least sixty days prior to any such meeting.

Article VII

Indemnification

In addition to any rights to which such persons may be entitled by contract or otherwise under law, the Club shall indemnify a director, officer, trustee, employee or agent of the Club to the fullest extent possible against expenses, including attorney fees, judgments, fines, settlements and reasonable expenses actually incurred by such person relating to his or her conduct as a director, officer, trustee, employee or agent of the Club. Nevertheless, the mandatory indemnification required by this paragraph shall not (i) apply to a breach of the person's duty of loyalty to the Club or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violations of the law, (iii) to any matter as to which the person has been adjudicated in any proceeding to be liable to the Club for damages arising out of this action, and (iv) for a transaction from which the individual derived an improper personal benefit. The Board of Directors, by the affirmative vote of not less than five (5) of its members, may extend the indemnification hereinabove provided to any person or entity making, at the request of the Club, publication.

Article VIII

(1)The Board of Directors, during the annual meeting of the Board, or during a special meeting as provided in Article III (6), may consider any alleged breach of the Standards of Excellence properly adopted by the membership of the Continental Dorset Club. After allowing a hearing of this matter and allowing the alleged violator the opportunity to respond, a quorum of the directors may take disciplinary measures against any member having been determined to have breached or violated the terms of the Standards of Excellence or rule or by-law previously adopted by the Board.

(2)Penalties include but are not limited to disqualification of individual animals from any breed sanctioned show or sale or disqualification and removal of those animals from the breed registry. The directors may direct the breed association secretary to void the registration of any animal having been found to be unworthy of registration per the terms of disqualification contained in the Standard of Excellence. Multiple, extreme and repetitive violations may be ground for the Board to direct the association secretary to cancel the membership of any member or suspend the membership for a stated period of time as determined by the Board. The purchaser of any registered Dorset purchased during any show or sale officially sanctioned by the Continental Dorset Club has no more than thirty days next following said purchase to notify the secretary of the Continental Dorset Club in writing of all reasons why said purchaser believes the appearance of any purchased animal had been altered to conceal any characteristic or fault, which if not concealed at time of show or sale, would have been ground for disqualification of said animal from the registry of the Continental Dorset Club. The burden of proving any allegation of wrong doing shall be the burden of the purchaser.

(3)The Board may also choose, or delegate the authority to select, individual representatives to monitor and determine the eligibility of individual sheep to participate in any breed sanctioned show or sale.

Article IX: Arbitration of Disputes

Any dispute arising from:

- a. The issuance of pedigrees of purebred Dorset sheep and their certificate of registration by this Corporation,
- b. The reliance upon those certificates of registration,
- c. The claim that any misrepresentation has been made to obtain the certificate of registration,
- d. The efforts by this Corporation to discipline suspend or deny the right to any individual to transact business with the Association,

shall be resolved by arbitration under the provisions of ***The Arbitration Act as it is published under the statues of the State of Rhode Island and Providence Plantations currently printed as Title 10, Sections 10-3-1 to 10-3-21. The Continental Dorset Club, Incorporated is a Rhode Island not-for-profit corporation and the laws of the State of Rhode Island as well as the Rhode Island version of the uniform arbitration act are selected to give certainty to all parties of the appropriate rules that will apply.***

The arbitration of disputes shall apply to all parties including,

- a. This Corporation,
- b. The membership of this Corporation, or their associates,
- c. Any entity relying upon statements made in the certificate of registration

d. Any entity that submitted information to obtain a certificate of registration

Three arbitrators shall be selected. Each party to the dispute shall select an arbitrator and those two arbitrators choosing a neutral third. The three arbitrators selected shall then have the authority to issue final and binding decisions from which a judgment may be entered upon by any circuit court in the State of Rhode Island.

All parties shall be entitled to due process of law. No hearing shall be held without reasonable notice given to all parties. The arbitration hearing shall cover the topic of a written statements submitted by the party requesting relief. All parties are entitled to be heard, to present evidence material to the controversy, to cross examine witnesses and present other reliable evidence. All disputes as to pre-hearing disclosures, reliability of evidence and procedures of the hearing shall be ruled upon by the neutral arbitrator and that decision is final as long as no violation of due process occurs. Any party is entitled to be represented by an attorney at their own expense. Each party will bear the expense of the arbitrator they select and one half of the expense of the neutral arbitrator.

Any written finding affecting the pedigree of purebred Dorset sheep shall be honored by this Corporation, whether or not a party to the arbitration.

Notwithstanding this arbitration provision, the Corporation may refuse to transact business with entities maintaining outstanding money balances for services performed by this Corporation when such billing has been submitted in the ordinary course of business and no objection to the validity of the charge has been filed in writing with the Executive Secretary the Corporation within 30 days of receipt of the bill.