

BY-LAWS

EASTERN CASHMERE ASSOCIATION

As amended January 11, 1992

I. GENERAL

1.1 Qualification

Any individual, firm, institution, partnership or corporation interested in the breeding, sale, processing, research and development, production or promotion of cashmere goats or cashmere fiber is eligible for membership in this Corporation.

1.2 Classification

Memberships in this Corporation shall be classified as follows:

1.2.a Regular

1.2.b Sustaining

1.2.c Junior

Regular and Sustaining memberships shall be entitled to full voice and vote at Annual Meetings and by written ballot concerning any and all business of the Corporation and may serve as directors and officers. Junior memberships shall be limited to persons 18 years of age or less, or a High School student, with all rights and privileges of full members, except that they shall not be entitled to vote or to serve as directors or officers of the Corporation.

The Board of Directors shall establish the amount of annual dues annually with dues to be set at each annual meeting and may classify dues according to membership class, and may establish qualifications for membership classification.

1.3 Application for Membership

Application for membership shall be made in writing in the form and manner prescribed by the Corporation and shall be accompanied with payment of membership fees.

1.4 Annual Dues

Annual dues shall be payable in advance on January 1 of each year. The membership year shall be from January 1 to December 31. Dues of members unpaid on March 1 shall be considered in arrears, and no member in arrears shall be entitled to enjoy any privileges of membership.

1.5 Dues of New Members

Whenever a new member pays his or her first annual dues prior to September 1 of the year in which he or she makes application for membership, he or she shall be credited with the payment of his or her dues up to and including the last day of December of that year. Whenever an applicant pays his or her first annual dues after September 1 of the year in which he or she makes application for membership, he or she shall be credited with the payment of his or her dues for the following calendar year.

1.6 Annual Meetings

1.6.a An annual Meeting of the members of the Corporation shall be held with the location and the date to be determined by the Board of Directors.

1.6.b Each member shall be mailed notice of the place, day and hour of each annual members' meeting, together with an agenda. Such notice and agenda shall be mailed at least thirty days before the day on which the meeting is to be held.

1.7 Voting at Annual Meetings

At all meetings, members may vote in person or by written proxy, bearing a date not more than four (4) months previous to the date of the meeting. Voting by proxy shall be limited to matters previously noticed in the agenda.

1.8 Referendums and Surveys

All referendums and survey issues referred to members of the Corporation, whether for binding vote or advisory opinion, shall at the same time be accompanied by a summary of pros and cons approved either by the Board of Directors or the Executive Committee and shall be designated to help members deliver an informed vote or survey opinion.

1.9 Quorum

A quorum of membership for the purposes of conducting business at a members' meeting shall be twenty percent of the members of the Corporation present in person or by proxy.

1.10 Revocation of Membership

Membership may be revoked for failure to abide by the rules and Code of Standard of the Corporation. The Code of Standard of the Corporation shall be deemed to include but not be limited to its By-Laws and Code of Standards. Complaints against a member of the Corporation shall be submitted in writing to the Secretary, accompanied by a deposit of \$25.00. The Secretary shall submit the complaint to the Board of Directors for consideration at its next meeting, whether special or annual. Any Director or member having a financial interest in the outcome, or who is a Complainant or Defendant, shall be disqualified from participating in the decision of the Board of Directors. Any member may be suspended from membership, temporarily or permanently, by a two-thirds majority of those members of the Board of Directors voting upon a finding that the complaint is meritorious and warrants suspension of the privilege of membership. The Secretary shall serve the member with a written copy of the complaint, certified or registered United States Mail, Return Receipt Requested, or have the member personally served by a person qualified to serve legal writs who shall make due return of said service, at least fifteen (15) days prior to the Board of Directors, consideration thereof, together with notice of the time and place of hearing. The hearing shall be informal and may be recessed from time to time. The Board of Directors' power to suspend membership shall include but not be limited to the power of reprimand and probate.

II. BOARD OF DIRECTORS

2.1 Representation

The Board of Directors shall consist of six (6) and no more than twenty (20) Directors who shall be elected at large. At the first Annual Meeting of this Corporation, one half of the Directors to be elected shall be elected to serve a term of one (1) year; and one half shall be elected to serve a term of two (2) years. At each subsequent Annual Meeting until Directorial Districts have been determined, Directors to be elected shall be elected to serve for two (2) years terms of office.

2.2 Term of Office

2.2.a Directors shall assume office at the Annual Meeting

2.2.b The term of office of a Director shall be two years.

2.3 Meetings

2.3.a The Directors shall meet at the same place as the Annual Members' Meeting at a time designated by the President or Board of Directors.

2.3.b Special meetings of the Board may be called to any time by the President or any three (3) Directors by mailing a notice to all Directors (stating the place, day, hour and purpose of holding such meeting) at least fourteen (14) days before the date set for the meeting. Business transacted shall be limited to that stated in the call.

2.4 Quorum

A quorum of Directors for the purpose of conducting business at any meeting of Directors shall be a majority.

2.5 Removal of Directors

Any Director may be suspended from office at any time by a 2/3 vote of the Board of Directors. Such suspension shall remain in effect for a period of 30 days unless sooner ratified or reversed by a majority vote of the members by mail ballot, or until the next membership meeting wherein such suspension may be ratified or reversed by a majority vote of members.

2.6 Vacancies

A vacancy in the Board of Directors created by death, resignation or removal of a Director may be filled by appointment by the Board of Directors until the next meeting of the members of the Corporation, including a meeting called solely for the purpose of electing such a Director. Any Director elected by the members to fill a vacancy on the Board of Directors shall serve out the balance of his or her predecessor's unexpired term.

2.7 Frequency of Meetings

The Board of Directors shall meet at least twice each year, one such meeting immediately following the conclusion of the Annual Meeting of the members of the Corporation.

III. ELECTIONS

3.1 Method of Election

3.1.a Directors will be elected at the Annual Meeting of the Corporation. The Board of Directors may establish a Nominating Committee to nominate candidates for election as Directors, but candidates may also be nominated for election from the floor of such meeting.

3.1.b Election voting results shall be made available to a member on request.

3.1.c Each ballot shall inform the member as to the deadline for its reception.

3.1.d Candidates may send campaign literature to members of the Corporation prior to the annual election, and may disseminate campaign literature at the Annual Meeting prior to the election at their own expense.

IV. OFFICERS

4.1 Election

The officers of the Corporation shall be elected at the Annual Directors' Meeting by the Directors present. The President shall be elected first by a simple majority vote of all the votes cast. The Vice-President shall be elected next by the same majority vote, the Secretary and Treasurer in the same manner. This election shall be the first order of new business.

4.2 Term of Office

All officers shall assume their duties immediately upon election. The term of office of Officers of this Corporation shall be one year.

4.3 Duties of Officers

4.3.a.1 The President, as Chief Executive Officer of the Corporation, shall maintain general supervision of the affairs of the Corporation, subject to the By-Laws of the Corporation, and subject, further, to the right of the Directors to delegate and specify powers to any other officer or officers of the Corporation, except such as may be by statute exclusively conferred on the President. He or she shall preside at all meetings of the members and of the Board of Directors. He or she shall report to the members' annual meeting and make suggestions that he or she may deem advisable.

4.3.a.2 The President may not cast a vote unless there is a tie.

4.3.a.3 The President, upon receiving a request from a Director to submit a proposition to the Board of Director, will detail the subject matter, mailing a copy to each member of the Board of Directors who will cast his or her vote for or against the subject being considered. Each Director will return his or her vote within fifteen (15) calendar days. The President, within fifteen (15) calendar days following, will inform each Director of the results, giving the total votes for, as well as against, the proposition. After giving the Directors advice as to the results of voting, the President shall declare the result and forward all papers to the Secretary who shall make proper notes in the records. Votes mailed after the fifteen (15) calendar days' time limit has expired are void and of no

effect. All action of postal ballots must be reviewed as the first order of old business at the next Board meeting.

4.3.b The Vice-President

The Vice-President shall in the absence, inability or failure (as determined by the Board of Directors) of the President to act, perform the duties required of the President.

4.3.c The Secretary

The Secretary shall be the corresponding and recording officer of the Corporation; he or she shall record all memberships and he or she shall perform such other duties as are incident to his or her office. He or she shall issue all notices of meetings and execute all orders of the Board of Directors concerning matters pertaining to his or her office.

4.3.d The Treasurer

The Treasurer shall be the Corporation's chief fiscal and financial officer.

4.3.d.1 The Treasurer shall collect all dues and other monies due to the Corporation, and shall pay the bills, reporting the same in detail at each regular meeting of the Board of Directors. He or she shall keep the books of accounts and shall prepare a report for the Annual Meeting showing receipts and disbursements, with a statement of the financial condition of the Corporation. He or she shall mail a financial report to the Directors once a year at least thirty (30) days before the Annual Meeting.

4.3.e Nothing in these By-Laws shall prohibit any individual from holding two offices simultaneously, save and except the President may not hold two offices simultaneously.

4.4 Contracted Services

No board members shall be paid for services contracted by the Corporation.

V. EXECUTIVE COMMITTEE

5.1 Membership

The Executive Committee shall be made up of the President, the Vice-President, the Secretary, the Treasurer, and such other directors, not exceeding three (3) in number, as shall be designated by the President. The Executive Committee shall be designated by the President and shall conduct its business from time to time pursuant to the call of the President. The Executive Committee shall have all powers of the Board of Directors between meetings of the Board of Directors, save and except that the Board of Directors may, from time to time, limit the powers of the Executive Committee by Resolution duly adopted or by amendment of the By-Laws. The word "meeting" does not exclude telephone conferences.

5.2 Periodic Reports

The Executive Committee may authorize special expenditures totaling \$500.00 annually without prior approval of the Board of Directors. In the event the \$500.00 is expended, the Executive Committee may request authorization of an additional amount for expenditure without prior line-item approval of the Board of Directors.

5.3 Official Stationery

No individual or group may use the official stationery of the Corporation for personal or private use.

VI. COMMITTEES

6.1 Standing Committees

The Board of Directors may approve the designation of Standing Committees whose chairs, unless designated by the President, shall be designated by the Board of Directors. If no chair is so designated, the Committee may elect its own chair.

6.2 Ad Hoc Committees

The President of the Board of Directors may at any time create Ad Hoc Committees for any purpose designated in a directive or resolution; which directive or resolution shall also designate the chair, membership, expiration and other functions of such Ad Hoc Committee.

VII. AMENDMENTS

These By-Laws may be amended by a two-thirds majority vote of the membership by mail vote or at any regular meeting of members, provided, however, that a proposed amendment to the By-Laws be provided to such members, in writing, at least 30 days prior to the scheduled meeting.

CODE OF STANDARDS

Whereas the Eastern Cashmere Association (ECA) exists (a) to promote the development of cashmere goat herds in the United States; (b) to conduct and encourage research and development to improve fiber and animal health among cashmere goats; (c) to disseminate information concerning the development, breeding, herding, care, veterinary medicine, marketing and all other matters relevant to the production and enhancement of cashmere goats and their fiber; and (d) to promote and regulate matters pertaining to the history, publicity, breeding, exhibition, and improvement of cashmere goats.

Whereas the members of ECA deem it advisable and necessary to adopt a Code of Standards to guide the membership in its inner dealings and with the general public.

Now therefore, be it resolved that members of ECA be and are hereby bound by such membership to conduct themselves according to the following Code of Standards, to wit:

1. Members shall abide by all local, state, and federal regulations and statutes applicable to any aspect of the cashmere industry.
2. Members shall not knowingly misrepresent the physical qualities and/or characteristics of an animal.
3. Members shall not represent or advertise an animal bearing cashmere fiber as "purebred".
4. Members shall not misrepresent the pedigree or ownership of an animal.
5. Any proven violation of the Code of Standards shall subject the member to sanctions of membership according to the procedure set forth in the By-Laws of the Corporation.