

**BYLAWS OF THE LIVESTOCK CONSERVANCY  
2021 REVISIONS**

**Livestock Conservancy Corporate Bylaws  
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**ARTICLE I  
NAME, LOCATION, PURPOSE, MISSION & FISCAL YEAR**

SECTION 1.1. Name. The name of the corporation is The Livestock Conservancy, Inc. (Hereinafter the: “Conservancy”). The Conservancy is a Vermont non-profit membership corporation.

SECTION 1.2. Location. The headquarters of the Conservancy shall be in Pittsboro, NC, or such other location as the Board of the Conservancy (hereinafter the “Board”) may select. The Conservancy also may have offices at other places as the Board may, from time to time, designate or the business and Mission of the Conservancy may require.

SECTION 1.3. Purpose. The purpose of the Conservancy shall be to conserve and promote endangered breeds and breed-types of livestock and poultry in America including through research, education, communication, and such other acts, programs and activities as are necessary to accomplish its Mission.

SECTION 1.4. Mission. The Mission of the Conservancy is to protect endangered livestock and poultry breeds from extinction.

SECTION 1.5. Fiscal year. The fiscal year of the Conservancy shall be July 1 to June 30.

**ARTICLE II  
MEMBERSHIP**

SECTION 2.1. Membership. Any person will be considered for membership in the Conservancy (hereinafter “Membership”) who shall apply for Membership, pay the applicable annual Membership fee, or pay once in the case of a lifetime Membership, support the purpose and goals of rare breed conservation and the promotion of the genetic diversity in livestock and poultry breeds, and agree to abide by the standards of conduct set forth in the application for Membership (hereinafter “Member” or “Members”). The Conservancy shall review all applications in accordance with its Non-Discrimination Policy. The Executive Director shall recommend the levels of membership, the fees for each level, and the voting rights available with each level, for the Board to approve.

SECTION 2.2. Removal. A Member shall be considered to have forfeited Membership for non-payment of fees.

A. Termination, Expulsion, Suspension. The Board also may remove or suspend any Member provided that: (a) not less than fifteen (15) days prior written notice of the expulsion, termination or suspension (hereinafter the “Action”) and the reasons therefore are given to the Member; and (b) an opportunity is given to the Member to be heard, orally or in writing, not less than five (5) days before the effective date of the Action by the Executive Committee of the Board, which shall decide whether the proposed Action not take place. In making its decision, the Executive Committee shall, among other things, determine whether the Action is

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fair and reasonable taking into consideration all of the relevant facts and circumstances.

B. Written Notice by Mail. Any written notice given by mail to the Member concerning an Action must be given by first class or certified mail sent to the last address of the Member shown on the Conservancy's records.

C. Limitation of Action. Any proceeding challenging the Action, including a proceeding in which defective notice is alleged, must be commenced within one (1) year after the effective date of the Action.

SECTION 2.3. Voting. Each Member who is entitled to vote in accordance with Section 2.1 must be a Member in good standing at least six (6) months prior to being eligible to vote (hereinafter "Voting Member"). Voting Members shall be eligible to vote on amendments and revisions to the Bylaws and Articles of Incorporation, election of Directors and such additional matters as the Board may bring before the Membership. Voting by proxy is not permitted. Unless Vermont law, the Articles of Incorporation or these Bylaws require a different level of support for decisions of the Membership, the affirmative vote of one more than half of the Voting Members' votes cast at a meeting, or cast electronically, in which a quorum is present shall be necessary and sufficient to make a decision of the Members.

SECTION 2.4. Voting By Publication. The Board may choose to allow electronic, paper, or any other suitable voting method for some or all of the matters on which the Voting Members are entitled to vote. To hold a vote or election of Directors by publication, a ballot shall be delivered to all of the Members, but only Voting Members may vote. Ballots may be voted on and returned online electronically, on paper, or in person at an annual or regular meeting in person, at the discretion of the Board of Directors. The ballot shall comply with the following requirements:

- A. A written ballot shall:
  - (1) set forth each proposed action; and
  - (2) provide an opportunity to vote for or against each proposed action.
  
- B. All solicitations for votes by written ballot shall:
  - (1) indicate the number of responses needed to meet the quorum requirements, as set forth in Section 3.2 of these Bylaws;
  - (2) state the percentage of approvals necessary to approve each matter other than election of Directors; and
  - (3) specify the time by which a ballot must be received by the Conservancy in order to be counted.
  
- C. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

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**ARTICLE III  
MEETINGS OF MEMBERS**

SECTION 3.1. Annual Meeting. A meeting of the Members shall be held annually (hereinafter the “Annual Meeting”). The date and location of the Annual Meeting shall be determined by the Board and provided to the Members as soon as practicable, but in no event later than thirty (30) days prior to when the Annual Meeting is scheduled to be held. Annual meetings, regular meetings and special meetings of the Members may be held in Vermont or outside the state of Vermont at the discretion of the Board of Directors.

A. Notice. Notice in writing, including without limitation in electronic form or by publication, stating the date, time, and location of the Annual Meeting, and matters to be discussed, shall be provided to all Members at least thirty (30) days prior to the date of the meeting.

SECTION 3.2. Quorum. A quorum of the Conservancy for purposes of Voting Members conducting business in-person, or in voting by publication, shall consist of sixty (60) Members.

A. Once a quorum is established and present, the affirmative vote of one more than one-half (1/2) of the Voting Members present at the meeting shall be required for action by the Membership. Such action shall represent the action of the entire Membership.

Section 3.3. Regular and Special Meetings of the Members. The Board may call regular or special meetings of the Members. Notice of the date and location and purpose of the meeting shall be given not less than 10 days in advance of the meeting.

**ARTICLE IV  
BOARD OF DIRECTORS**

SECTION 4.1. Authority of Board. The Board shall have the exclusive control, power and authority to direct the management of the business, property, finances, activities and affairs of the Conservancy, including without limitation of the foregoing: (a) establishing strategic plans and policies for the Conservancy, (b) approving an annual budget, (c) hiring, evaluating, firing and/or replacing, and overseeing the activities of the Executive Director, (d) overseeing the finances of the Conservancy, and (e) approving an annual Delegation of Authority.

SECTION 4.2. Election and Terms of Directors. Eligibility to be elected and remain as a Director of the Board (hereinafter “Director”), shall require being a Member of the Conservancy and a willingness to support the Conservancy to the extent of their ability with time, resources and experience.

A. Number of Directors. The number of Directors shall be determined by the Board but shall not be more than twenty-five (25) nor less than fifteen (15).

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B. Member vote. The Board annually shall present a slate of Director candidates (hereinafter “the Slate”) to the Voting Members for their vote. In the event of special circumstances, the Board may present a Director candidate for election at a time other than the time when the Slate is presented. Voting Members shall vote on each candidate individually, and if a quorum participates in voting or is present, a Director is elected by the Voting Members if the votes cast in favor of electing the Director exceeds the votes cast opposing the election of the Director.

C. Term of Directors. Directors shall be eligible to serve a three (3) year term. Directors are limited to two (2) full consecutive three-year elected terms. Thereafter, the Director must rotate off the Board and shall not be eligible for reelection to the Board for at least one (1) year. Directors shall be elected by the Voting Members in March, April, or May, and newly elected Directors shall begin their term of office on the following July 1, and their terms of office shall terminate on June 30 at the end of their three-year term of office. Provided, however, that any properly elected Directors shall remain in office even after the end of the term, and shall serve until the next election at which their successors can be elected.

SECTION 4.3. Directors Adding to Agenda. Any Director may request in writing that an item, including a request for an executive session, be placed on the agenda for any meeting of the Board. If the President disagrees with the request, the Executive Committee, without the vote of the President, shall determine whether or not to add the item.

SECTION 4.4. Quorum. One more than one-half (1/2) of the Board shall constitute a quorum necessary for the Board to conduct business.

A. Action with a Quorum Present. Unless otherwise provided in these Bylaws, once a quorum is established and present, the affirmative vote of one more than one-half (1/2) of the Directors present at the meeting shall be required for action by the Board. Such action shall represent the action of the entire Board.

SECTION 4.5. Meetings. The Board shall hold a minimum of three (3) regular meetings per year at such times and intervals as it deems necessary to carry out its duties. Additional regular meetings may be held as deemed necessary. Notice in writing shall be given to all Directors as soon as practical, but no less than ten (10) days prior to a meeting setting forth the date, time, location and subjects to be discussed.

A. Special Meetings. The President may call a special meeting at any time, and shall call a special meeting if so requested in writing by at least one-third (1/3) of the Directors. Notice in writing shall be given to each Director at least ten (10) days prior to a special meeting setting forth the date, time, location and subjects to be discussed. In case of an emergency, notice may also be given by telephone or personal contact and the length of the notice period may be waived by the individual Directors.

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B. Directors' Action Without a Meeting. Unless otherwise provided in these By-laws, and provided every Director gets notified in writing or by personal contact at least three days prior to the effective date of the action being proposed, if all the Directors consent in writing to any action taken or to be taken by the Conservancy, such action shall be valid as though it had been authorized at a properly called meeting of the Board. The Secretary shall file such consent(s) with the minutes.

C. Virtual Participation at In-Person Board Meetings. In the event of an in-person Board meeting, with permission from the President, a Director may participate in such meeting virtually, provided that sufficient equipment is available to enable all Directors participating in the meeting to simultaneously or sequentially hear one another during the meeting. Participation in a meeting virtually shall constitute presence in person at such meeting.

SECTION 4.6. Removal. A Director elected by Voting Members may only be removed by the Voting Members, except as otherwise provided in this Section. The affirmative vote of one more than half of the votes cast, at a properly called membership meeting or vote at which a quorum is present or participating, is necessary and sufficient to remove a Director. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

Any Director who fails, without permission in writing from the President, to attend at least fifty (50) percent of duly called regular and special Board meetings, during any fiscal year, may be removed by the Board.

SECTION 4.7. Vacancy. In the event of a vacancy on the Board, the Board may fill the vacancy of the former Director until the next vote on Director candidates by the Voting Members. To be eligible to fill the vacancy, the candidate must meet the requirements set forth in Section 4.2 of these Bylaws. A vacancy shall be declared by the Board if a Director dies, resigns, is incapacitated or is removed from the Board. The Director elected by the Board to fill the vacancy is eligible to be nominated by the Board and elected to a full term by the Voting Members, after the conclusion of her or his partial service.

SECTION 4.8. Compensation. Directors shall receive no compensation for their services as a Director. Directors may be reimbursed for expenses they incur to perform their duties as Directors, at the discretion of the Board.

**ARTICLE V  
OFFICERS**

SECTION 5.1. General. The Officers of the Conservancy shall be the President , the Vice President , the Recording Secretary and the Treasurer of the Board (hereinafter the "Officers").

A. President . The President shall call and preside at all meetings of the Board and of the Membership, and shall be responsible for setting the agenda for said meetings except as provided in Article IV, Section 4.3 of these Bylaws, and in general

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perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

B. Board Vice President. The Vice President shall perform the duties of the President in the event of the President's absence, unavailability or inability to act and when so acting shall have the powers of, and be subject to all of the restrictions upon, the President. The Vice President also shall perform such other duties as may be assigned to the Vice President by the President or as prescribed by the Board.

C. Recording Secretary. The Recording Secretary ("Secretary") shall be responsible for recording, or ensuring that an appropriate person is recording, the minutes of all Board and Membership meetings ("Minutes"), submit the draft minutes to the President for review and then ensure that the Minutes are distributed promptly to the Board and appropriately maintained in the files of the Conservancy. The Secretary also shall perform such other duties as may be assigned by the President or prescribed by the Board.

D. Treasurer. The Treasurer ("Treasurer") shall be responsible for overseeing the financial records, all accounts and the fiscal status of the Conservancy. The Treasurer also shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or prescribed by the Board. The Treasurer shall be the chair of the Finance Committee.

SECTION 5.2. Election. Officers shall be elected annually by the Board from the Board. Officers are eligible to serve as an Officer for so long as they are a Director. No Director may hold more than one Officer position at a time. Officers shall assume their office at the first Board meeting following their election.

A. Notwithstanding any other provision of these Bylaws, based upon exceptional circumstances the Board may elect an Officer to continue one (1) additional year as an Officer beyond when the Officer otherwise would be required to rotate off the Board because their term as a Director had expired. If so elected, the Officer also would remain as a Director for that additional year. Thereafter, the Officer must rotate off the Board and shall not be eligible for reelection to the Board as a Director for at least one (1) year.

SECTION 5.3. Removal. Any Officer may be removed by the Board whenever, in its judgment, the best interests of the Conservancy will be served by such action. Such removal shall be by a two-thirds (2/3) affirmative vote of the total number of Directors, excluding the Officer whose removal is sought, provided that written notice is given to every Director in the call to meeting of the Board that such action will be considered and voted upon. Depending upon whether the issue of removal will be discussed at a regular or special meeting of the Board, notice required for that type of meeting of the Board shall be followed. The issue of removal shall be placed on a regular or special Board meeting agenda at the written request of at least one-third (1/3) of the Directors not including the Officer(s) whose removal is being sought.

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SECTION 5.4. Vacancies. A vacancy in any Officer position because of death, resignation, removal or any other cause shall be filled by the Board for the unexpired portion of the current term in the manner prescribed in these Bylaws for election to such position.

SECTION 5.5. Compensation. Officers shall receive no compensation for their services as an Officer. Officers may be reimbursed for expenses they incur to perform their duties as Officers, at the discretion of the Board.

**ARTICLE VI  
EXECUTIVE DIRECTOR**

The Board shall be responsible to hire an Executive Director (“ED”) who they shall evaluate annually, and may terminate, in accordance with a current employment agreement. The ED shall serve with the oversight and under the general direction of the Board.

**ARTICLE VII  
COMMITTEES**

SECTION 7.1. General. The Board shall have the authority to appoint, and approve the responsibilities and authority of, such committees, sub-committees, ad hoc committees, and task forces (hereinafter “Committee(s)”) as it deems necessary to conduct the business of the Conservancy, except as otherwise provided in these Bylaws.

SECTION 7.2. Standing Committees. An Executive Committee, a Nominating & Governance Committee, a Finance Committee and a Development Committee shall be standing committees of the Board. The Board may also establish such additional standing committees as it deems necessary to conduct the business of the Conservancy. Except as otherwise provided in these Bylaws, the responsibilities and authority of standing committees shall be approved by the Board.

SECTION 7.3. Executive Committee. The President shall be the chair of the Executive Committee. The Executive Committee shall consist of the Officers and the chair of the Nominating & Governance Committee. In addition, the President may nominate additional Directors to serve on the Executive Committee provided that the Executive Committee shall never be larger than one third (1/3) of the Board. To appoint any other Directors to the Executive Committee, other than the Officers and the Chair of the Nominating & Governance Committee, requires the affirmative vote of the Board.

A. Notice of Meetings. Notice of an Executive Committee meeting may be given in person or by phone or by email or in writing, not less than two (2) days prior to the meeting. The members of the Executive Committee may waive the required length of notice.

B. Authority of the Executive Committee. Unless otherwise determined by the Board, the Executive Committee shall have the authority, responsibility and accountability to act for the Board under certain circumstances when decisions are

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requested by Executive Director on an urgent basis or otherwise required between regular Board meetings when a special meeting of the Board is not feasible. The Board may prescribe the duties or set the limits of the authority of the Executive Committee, by passage of resolutions of the Board. Minutes of such an Executive Committee meeting shall be sent to each Director within ten (10) days of the meeting of the Executive Committee. The Executive Committee also shall report to the Board at each Board meeting on the actions it has taken between meetings.

C. Conducting Executive Director Annual Review. The Executive Committee shall be responsible for conducting the annual review of the Executive Director with input from every Director, and for setting the compensation of the Executive Director, with the concurrence of the full Board.

SECTION. 7.4. Committee Chairs and Membership. Except as otherwise provided in these Bylaws, the President shall select Committee chairs and after consultation with the Executive Director and the respective Committee chairs, shall nominate the Directors to serve on all Committees. The Committee chairs and the membership on Committees shall be approved annually by the Board. Committees, other than the Executive Committee, may include, with the approval of the President, members who are not Directors.

SECTION 7.5. Quorum. One more than one-half (1/2) of Directors, including Officers, on a Committee shall be necessary for a Committee to conduct business. Once a quorum is declared, a vote of one more than one-half (1/2) of the Committee members present shall be required for action by the Committee.

**ARTICLE VIII  
POLICIES**

The Board shall adopt and maintain the following policies for the Conservancy: (1) Conflict of Interest Policy, (2) Non-Discrimination Policy, (3) Whistleblower Protection Policy, and (4) Document Retention/Destruction Policy. The Board shall establish such other policies as required by law or that the Board deems necessary to carry out the business and Mission of the Conservancy.

**ARTICLE IX  
IMMUNITY AND INDEMNIFICATION**

SECTION 9.1. Immunity from liability. A Director or Officer of the Conservancy shall not be held personally liable for damages resulting from: (1) any act or omission within the scope of the Director's or Officer's official functions or duties which is done in good faith, unless it constitutes gross negligence or an intentional tort; however, this provision shall not protect a Director or Officer from liability for damages which result from the operation of a motor vehicle; (2) any act or omission of an employee of the Conservancy; or (3) any act or omission of another Director or Officer of the Conservancy, in accordance with the provisions of Title 12 Chapter 201 section 5781 of the Vermont Statutes Annotated as amended (12 V.S.A. Section 5781).

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A. No Liability to Conservancy. No Director or Officer shall be liable to the Conservancy for acts, neglects, or defaults unless such acts, neglects or defaults are in bad faith or in knowing violation of the law. No Director or Officer shall be liable out of their personal assets for any obligation or liability incurred by the Conservancy or by its Directors. The Conservancy alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of the Conservancy.

SECTION 9.2. Indemnification. The Conservancy shall indemnify each of its present and former Directors, Officers and Members serving on a Board Committee (collectively “Agents”) against all expenses and liabilities which they have or may reasonably incurred in connection with or arising out of any threatened, pending or completed action, suit or other proceeding in which he or she may be involved by reason of their being or having been an Agent of the Conservancy (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a majority of the Board), such expenses and liabilities including, but not limited to, judgments, court costs, attorney’s fees, and the costs of reasonable settlements, provided that no such indemnification shall be made in relation to matters as to which such Agent shall be finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Conservancy. Provided further, that the Board, by resolution, may approve in whole or in part the payment in advance of expenses and liabilities when indemnification can be made by the Conservancy pursuant to this Section.

**ARTICLE X  
AMENDMENT**

These Bylaws may be amended at, or in connection with, any meeting of the Membership upon the recommendation of the Board and in accordance with Section 2.3 and Section 3.2 of these Bylaws. The affirmative vote of two thirds (2/3) of the votes cast is necessary and sufficient to amend or restate the Bylaws. Notice must be given in accordance with the requirements of Article III. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. If the Board or the Members seek to have the amendment approved by the Voting Members by written ballot, the material soliciting the vote for approval shall contain or be accompanied by a copy or summary of the amendment. Bylaws will be reviewed and revised, if appropriate, by the Board at least every three (3) years and presented to the Membership for a vote.