

# Module 1 Definitions & Resources

## **Managing Breeds for a Secure Future, Third Edition**

By Dr. Phil Sponenberg, Dr. Alison Martin, Jeannette Beranger

<https://app.etapestry.com/cart/livestockconservancy/default/item.php?ref=1098.0.184441869>

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Breeds are fascinating entities. They depend on individual breeders for their continuing existence. Although breeders may come and go, each has the potential to make positive contributions to the continuity of their chosen breed.

*Managing Breeds for a Secure Future* has been a go-to source for breeders of rare breeds from across the spectrum – whether they are Master Breeders or just starting out. It serves as a toolkit for conserving genetic diversity to help breeders achieve long term success in their breeding programs. This book covers the biological aspects of conservation breeding, creating market demand, and the important (and sometimes politically charged) role of breed associations as breed advocates.

*Managing Breeds for a Secure Future, Third Edition*, is re-organized for better flow and includes over 100 pages of new content for breeders of livestock, poultry, and dogs. Added information includes evaluating individual animals for breeding, managing genetic defects, and population analysis. This edition addresses DNA and assisted reproduction technologies for the first time, and delves more deeply into rescuing rare populations in both theory and practice.

If you want the most comprehensive examination of conservation breeding practices available today, add *Managing Breeds for a Secure Future Third Edition* to your library!

## **Differences between Articles and By-laws**

<https://www.youtube.com/watch?v=gzdtofeGI4A>

<https://www.boardeffect.com/blog/difference-between-articles-of-incorporation-and-bylaws/>

## **Constitution/Charter/Articles of Association/Articles of Incorporation -**

Document name and inclusion requirements may vary by state and legal business structure. This is a formation document that creates the organization and defines the group's fundamental principles, purposes, and structure. This document is filed with your state. Each state has specific requirements of what to include in Articles of Incorporation. It is important to check your state requirements and it is advisable to consult with an attorney familiar with your state laws/regulations.

## **Where to file Articles of Incorporation?**

If you have not yet incorporated and your initial board members are spread across the US, you may be wondering in which state you should become incorporated.

Some things that you may want to research and discuss before deciding include:

1. Where the particular breed is most popular
2. Where the people who are involved in getting the organization incorporated are located
3. Cost/fees for incorporating in a given state
4. Rules governing corporations in a given state

## **What to include in Articles of Incorporation:**

*This is not an exhaustive list and depends on the state ...*

### **1. Name: One of the most obvious things you will need to include is the name of your organization.**

- You can conduct a search to make sure that the name is not already being used. All 50 states offer comprehensive databases of every business name currently in use in that state.
- It is also wise to check the US Patent and Trademark Office - USPTO - to see if the name you want to use has already been trademarked.
- Choosing a name that is not already taken is not only important for incorporation, but to prevent confusion with websites and other social media accounts. Check website domain names
- IF you're not ready to incorporate your business quite yet, most states allow you to reserve business names for use at a later date. In most states, you'll get a 120-day window in which to incorporate your business and secure your rights to your chosen business name.
- Once you find the perfect name, don't forget to register the URL so nobody can use it.

### **2. Names and addresses of your initial board members**

### **3. Location of primary office and mailing address**

### **4. Name and address of registered agent**

- Individual or business who is notified when organization is party to a legal action
- Must have a physical address and be open during normal business hours

### **5. Statement of distribution of assets upon dissolution**

## 6. Statement of purpose

Guide/Example:

<https://sle.buffalostate.edu/sites/sle.buffalostate.edu/files/uploads/Documents/Club%20Resources/Template%20Constitution%20for%20Clubs%20and%20Organizations.pdf>

### Examples:

American Rabbit Breeders Association: <https://arba.net/constitution-bylaws/>

American Kennel Club (AKC)

<https://s3.amazonaws.com/cdn-origin-etr.akc.org/wp-content/uploads/2021/09/08201429/SAMPLE-CONSTITUTION-and-BYLAWS-FOR-LOCAL-CLUBS-9-8-2021-FINAL.pdf>

## 501c3 and 501c5

Applying for tax-exempt status with the IRS is a separate process that you would do after you are incorporated. However, it is something you need to think about when you are filing your Articles of Incorporation and defining your organization's purpose and mission. Most breed organizations are 501(c)5 organizations and some are 501(c)3 organizations. (And some are neither of those.) Both of those designations give the organization tax-exempt status. One big difference is that people or corporations or foundations who donate to your organization can get a tax-deduction for their contribution if you are a 501(c)3. That is not the case with 501(c)5. In general, the scope of allowable activities for a 501(c)3 is more restrictive. Activities must be charitable or have an educational or research purpose. Competitions supported are limited to amateurs. There are also restrictions on the benefits members of your organization can accrue individually. A 501(c)5 is less restrictive.

### Links to IRS pages on 501c3 and 501c5

- <https://www.irs.gov/charities-non-profits/other-non-profits/labor-and-agricultural-or-organizations>
- <https://www.irs.gov/charities-non-profits/charitable-organizations/exemption-requirements-501c3-organizations>
- <https://donorbox.org/nonprofit-blog/how-to-start-a-501c5>
- <https://donorbox.org/nonprofit-blog/how-to-start-a-501c3>

## By-laws

By-laws govern the internal affairs of an organization. By-laws are essentially an expansion of the articles or sections of the constitution/charter/article of association or incorporation. They describe in detail the procedures and steps the organization must follow in order to conduct business effectively and efficiently. They are essentially your organization's operating manual. Your by-laws are considered an evergreen document that requires periodic review and allows for infrequent updates (amendments) when

necessary and agreed upon by the association. While Articles of Incorporation are always public, only some states require by-laws to be public. Even if your state does not require by-laws to be public, making them readily available increases your accountability and transparency and encourages your board to pay closer attention to them. It is recommended that your breed standard be included in your organization's by-laws.

**Remember to check your state's regulations when writing your by-laws. It is advisable to consult with an attorney.**

Guide for writing by-laws:

<https://donorbox.org/nonprofit-blog/nonprofit-bylaws-made-easy>

Examples:

- The Rocky Mountain Horse Association, <https://www.rmhorse.com/wp-content/uploads/2022/02/2022-PUBLISHED-Master-Bylaws-of-the-Rocky-Mountain-Horse-Association-Rev-June-19-2021.pdf>
- American Guinea Hog Association, <https://guineahogs.org/by-laws/>
- National Association of Animal Breeders, <https://www.naab-css.org/bylaws>

**Example from Minnesota of by-laws for a nonprofit with members**

[https://www.minnesotanonprofits.org/docs/default-source/starting-a-nonprofit/sample-bylaws-with-members.pdf?sfvrsn=e455a14\\_2](https://www.minnesotanonprofits.org/docs/default-source/starting-a-nonprofit/sample-bylaws-with-members.pdf?sfvrsn=e455a14_2)

**What is typically include in by-laws (check your state's regulations)**

- Name of organization
- Location
- Board of Directors information (meetings, reporting requirements, responsibilities, standards of conduct, conflict of interest, compensation, indemnification, etc.)
- Membership information (process, membership agreement, classes/types of membership, privileges, benefits, rights, responsibilities, meetings, quorum, organization's right to rescind membership, etc.)
- Financial controls
- Breed standard or description/matrix
- Executive Director's role
- Trademarks
- Detailed process of dissolution
- Procedure for amending by-laws

## Tips for Writing By-laws

- **Do** consult an attorney
  - You may want to consider consulting a parliamentarian (if your attorney or a paralegal isn't one) and a CPA, as well.
- **Do** tailor them to meet your organization's needs
  - Every organization is different. Don't just borrow another organization's Bylaws and don't just fall back on what the state law allows.
- **Don't** be too specific
  - Avoid specifying dates for meetings, stick with frequencies. Use of broader terms allows broader interpretation.
- **Don't** include info that changes frequently
  - This can cause need for change, in order to maintain compliance.
- **Don't** be too ambitious; be realistic
  - More is not always better. Concise, effective Bylaws are easier to understand and follow.
- **Don't** restate what one section says in another section.
  - This opens the door for confusion and later changes in one section that may not be consistent with the other.

And, finally, a big pitfall to avoid: Shall and may don't mean the same thing.

- **"shall"** means required; **"may"** means optional
  - Be sure which you mean, and **don't** use them interchangeably.

## Mission Statement/Objective

A concise explanation of the breed organization's reason for existence. It describes the organization's purpose and its overall intention. The mission statement serves to communicate its purpose and direction to the public, its members, vendors and other stakeholders.

What a breed organization's mission statement is meant to do:

- It should state **what you exist to do**, so will typically include verbs

- Breed organizations should protect and promote **breed integrity and conservation of the breed**. Your mission statement should address this.
  - Including this in your organization's mission statement meets one of the requirements of the Livestock Conservancy's Breed Organization Accreditation Program
- It should be **easy to remember** and short enough to share in an elevator.
  - Think of it as a phrase that promotes your organization to prospective members or supporters
- It should be **specific enough to prevent mission creep** or drift
  - There may be tempting "opportunities" that arise that would shift your organization's focus – "just a little" - related to potential funding or donations. You should be able to use your mission statement as a guide to say yes or no to these "opportunities".
- It should be **broad enough** to allow for flexibility in what actions are taken to serve the mission
  - It isn't possible to anticipate every activity the organization may eventually be interested in supporting or sponsoring or the methods that may be available for promotion or breeding.

### **Mission Statement of the Western Black Unicorn Association:**

***"To conserve the **Western Black Unicorn** throughout the United States and internationally."***

The WBUA's mission statement:

- communicates what they exist to do
- includes breed conservation
- is clear, concise, and easy to remember
- is specific to conservation of their breed
- is broad enough to allow for flexibility in methods that can be used
- The WBUA can encourage conservation through different methods – breeding or cryopreservation to manage genetic diversity, competitive events to encourage use, development of promotional/educational materials to protect the health or market the breed, research to identify threats or best practices, etc.

## Additional Mission Statement Examples

Randall Lineback Breed Association, <https://www.randalllineback.org/>

“ To preserve, promote, and protect the Randall Lineback cattle breed, a unique American breed, which is currently threatened with extinction.”

North American Elk Breeders Association, <https://www.naelk.org/mission.cfm>

“ With participation of our members the North American Elk Breeders Association strives to protect, promote, and enhance the North American Elk Industry.”

## Breed Standard/Matrix

**Breed Standard** - Describes a breed’s unique phenotype, which is a combination of appearance, performance and behavior.

“Breed standards are descriptions of breeds, and they are important tools in breed management and conservation. Standards straddle a delicate line between reflecting the actual animals within the breed, while also being a target to aim for as breeders strive for excellence.” Managing Breeds for a Secure Future, Third Edition, Chapter 7

**Breed Matrix** - Used for landrace breeds,

### Examples:

- American Milking Devon cow: [http://www.milkingdevons.org/std\\_cow.html](http://www.milkingdevons.org/std_cow.html)
- American Milking Devon bull: [http://www.milkingdevons.org/std\\_bull.html](http://www.milkingdevons.org/std_bull.html)
- Navajo-Churro sheep:  
<http://www.navajo-churrosheep.com/Forms/N-C-FIRSTEDITION.pdf>

**Robert’s Rules of Order** - Procedures governing organizational meetings.

[https://diphi.web.unc.edu/wp-content/uploads/sites/2645/2012/02/MSG-ROBERTS RULES CHEAT SHEET.pdf](https://diphi.web.unc.edu/wp-content/uploads/sites/2645/2012/02/MSG-ROBERTS_RULES_CHEAT_SHEET.pdf)

## Amending nonprofit by-laws

<https://www.nolo.com/legal-encyclopedia/how-to-amend-nonprofit-bylaws.html>