

BY-LAWS OF THE AMERICAN YORKSHIRE CLUB (AYC)

(Revised January 2011)

ARTICLE 1: Name. The name of the corporation shall be the American Yorkshire Club.

ARTICLE 2: Principal Office. Principal office shall be 2639 Yeager Road, West Lafayette, Indiana 47906.

ARTICLE 3: Purpose. The object for which this corporation is formed is the establishment, maintenance, and publication of a pedigree record of the Yorkshire breed, and the performance of such other acts incidental and supplementary thereto, as will in the judgement of the corporation encourage the breeding, promotion and improvement of the Yorkshire breed.

ARTICLE 4: Delegation of Powers. The American Yorkshire Club hereby delegates to the Chief Executive Officer ("CEO") of the NSR and the Executive Committee of the NSR such powers as are necessary to achieve the goals and purposes of these By-Laws.

ARTICLE 5: Membership.

5.1 Membership: Any individual, firm or corporation engaged in or interested in the breeding of purebred Yorkshire swine may be admitted into membership in this corporation upon such terms and conditions as may be prescribed by the NSR Executive Committee upon filing an application and registration fee with the CEO of the NSR. Membership in this corporation shall be evidenced by a membership certificate in such form and design as the NSR Executive Committee shall prescribe.

5.2 Classes: Memberships shall be divided into two classes, namely, Senior and Junior.

5.3 Senior Membership: Senior members shall be all members over 21 years of age who meet such terms and conditions as set forth by the AYC Board of Directors. All senior members will be classified with a status of either active or inactive.

- A. **Active Membership.** Senior memberships considered active are those who have recorded one Yorkshire litter during the current year and maintain an annual membership maintenance fee paid up through the fiscal year.
- B. **Inactive Membership.** A senior member shall automatically, and without notice, become inactive if a senior member fails to record a Yorkshire litter during the fiscal year, and/or maintain a membership maintenance fee during the fiscal year. All membership rights and privileges shall be relinquished during this period. An inactive membership shall automatically become reinstated as active upon the recording of one litter and payment of costs and fees.

5.4 Junior Membership: Anyone, 21 years of age or younger, as of January 1st of the current fiscal year, who has an interest in swine production, shall be entitled to a Junior Membership upon the terms and conditions prescribed by the By-Laws or the Executive Committee. Junior Membership shall, automatically and without notice, terminate when the Junior Member reaches the maximum age outlined above.

5.5 Membership Fees:

- A. **Membership (Lifetime).** A fee shall accompany each membership application. The NSR Executive Committee will set membership fees in the American Yorkshire Club.

- B. **Annual Maintenance Fee.** A maintenance fee will be assessed on a calendar year basis for each active member. This fee will be established by the NSR Executive Committee and will entitle the membership to membership recording rates, as well as other benefits. Such maintenance fee will be assessed each active adult member with that member's first application for recording after January 1st of each year.

5.6 Issuance: Upon receipt of an application for membership accompanied by the required fee, the NSR CEO shall make an investigation to determine the eligibility and desirability of such applicant for membership. If the applicant is found to be eligible and desirable, a certificate of membership shall be issued and the name of the member shall thereupon be enrolled upon the membership rolls of the American Yorkshire Club. In the event the NSR CEO is in doubt as to the eligibility or desirability of any applicant for membership, the application shall be referred to the NSR Executive Committee whose decision thereon shall be final.

5.7 Duties of Members and Non-Members: . It shall be the duty of members and of non-members using the privileges granted by the American Yorkshire Club, to at all times comply with the By-Laws of the American Yorkshire Club and the NSR as they now exist, or may hereafter be amended; to keep adequate herd records sufficient to provide unquestionable identity of all Yorkshire and NSR pure breed hogs in the herd, or sold from the herd for breeding purposes; to so conduct his or her Yorkshire business and other NSR pure breed business as not to endanger, or adversely affect the reputation, welfare or credit of the American Yorkshire Club or the NSR, by or on the part of any other member or non-member using the privileges granted by the American Yorkshire Club or the NSR.

5.8 Discipline of Members: The NSR shall administer the disciplinary process for the American Yorkshire Club, as to non-breed specific issues and as to such breed-specific issues as may be delegated to the NSR by the American Yorkshire Club Board of Directors. Complaints against members must be made in writing and signed by the complainant, and accompanied by a deposit of two hundred (\$200) dollars, which shall be forfeited if the NSR CEO or Executive Committee determines the complaint unjustified. If the complaint is determined to be justified, the deposit shall be returned to the Complainant. If any member or other person is charged, in writing, with misrepresentation as to the pedigree of any animal bred or owned by him, or with willful misrepresentation concerning any other fact concerning any animal owned or bred by him, or with any conduct detrimental to the American Yorkshire Club, the NSR CEO shall investigate such charge, and if he feels there is a valid basis for the charge, he shall have a complaint prepared setting for the alleged improper acts of said member of the American Yorkshire Club or other person. A copy of said complaint, together with notice of the time and place of hearing on said charges, shall be served upon said member of the American Yorkshire Club or other person by certified or registered United States Mail, return receipt request, or personally by a person qualified to serve legal writs who shall make due return of said service. The hearing shall be held not less than (30), nor more than ninety (90) days after service of such notice. Said charges shall be heard by the members of the NSR Executive Committee then in office, at a special or regular meeting, with only those members who are not involved as witnesses at said hearing, participating. Said member of the American Yorkshire Club or other person may be represented by an attorney at said hearing and may present any evidence he may have bearing on the charges made against him and may cross-examine any witnesses against him. Procedure at said hearing shall be informal and neither party shall be bound by the normal rules of evidence. Said hearing may be recessed from time to time. After hearing all the evidence, the members of the NSR Executive Committee hearing said evidence shall meet in executive session, and make findings, and a decision in writing, a copy of which shall be furnished the person so charged. If they find, by a unanimous vote, that the charges (or some of them) are true, they may suspend the membership in the American Yorkshire Club of the party charged (if the one charged is a member of the American Yorkshire Club) for a definite period of time or place him on probation until he makes restitution to those wronged by his acts, or expel him from membership

or impose such other penalties as they may determine, including without limitation a fine in an amount not exceeding \$1,000 and reimbursement to the NSR of the costs of the proceeding in an amount not exceeding \$1,000. If the person charged is not a member of the American Yorkshire Club, they may deny him future membership in the American Yorkshire Club. If the charges concern misrepresentation of a pedigree or other false information concerning registration (or application for registration or application for transfer) of an animal, the offending member or other person may be denied future use of the National Swine Registry maintained by NSR.

5.9 Discipline Duties of NSR Employees: Any misrepresentation, falsifying of fact, or conduct tending to endanger or adversely affect the reputation of the ALA or NSR, which may be discovered by an NSR employee is to be promptly reported to the NSR CEO. All such complaints shall be disciplined by the NSR CEO in cases where policy has been previously set, and in all other cases shall follow the procedure set forth in Article 5.8 with the exception of the \$200 deposit requirement.

5.10 No member shall be entitled to or deserve any refund of the membership fee or any part thereof, originally paid by such member, upon termination, cancellation, surrender, or transfer of his certificate of membership, except upon termination of membership as provided in Section 7 of the operating agreement, a refund of the fee paid for such membership shall be paid upon surrender to the breed organization of the certificate or certificates representing the membership terminated.

ARTICLE 6: Board of Directors.

6.1 Number: A Board of Directors consisting of seven (7) members shall manage the affairs of the American Yorkshire Club. One director should be elected from each of the three districts, with four directors serving as at-large representatives. The boundaries of each district will be based on membership, recordings and geography and will be established by the NSR Executive Committee. District boundaries will be reviewed every three years thereafter, and after such review, the NSR Executive Committee shall revise the boundaries as it deems appropriate. At no time shall more than three directors be elected in the same year. No more than two members of one state can serve on the Board at one time.

6.2 Tenure and Qualifications: Directors shall serve a term of three years or until their successors are elected or are appointed. The members of the Board of Directors must be active members of the American Yorkshire Club in good standing. No director shall serve a term of more than two consecutive three-year terms and must be off the Board for three years before being re-elected to the Board.

6.3 Nominations and Voting Procedure: The President and Vice-President will select a Nominating Committee. The committee will be made up of the following:

- A. The President of the American Yorkshire Club
 - B. The Vice-President of the American Yorkshire Club
 - C. One member appointed by the President and Vice-President, from each district that has a vacancy occurring that year.
-
- A. The Nominating Committee must select nominees for the board in time for their names to be published in an official NSR publication prior to mailing of ballots. All eligible-voting members will vote for all candidates.
 - B. There will be space provided on the official ballot for write-in candidates.
 - C. Ballots will be mailed to all eligible active members.
 - D. In order to vote in the election, an active member must have registered a litter during the fiscal year and must have paid their maintenance fee for the same period.

- E. Ballots will be mailed first class from the headquarters of the NSR. Prior to each election, the NSR Executive Committee shall set a date for the mailing of ballots to members, and a reasonable deadline for the return ballots. Only those ballots postmarked by the required date, and received at the NSR office, will be counted in the election.
- F. The candidate receiving the highest number of votes shall be elected as director.
- G. Newly elected directors' term will take effect following the first annual meeting after the election.

6.4 Powers and Responsibilities: The Board of Directors shall be responsible for electing three representatives to serve on the NSR Executive Committee. These representatives may or may not come from the Board of Directors. These representatives will serve staggered three-year terms. The Board of Directors has the authority to enforce breed purity guidelines and set other standards pertaining to breed specific issues for the American Yorkshire Club. It may refer breed-specific disciplinary issues to the NSR CEO for disciplinary proceedings pursuant to the NSR Operating Agreement. It also may make recommendations to the NSR Executive Committee for their consideration and possible implementation.

6.5 Dismissal: Failure of any Director to attend three consecutive regular or special meetings of the Board will automatically create a vacancy of such Director, except in cases where the absence of the Director was due to illness. A director shall be automatically dismissed and his position shall be deemed vacant, if at any time during the term, the Director is no longer an active member of the American Yorkshire Club as defined by the By-laws.

6.6 Vacancies: Any vacancies occurring on the Board of Directors, whether by death, resignation or otherwise, shall be filled by a majority vote of at least four or more of the remaining members of the Board of Directors. That person so chosen shall serve until the next annual meeting, at which time a successor will be chosen in a qualifying election by the eligible voting members, to serve the remainder of the unexpired term of the directorship.

6.7 Notice: Written notice of any meeting of the Board of Directors shall be given not less than five (5) days before the proposed meeting. The notice may be delivered personally or mailed to each Director at their business address or by electronic transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, so long as it is properly addressed, with postage paid.

6.8 Quorum: A majority of Directors shall constitute a quorum for the transaction of business at any Director's meeting, but a smaller number may adjourn the meeting to another day or hour or place.

ARTICLE 7: Fiscal Year. The fiscal year for the American Yorkshire Club will be from January 1st to December 31st of each year.

ARTICLE 8: Rules of Order. Robert's Rules of Order shall govern all meetings.

ARTICLE 9: Amendment of By-Laws. The By-Laws of the American Yorkshire Club may be modified, amended or repealed at any regular or special meeting of the Board of Directors by affirmative vote of a majority of the members of the Board of Directors, provided that no such modification, amendment or repeal shall be effective until approved by a majority vote of the actual members voting. The membership shall be notified of any proposed modification, amendment or repeal no less than thirty (30) days prior to the vote being taken.

ARTICLE 10: Indemnification. The American Yorkshire Club shall indemnify any and all persons who may serve or have served at any time as officers or committee members, and their respective heirs, administrators, successor and assign, against any and all expenses including amounts paid

upon judgements, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them by reason of being or having been an officer or committee member of the American Yorkshire Club, in relation to matters as to which any such officer, or director, committee member, current or former, shall be adjudged by any action, suite or proceeding to be liable for his or her own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights which those indemnified may be entitled under law, by-law, agreement or otherwise.

ARTICLE 11: General Recording Requirements. No pedigree certificate shall be issued until the following requirements have been complied with:

11.1 Form: Applications shall be submitted on forms prescribed by the NSR and shall contain all information required by such forms.

11.2 Signature: Each application shall be signed by the breeder of the animal sought to be registered, unless purchased in dam, in which case the application shall be signed by the owner of the dam on the date of farrowing of the animal sought to be registered.

11.3 Fees: The registry fee to be charged for each pedigree recorded by members and non-members and transfers thereof shall be fixed by the Executive Committee of the NSR.

11.4 Recorded Ancestry: Sire and dam have been recorded.

11.5 Recorded Ownership of Dam: No animal shall be admitted to record unless the dam is shown on the record of the Association as having been bred by or transferred to the name of the person owning her at the time of farrowing the litter in question.

11.6 Certificate of Service: When sire of animal to be recorded is not owned by the breeder of the animal at the time of that service, a certificate of breeding service or A.I. certificate signed by the owner of the sire must be supplied upon a form prescribed by NSR.

11.7 Additional Information: All additional information, data, and supporting evidence required by NSR has been furnished.

11.8 Forfeiture of Fees: Whenever any fees are paid to the NSR in connection with an application for registration or transfer, and the certificate shall not be issued on account of the failure of the applicant to provide all information and data required by the Association, within a reasonable time, such fees shall be forfeited to the Association.

11.9 Certificate of Registration to Buyer: In every change of ownership, the seller shall, at his own expense, furnish to the buyer a certificate of registration, and cause to be recorded, a certificate showing transfer of ownership, and the date of sale, unless the right to such certificate is specifically waived in writing by the buyer at the time of completion of sale.

11.10 Date of Transfer: For the purpose of the American Yorkshire Club, the actual date of delivery of the animal to the buyer or the date of delivery of such animal to a carrier for shipment to the buyer, shall be considered to be the date of sale.

11.11 Recognizing Foreign Registry: Yorkshire swine registered in an officially recognized foreign registry are eligible for re-registry in the records of the American Yorkshire Club, provided the requirements for registry within that foreign registry meet the same basic requirements required by the American Yorkshire Club. Pigs imported in dam from another officially recognized foreign registry are eligible for registry provided (a) the dam and sire are first recorded in the American Yorkshire Club, (b) the foreign certificate of the dam presented with the application shows service to the boar claimed as sire of the pigs in that application.

11.12 Breeding Certificate: Should the change of ownership of a Yorkshire hog involve a bred sow or bred gilt, a certificate of breeding service, on a form prescribed by the NSR, must be furnished by the seller to the buyer.

ARTICLE 12: Non-Liability of Association. All pedigrees are based upon applications made to the American Yorkshire Club therefore and are recorded in reliance upon the information contained therein, and neither the American Yorkshire Club nor any of its Officers, Directors, or employees shall be held liable for any loss or damage incurred by any person, firm, or corporation, including members or non-members, arising from any act of the American Yorkshire Club in striking from the record any registration or transfer certificate issued in error or cancelled as a result of information subsequently obtained by the American Yorkshire Club, or the refusal of the American Yorkshire Club to record pedigrees based upon a registration which has been cancelled from the record.

ARTICLE 13: Yorkshire Marking, Identification and Other Requirements.

13.1 Marking and Other Disqualifications: The presence of one or more of the following disqualifies Yorkshire pigs from registry: (a) less than six (6) teats on a side, (b) any hair other than white on any part of the animal's body, (c) total blindness, (d) hernia or ruptures, (e) hermaphroditism, (f) cryptorchidism, (g) one testicle or any pronounced abnormal condition of the testicles, (h) black spots in the skin are very objectionable and any large spots or numerous black spots located on any part of the hog makes the pig ineligible for registry. However, a small amount of black pigmentation is allowed on the body of the animal, or (l) evidence of an extra dewclaw.

13.2 Identification Requirements: Identification Requirements. No litter or animal in any herd shall be eligible to record unless each pig in the litter is distinctly ear notched at farrowing time for litter and individual pig identification by the American Yorkshire Club litter and pigs system also known as the 1-3-9-27 system; each litter to be ear notched in consecutive order as farrowed and with no repeating of this order in less than six months or during any one farrowing season. The six-month period shall start January 1st and July 1st to begin with litter number one (1). Key to this litter-pig system is as follows: A pig's right ear is his own right and the left ear on his own left. Notches in the right ear serve for litter identification while notches in the left ear serve for individual pig identification. In placing notches, picture the ear as divided into halves; thus providing four sections in which to place notches, plus the tip of the right ear. Never use more than two notches in any one section. Never more than one in the tip of the right ear. Place notches carefully in each section as each notch in a section has a point value. These values are added together to get the litter or pig number. In herds farrowing more than 161 litters a season, special permission may be granted upon request for use of the inner and upper half of the left ear as an additional litter number notch. Be it further provided that if and when a person making application to record a litter, ear notches said litter incorrectly through ignorance of required system, said litters may be accepted for registration at the discretion of the CEO, provided said party can provide proof acceptable to the CEO that said litters and pigs can be positively identified.

ARTICLE 14: Distribution of Assets. The corporation is not organized for profit. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any member, officer, director or other private individual except the corporation shall be authorized to and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation of the American Yorkshire Club.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the corporation may carry on any other activities permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (C) (3) of the Internal Revenue Code of the United States of America.

In the event of liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds and the remaining assets of the corporation, including monies and other property received by the Corporation from any source after the payment of all debts and obligations of the Corporation, shall be distributed to one or more agricultural associations which are exempt under IRC Section 501 (C) (5) or exempt as educational, scientific or charitable organization under IRC Section 501 (C) (3) or the corresponding provisions of any future Internal Revenue Code of the United States of America.