

BYLAWS OF THE MANGALITSA BREED ORGANIZATION AND REGISTRY INC.



MANGALITSA BREED ORGANIZATION & REGISTRY INC. (MBOAR) is a corporation established under the laws of the State of New York, for the purpose of conserving and promoting the Mangalitsa Breed in America, as well as establishing and maintaining a registry. This nonprofit membership organization may engage in research, education, communication, marketing, and all other acts necessary to support the above purposes.

ARTICLE I – NONPROFIT NONSTOCK

Section 1. The operation of this corporation is without stock and without profit. No money is to be paid to any member, except as reimbursement for reasonable expenses.

Section 2. The assets of the corporation may include the MANGALITSA BREED ORGANIZATION AND REGISTRY INC. (MBOAR) name, logo and other properties, both physical and intellectual.

Section 3. In the event of dissolution of this corporation, the Board of Directors shall distribute its assets to one or more organizations described in Section 501(c)3 of the Internal Revenue Service Code.

Section 4. In the event of dissolution of this corporation, its records shall be deposited by the Board of Directors with one or more appropriate organizations.

ARTICLE II – ACCEPTANCE AND EXPULSION OF MEMBERS

Section 1. Any person will be considered for membership of the corporation who meets the qualifications established by the board and pays the stated fee. MANGALITSA BREED ORGANIZATION AND REGISTRY INC. (MBOAR) shall review and approve the applications of all persons who are dedicated to the purposes and goals of Mangalitsa breed conservation and the promotion of genetic diversity in Mangalitsa, without regard to race, nationality, creed, political belief, gender or sexual orientation.

Section 2. Membership fees shall be paid annually, or once in the case of lifetime membership. Nonpayment of membership fees shall offer sufficient grounds for the expulsion of a member.

Section 3. Membership fees shall be set at the discretion of the Board of Directors.

Section 4. Members shall strive to conduct their work and themselves with objectivity and integrity, never misrepresenting or causing harm to the Mangalitsa breed or the MANGALITSA BREED ORGANIZATION AND REGISTRY INC. (MBOAR). Members may be expelled with cause after a hearing and action by at least two thirds of the Board of Directors at a regular or special meeting.

ARTICLE III – BOARD OF DIRECTORS

Section 1. The Directors of the corporation shall consist of no fewer than four and no more than ten members, said members being elected to the Board of Directors by the members at large of the corporation. The exact number of Directors is set by the entire Board of Directors.

Section 2. The Directors shall serve a term of two years. Members of the Board are limited to two full consecutive elected terms and thereafter must rotate off the Board for at least one year before being considered for re-election.

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Section 3. The Officers, also called the Executive Committee of the Board of Directors, will be the Chairperson, Vice-Chairperson, Recording Secretary, and Treasurer.

Section 4. A quorum for an in-person or telephonic meeting of the Board of Directors or the Executive Committee will be half plus one of the total membership of the Board or Executive Committee.

Section 5. Board of Directors members shall be members of the organization with fully paid membership dues, who agree to support the organization to the extent of their ability with time, resources and experience.

Section 6. In the event of a vacancy, the Board of Directors, by majority vote, may appoint a person to fill the vacancy until the next election. A vacancy will be declared by a quorum of the Board if: (a) a Board member dies or resigns; (b) a Board member is expelled; (c) a Board member fails without good cause or prior notice to participate in two consecutive meetings or otherwise fails to support the Board of Directors.

Section 7. The Board of Directors shall be responsible for: (a) establishing policy and ensuring the creation and maintenance of a registry for the breed organization; (b) setting membership dues, registry fees, and approving an annual budget and expenses; (c) establishing committees of the Board and/or members at large; (d) hiring, managing, and terminating any paid positions; (e) formulating educational programs and materials; (f) participating in Directors' meetings; (g) authorizing an audit or review of financial records prior to new term for incumbent or incoming Treasurer; and (h) resolving complaints and/or conflicts of interest.

ARTICLE IV – OFFICERS

Section 1. The Executive Committee of the corporation shall consist of the Chairperson, Vice Chairperson, Recording Secretary, and Treasurer of the Board of Directors.

Section 2. Said officers shall be selected annually by and from the Board of Directors.

Section 3. No person may hold more than one office at one time.

Section 4. The duties of the officers shall consist of the following: (a) The Chairperson shall call and run the meetings of the Board and regular or annual Membership Meetings and shall be responsible for setting the agenda of said meetings; (b) The Vice Chairperson shall assist the Chairperson and in the event of his/her absence shall run the meetings; (c) The Recording Secretary shall record or may designate a recorder per meeting and submit the minutes to the Chairperson for review and then distribute to the rest of the Board the minutes of all Board, and Annual Membership Meetings. (d) The Treasurer shall be responsible for overseeing the financial records and fiscal status of the organization.

Section 5. Officers will assume their office at the first meeting of the Board of Directors following their election.

ARTICLE V – MEETINGS

Section 1. An Annual Membership Meeting of the corporation shall be held each year. The specific time and location of the meeting shall be decided by the Board of Directors and notice of the date and place of the meeting shall be published by the corporation not less than one month in advance of said meeting. Annual meetings may be held in person or by telephone conference.

Section 2. Special meetings of the Board of Directors of the corporation may be called by the Chairperson or by any three of the Directors. A notice containing the purpose, date, time and location shall be

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transmitted by mail or electronic media to each Director and active membership not less than 24 hrs before the meeting. In the event of an emergency, this notice can be communicated by telephone or by personal contact. Such meetings may be held by telephone conference.

Section 3. The Board of Directors shall meet not less than two times per year.

Section 4. The Executive Committee of the Board has the authority, responsibility and accountability of the board and can act for the board under certain circumstances when decisions are requested by the board before a meeting of the entire board can take place. Minutes of the Executive Committee meeting will be transmitted to the entire board within 14 days of the meeting.

Section 5. Published meeting minutes, agendas, and resolutions will be available no later than 14 days after the meeting.

Section 6. Public comment regarding any agenda item is available prior to the meeting and/or before the board discusses and/or votes on any resolution. Such comments will be accepted via mail to MBOAR's official post office box, email to registry@mboar.com, or in the public form via the meeting.

Section 7. Membership voting can be electronic or mail in voting forms. Additionally membership can vote when physically present or attending virtual meetings such as audio/video (Zoom, WebEx, Teams, etc).

ARTICLE VI – AMENDMENTS

Section 1. These bylaws may be amended at any meeting of the corporation, regular or special, by two-thirds vote of the members present at such a meeting.

Section 2. Proposed amendments to the bylaws shall be published by the corporation not less than one week in advance of said meeting.

Section 3. Bylaws will be reviewed and updated if appropriate by the Board of Directors at least once every three years and presented to the membership for approval at the Annual Members Meeting.

ARTICLE VII – CONFLICT OF INTEREST

Section 1. The members of the Board of Directors, and any employees of the MANGALITSA BREED ORGANIZATION AND REGISTRY (MBOAR) shall avoid conflicts of interest and any conduct that may suggest the appearance of impropriety, particularly in the disbursement of funds.

Section 2. Said individuals shall not participate in the solicitation, negotiations, formation, award, arbitration, modification, or settlement of any contract or grant or of any dispute arising under such contract or grant when the participant stands to benefit directly or indirectly, apart from the normal course of service to MANGALITSA BREED ORGANIZATION AND REGISTRY (MBOAR).

Section 3. Any member of the Board of Directors or staff having directly or indirectly a personal interest in any matter under consideration by the Board shall make a prompt, full, and frank disclosure of the interest.

Section 4. Conflict of interest is defined as, the direct or indirect personal interest of a Board member, family member, or any 3rd party with whom the member, directly or indirectly, has a financial relationship, shall be deemed to be in the personal interest of the member.

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Section 5. If a breach of this policy is determined to have occurred, the Board of Directors may take any action deemed appropriate in light of all the relevant facts and circumstances. Such action may include a formal reprimand or the recommendation of the removal of a member from the Board of Directors.

Article VIII – INDEMNIFICATION

Section 1. The Board of Directors shall indemnify any and all persons who may serve or have served at any time as Officers or Directors, and their respective heirs, administrators, successors, and assigns, against any and all expenses including amounts paid upon judgments, 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, are made parties or a party, or which may be asserted against them or any of them, by reason of being or having been an Officer or Director of the MANGALITSA BREED ORGANIZATION AND REGISTRY (MBOAR) if the conduct in question was taken in good faith and if the individual reasonably believed that either (a) in the case of conduct in the individual's official capacity with the MANGALITSA BREED ORGANIZATION AND REGISTRY (MBOAR) that the individual's conduct was in the Association's best interests or (b) in all other cases, that the individual's conduct was not opposed to the MANGALITSA BREED ORGANIZATION AND REGISTRY (MBOAR)'s best interest.

Section 2. In the case of a criminal proceeding, the individual shall be required to have had reasonable cause to believe the conduct was lawful or no reasonable cause to believe the conduct was unlawful.

Section 3. Such indemnification shall be authorized in accordance with applicable law and shall be in addition to any other rights to which those indemnified may be entitled under any law, Bylaw agreement or otherwise.

Article IX – PETITION PROCESS

Section 1. Members are provided the means to force a public vote by means of a petition for the following reasons: Member Expulsion, Budget Approval, Modification of Bylaws, Major Expenditure, and Committee Creation/Retirement. The petition must consist of at least 25% of total membership signatures. A legally binding signature is an acceptable form of certification. If such a petition is formed, the board will provide such a vote to all active members no later than 60 days from receipt of such petition.

Article X – MAJOR EXPENDITURES

Section 1 A major expense is not considered a regular operational cost and requires a commitment exceeding \$2,000 in financial expenses.

Section 2. To approve a major expense the executive board must vote on such expense AND define, approve, and nominate a committee to oversee such expense

Section 3. Committees must comprise at least 3 active members and a board advisor to provide guidance and recommendations to the board on how the expenditure is spent. The Committee manages the project and reports to the board on a regular basis.

