



By-Laws of USYAKS

Approved by the Us Yaks Board of Directors on January 23, 2018.

Cinde Moore, President

Jamie Sorum, Vice President

Ruth Higdon, Treasurer

Tim Hardy, Secretary

Greg Dike, Board Member

Article 1: Location of USYAKS Principal Office

- The office of USYAKS is located 269 Snowcliff Road, Livermore, Colorado 80536 in Larimer County.
- The location of the office for USYAKS may be changed by amendment to these By-Laws upon a majority vote of the Board of Directors and USYAKS membership.

Article 2: Nonprofit Purposes

USYAKS is organized according to purposes outlined in the Internal Revenue Code 501©5. Specifically, USYAKS will:

- Establish and maintain a yak registry which at a minimum records percentage of cattle introgression as measured by genetic testing and genetically provable pedigree;
- Assist the membership of USYAKS in the market development of yaks and yak products as determined by the geographic/regional needs of the membership;
- Assist the membership of USYAKS in meeting educational needs relating to yak husbandry, best management practices and uses of yaks as determined by the geographic/regional needs of the membership;
- Establish a website for the purpose of breeder information, providing educational resources, and marketing.

Article 3: US Yaks Membership

Section 1. Membership

There are six five types of membership in US Yaks:

www.USYAKS.org
Director@USYAKS.org
303.503.1132



- Ranch/Farm Membership – for individuals over 21 years of age who raise yaks or are interested in yaks.
- Youth/Young Adult Membership – which is an annual membership for persons under age 18.
- Business Membership – which is an annual membership for businesses or institutions wishing to work with USYAKS
- Scientist/Researcher/Specialist – is membership to US Yaks for the duration of the individuals work on a specific project. This membership is free.
- College/University Student—an annual membership for those attending a credited post-secondary school

Section 2. Membership Fee

- The Board of Directors shall assign the fee for each type of membership. The fee structure shall be reviewed every two years.

Article 4: Board of Directors

Section 1. USYAKS shall be governed by a Board of Directors which consists of a minimum of three directors and a maximum of twelve. It is most desirable to have multiples of three as the Board will be divided into three classes with each class serving a three-year term. A change in Board membership size must be approved by a majority vote of the Board of Directors and of the membership.

Section 2. Board members shall:

- Be members of USYAKS throughout their tenure on the Board of Directors;
- Be able to attend a minimum of 90% of the regularly scheduled Board of Directors meetings and willing to work outside the scheduled Board meetings to accomplish the work of USYAKS;
- Serve the interests of the Association without any interest or intent to achieve or self-gain from serving on the Board;
- Bring a certain skill, knowledge or experience level which will benefit the work of USYAKS.

Section 3. Directors shall be elected by the membership by online ballot. Each member shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

Section 4. If possible one of the Board of Directors members shall be a Youth or College Representative from either 4H or FFA, or similar organization.

Section 5. Directors shall hold office for a period of three years. A director may serve two consecutive terms and then must sit off the board for a minimum of one year.



Section 6. Directors shall serve without compensation.

Section 7. Reimbursement for expenses incurred on behalf of USYAKS will be made upon recommendation and approval by the Board of Directors. Such expenses must relate to a task/project previously approved by the Board. Only those expenses supported by appropriate documentation will be reimbursed.

Section 8. It shall be the duty of the Board of Directors to:

- Represent the needs and best interests of the membership of USYAKS in the fulfillment of Article 2, the purposes for which USYAKS was formed under IRC 501©5;
- Perform any and all duties required of them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- Attend meetings of the Board of Directors, serve on at least one committee as a Board Representative, proactively represent USYAKS with yak breeders and within the potential yak and yak product marketplace;
- Act with integrity, respect and inclusiveness in all work related to USYAKS and with other Yak Associations
- Register their addresses with the Secretary of the Board of Directors of USYAKS
- Identify to the Board of Directors if they are aware of any issue in which they will have a conflict of interest and should be recused.

Section 9. Board of Directors Meetings

- Meetings of the Board of Directors will be conducted by tele/video conference.
- All USYAKS members may attend meetings of the Board of Directors. Attendance of non-Board Members will be accomplished by the non-Board Members emailing a notification of their attendance to the Secretary of the Board within 24 hours of attending the meeting. Non-Board member attendance will be part of the official record of the meeting.
- Non-Board members may submit an issue of concern to the Board either by directly contacting a Board Member prior to a meeting or by submitting their issue in writing to the Secretary of Board of Directors at least five (5) days prior to the scheduled meeting date.
- Meeting dates will be announced to the membership, with the known agenda, at least seven (7) days before the meeting by email.
- A comment time will be given for non-Board members to speak before a vote is held on any item by the Board.
- Minutes of all meetings will be made available to the membership within ten (10) days after a meeting has been held. Members may opt to receive minutes via email.
- If a subject comes before the Board which is deemed to be confidential (eg. with respect to an employee of USYAKS, a complaint against a USYAKS member) the Board will hold a closed meeting specific to that topic. No other issues may be discussed at such a meeting. Minutes if this meeting will be held in a confidential file maintained by the Secretary of the Board of Directors.



Section 10. Meeting Schedule

- The Board of Directors shall establish a basic schedule for its regular meetings during the first meeting of the calendar year. This schedule shall be provided to the membership. Additional meetings and necessary changes in meeting dates may be made by the President in consultation with the Board of Directors and provided to the membership with sufficient notice.
- Additional meetings may be called by the President of the Board, two Board members or at the request of the membership if the issue cannot be addressed within a regularly scheduled Board of Directors meeting.

Section 11. Quorum for Meetings

- A quorum shall consist of two-thirds (2/3) of the members of the board of directors.
- No business shall be considered by the Board of Directors at any meeting at which the required quorum is not present.

Section 12. Majority Action as Board Action

- A simple majority will be required to pass any motion presented to the Board. In situations where the action under discussion has a significant impact on the mission and goals of USYAKS and/or the membership, an online vote of the membership on the motion formulated by the Board of Directors (with an explanation including the pros and cons) is required.

Section 13. Annual Meeting

- The Annual Meeting of USYAKS will be held at a meeting location and venue determined by the Board of Directors. The meeting will be held in the same month to be determined by the Board and membership) of each year. Membership will be given a minimum of 90 days notice of the exact date, location and venue. The date and time will be selected to obtain maximum participation. All membership votes take place via online ballots, the annual meeting is not designed to permanently rewrite policies, By-Laws, etc.
- The agenda of the Annual Meeting will include:
 1. Reports from the membership concerning issues they are facing, ongoing projects, successes;
 2. A planning session for the year ahead;
 3. Educational seminars;
 4. Membership and Board dialogue;
 5. USYAKS committee and financial reports.

Section 14. Conduct of Meetings

- Meetings of the Board of Directors shall be presided over by the President of the Board and in his or her absence the Vice-President of the corporation. The Secretary of the Board of Directors shall act as secretary of all official meetings of USYAKS. If the Secretary of the Board of Directors is not present, the presiding officer shall appoint another person to act as secretary of the meeting.



- Meetings shall be governed by Roberts Rules of Orders.

Section 15. Vacancies

- Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized directors is officially increased.
- Any director may resign effective upon giving written notice to the entire Board Directors. No director may resign if USYAKS would then be left without a duly elected director in charge of its affairs.
- Directors may be removed from office with cause, as permitted by and in accordance with the laws of the state in which USYAKS office is located. Removal of a sitting Director requires a majority vote by the remaining Board of Director's members.
- Vacancies on the Board of Directors shall be filled by a majority vote of the Board of Directors and a majority yes or no online vote to the Board's recommendation by the membership. A person elected to fill a vacancy on the Board of Directors shall hold position until the next election of the Board of Directors (or until his or her death, resignation, or removal from office).

Section 16. Non-liability of Directors

- The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 17. Indemnification by USYAKS of its Board of Directors and Officers

- The Board of Directors and Officers of the Board shall be indemnified by USYAKS to the fullest extent permissible under the laws of the state where its office is located.

Section 18. Insurance for Corporate Agents

- Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Article 5: Officers

Section 1. The USYAKS Board of Directors shall have the following officers: President, Vice President, Treasurer and Secretary. The officers will serve a one year term and be shall elected from within the Board by the Board of Directors at the Annual Member Meeting.



Section 2. An officer may be removed from office by a majority vote of the Board of Directors for the following reasons:

- Excessive absences from meetings to the point the individual is not able to fulfill his/her duties;
- Failure to act with integrity and respect toward the Board, membership or in USYAKS related projects/relationships;
- Failure to fulfill his/her duties as required by the office.

Section 3. Duties of President

The President shall be the chief executive officer of the organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties related to his or her office and other duties as may be required by law, by the articles of incorporation or by these bylaws. The President shall preside at all meetings of the Board of Directors and at the Annual Member Meeting. He or she shall, in the name of USYAKS execute legal document, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 4. Duties of Vice President

In the absence of the President the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation or by these bylaws, or as may be prescribed by the Board of Directors.

Section 5. Duties of Secretary

The Secretary shall:

- Keep all foundational documents, membership records and updated guiding documents (eg. amended By-Laws) of USYAKS.
- Take minutes at Board Meetings and the Annual Member Meeting. Included in the minutes will be the date of the meeting, place of meeting or if it was by teleconference, how the meeting was called, attendance and proceedings.
- Maintain a book of minutes of all meetings of the Directors, the minutes of the Annual Member Meeting, and, if applicable, minutes taken at committee meetings.
- Keep a membership book containing the name, physical address and email address of each member, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- Post all foundational and guiding documents for USYAKS minutes of all (non-confidential) Board of Director meetings and minutes of the Annual Membership Meeting on the USYAKS website, and email the minutes to members who have opted to receive the minutes in this way.
- All other necessary duties which may be assigned to him/her by the Board of Directors.

Section 6. Duties of Treasurer

The Treasurer shall:



- Have charge and custody of, and be responsible for, all funds and securities of the corporation.
- Receive, and give receipt for, monies due and payable to USYAKS from any source whatsoever.
- Disburse funds of USYAKS as directed by the Board of Directors and keeping appropriate documentation for all disbursements.
- Keep and maintain adequate and correct accounts of USYAKS properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- Exhibit at reasonable times the books of account and financial records to any member of USYAKS upon request.
- Provide to the Board of Directors whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of USYAKS.
- Prepare the financial statements to be included in any required reports.
- In general, perform all duties incident to the Office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of USYAKS or by these By-Laws, or which may be assigned to him/her from time to time by the Board of Directors.

Article 6: Committees

Section 1. Since transparency is a foundational principal of USYAKS there will be no traditional Executive Committee. The full Board of Directors shall meet to carry out the work of the Board. Furthermore, as noted in Article 4, Section 9, all Board meetings are open to members unless the meeting is to address a confidential situation relating to an individual.

Section 2. The President may appoint a temporary Project Specific Advisory Committee to strategize and plan about specific issues/projects. This committee shall consist of Board members and members from the US Yaks membership. The Project Specific Advisory Committee has no power to make a decision but will bring recommendations/plans to the Board of Directors for review and analysis

Section 3. Standing Committees:

In response to the discussions and strategic planning session at the Annual Membership Meeting the Board of Directors and membership shall determine standing project specific committees to work on key issues. We may need to name committees before the first annual meeting. A Board member shall serve on each of these committees as the Board liaison and resource person. Committee membership shall be named by the President with recommendations from the board and membership. Standing Committees shall serve for one year but may be “reappointed” upon recommendation of the Board of Directors with support from the membership at the Annual Members Meeting. These committees shall report directly to the Board of Directors. Committee minutes (if taken) and reports will be posted to the membership on the USYAKS website for review and comment.

Section 4. Short Term Project Specific Committees

USYAKS shall have other committees from time to time as designated by the Board of Directors. These committees may consist of persons who are not members of the board and shall act in an advisory capacity to the Board. A member of the board shall serve on each committee as a Board liaison and possible resource person. The chair and membership of Short Term Project Specific Committees will be named by the Board of Directors with input from the membership. Reports from these committees will be posted on the USYAKS website for member review and comment.



Article 7: Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may authorize any officer to enter into any contract in the name of the corporation, and such authority may be general or confined to specific instances. Unless authorized, no officer, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

- The Treasurer, with Board of Directors approval shall set up autopay for monthly expenses.
- Checks and other means of payment may be carried out solely by the Treasurer, President or Director for amounts less than \$250.
- Payments of greater than \$250 shall require approval by both the Treasurer's and President.

Section 3. Deposits

- All funds belonging to USYAKS shall be deposited in a bank or credit union determined by the Board of Directors.

Section 4. Gifts

- The Board of Directors may accept on behalf of USYAKS any contribution, gift, bequest, or devise for the nonprofit purposes of USYAKS.

Article 8: Corporate Records, and Reports

Section 1. Maintenance of USYAKS Documents and Records

USYAKS shall keep at its principal office and or in off-site cloud storage:

- A copy of all foundational documents, including the Articles of Incorporation, By-Laws with all amendments, Internal Revenue Code 501©5 documentation, EIN number documentation and correspondence with the IRS and reports or documents required to maintain its Good Business Standing within the Colorado or the state in which its principal office is registered;
- An up-to date Membership Book;
- Minutes of all meetings; and,
- Complete financial records including all monthly Treasurer's Reports and yearly 990 reports filed with the IRS.
- The Yak Registry and all supporting documentation.



Section 2. Access to USYAKS Documents and Records

All US Yaks document and records are available to the membership for inspection with the exception of documents which can compromise an individual.

Article 8: IRC 501(c)(5) Tax Exemption Provisions

Section 1. IRC 501©5 Purposes

- Agricultural organizations exempt under IRC 501(c)(5) are those that have as their principal purposes the betterment of the conditions of those engaged in agriculture, The improvement of their products, and their occupational efficiency. An organization's members do not have to be engaged in agricultural pursuits. However, the organization must have as its primary purpose the betterment of the conditions of those engaged in agricultural pursuits. A qualifying IRC 501(c)(5) agricultural organization may engage in various educational programs in furtherance of agriculture. Rev. Rul. 67-216, 1967-2 C.B. 180.

Section 2. IRC 501©5 Organization and Lobbying

- Organizations described in IRC 501(c)(4), (c)(5), and (c)(6) may engage in an unlimited amount of lobbying, provided that the lobbying is related to the organization's exempt purpose.

Section 3. Prohibition Against Private Inurement

- No part of the net earnings of this corporation shall benefit its membership, the Board of Directors or other private persons, except in the case of reasonable compensation for services rendered or personal expenses incurred on behalf of US Yaks which have been previously approved by the Board of Directors. Compensation will be made only if documentation of prior Board approval and detailed expenses are provided.

Section 4. Distribution of Assets

- Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(5) of the Internal Revenue

Article 10: Amendment of By-Laws

Section 1. Amendment Process

- A proposed amendment to the By-Laws of USYAKS must first be drafted by the Board of Directors;
- The proposed amendment must receive majority support from the Board of Directors;



- The membership shall be notified twice (seven days apart) of the proposed amendment to the By-Laws with a full explanation provided including pros and cons. [This will allow time for the membership to ask questions of clarification.]
- An on-line ballot (yes or no) to approve the proposed amendment to the By-Laws will be held seven days after the second notification. A simple majority will be required to implement the proposed amendment.

Article 11: Construction and Terms

- If there is any conflict between the provisions of these By-Laws and the Articles of Incorporation of USYAKS, the provisions of the Articles of Incorporation shall govern.
- Should any of the provisions or portions of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding.
- All references in these By-Laws to the Articles of Incorporation shall be understood to mean the founding documents of USYAKS which were filed with the Secretary of State of the State of Colorado to establish the legal existence of USYAKS.
- All references in these USYAKS to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.