

Articles of Incorporation of The North American Yak Association (NAYAK)

Approved February 5, 2024

1351187.09

mmoore
NAOI


Michael G. Adams
Kentucky Secretary of State
Received and Filed:
3/20/2024 8:26 AM
Fee Receipt: \$8.00

Preliminary Board of Directors


The preliminary Board of Directors for shall have three members whose duty is to incorporate NAYAK in the State of Kentucky, obtain a Federal EIN and to submit an application for not-for-profit status with the IRS.

The members of the Preliminary Board of Directors of NAYAK are:

- Gregor Dike: 1165 Cub Run Rd., Wellington, KY 40387
- Brad Peterson: 47169 WCR 23, Nunn CO, 80648
- Eric Mandatta: 56 Rittenhouse Rd., Stockton, NJ 08559
- Gregor Dike shall serve as the Registered Agent for the North American Yak Association Inc.

I, , agree to serve as the Registered Agent for the North American Yak Association Inc. 2/4/2024

- Gregor Dike shall serve as the Incorporator for the North American Yak Association Inc.
-

I, , agree to serve as the Incorporator for the North American Yak Association Inc. 2/4/2024

Article 1: Location of NAYAK Principal Office

- The legal office of NAYAK is located at 1165 Cub Run Rd., Wellington, KY 40387
- The location of the office for NAYAK may be changed by a majority vote of the Board of Directors.
- Officers, Board Members and association members may reside in any state, territory or country and business may be carried out at any place for members or officers participating/conducting business on behalf of the association.

Article 2: Title and Nonprofit Purposes

- The Association shall be known as the North American Yak Association Inc. and shall at all times be operated and conducted as a non-profit corporation in accordance with the state laws in which the association is registered,

The mission of the North American Yak Association Inc. shall be:

- Establish and maintain a yak registry to collect, record and preserve the pedigrees of yaks raised in North America.
- Develop a registry which at a minimum verifies and records the parentage of yaks registered if the genetic data for the sire and dam are available, determines and records the percentage of cattle introgression as measured by genetic testing, information on the mitochondrial DNA, and provides a Co-efficient of Inbreeding in terms of the percent homozygosity of the alleles used in the genetic test.
- To preserve the North American Yak Registry Herd Book developed by the International Yak Association (IYAK) as a historical record of yak lineages;
- To promote yaks and yak products in North America the awareness of yak;
- To advance the awareness of yaks;
- To provide available educational resources to yak breeders relating to yak husbandry, marketing and best practices through social media, webinars, training events and an association website.

Objectives of NAYAK shall include:

- Promotion of the value of NAYAK membership;
- Promotion of yak ownership and the importance of registration;
- Promotion of yak products;
- Utilization of the registry and genetic information to improve the genetic integrity of yaks in North America;
- Upholding a professional standard of yak husbandry and marketing; and,
- The development of an updated website, social media links, webinars and training events to improve yak husbandry and provide marketing resources.

The NAYAK internet website shall at a minimum contain the following information:

- Information about NAYAK including association membership and membership information, operating By-Laws, Board of Director Meeting announcements, agendas and minutes.
- All necessary registration and transfer links/forms.
- General introductory information on yaks, educational materials on yak husbandry, yak products and marketing, as well as specific materials which can be used by yak breeders for marketing purposes.
- The registration of all yaks in the genetic based registry accessible by yak name, registration identification and owner.
- Information on how to access specific lineage information recorded in the North American Yak Registry Herd Book.

Article 3: NAYAK Membership

- NAYAK members may be individuals, partnerships, corporations, businesses ranches/farms, schools, clubs or organizations from any country.
- Members shall agree to conform to and abide by the Mission, By-Laws, Code of Ethics (Article 4) and Rules/Regulations of the Association adopted by the Board and Membership.
- There are three basic categories of membership. Membership dues for each category will be determined by the Board on even numbered years and applied to the subsequent following two years.
- Only Ranch/Farm Members and Honorary Members still raising yaks are allowed to vote on NAYAK organization decisions. A Ranch/Farm Member is allowed one vote. Ranch/Farm Members shall designate by mail or email to the Membership Chair of NAYAK who shall cast votes on behalf of the Ranch/Farm Member.

Section 3-1: Categories of Membership

1. **Ranch/Farm Membership:** for individuals of age 18 and older who own at least one yak or are caretakers of yaks (throughout their membership).
2. **Associate Membership which includes:**
 - Individuals under age 18 who own or are interested in yaks.
 - Businesses, corporations, and organizations who wish to be part of the work of The North American Yak Association.
 - Scientists/Researchers/Specialists who are working on specific NAYAK projects or who are doing yak related research.
 - College/University Students attending an accredited post-secondary educational institution.
3. **Honorary Membership** which is a life-time membership granted by the NAYAK Board of Directors to individuals for their contribution to the overall yak industry.

Note: Individuals who were life-time members in the International Yak Association and who are actively raising yaks will be granted their first year's NAYAK membership at no charge.

Section 3-2: Application for Membership

- Applications for membership to NAYAK may be submitted online via the Membership link on the NAYAK website.
- The NAYAK Board of Directors has the right to deny an application from an applicant whom they believe will not act within the NAYAK Membership Code of Ethics.

NAYAK Membership Requirements:

- Annual dues are paid each year.

- Conduct yak related business with all yak breeders and individuals interested in yaks according to the NAYAK Membership Code of Ethics (Article 5).

Article 5: The North American Yak Association Inc .Code of Ethics

Members of The North American Yak Association Inc. shall maintain the following basic standards:

- Provide adequate food, water and humane treatment to ensure the well---being of animals they are responsible for;
- Not administer or permit the administration of substances such as drugs, hormones or antibiotics on a sub-therapeutic (non-therapeutic) basis on any yak under their ownership or care;
- Not knowingly release any animal into the custody of a person who does not have the ability or appropriate facilities to provide for the animal's needs;
- Provide adequate documentation concerning the age, health history, registration level/status and genetic background of any animal they offer sale;
- Pursue all yak-related activities with honesty and fairness. Conduct business in a professional manner, providing current and factual information so as to educate others;
- Advance the yak industry through improving one's own knowledge, increasing one's skill, and encouraging research and sharing information; and,
- Not act in ways detrimental to the mission and work of NAYAK including:
 - Actions which would discredit NAYAK including distributing or spamming membership lists;
 - Making threats or acts of disruption and/or violence within the yak community;
 - Using derogatory language in any communications;
 - Making disparaging, unethical or false statements on social media concerning any member of the yak community;
 - Making unsubstantiated claims about yaks and/or yak products;
 - Misrepresentation or misconduct in connection with breeding, registration, showing, and the purchase or sale of a yak; or,

- Intentionally violating the By-Laws, Rules and Regulations of NAYAK.

ARTICLE 6: PROCESS FOR ADDRESSING A VIOLATION IN THE CODE OF ETHICS

A perceived violation of the Code of Ethics or questionable activity relating to the work and mission of NAYAK by a member of NAYAK should be reported in writing to the current President of the NAYAK Board of Directors. The letter will be regarded as confidential. NOTE: If the complaint is against the Board President, the letter is to be sent to the Vice-President of the Board.

At that time, within two weeks of the being reported to the Board, the Board will name a three person "Ethics Committee" and designate its chair. The named Ethics Committee will work solely on the specific charge for which it was named and be dissolved upon resolution.

All complaints are to be treated with full confidentiality.

The named Ethics Committee and Board shall work to achieve resolution within sixty days from the date on which the Board named the Ethics Committee to handle the specific potential violation reported.

Article 7: Membership Meetings

Section 7.1 The Annual Meeting

There shall be a regular annual meeting of NAYAK members. This shall be referred to as the Annual Meeting. The Annual Meeting shall be held at such time and place (including virtual) as may be set by resolution of the Board of Directors. Notice of the Annual Meeting shall be given stating the time and place of such meeting to each member's last known address, via email or US mail, as it appears on the association's records. Such notice shall be sent not less than sixty (60) days prior to the date of such meeting. The Board of Directors shall schedule the Annual Meeting and the President of the Board shall be responsible to ensure proper notification to the membership.

The order of business of the Annual Meeting shall be set by the Board of Directors based on what would be most informative and beneficial to the NAYAK membership. The Annual Meeting shall allow adequate time for members to raise issues and, if possible, to address such issues within the meeting. Members shall have right to make a formal motion for

Robert's Rules of Order shall be followed during the Annual Meeting.

Section 7.2 –Special Meetings of the Membership:

The President of the Board of Directors or a majority of the Board of Directors may call a special meeting of the membership by giving notice via email or US mail to the membership of the time and place of such meeting at least thirty (30) days in advance of the meeting.

Section 7.3 Quorum for the Annual Meeting or Special Meetings of the Membership:

There will not be a specified quorum based on attendance for voting related to the annual meeting. Rather, all voting on issues relating to business carried out at the Annual Meeting shall be done via the internet with the issue presented to the entire NAYAK membership for consideration three days prior to the actual vote. The Secretary and Board President of NAYAK shall be in charge of the entire voting process. Members will be given a 48 hour time span in which they may cast their vote on the particular issue.

ARTICLE 8: BOARD OF DIRECTORS

Section 8.1 – Governance of NAYAK:

The North American Yak Association Inc. shall be governed by a Board of Directors of at least eight and no more than ten NAYAK members. The members comprising the Board may come from any of the membership categories and will have the right to vote while serving on the Board.

No member of the Board of Directors will be paid by NAYAK for their work as a Director.

The Board of Directors shall govern the business and property for the association including

- The bi-annual establish of membership fees;
- The establish the rules and regulations for the registration and transfer of animals including related fees and charges;
- Informing the membership of any changes to the rules and regulations made during the calendar year;
- Organize and run the Annual Meeting of the Membership;
- Establish an Annual Operational Budget for NAYAK to be presented to the membership at the Annual Meeting;
- Maintain the breeding registry;
- Make all financial reports, Board Meeting Minutes and programmatic activities available to the membership; and,

- Work to advance the development of yak husbandry (including genetic issues), yak fiber and meat quality and production, and yak/yak-product marketing.

The term for a member of the Board of Directors is two (2) years.

The Nominating Committee for elected Director membership shall work to have the geographic areas in which yaks are bred and raised to be fairly represented on the Board of Directors as possible.

Section 8.2 Elected Member Vacancy:

If a Director, during the term of his/her office is no longer able to carry out his/her responsibilities or resigns, the Board of Directors shall declare the position vacant and appoint a member meeting the requirements to be a member of the Board of Directors to fill the vacancy for the remainder of the Director's term.

Section 8.3 – Removal of a Director:

A member of the Board of Directors may be removed from office by a two-thirds (2/3) majority vote of the Board of Directors. Cause for such removal includes, but is not limited to:

- The Director's failure to fulfill duties to NAYAK as specified in the By-Laws;
- The Director misses more than two (2) meetings without being excused prior to the meetings by the President of the Board;
- The Director has acted in his/her interest rather than the best interest of NAYAK.
- Conflict of interest; and/or,
- The Director is not interacting appropriately with others in his/her role as a Director.

Section 8.4 – Committees:

The Board of Directors may establish standing or special committees which may include non-members of the Board of Directors. Standing or Special Committees shall be charged with and limited to such responsibilities as the Board of Directors shall set forth by formal resolution. The President shall assign the Chair of Standing and Special Committees. Individuals who are not members of NAYAK may serve on a committee due their expertise

in the work area of the committee. A member of the Board of Directors shall serve on each Standing or Special Committee. Committees shall bring their findings and recommendations to the Board of Directors for action. All committee expenditures must have prior approval by the President of the Board of Directors or must have been specifically budgeted by the Board.

Section 8.5 – Quorum for the Board of Directors:

A quorum is required for all decisions by the Board of Directors. A quorum for a Meeting of the Board of Directors is a simple majority of the total Board Membership at that time.

Section 8.6--- Annual Meeting of the Board of Directors:

The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the Membership. At this meeting Board Officers for the following year shall be elected. No notice shall be required for the Annual Meeting of the Board.

Section 8.7 – Regular Meetings of the Board of Directors:

- The Board of Directors shall meet monthly throughout the year. The Board shall establish the meeting schedule under the guidance of the Board President and may provide for other regular meetings of the Board at stated times (and places) of which thirty (30) days notice shall be required.
- The Meeting Announcement, proposed agenda and Minutes of the previous Director's Meeting shall be provided to the entire membership at least seven days prior to each regular meeting of the Board of Directors. This shall be delivered by email and social media.
- All NAYAK members are to invited to each regular meeting of the Board of Directors and are encouraged to participate in all discussions and may bring issues before the Board.
- Approved Minutes shall be posted on the NAYAK Website.

Section 8.8 Special and Emergency Meetings of the Board of Directors:

Special meetings of the Board of Directors shall be held whenever called by the President of the Board or by a simple majority of the Board

Members. The President or Secretary of the Board shall give notice to each Director at least ten (10) days before the meeting.

The purpose of the meeting must be identified when the meeting is called. No other business is to be addressed at this time.

Rules of quorum apply.

Emergency Meetings of the Board of Directors may be called by the President of the Board. All members must have at least twenty-four hours prior notice. Notice may be given by the President, Secretary or Board Member. Emergency Meetings are to address only the “emergency at hand”. Rules of quorum apply.

Section 8.9 – Action Without A Meeting:

Actions may be taken without a meeting of the Board of Directors if consent setting forth the action is approved by email by a majority of Directors. Directors are to respond in a timely manner to requests made by Officers. If no response is received within two (2) days, the Officer shall again send the request to that Director. If no response is received within the additional (2) days then quorum rules apply.

ARTICLE 9: ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

Section 9.1 Elected Board Membership Qualifications:

Requirements for elected membership on the Board of Directors are as follows:

- The individual must have been a yak owner or caretaker of yak for a minimum of two years;
- The individual must be a current NAYAK member in good standing;
- The individual must be willing to commit two years of service on the Board of Directors. During this time the individual must be willing to place the best interests of NAYAK first in regards to NAYAK related activities undertaken by the individual and be willing to resign immediately in situations of unresolvable conflict of interest;
- The individual must support NAYAK’s mission and objectives, and,
- The individual must being not to use his/her position as a member of the Board of Directors for personal gain or that of select others.

Section 9.2 – Nominating Process:

- The Board of Directors shall announce the election date forty-five (45) days prior to an election including an invitation for individuals to serve on the Board.
- Interested persons who are qualified for Board Membership must submit a personal profile of their experience and interest in serving on the Board of Directors. If the individual is a current member of the Board of Directors seeking re-election, he/she must also provide a list of accomplishments during his/her term of service and goals for the next term if elected.
- The Secretary of the Board will make the written responses available to the NAYAK membership at least fifteen (15) days before the election.

Section 9.3 – Election:

The Secretary of Board shall contact the membership via email to notify them of the timetable for the online election of qualified individuals who have submitted the appropriate paperwork for consideration. Results of the election will be announced by the Secretary at the completion of the election.

ARTICLE 10: OFFICERS OF THE BOARD OF DIRECTORS

The Officers of the Board of Directors of the IYAK shall consist of the President, Vice-President, Secretary and Treasurer.

Section 10.1 – Term of Office:

Officers are elected to a one year term of office.

Section 10.2 – Election of Officers:

Officers on the Board of Directors are elected by the Board of Directors at the Annual Board of Director's Meeting after the Annual Meeting of the Membership.

Section 10.3 – President of the Board of Directors:

The President shall be the Chief Executive Officer (CEO) of the association and shall serve as the Chair of the Board of Directors. The President shall:

- Serve as an ex-officio member on all committees;
- Maintain general supervision of the affairs of the Association;
- See that the By-Laws, rules and regulations of the Association are enforced;
- Make sure all committees and Officers meet necessary deadlines as prescribed by the By-Laws;
- Shall approve non-regular checks with the Treasurer;
- Approve all sales or purchases of association assets except at dissolution; and,
- Perform all other duties and responsibilities as may be prescribed by the Board of Directors.

Section 10.4 --- Vice President of the Board of Directors:

In the absence of the President of the Board of Directors, the Vice President shall have the authority to perform the duties of the President including serving as the Chair of the Board of Directors at meetings. The Vice President shall perform an annual financial review of NAYAK with the Treasurer at the end of each fiscal year. The Vice President shall perform other duties and responsibilities as may be prescribed by the Board of Directors.

Section 10.5 – Secretary of the Board of Directors:

The Secretary shall perform such duties as directed by the President and/or Board of Directors which may include but not be limited to:

- Keeping minutes of the meetings of the Board of Directors and the Annual Meeting of the Membership;
- Coordinating email correspondence to the NAYAK membership;
- Running all Board directed on-line elections;
- Record approved minutes on the website.
- Perform all other duties necessary to the work of the Office of Secretary necessary for the success of the association in its mission.

Section 10.6 – Treasurer of the Board of Directors

The Treasurer of the Board of Directors is responsible for the financial oversight of the association. The work of the Treasurer shall include but not be limited to:

- Review of monthly billing, payments, income and expenses;
- Develop an Annual Operating Budget for IYAK with the Board of Directors;
- Monitoring income and expenses against the Annual Operational Budget approved by the Board of Directors;

- Provide the Board of Directors with a monthly financial report;
- Provide an annual financial report in writing to the membership at the Annual Meeting;
- Undertake an annual audit with the Vice President; and,
- Provide recommendations to the Board of Directors relating to income and expenses.

Section 10.7 – Executive Committee

There shall not be an Executive Committee of the Board of Directors due to desire for transparency and NAYAK membership involvement is discussions on issues that come before the Board.

ARTICLE 11: FISCAL YEAR

The fiscal year of the North American Yak Association Inc. shall run from January 1 through December 31 of each year.

ARTICLE 12: POLITICAL ACTIVITY

The North American Yak Association Inc. shall not participate in or intervene in any political campaign of any candidate for public office.

ARTICLE 13: DISTRIBUTION OR DISSOLUTION

In the event of the dissolution of the association, no member shall be entitled to distribute or divide any of NAYAK's remaining property or proceeds. After all debts and obligations have been satisfied, the Board of Directors shall determine the disbursement of funds and/or property in compliance with Section 501© of the Internal Revenue Code as the same now exists or as it may be amended in the future.

ARTICLE 14: AMENDING THE BY-LAWS

A proposed amendment to the NAYAK By-Laws must:

Be supported by majority of the Directors in attendance at a regular meeting of the Board of Director which has a quorum in attendance; and

A majority of the NAYAK membership according to the following procedure:

1. The proposed change shall be emailed to all NAYAK members, placed on NAYAK social media and the NAYAK website 60 days prior the membership vote date.
2. Members are encouraged to send comments to the Board for review

up until 30 days before the proposed membership vote.

3. The Board shall review the comments and make amendments, allow the proposal to advance as is or withdraw the proposal based on member input. If the Board amends the proposal then the process must begin again.
4. The membership shall again be notified ten (10) days and two (2) days prior to the vote providing the proposal being voted on and voting instructions.
5. Results from the vote will be announced by the Secretary after the vote is completed.
6. If less than 50 percent of the membership eligible to vote participates, the vote shall be reheld ten days later with an explanation to the membership as to why it is being reheld, the proposal being voted on and the date of the new election sent to the electorate the day after the election. The membership will be informed in this mailing that this will be the final vote.
7. If less than 50 percent of the membership votes in the second vote, the results of this election will be considered valid.