

# AMERICAN GOAT FEDERATION BYLAWS

## Article I. Membership

Section 1. Any national, state or regional organization recognized as representing a segment of the U.S. Goat Industry and which pledges itself to support the constitution and by-laws of the American Goat Federation (hereinafter identified as "the Federation") may become a member of the Federation (hereinafter referred to as members). Members will each choose one voting delegate to represent them as necessary.

Section 2. Individuals may join the Federation and have the opportunity to nominate directors for at-large positions on the Board of Directors, per board policy.

Section 3. Affiliate Memberships shall be available for corporations, businesses, or other entities that support the mission of the Federation. Affiliate Memberships shall have no voting privileges.

Section 4. Members of the Federation shall be retained and expelled in accordance with such rules and regulations as the Directors may adopt.

## Article II. Directors

Section 1. The Federation will be represented by not more than 11 directors (including at least one at-large member) who will serve for 3-year terms. One third of the initial directors shall be elected for a 3-year terms, one third for 2-year terms, and one third for 1-year terms.

Section 2. Members in good standing may submit nominees for Directors of the Federation by October 1st prior to the Annual Meeting. A screening committee will advance a slate of nominees that reflect the diversity of the meat, dairy, fiber and other segments of the industry to the Board for final approval no later than November 1. The Board of Directors shall select new Directors by November 15. Directors shall take office at the following annual meeting in January.

A provisional board of directors will be appointed by the Goat Committee of the American Sheep Industry Association (ASI) to serve until the first annual meeting of the Federation can be held in conjunction with the ASI annual meeting in January of 2012. The Directors shall elect their own officers annually at said meeting.

Section 3. The business and property of the Federation shall be managed and controlled by the Directors. Should, for any reason, the Federation be dissolved, the physical property of the Federation shall be sold at public auction and the proceeds, combined with the balances of any remaining accounts shall be distributed among the members in good standing at the dissolution of the Federation.

Section 4. No one Director can hold the same office on the board for more than two consecutive terms.

Section 5. Any Director may be removed at any meeting by two-thirds (2/3) vote of all other Directors then qualified and serving. Removal must be with cause. Prior to removal a Director shall have received a copy of any charges against them, delivered to them personally or by certified mail with return receipt at their address appearing on the records of the Federation at least ten (10) days prior

to the meeting at which any vote upon a proposed removal of such Director is to be taken. Furthermore, such Director, prior to their removal, shall have the opportunity to be heard on such charges at a meeting of the Board of Directors. Any Director with ethics charges against them found to have merit is expected to resign immediately. (see also appendix A, American Goat Federation Conflict of Interest policy)

Section 6. Unfulfilled terms of removed or resigned Directors shall be filled by a majority vote of the remaining Directors.

### **Article III. Annual Meeting**

Section 1. The regular annual meeting of the members shall be held at such time and place as may be fixed by resolution of the Directors for the purpose of electing officers and for the transaction of such other business as may be brought before the meeting.

### **Article IV. Vacancies**

Section 1. In case of vacancy of any officer position other than that of the President, the Directors shall have power to fill such vacancy for a time not extending beyond the next annual meeting.

### **Article V. Duties of the President**

Section 1. It shall be the duty of the President to preside at all meetings of the Federation. The President shall appoint such committees as are deemed necessary by the Federation and shall be ex-officio member of all committees.

### **Article VI. Duties of the Vice-President**

Section 1. The Vice-President shall preside at all meetings of the Federation in the absence of the President and, in such event, shall have the authority to perform the duties of the President. The Vice President shall assume the duties of the President in the event of the vacancy in the office.

### **Article VII. Duties of the Secretary**

Section 1. The Secretary shall give or cause to be given due and proper notice of all meetings of the Federation; shall keep or cause to be kept a record of the proceedings of all meetings and records of attendance at all meetings; verify validity of memberships for voting purposes at the Annual Membership Meeting; and perform any duties for the Federation as assigned by the Board of Directors.

### **Article VIII. Duties of the Treasurer**

Section 1. The Treasurer shall cause to be collected and held all Federation money in bank accounts and pay all bills consistent with the approved budget; shall keep complete financial records and present a report regularly as requested by the Board of Directors; and present a detailed year-end report to the Board of Directors. Treasurer shall also prepare a preliminary budget for the upcoming year and shall perform any duties for the Federation as assigned by the Board of Directors.

Section 3. Both the office of Secretary and that of Treasurer may be held by one person. The Board may hire staff to perform designated responsibilities of the Secretary and/or Treasurer.

## **Article IX. Meetings of the Directors**

Section 1. Meetings of the Directors shall be at such time and place as the President may direct. The President may call a special meeting of the Directors at any time by giving five days' notice to all Directors, by fax, telephone, email or USPS mail, a majority of which shall constitute a quorum for the transaction of business. Such meetings may be conducted by electronic means such as teleconference or video-teleconference. All meetings are open but the Board may adjourn to executive session.

## **Article X. Duties of the Board of Directors**

Section 1. The Directors shall manage the affairs of the Federation and shall exercise all such powers and do such acts as are usually done by Directors, subject at all times to the Federation's Constitution and Bylaws. The Directors may adopt such policies as are necessary for the transaction of its business.

## **Article XI. Employees**

Section 1. Pursuant to Art. IX, the Directors may hire such staff as are necessary to oversee the daily administrative affairs of the Federation.

## **Article XII. Finances**

Section 1. The finances of the Federation may be maintained by an independent accounting firm (hereinafter designated "firm") selected and contracted by the Directors. All disbursements shall be made by the firm upon the approval of the President. The officers may develop a policy regarding the processing of approval of day to day expenditures which assures a full and complete accounting of disbursements be available upon request.

## **Article XIII. Amendments to Bylaws**

The Board of Directors is hereby given the power to adopt, modify or amend the Bylaws at the annual meeting or any special meeting. Special meetings may be conducted by electronic means such as teleconference or video-teleconference. All action on the part of the Board of Directors in adopting, altering or revoking bylaws must be submitted to the members two weeks prior to the annual meeting for ratification. The approval of two-thirds of the members present at the annual meeting shall be required for the final adoption of amendments.

Revised 11/13/10

Revised 01/28/12

Revised 3/8/12