

MINNESOTA BOER GOAT ASSOCIATION

BY-LAWS

ARTICLE I – OBJECTIVE and PURPOSE

SECTION I:

The name of the association shall be MINNESOTA BOER GOAT ASSOCIATION (the “Association”). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota

SECTION II:

MINNESOTA BOER GOAT ASSOCIATION is organized exclusively for charitable, scientific and education purposes.

The purpose of this corporation is:

- a) To encourage, promote and improve the breeding and raising of Boer goats in Minnesota.
- b) To conduct seminars and meetings to educate members and interested persons about Boer goats and meat goat production.
- c) To market and promote the use of products produced by and from Boer goats.
- d) To promote activities for youth in the meat goat industry.
- e) To conduct shows under the rules of the American Boer Goat Association (ABGA).

SECTION III:

Should the membership of the Association deem it complimentary to the Association’s purpose, the Association may seek affiliation with another organization. An affiliated organization shall never have the authority to act in the name of the Association.

Membership to other organization will be voted upon (simple majority) by the membership at the next annual meeting. If the Association should decide to withdraw membership from another organization, this action will be voted upon (simple majority) by the membership at next annual meeting. The Association will assume responsibility to pay related dues to be affiliated to another association.

ARTICLE II – MEMBERSHIP

SECTION I:

The membership of the Association shall be composed of any persons interested in the stated purpose for which the Association was formed.

SECTION II:

Annual Dues: The amount required for annual dues shall be \$50 per person or \$75 per family/farm each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-

date on membership dues. Failure by any member of the Association (individually, a “Member” and collectively, the “Members”) to pay such Member’s dues on or before the due date established by the Board for such payment shall automatically terminate such Member’s membership in the Association on such due date. The Board shall from time to time establish the date on which annual membership dues are due and shall provide notice thereof to all Members.

SECTION III:

Each Member must be 18 years of age or older (if membership is by a family membership, one member of said family membership must be 18 years of age or older); and agree to comply with the Articles of Incorporation of the Association, these bylaws, and the Rules and Regulations and Code of Ethics of the American Boer Goat Association.

SECTION IV:

Should the membership of the Association deem it complimentary to the Association’s purpose, the Association may create a junior association for youth within its organization. Should a junior association be formed it will be under the oversight of the Association and abide by the Articles of Incorporation of the Association, these bylaws, and the Rules and Regulations and Code of Ethics of the American Boer Goat Association and the Junior American Boer Goat Association.

SECTION V:

Suspension / termination of membership: Any member conducting himself/herself in an unethical manner as determined by the Executive Board with guidance by the Code of Ethics of the American Boer Goat Association. If suspended / terminated, all dues paid will be forfeited and retained by the organization. If membership is suspended /terminated, the Board will determine the period of suspension / termination.

ARTICLE III – MEETINGS

SECTION I:

Regular meetings of the Association shall be held at a time and place to be determined by the membership.

SECTION II:

An annual meeting of the members shall take place each year, the specific date, time and location of which will be designated by the Board.

- a) At the annual meeting the members shall elect executive directors, receive reports on the activities of the Association, and determine the direction of the Association for the coming year.
- b) Members may submit written requests for matters to be included on the agenda for the annual meeting that require or permit action by the Members. Such written requests shall be submitted to any member of the Board of Directors and must be received at the Association’s office at least 14 days before the annual meeting. The written request may be, but is not required to be, in the form of a motion. The Board of Directors shall determine whether matters so requested shall be included in the annual meeting agenda.

SECTION III:

Special meetings may be called by the President or by a simple majority of the Board of Directors. A petition signed by five percent of voting members may also call a special meeting. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.

SECTION IV:

A notice of each annual meeting shall be given to each voting member, by mail or E-mail, not less than 21 days prior to the meeting. It is the burden of the Member to provide a current mailing address and email address (if member has one) to be recorded in the Association's membership roster as kept by the Association's Secretary.

SECTION V:

The members present at any properly announced meeting shall constitute a quorum.

SECTION VI:

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Voting privilege:

- a) Single membership shall be for one year and entitles member one vote.
- b) Family/ Farm membership shall be for one year and entitles each family/ farm one vote.
- c) Must be 18 years or older for voting privileges.
- d) A member must be in good standing with dues paid for the current year and shall be entitled to one vote at any meeting of the Association at which the member is present. Dues must be paid prior to the call to order of the annual meeting.

ARTICLE IV – BOARD OF DIRECTORS

SECTION I:

The board is responsible for overall policy and direction of the Association, and delegate responsibility to committees. The board receives no compensation other than reimbursement of reasonable expenses.

SECTION II:

All board members shall serve two-year terms, but are eligible for re-election for additional consecutive terms.

SECTION III:

The Board shall meet at least twice a year, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

- a) Special meetings of the board shall be called upon the request of the President, or one-third of the board. The Secretary shall send out notices of special meetings to each board member at least two weeks in advance.

- b) If a decision must be made immediately and in the best interest of the Association and if there is not enough time to call a special membership meeting, the decision may be address by the Board and the decision must be presented before the membership at the next annual meeting. All decisions must abide by these By-Laws.
- c) The board may make decisions involving the expenditure of the Association's money, as long as the amount does not exceed \$250.00 or 1/3 of the treasury, which ever is less. All checks and/or withdrawals require the signature of the current elected Treasurer or President (as treasurer the primary signer). Only Board members shall have online access to viewing rights to account information.

SECTION IV:

New and current executive directors shall be elected or re-elected by the voting members present at the annual meeting. Executive directors will be elected by a simple majority of members present at the annual meeting.

- a) The Association's fiscal year shall begin on the first day of January and end on the last day of December. The Association's official year shall begin immediately following the annual membership meeting.
- b) All executive directors terms are for 2 years. Two executive directors positions shall re-elected in 2018. Three executive directors shall be re-elected in 2019. All executive directors positions shall alternate every two years in such a rotation going forward.
- c) The elected executive directors shall take office immediately upon the conclusion of the annual meeting and the executive directors will determine duties and responsibilities of each executive director immediately following the annual meeting. Each retiring executive director shall turn over to their successor in office all properties and records relating to that office within 30 days after election.

SECTION V:

Nominations may be made by members in good standing from the floor at the annual meeting. After nominations are closed at the annual meeting, voting will proceed by secret written ballot. The nominees receiving the majority of votes shall be elected. Each executive director seat will voted separately.

SECTION VI:

A quorum for board meetings must be at least 80 percent of board members in attendance for business transactions to take place and motions to pass.

SECTION VII:

The Executive Board (the "Board") officers shall consist of the President, Vice-President, Secretary and Treasurer, and Officer(s) at Large

- a) The President shall preside at all meetings of the Board, Annual Meetings and Special Meetings of the Association and shall have the duties and powers

normally appointed to the office of President in addition to those particularly specified in the By-Laws.

- b) The Vice-President shall have the duties and exercise the powers of the President in the case of the President's absence.
- c) The Secretary shall keep a record of all meetings of the Board, Annual Meetings and Special Meetings of the Association and of all matters of which the Board shall order a record. The Secretary shall have charge of the correspondence, keep a roll of the Board with their addresses and carry out such other duties as per these By-Laws.
- d) The Treasurer shall collect and receive all monies due or belonging to the Association. The Treasurer shall deposit the same in the bank in such accounts approved by the Board in the name of the Association. The Treasurer's books shall, at all time, be open to inspection and audit. The Treasurer shall report at every meeting, the Association's financial condition and every item of receipt of payment not having been previously reported. In the absence of the President and Vice-President, the Treasurer shall conduct the meeting.
- e) The Officer(s) at Large shall represent the membership of the whole. The Officer(s) at Large have voice and vote at all board meetings.
 - 1) The formula for Officer(s) at Large representatives based on the number of members in the Association.
 - 1 - 149 members – 1 Officer at Large
 - 150 - up members – 3 Officers at Large

SECTION VIII:

Any vacancies occurring among the executive directors during the year shall be filled until the next election by a majority vote of all members present at the next annual meeting. A vacancy in the office of President shall be filled by the Vice-President and the resulting vacancy of Vice-President or any other officer / officer at large vacancy shall be filled by election of the executive members present at the next regular meeting and serve in this capacity until the next annual meeting.

ARTICLE FIVE – COMMITTEES AND OTHER ORGANIZATIONS

SECTION I:

The board may create committees as needed, such as fundraising, shows, public relations, youth, etc. The President appoints all committee chairs. Committees are accountable to the Board. Committees are not permitted to have separate treasuries apart from the Association.

SECTION II:

As per ART. ONE, SEC. III of these by-laws, the Association may choose to join any other organization as long as the membership believes to be in the interest of the Association. If

the other organization requires a representative of the Association, this elected representative will be nominated from the Association's active membership. The Association's representative shall serve for a 2-year term with an opportunity to be re-elected for a second term only. The Association's representative is accountable to the Board and will be required to report related activities to the Board and Members. Should an Association's representative position be declared vacant for any reason, the Board shall elect, by majority vote, a successor to serve until the next annual meeting.

ARTICLE SIX - AMENDMENTS

SECTION I:

These By-Laws may be amended at any time, provided a copy of the proposed amendment is sent to the Board via e-mail or regular mail, not less than 30 days before the date of the mailing by which action must be taken to notify the members of an annual or special meeting (44 days prior to an annual or special meeting). Amendments to these By-Laws may be proposed by the Board or by a written petition addressed to the Secretary and signed by 20% of the membership. Amendments proposed by such a petition shall promptly be reviewed and considered by the Board. If adopted by the Board, the Secretary will submit the petition to the membership for a vote at the next annual or special meeting. A simple majority vote of the membership present shall be required to pass any amendment.

ARTICLE SEVEN – GRIEVANCE PROCEDURE

SECTION I:

Complaints and/or issues, which may be resolved in a timely fashion, must have more than one board member present. Board members will attempt to resolve the grievance and all parties must be in agreement. If all parties cannot agree upon a resolution then the grievance procedure may be utilized.

SECTION II:

Grievance Procedure

A member (the "Grievant") may present a written grievance to any executive board member within 7 days of said grievance. A grievance committee will hear the issue within 14 days of receipt of the written grievance. The committee will give a written decision within 3 days to the Grievant. Time frames may be extended in writing by mutual agreement of both parties. If the decision of the grievance committee is not satisfactory to the Grievant, the Grievant can request review by the Board within 7 days of the grievance committee decision. The Board will make a decision within 7 days where all decisions are final and the grievance process terminates.

SECTION III:

Grievance Committee

The grievance committee shall be appointed by the President and consist of two board members and three appointed members of the Association who are in good standing. Should any member of the grievance committee believes there is a conflict of interest, he or she must notify the President and another member of good standing will be appointed.

ARTICLE EIGHT – DISSOLUTION

SECTION I:

The Association may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the association, whether voluntary or involuntary, by operation of the law, none of the property of the association shall be distributed to any members of the association, but after payment of the debts of the association, its property and assets shall be given to an organization for the benefit of the Minnesota meat goats industry, as selected by the Board.

ARTICLE NINE – ORDER OF BUSINESS

SECTION I:

At meetings of the Association, the order of business, so far as the character and nature of the meetings may permit, shall be as follows:

Call to order

Minutes of last meeting

Treasurer's report

Committee reports

Old Business

New Business

Election of Executive Directors (at relevant annual meeting)

Announcements

Adjournment

SECTION II:

The meetings of the Association shall be conducted by the most current edition of Robert's Rules of Order.

These by-laws were approved on: April 15, 2017