

# Guernsey Goat Breeders of America

## CONSTITUTION

### Preamble

For the purpose of developing and promoting the Guernsey goat breed, in cooperation with other organizations generally promoting dairy goats, we, the members of the Guernsey Goat Breeders of America, do hereby adopt this Constitution and Bylaws as the fundamental law of the dairy goat breed association known as the Guernsey Goat Breeders of America.

### Article I – Name

The name of this breed association shall be the Guernsey Goat Breeders of America (herein referred to as GGBOA).

### Article II – Purpose

The GGBOA is a non-profit breed association whose purpose shall be the promotion and development of the Guernsey Goat Breed, the education of others about the Guernsey goat breed; the promotion of fellowship among the members through correspondence, meetings, news, social media and ideas as well as cooperation with other organizations engaged in the promotion and development of the dairy goat industry in general.

### Article III – Location

The home office of this association shall be the address of the current association Secretary, or another location designated by the GGBOA Board of Directors.

### Article IV – Membership

Section 1: Application for membership, accompanied by annual dues, may be requested through the association by any individual, family, farm, legal business, or corporation engaged in the breeding, sale, or promotion of the Guernsey dairy goat breed. Members agree to abide by, and be bound by, the Constitution and Bylaws of GGBOA, now in force and which may hereafter be amended by a majority membership vote of GGBOA.

Section 2: The GGBOA shall have four classes of membership:

1. Breeder Member – An individual breeder member must be at least 18 years of age and is entitled to one (1) vote when GGBOA business is being conducted.
2. Junior Member – A junior member is someone less than 18 years of age. Such membership shall expire upon fiscal year-end of the year in which the Junior Member attains the age of 18. A junior member will be recognized and may participate in business meetings but may not vote when formal GGBOA business is conducted.
3. Group Member – Any family, farm, or legal business entity may become a member of GGBOA. This group must be represented in name by one individual, or designee of said individual, that is at least 18 years of age and legally responsible for the group. A group membership is entitled to only one (1) vote when GGBOA business is being conducted.
4. Honorary Membership – Honorary membership may be bestowed by the Board or Directors, with a majority membership vote, upon any person or entity that in the opinion of GGBOA has made exemplary contributions, promoted the breed association in an extraordinary way, or made valuable strides in advancing the Guernsey dairy goat breed. Honorary members shall not be required to pay any dues but will retain the right to vote.

Section 3: No Officer, Director, or Member of GGBOA shall sign any notes, make any verbal agreements, or agree to any action that commits GGBOA to any indebtedness unless specifically requested by the Board of Directors, and documented in the minutes, at a regular business meeting.

## **Article V – Voting**

Section 1: Breeder Members and Group Members with dues paid in full at the time of voting, no outstanding financial obligation to the GGBOA, and otherwise in good standing are entitled to one (1) vote each in polls or formal membership votes called by GGBOA Secretary under the approval of the BOD.

Section 2: New Breeder Members/Group Members do not attain voting privileges in general elections of Officers and Board Members until 90 days have elapsed from the date membership payment was made (signified by a post mark or date of electronic payment if available).

Section 3: Junior Members may not vote, but they are free to participate in GGBOA business meetings and to engage in all manner of discussion related to GGBOA business.

Section 4: Membership votes for open positions for Officers and BOD members shall be cast by electronic ballot as designated by the Secretary, using an independent and online polling or election app chosen by the Board in an open meeting prior to the opening of any nomination period for elections. The Secretary shall set a cutoff date and time for votes to be received and/or recorded, and that date and time will end at 11:59PM Pacific Time, on the date chosen. The terms of the election and the link to the voting site will be emailed to all members in good standing at least fourteen days prior to the election. Reminder emails will be sent to the same membership list three days prior to the close of the election and a final email reminder shall be sent one day prior to the close of the election. All these emails shall become a part of the permanent record archives of the GGBOA

- a. In the event that no member nominates himself or another to an open position, the Secretary will send out a new email requesting nominations for the open position. That email will become part of the permanent record archives of the GGBOA. If after the new email is sent there are still no members nominated to run, the Board may appoint an interim Director until the next regular election or choose to conduct business with the remaining Board members if no eligible candidate is available, at their discretion.
- b. If only a single candidate is nominated for any position, at the close of the nomination period that candidate will be considered elected by acclamation.

Section 5: Voting results shall be made available to the membership in a members' only forum of the Board's choosing, set at the same time as the designation of the voting methods. Voting results shall be made a part of the permanent record archives of the GGBOA.

## **Article VI – Board of Directors**

Section 1: The GGBOA Board of Directors (BOD) shall consist of four (4) officers (President, Vice-President, Secretary, Treasurer), and three (3) Directors at large. Any individual Breeder Member in good standing is eligible to run for a BOD position.

Section 2: The GGBOA Board members will be elected directly by the membership to the Board at large. Once the members of the Board have been seated, the first act of the new Board shall be to hold an organizational meeting to determine amongst themselves by means of a vote (either open or secret) the roles they will fill until the next election. Nominations and votes shall be held on each position in turn, with any Board member able to nominate himself or another Board member to the post. If only one person is nominated (by himself or another) for a particular office, that person shall be deemed elected by acclamation. Once all the officer positions have been filled by the Director receiving the most votes, the remaining Board members shall be considered Directors at large. The term Director, as used in the GGBOA Constitution and Bylaws, shall be a person elected by the membership to oversee the affairs of this dairy breed association.

- a. In the event of a resignation or other opening prior to the next regular election, the BOD shall appoint an interim Board member until the next regular election is held.

- b. The Board of Directors shall determine amongst themselves whether to appoint the interim Member to a specific post or if a new organizational meeting needs to be held. In any case, these decisions shall be valid only until the next regular election is held.

Section 3: The Secretary will notify the membership of the upcoming election and the means of voting and call for nominations to open Officer or BOD positions at least 60 days prior to the formal election.

- a. Breeder Members may declare their intent to run, or nominate another Breeder member in good standing, for an Officer or BOD position.
- b. Group Members may nominate a Breeder Member in good standing for an open position or they may nominate one person, that is at least 18 years of age and legally responsible for their group/entity, to an open Officer or BOD position.
- c. Nominations for open Officer or BOD positions will cease 45 days prior to the scheduled election.
- d. All persons nominated to Officer and BOD positions must declare their formal intent to run in writing via email to the Secretary at least 45 days prior to the scheduled election. If nominated for a BOD position, nominees must agree to be bound by the terms set out by the governing documents of GGBOA. The Secretary's email shall be listed in a prominent place on the contact page of the GGBOA website and any private member forums on social media and shall be kept current. Any intent emails shall become a part of the permanent record archives of the GGBOA.

Section 4: The BOD shall make every effort to engage the membership in decisions that affect the organization as a whole. The BOD shall act on behalf of the membership whenever sufficient time does not exist for action by majority vote of the membership. All decisions may be revised or amended by members utilizing the following procedure.

- a. A signed (paper or web document) petition may be made to the Secretary, by no less than 15 percent of the voting membership to repeal or amend an action by the BOD, or to recall a sitting Board member. Upon receipt, the Secretary shall send materials for a referendum vote to all members in good standing within thirty (30) days via email with instructions on the voting process. A two-thirds (2/3) majority of the votes cast is required to repeal or amend a Board action, or to recall a sitting Board member. The right to petition ceases ninety (90) days after the notification of a Board action in the following: the GGBOA newsletter or any other GGBOA social media pages or forums.
- b. The right to recall a Board member is reserved to the membership until 120 days prior to the expiration of the term of the Board member. At that time, the term will be subject to the regular upcoming election and the need to recall is moot.
- c. The results of the referendum vote will be formally reported to the membership by email, as well as in the next scheduled newsletter, membership meeting, on the Social Media venues, after the vote is received. Voting results shall be made a part of the permanent record archives of the GGBOA.

Section 5: In the case of a tie vote for a Director position, the candidate with the longest continuous membership in the association shall be declared elected.

Section 6: Those elected to the GGBOA BOD shall serve a two-year term, BOD members may be re-elected for their positions at the end of their term. There are no term limits. Members may serve for as long as they are willing and as long as they continue to be re-elected.

Section 7: Directors must be at least 18 years of age and must maintain their GGBOA membership in good standing throughout their tenure on the Board of Directors.

Section 8: The Secretary shall keep a formal record of how each Director votes on association issues. How each Director voted shall be disclosed to the membership when Board actions are published. Voting results and meeting minutes shall be made a part of the permanent record archives of the GGBOA.

Section 9: The President shall serve as the Chairman of the Board and shall have a formal vote on BOD issues only in the case of a tie vote.

Section 10: The BOD shall appoint a newsletter editor who will be responsible for assembling, printing, and timely release of a scheduled newsletter. A draft of the newsletter will be presented to the BOD 15 days before publication in the form of a PDF file for review and input.

Section 11: The President shall appoint a webmaster who will be responsible for the design, maintenance, and timely upkeep of the GGBOA website and all manners pertaining to it. The webmaster will be answerable only to the BOD.

Section 12: Newly elected Directors shall assume their duties two weeks after the election results are announced.

Section 13: Any Director who fails to show up for three (3) consecutive meetings shall be considered to have resigned from their position on the Board, and the remaining Directors may fill the opening in the manner of their choosing.

## **Article VII – Officers**

The officers of GGBOA shall be the President, Vice-President, Secretary, and Treasurer elected to the BOD by the membership.

## **Article VIII – Committees**

The President, with approval of the BOD, shall create those Standing and Special Committees necessary for the orderly operation and the progress of the breed association. All committees will have at least one Board member as head. The President with approval of the BOD, can also dissolve Committees when their function no longer is needed.

## **Article IX – Membership Meetings**

Section 1: The annual meeting of GGBOA may be held in conjunction with the American Dairy Goat Association (ADGA) Annual Meeting or in any other place designated by the BOD.

Section 2: The membership shall be notified by the Secretary as to the location and time of the annual membership meeting at least 90 days in advance of said meeting.

Section 3: Special meetings of the membership may be designated by the BOD or called by a signed (post mark or electronic) petition submitted to the GGBOA Secretary from at least 20% of the membership. The Secretary shall notify the membership by e-mail at least 30 days prior to the special meeting being held. The business of the special meeting will be limited to the topic(s) stated in the call to meeting. Meeting notices and meeting minutes shall be made a part of the permanent record archives of the GGBOA.

## **Article X – Liability**

The property or personal assets of Members, Directors, and Officers shall not be subject to the payment of association debts to any extent whatsoever.

## **Article XI – Parliamentary Authority**

All parties eligible to participate in GGBOA meetings shall adhere to Robert's Rules of Order in all aspects except when inconsistent with the GGBOA Constitution/Bylaws or inconsistent with any special rules of order GGBOA may formally adopt.

## **Article XII – Dissolution**

In the event of the dissolution of the Guernsey Breeders of America (GGBOA), the BOD shall select and donate any remaining monies to a non-profit organization whose main purpose is to support and benefit the dairy goat industry. Evidence of the donation shall be presented to the membership.

## **Article XIII – Amendments**

Section 1: An amendment to the Constitution may be proposed by three (3) Directors or by signed petition of 25% of the membership. A proposed amendment shall be submitted to the Constitution Committee (appointed by the President) for examination and approval as to form and legality. The

Constitution Committee in turn will submit its precise conclusions and recommendations in writing to the BOD within sixty (60) days of receiving the proposed amendment.

Section 2: An amendment approved by the Constitution Committee and BOD shall be submitted by the GGBOA Secretary to give to the membership for a vote via email containing the language of the amendment and the instructions on how to submit votes and the deadline for vote submission. The vote may be done by email, or by electronic balloting via the Internet. Voting will end no longer than thirty (30) days after the membership has been given the ballot. The Constitution Committee will tally the votes and results will be published to the membership by the GGBOA Secretary. A two-thirds (2/3) majority of the votes cast is required to amend the GGBOA Constitution. Voting results and correspondence shall be made a part of the permanent record archives of the GGBOA.

Ratified: \_\_\_\_\_

By: \_\_\_\_\_  
GGBOA President

# Guernsey Goat Breeders of America

## BYLAWS

### Preamble

We, the GGBOA members, do hereby adopt these bylaws for the purpose of providing clarity and direction to the members, allowing for implementation of the GGBOA Constitution.

### Article I – Membership

Section 1: Application for membership or renewal shall be addressed to the Treasurer of the GGBOA in accordance with the rules established by the BOD.

Section 2: Annual dues shall be set by a majority vote of the BOD. Applications for new and renewed memberships shall include payment of annual dues. Multiple years of annual dues may be paid at one time by any member in good standing. Unused dues may be refunded at the discretion of the Board of Directors. Those joining GGBOA after June 15<sup>th</sup> of any given year will pay half the full cost of dues, taking them to January of the following year, when full dues are applicable.

Section 3: The membership year shall be from January first through December thirty-first of each calendar year. Dues of members left unpaid on March first shall be considered in arrears and the membership shall lapse. No Member so in arrears shall be entitled to enjoy any privileges of membership.

Section 4: Termination of Membership: Memberships may be terminated:

- a. by resignation. Any member in good standing may resign from GGBOA with written notice to the Secretary.
- b. by allowing one's membership to lapse. Membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after March 1.
- c. Upon review and majority vote by the GGBOA BOD a member found liable for or guilty of abuse or neglect of an animal in a civil or criminal court may be expelled from membership and denied use of its services.
- d. Upon review and majority vote by the GGBOA BOD, a member demonstrating conduct detrimental to the organization may be expelled from membership and denied use of its services.

Section 5: Code of Conduct for Members

GGBOA seeks to represent itself and dairy goats in a positive light in the general community. This effort requires that all GGBOA members act in accordance with the highest social and ethical standards, and with certain basic principles. While GGBOA does not seek to dictate all relationships and interactions between its members or between its members and the community, these standards and principles should govern those relationships and interactions at all times. In keeping with our purpose, all GGBOA members shall follow this Code of Conduct in all GGBOA activities and in any other activities in which they may be seen as representing GGBOA. This includes in-person interactions, telephone communications, USPS, e-mails and similar media, social media, and any other modes of action or communication:

- a. Show respect for your fellow GGBOA members at all times.
- b. Always show respect and appreciation for the volunteers who give their time to help the club and/or event(s).
- c. Never yell at, taunt, or threaten physical violence upon another member of the club, a volunteer or event exhibitor or spectator.
- d. Never use abusive or vulgar language, or make racial, ethnic or gender-related slurs or derogatory comments at club events.
- e. Never make unwanted sexual or physical contact with other members, a volunteer or event exhibitor or spectator.
- f. Any person so offended or witness to such an incident should report violations of the Member Code of Conduct policy to the Board of Directors in writing.

#### Section 6: Consequences of Member's Behavior:

- a. If a member does not abide by the Code of Conduct, generally stated above, the GGBOA has an obligation to the members to address the accused member. Some rules of conduct are recommended strongly; others, if regularly flaunted, will imperil an individual's continued membership; while others are strictly mandated, such that even a single violation would be cause for immediate termination of membership.
- b. The petitioner should document the incident, in writing, to the Board of Directors. In turn the Board of Directors will request from the accused a written statement of the situation. The accused member has 30 days to respond to the allegations either by mail or email, as requested by the Board of Directors. Upon receipt, the Board of Directors will review all written correspondence, and vote based on the facts presented. If the member involved is a Board Member, that Board Member shall abstain from voting. The results of such incidents will be published in the next newsletter.
- c. The Board of Directors, with a majority vote, will – depending on severity of offense -- make a determination of:
  - (a) No Action Required
  - (b) Written Warning
  - (c) Suspension of Membership for a determined length of time
  - (d) Terminate membership completely

## **Article II – Duties and Responsibilities of Officers**

### Section 1: President

- a. The President, as Chief Executive Officer and Chairman of the BOD, of GGBOA shall maintain supervision over the affairs of GGBOA in line with this Constitution and Bylaws. The President shall preside at all GGBOA meetings and shall report to and advise the members regarding the old and new business of the association.
- b. The President shall appoint all special Committees. The President shall be an ex-officio member of all committees.
- c. The President will preside over voting within the BOD.
- d. The President shall not act independently of the BOD. GGBOA business conducted by the President must be fully disclosed and approved by the BOD prior to committing GGBOA to any actions or indebtedness.

### Section 2: Vice-President

- a. The Vice-President shall perform the duties of the President, when for any reason the President is unable to perform such duties.
- b. The Vice-President may act on GGBOA business affairs under the direction of the President.

### Section 3: Secretary

- a. The Secretary shall conduct the business of the association under the direction of the President and the BOD.
- b. The Secretary shall keep accurate minutes of the association's activities and meetings.
- c. The Secretary shall conduct the association's correspondence and maintain files of all correspondence as part of the permanent record archives of the GGBOA.
- d. The secretary shall maintain an up-to-date roster of the membership.
- e. Send welcome information to each NEW member

### Section 4: Treasurer

- a. The Treasurer shall maintain custody of the general funds, including membership dues, and shall disburse these funds as authorized by the vote of the membership and/or the BOD.
- b. The Treasurer shall record all income and expenditures and produce a report of such, to be published annually in the newsletter or emailed to all members.

- c. The Treasurer shall receive and process all new and renewing memberships. Accurate records of the payment of membership dues must be available upon request to the BOD at all times and any member upon written request.
- d. The Treasurer shall be responsible for training a successor prior to formally vacating the position. In the event that a successor cannot be procured prior to vacating, detailed instructions shall be left with the President and Secretary to be given to the new Treasurer upon assuming office.

### **Article III – Committees**

Section 1: The President shall call standing committees that are necessary for the operation of GGBOA.

Section 2: The committee chairperson shall report directly to the President regarding committee activities, discussion issues, resolutions, and recommendations.

Section 3: A summary of committee activity will be prepared by each committee chairperson, in cooperation with the GGBOA President, at least on a quarterly basis, if deemed necessary by the President. These reports will be made available to the membership.

### **Article IV – Website**

Section 1: A website administrator shall be appointed by the President. The website is a primary source of association information for both members and non-members.

Section 2: The website must be up-to-date and shall be subject to ongoing review and approval by the GGBOA BOD. GGBOA BOD shall maintain primary administrative control of all website and social media pages.

Section 3: The club’s newsletter, the club’s website & the club’s social media page(s) are the official means for publishing information to the club members & the public.

### **Article V – Social media**

Section 1: The association will maintain open social media pages for communication with members in a near real time atmosphere. Members will maintain a civil, polite, cooperative tone on all communications viewable by the general public, in an effort to present a favorable, welcoming community for new breeders. Members who fail to conduct themselves appropriately after being reminded of their consent to abide by the terms of their membership may have their ability to post on GGBOA social media restricted, either temporarily or permanently.

Section 2: There will also be a private social media page open to BOD members only, for BOD business discussions, ideas, thoughts, and developments, prior to being presented to the membership. All private BOD correspondence is to remain private until approved, ready for release by the BOD.

Ratified: \_\_\_\_\_

By: \_\_\_\_\_  
GGBOA President