

Guernsey Goat Breeders of America

Constitution and Bylaws – DRAFT March 2014

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

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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:

- 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.

b. 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.

c. 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.

d. 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, and documented, by the Board of Directors.

Article V – Voting

Section 1: Breeder Members and Group Members with dues paid in full, 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.

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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 private ballot as designated by the Secretary. The Secretary shall set a cutoff date for votes to be received at least 10 days prior to the reporting of the election results. That date may be assessed by post mark and/or electronic log as designated to the membership by the Secretary.

Section 5: Tallying of membership votes cast by private ballot shall be done by an independent service paid by the membership or by an election committee, of no less than three people, appointed by the President of the GGBOA. The election committee may include no more than one Officer or Board Member. This Officer or Board Member may not be a nominee for an open position.

Article VI – Board of Directors

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

Section 2: The GGBOA President, Vice-President, Secretary, Treasurer, and three (3) Directors at large will be elected directly by the membership.

Section 3: The Secretary will notify the membership 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 60 days prior to the scheduled election.

d. All persons nominated to Officer and BOD positions must declare their formal intent to run to the Secretary at least 45 days prior to the scheduled election.

Section 4: 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 ten percent (20%) (10%) of the voting membership to repeal or amend an action by the BOD. Upon receipt, the Secretary shall send materials for a referendum vote to all members in good standing within thirty (30) days. A two-thirds (2/3) majority of the votes cast is required to repeal or amend a Board action. The right to petition ceases ninety (90) days after the notification of a Board action in the following, The GGBOA newsletter, the Yahoo group, and the Facebook group.

b. The voting on a referendum shall close thirty (30) days after the sending of the referendum ballot. The ballot will designate the date for an acceptable return postmark or electronic logging date.

c. The results of the referendum vote will be formally reported to the membership in the next scheduled newsletter or membership meeting, or on the Social Media venues, after the vote is received.

Section 5: 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.

Section 6: 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 7: 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.

Section 8: Directors must at least 21 years of age and must maintain their GGBOA membership in good standing throughout their tenure on the Board of Directors.

Section 9: 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.

Section 10: 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 11: 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 12: 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.

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Section 13: Newly elected Directors shall assume their duties after the completion of the Old Business at the Annual Meeting of the Membership.

Section 14: Any Board position vacated for any reason with nine (9) months or more remaining in the term will be filled by special election by the membership. Vacated positions with terms of less than nine (9) months remaining will be filled by appointment by the BOD from a pool of volunteers within the association.

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.

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 mail and/or 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.

Article X – Liability

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

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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.

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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.

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. The vote may be done by mailing out ballots, 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.

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Guernsey Goat Breeders of America

BYLAWS

Preamble

We, the GGBOA members, do hereby adopt these bylaws for the

purpose of providing regulation and direction to the members, allowing for implementation of the GGBOA Constitution.

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Article I – Membership

Section 1: Application for membership 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 memberships shall include payment of annual dues. Those joining GGBOA after June 15th 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.

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.

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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.

_____ d. The secretary shall maintain an up-to-date roster of the membership .

Section 4: Treasurer

_____ a. The Treasurer shall maintain custody of the general funds, including membership dues, and shall disperse 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.

_____ 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.

_____ d. The Treasurer shall be responsible for training a successor prior to formally vacating the position.

Article III – Committees

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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 in regards to 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. These reports will be made available to the membership.

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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.

Article V-Yahoo Group and Facebook page

The association will maintain an open Yahoo group page and an open Face Book page for communication of 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.

There will also be a private Facebook 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.