

# **CONSTITUTION**

## **Article I. Objectives**

### **Section 1. Name**

The name of the Association shall be the Iowa Meat Goat Association.

### **Section 2. Purpose**

- To formulate publicity, educational programs and other activities in the interest of meat goat owners and enthusiasts
- Disseminate knowledge regarding all facets of meat goats and their production
- Promotion of meat goats
- Hold and support events in accordance with ABGA
- Maintain current list of active meat goat breeders and producers

### **Section 3. Non-Profit**

The Association shall not be conducted or operated for profit, and no part of any profits or remainder or residue from dues, donations and/or assessments to the Association shall inure to the benefits of any member or individual.

### **Section 4. Bylaw Revision**

Members of the Association shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

# **BYLAWS**

## **ARTICLE I: MEMBERSHIP**

### **SECTION 1. ELIGIBILITY.**

There shall be three (3) types of membership: Regular membership, Junior membership, and Honorary membership. Each interest in Regular and Junior membership shall make application on a form provided by the Association. All membership applications along with full dues payment for the current calendar year shall be submitted to the Treasurer. The Association will assign a unique Member ID# to each Regular membership with accompanying individual Youth ID#(s) as appropriate and a Youth ID# to each Junior membership. ID# will be used to aid in tracking of membership status and other association related events or activities.

**A. Regular Membership.** Any reputable individual over the age of eighteen (18) with an interest in meat goats who supports and obeys the Constitution, Bylaws and ethical standards of the Association may become a Regular member of the Association upon submission of application and payment of annual dues. Membership must be applied for in the name of an individual and/or farm as applicable. Regular members shall have full membership rights extended to the named individual and his/her immediate family members. This membership type is granted one vote.

**B. Junior Membership.** Any reputable individual under the age of eighteen (18) with an interest in meat goats who supports and obeys the Constitution, Bylaws and ethical standards of the Association may become a Junior member of the Association upon submission of application and payment of annual dues. Membership must be applied for in the name of an individual and may not be shared amongst siblings. Junior members shall have limited membership rights as compared to Regular members. This membership type will not be allowed to vote or hold office on the Board of Directors.

**C. Honorary Membership.** Any individual, regardless of membership status and as determined by the Board of Directors, who has made outstanding contributions toward advancement and promotion of those goals and purposes for which this Association was organized shall be eligible for an Honorary membership. Recipients of the "Member of the Year" award will be granted Honorary membership for the one calendar year immediately following their recognition. Honorary members shall have full membership rights without the obligation to pay dues. This membership type is granted one vote.

### **SECTION 2. PRIVILEGES.**

A. Regular memberships shall not be limited to individuals. Partnerships, corporations, public institutions or other legal entities shall be eligible for Regular membership provided they satisfy the requirements for Regular membership. Former members may be restored to Regular membership by satisfying the eligibility requirements for membership.

B. Voting Rights. Only Regular and Honorary memberships are entitled to vote and are considered when determining a quorum.

C. Participation in Activities. All membership types will be allowed to participate in Association sponsored activities and events provided membership dues have been paid in accordance with the Bylaws.

### **SECTION 3. DUES.**

A. Regular membership annual dues shall be determined by the Board of Directors. Junior membership annual dues shall be one-half (1/2) of Regular membership dues. Proposal for an annual dues increase should not occur more than once every third (3) calendar year.

B. New Memberships. Applications for new memberships will be accepted anytime throughout the calendar year. The granting of member privileges, including participation in activities and voting rights, will be at the discretion of the Board of Directors.

C. Membership Renewal. To maintain an annual membership, dues must be sent for renewal once per calendar year. Membership renewals for the next calendar year must be submitted by December 31st of the current calendar year to preserve voting rights.

### **SECTION 4. TERMINATION OF MEMBERSHIP.**

A. By resignation. Member must submit a written notice of resignation to the Treasurer. All debts must be paid in full.

B. By expulsion. The Board of Directors may, by an affirmative vote of two-thirds majority of the Board, suspend or expel a member for cause after an appropriate hearing, with the accused present, or terminate the membership of any member who becomes ineligible for membership.

C. By lapsing. Membership shall be considered in default if dues are not paid as prescribed by the Bylaws.

### **SECTION 5. REINSTATEMENT OF MEMBERSHIP.**

To be reinstated in the Association an appropriate application for membership shall be filed with the Secretary along with dues for the current calendar year. The Board of Directors may, by affirmative vote of two-thirds majority, vote on the application and reinstate the former member upon such terms as the Board of Directors deem appropriate.

## **ARTICLE II: MEETINGS AND VOTING**

### **SECTION 1. MEMBERSHIP MEETINGS.**

A. An annual meeting shall be held for the purpose of certifying the election of directors and for transacting other such business as may come before the Association.

B. The membership may establish additional meetings during the year as needed to transact business by providing notice to the membership fourteen (14) days prior to the meeting date. This notice must contain time and place of the meeting.

C. The general membership can request a special meeting by presenting to the Board of Directors a petition signed by 10% of active Regular memberships. The petition must state the purpose of the meeting. Once this petition has been presented to the Board of Directors, a meeting must be scheduled within fifteen (15) days. Notice must be provided to the entire general membership at least five (5) days prior to the meeting date. No other business is to be transacted at this meeting.

D. The Board of Directors may designate any place in the state of Iowa as a meeting place.

## **SECTION 2. BOARD OF DIRECTORS MEETINGS.**

A. The Board of Directors shall meet at their discretion to transact business of the Association. Time and place of these meetings shall be determined by the board. Members of the Board of Directors shall be notified fourteen (14) days prior to the meeting date. A quorum shall be a majority of the Board of Directors.

B. Special meetings of the Board of Directors may be called by the President or by a written request of two (2) members of the Board of Directors. The request must state the purpose of the meeting. Meeting time and place shall be determined by the board with notice provided to participants at least five (5) days prior to the meeting date. No other business is to be transacted at this meeting. A quorum shall be a majority of the Board of Directors.

## **SECTION 3. VOTING.**

A. Only Regular and Honorary members who are in good standing and have paid dues for the current calendar year shall be entitled to vote at any meeting of the Association at which he/she is present. Proxy voting will not be permitted at any Association meeting or election.

B. All elected members of the Board of Directors must be active members. They may live outside the State of Iowa as long as they have intent to participate in board meetings and other Association activities.~~Iowa residents.~~

C. Voting may be conducted by paper or electronic/virtual means as long as it can be verified each member has only one vote.

# **ARTICLE III: DIRECTORS AND OFFICERS**

## **SECTION 1. BOARD OF DIRECTORS.**

The Board of Directors shall be comprised of President, Vice President, Secretary, Treasurer and five (5) other persons, all of whom shall be voting members in good standing ~~and Iowa residents.~~

## **SECTION 2. ELECTION OF DIRECTORS.**

A. The Board of Directors shall be elected by Association members in good standing. ~~Directors will serve staggered terms of one (1) to three (3) years. At the first election in the first year of the Association (2003), there will be two three (3) year terms, three two (2) year terms and two one (1) year terms. Directors will pull a term number out of a hat to determine their length of service. Once the Association is established staggered terms shall commence.~~ Each new elected director will serve a three (3) year term.

~~B. Board of Directors Expansion. At the first election in which the board is to be expanded a staggered term length should resume. As a result of board expansion from five (5) to nine (9) members in 2014, one new board member will be elected to a two (2) year term, the second will be elected to a three (3) year term. Directors will pull a term number out of a hat to determine their length of service. After initial terms have been served, staggered terms shall commence and additional board seats will move to a three (3) year term.~~

### **SECTION 3. ELECTION OF OFFICERS.**

The Board of Directors shall meet immediately after the annual meeting to elect officers: President, Vice President, Secretary and Treasurer. Terms of the newly elected officers/directors shall begin immediately following election. Each retiring director shall deliver to their successor all papers and supplies of the office, with a list of same, within fifteen (15) days after the election.

### **SECTION 4. OFFICERS.**

**A. President.** The President shall preside over any meeting of the Association and at any regular or special board meetings. He/She shall recommend appointments and committee chairpersons subject to the approval of the Board of Directors. He/She will run the day to day business of the Association. The President shall serve as ex-officio member of all committees, except for the Nominating Committee.

**B. Vice President.** In the absence of the President or in the event of his/her inability to act, the Vice President shall perform the duties of the President; and when acting in this capacity will have all the powers of and be subject to all the restrictions placed on the President. The Vice President shall perform such other duties as from time to time assigned by the President. The Vice President shall supervise all chairs of standing committees.

**C. Secretary.** The Secretary shall keep a record of all meetings of the Association and of the Board of Directors. He/She will handle all correspondence relative to business of the Association. The Secretary will ensure that all notices are given in accordance with these Bylaws or as required by law. He/She will keep an accurate register of all members of the Association. The Secretary shall serve as committee chair on the Promotion and Public Relations committee.

**D. Treasurer.** The Treasurer shall collect and receive all money due or belonging to the Association and shall deposit same in bank satisfactory to the Board of Directors in the name of the Association. The Treasurer shall pay all bills authorized by the Association and send all statements of money due to the Association. The Treasurer shall serve as a member of the Financial Committee.

The Treasurer's books shall at all times be open for inspection by the Board of Directors. The Treasurer shall report at every Board of Directors meeting and every general membership meeting the condition of the Association's finances. At the annual meeting the Treasurer shall render an account of all money received and expended during the previous fiscal year. The Board of Directors may elect to have a review of the Treasurer's books done by a qualified outside source at any time. The Treasurer's books must be audited by a qualified outside source at the end of each year.

### **SECTION 5. VACANCIES.**

Any vacancy occurring on the Board of Directors or among the offices during the year shall be filled until the next annual election by a majority vote of all remaining Board of Directors. The vote shall take place

at the first board meeting following the creation of the vacancy, or at a special board meeting called for that purpose. A vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by a majority vote of the Board of Directors.

#### **SECTION 6. TERMINATION OF OFFICERS AND DIRECTORS.**

Any officer/director that does not remain active by voting on business when notified by mail or other electronic means and/or misses more than two meetings shall be terminated. Extenuating circumstances will be taken into consideration. All officers/directors must have their dues paid for the current calendar year.

### **ARTICLE IV:**

#### **ASSOCIATION YEAR, ANNUAL MEETING, NOMINATIONS AND ELECTIONS**

##### **SECTION 1. ASSOCIATION YEAR.**

- A. The fiscal year of the Association shall coincide with the annual meeting.
- B. The fiscal year of the Association shall begin immediately at the conclusion of the board election at the annual meeting and shall continue through the board election at the next annual meeting.

**SECTION 2. ANNUAL MEETING.** The Association annual meeting shall be held during the last four months of the year with the date to be set by a majority vote of the Board of Directors. A notification of the date of the meeting shall be provided to the membership thirty (30) days prior to the meeting date.

##### **SECTION 3. NOMINATIONS AND ELECTIONS.**

- A. During the month of July, the Board of Directors shall select a Nominating Committee consisting of at least three (3) voting members, not more than one of whom may be a member of the Board of Directors. The Secretary shall immediately notify the committee of their selection. The Board of Directors shall name a chair for the committee who must call for a committee meeting to be held on or before July 31st.
- B. The committee shall nominate one (1) more candidate than the number of board positions open. The committee must secure the consent of each person nominated and immediately report their slate of nominations to the Board of Directors in writing.
- C. The nominations must be submitted to the general membership for vote (15) days prior to the annual meeting.
- D. Each candidate in an Association election must be nominated.

E. Nominations receiving the most votes will fill open director positions. Certification of election results will take place at the annual meeting.

## ARTICLE V: COMMITTEES

### SECTION 1. COMMITTEES.

A. Committees and committee chairs shall be recommended by the President and approved by the Board of Directors. The Vice President shall supervise all chairs of standing committees.

B. Any committee appointment may be terminated by majority vote of the Board of Directors present at a Board of Director meeting, and upon written notice to the appointee. The President, subject to the approval of the Board of Directors, shall appoint successor(s) to the person(s) whose service has been terminated.

C. The President, subject to approval by the Board of Directors, may appoint other committees with chairs as necessary to aid the Association and/or Board of Directors with any particular project during the year.

### SECTION 2. STANDING COMMITTEES.

- Constitution and Bylaws Committee
- ~~Education Committee~~
- Marketing & Education Committee
- Promotion and Public Relations Committee
- Youth Committee
- ~~Newsletter and Website Committee~~
- Show Committee
- Finance Committee

### SECTION 3. RESPONSIBILITIES OF STANDING COMMITTEES.

**A. Constitution and Bylaws Committee.** To research or draft changes to the existing constitution and bylaws.

**B. Marketing & Education Committee.** To determine and organize educational events. To develop a preliminary plan and budget for educational events including seminars, conferences and demonstrations. To plan and execute events that are approved by the Board of Directors and sponsored by the Association. To research goat marketing opportunities for members. To keep the Association informed of all marketing opportunities available to members. To plan and execute events such as goat sales that are approved by the Board of Directors and sponsored by the Association.

~~**C. Marketing Committee.** To research goat marketing opportunities for members. To keep the Association informed of all marketing opportunities available to members. To plan and execute events such as goat sales that are approved by the Board of Directors and sponsored by the Association.~~

**D. Promotion and Public Relations Committee.** To advertise all events sponsored by the Association. To develop brochures, flyers, handouts and a traveling display unit. To manage the use of social media accounts, including but not limited to Facebook and Twitter, which are affiliated with the Association and its name. To maintain a current list of publications including newspapers, goat publications, farm publications and radio stations. To send out news releases of all Association events including the annual meeting. To create and publish a quarterly newsletter for the Association. To manage Association website design and content submitted for website publication.

**E. Youth Committee.** To pursue opportunities for youth shows at the County, Regional and State level. To organize an awards program that recognizes and honors participating youth members of the Association. To work with 4 H and FFA organizations to help develop a meat goat program.

~~**F. Newsletter and Website Committee.** To create and publish a quarterly newsletter for the Association. To manage Association website design and content submitted for website publication.~~

**G. Show Committee.** To plan, organize and estimate a budget for shows sponsored by the Association. To design advertising materials for all shows sponsored by the Association and provide it to the Promotion and Public Relations Committee for dissemination.

**H. Finance Committee.** To review the Treasurer's books. To develop an annual budget and present it to the Board of Directors.

## ARTICLE VI: AMENDMENTS

### SECTION 1. PROPOSAL OF AMENDMENTS.

A. The Board of Directors may propose amendments of the Constitution and Bylaws to the general membership.

B. The general membership may propose amendments of the Constitution and Bylaws with a written petition that is signed by at least 10% of membership in good standing. Proposed amendments must be submitted to the Secretary one hundred twenty (120) days prior to the annual meeting. The Secretary shall then present the proposal of amendments to the Board of Directors for consideration.

C. The Board of Directors shall present recommendations and considerations to the general membership sixty (60) days prior to the annual meeting.

### SECTION 2. ADOPTION OF AMENDMENTS.

A. All amendments to the Constitution and Bylaws must be passed by a two-thirds vote of general membership with mail-in or electronic ballots. Ballots must be received by the Secretary two weeks prior to the annual meeting.



B. All amendments adopted by the Association shall be approved by the Board of Directors before becoming officially effective.

## **Article VII: DISSOLUTION**

The Association may be dissolved at any time by written consent of not less than three-fourths of voting members. All debts shall be paid in full. The remainder of assets shall be dispersed to a goat organization and/or charity selected by a majority vote of the general membership.

## **ARTICLE VIII: ROBERT'S RULE OF ORDER**

All meetings and activities of the Association shall be conducted in accordance with Robert's Rules of Order.

## **ARTICLE IX: ORDER OF BUSINESS**

### **SECTION 1. ASSOCIATION MEETINGS.**

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

- Roll Call
- Agenda Approval
- -Minutes of the Last Meeting
- Report of the Secretary
- Report of the Treasurer
- Report of the President
- Report of the Vice President
- Reports of the Committees
- Confirmation of Election of Directors
- Unfinished Business
- New Business
- Adjournment

### **SECTION 2. BOARD OF DIRECTORS MEETINGS.**

At meetings of the Board of Directors the order of Business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of Minutes of the Last Meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees

- Unfinished Business
- New Business
- Adjournment