

# BYLAWS OF MINIATURE DAIRY GOAT ASSOCIATION

## ARTICLE I: PURPOSES

The purposes of the Association are:

1. To foster the development and promotion of miniature dairy goat breeds including, but not limited to, providing a registry for animals that are the offspring of, or descended from, a registered standard dairy goat and a purebred, registered Nigerian Dwarf dairy goat;
2. To maintain herd books, issue certificates of registration and recordation of miniature dairy goats; and
3. To supervise and award certificates of merit for production testing, shows and other programs offered by the Association.

## ARTICLE II: MEMBERSHIP

1. Non-voting Membership - The corporation shall have no voting members, except those specifically on the Board of Directors.
2. Membership Categories - An individual, association or corporation interested in breeding and promoting the miniature dairy goat is eligible for membership in the Association, upon making proper application accompanied with payment of annual/lifetime dues. There shall be the following types of members:
  - a. Single: An individual, association, or corporation. Individual memberships may have one alternate signer in case of members demise or otherwise inability to sign paperwork. Single Membership may be an annual or lifetime member.
  - b. Family: A family membership shall consist of a family that registers all goats under one herd name. Any member of the family may register an animal under that herd name.

- c. Youth: A youth member is any individual under 18 years of age.
- d. Business: Any entity operating as a going business with a tax id, where the animals are owned by the business and not by personal name. A business membership will have authorized individuals to conduct the registering and transferring of MDGA goats.

3. Member Removal:

Members may be removed indefinitely as a member of MDGA for specific negative behaviors. Members will receive a warning before having evidence of violation of MDGA standards submitted to the MDGA Board of Directors for investigation. Once investigation of details is done, if Member refuses to alter such behaviors or remedy damages done, a Majority vote of the Board of Directors can remove members indefinitely, with any fees paid being forfeited to the registry.

These Specific Behaviors include:

- a. Libel or Slander toward MDGA via social media, or other public forum, to cause harm to the registry or other members in good standing;
- b. Pushing other MDGA Members to join other mini dairy goat registries on MDGA platforms (Facebook page, Facebook group, etc.).
- c. Providing false or inaccurate information when providing data for registering or transferring goat(s) with MDGA such as to create inaccurate registration certificates, transfer records, or any other documents that rely on members' integrity and accuracy in creating such records.
  - i. Animals that are proven to have been added to the registry by falsified information may be expunged, resulting in the removal of any offspring from said animal;
  - ii. Animals may be required to have DNA testing, at member's expense, in order to substantiate claims.

## ARTICLE III: BOARD OF DIRECTORS

- 1. Number and Powers - The affairs of the corporation shall be administered and managed by the Board of Directors. The Board of Directors shall consist of at least three and not more than seven Members. Each Director shall be elected, by the current governing board, for a two-year term. No Director may serve more than two

(2) consecutive terms, unless being voted back in by the board at the end of their term.

2. Duties of a Director - A director shall perform his/her duties in good faith, in a manner such that the director believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
3. A Director will familiarize themselves with the standard “Fiduciary Duties” for Nonprofit Board Members. These “Duties” include: Duty of Care, Duty of Loyalty, and Duty of Obedience.
  - a. Duty of Care: Duty of care means that board directors must give the same care and concern to their board responsibilities as any prudent and ordinary person would. This means board members should be actively participating in board meetings and on committees. It also means that they should be actively working with their fellow directors to advance the organization’s mission and goals.
  - b. Duty of Loyalty: Duty of loyalty means that board directors must place the interests of the organization ahead of their own interests at all times. Duty of loyalty means avoiding conflict of interest at all times, and not using their position on the Board for personal gain. In accordance with the Duty of Loyalty, All Directors must be Current Members with the Miniature Dairy Goat Association and utilize the Miniature Dairy Goat Association as their primary Mini Dairy Goat registry for their livestock registrations during their time in office.
  - c. Duty of Obedience: Duty of obedience means that board directors must make sure that the organization is abiding by all applicable laws and regulations. Duty of obedience also means that board directors must carry out the organization’s mission in accordance with the organizations original purpose (stated above).
4. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:
  - a. One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matter presented;
  - b. Counsel, public accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

- c. A committee of the board upon which the director does not serve, duly designated in accordance with a provision in the articles of incorporation or bylaws, as to matters within its designated authority, which committee the director believes to merit confidence; so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.
5. Vacancy - A vacancy in the Board of Directors, whether caused by resignation, death or otherwise, shall be filled by the affirmative vote of the majority of the remaining Directors. A Director elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor and until his/her successor is elected.
6. Removal - A director may be removed, with or without cause, by two-thirds of the votes cast by the Board of Directors at a meeting at which a quorum is present.
7. Quorum - A simple majority of the members of the Board of Directors shall constitute a quorum.
8. Assent Presumed - A Director of the corporation who is present at a meeting of its Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent or abstention is entered in the minutes of the meeting.
9. Regular and Special Meetings – Regular Meetings occur the 2<sup>nd</sup> Tuesday of each month, unless postponed by a vote of the board at a previous meeting. Special Meetings of the Board of Directors may be held at any time as called by the President or by call of three directors, with at least 24 hours' notice.
10. Attendance of a Director at a meeting shall constitute waiver of notice, except where a director or a committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
11. Action by Directors without a Meeting - An action required by the Board of Directors may be taken without a meeting if consent is in writing, setting forth the action to be taken, signed by each of the Directors. Such consent shall have the same effect as a unanimous vote.

12. Action of Directors by Communications Equipment - An action required or taken at a meeting of Directors, or of a committee thereof, may be taken by means of a telephone conference or virtual communications in writing where all can read/see at the same time.
13. Compensation - Directors shall not receive compensation for the board service. The Board may authorize the payment of reasonable compensation or reimbursement for travel and expenses to an officer or agent who performs services for the Association in carrying out management or other Association functions.

## ARTICLE IV: OFFICERS

1. Offices and Terms – While all director's votes and activities are considered to be equal, the Association recognizes the need and requirement for officers to conduct the business of the organization.

The Officers of the Association shall be President, Vice-President, Secretary and Treasurer. Officers shall be elected by the Board of Directors for a term of one (1) year and shall hold office until their successors are elected. The same director may not serve more than 1 year consecutively in the office of President or Vice President.

- a. President - The President shall preside over all Directors meetings, shall have general supervision of the affairs of the Association, and shall perform all such other duties as are incident to the office or are properly required by the Board of Directors.
- b. Vice-President - During the absence or disability of the President, the Vice-President shall exercise all the functions of the President. The Vice-President shall have such powers and discharge such duties as may be assigned to him from time to time by the Board of Directors.
- c. Secretary - The Secretary shall be responsible for issuing notices of meetings, keeping minutes of Board meetings, setting up voting/polls and performing other duties as may be assigned by the Board of Directors.
- d. Treasurer - The Treasurer shall be responsible for monitoring the corporate books and records, ensuring there is enough cash for disbursing funds of the Association, and performing other duties as may be assigned by the Board of Directors.

2. Delegation - In the case of an Officer's absence or inability to act, the Board of Directors may delegate the powers or duties of such Officer to another Director.
3. Vacancy - A Vacancy in an office arising from any cause may be filled by the Board of Directors at a regular or special meeting of the Board.

## ARTICLE V: COMMITTEES

1. Standing Committees - The Board shall establish and oversee the following standing committees:
  - a. Live show
  - b. Virtual Show (V-Show)
  - c. Breed Standards
  - d. Breed Conformation
  - e. Artificial Insemination
  - f. Judges Training
  - g. Evaluation
  - h. Milk Test
  - i. Genetic Testing
2. Other Committees - The Board may establish such other committees as it deems necessary and desirable.
3. Make up and Limitations on Powers of Committee
  - a. All committees shall be advisory to the Board. Committees are the preferred means of advice for the Board anytime changes are proposed for established programs, or for the adding of new programs.
  - b. Committees may put together proposals, which would then be presented by the committee. Chairperson to the Board to be approved, tabled, or rejected.
  - c. Committees cannot make any changes to how their current program operates without first making propositions for such changes to the Board and receiving Board approval.
  - d. Each Director of the Board shall serve on a minimum of one (1) committee.

## ARTICLE VI: INDEMNIFICATION

The Association will indemnify its officers and directors to the fullest extent allowed by current or future Washington law.

## ARTICLE VII: AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of director's present, if a quorum is present. Prior to adoption of the amendment, each Director shall be given at least 48 hours' notice of the date, time and place of the meeting at which the proposed amendment is to be considered. The notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment. DATED this 17th day of March, 2022.

### **CURRENT DIRECTORS AND OFFICERS**

President: Shirley D Daniels

Vice-President: Cassandra Baldovinos

Secretary: Roxanna Willoughby

Treasurer: Kellie Pinard

Director: Erik P. Brown

Director: Katie Scott

Director: Mary-Anne Buchanan