

Snake River Meat Goat Association
Bylaws
Adopted: November 8, 2016

Article I: The Organization and Location:

1. The name of the association shall be known as the Snake River Meat Goat Association (“SRMGA”), a non-profit organization registered with the state of Idaho.
2. The address of the association shall be that of the current Secretary of the SRMGA (the “Secretary”).

Article II: Purpose and Objectives:

1. Purpose: To promote close fellowship, cooperation, and education among meat goat enthusiasts through meetings, correspondence, education, and the exchange of useful knowledge and ideas.
2. Objectives:
 - a. To provide to newcomers and current members advice and educational programs about the meat goat industry.
 - b. To foster and promote the public exhibition of meat goats through exhibitions, shows, and meat goat education programs.
 - c. To educate and further the knowledge of the public on the uses and value of meat goats and meat goat products.
 - d. To foster development of the meat goat market in the Northwest.

Article III: Board of Directors and Officers

1. The SRMGA will be governed by a Board of Directors (the “Board”).
2. It is the duty of the Board to adhere to the bylaws of the SRMGA.
 - a. The Board will be comprised of seven (7) SRMGA members, and will be elected by the membership of SRMGA.
 - b. Elections to fill open Board seats will be held in December of each year (see Article V). Those elected will take their positions on January 1 of the following year.
 - c. Members of the Board must at all times be “membership current” and in good standing with the SRMGA. All persons interested in a Board position must be membership current and in good standing with the SRMGA.
 - d. No more than one person per household may be on the Board at any time.
 - e. Members of the SRMGA interested in a Board position must submit his or her name to the existing Board by December 1 of the year of the upcoming election in which he or she wishes to be considered.
 - f. The Board shall record and submit all eligible names to the membership for election, as per Article V. 5.a.
 - g. An elected Board member will serve a 2-year term.
 - h. The Board will elect three officers, the President, the Vice President, and the Secretary, from among the members of the Board. This election shall be the first order of business in each January meeting of the Board. These officer positions will be a 1-year term.
 - i. The Board will appoint a Treasurer. This person must be “membership current” and in good standing with the SRMGA. This person may or may not be a current Board member. The Treasurer and President may not be from the same household. The Treasurer will serve a 2-year term.
 - j. Members of the Board and officers (the President, Vice President, Secretary, and Treasurer) may resign at any time by giving written notice to the President or Secretary. Notice must be in writing, but may be in electronic form, including but not limited to e-mail. A resignation shall take effect at the time specified therein or, if no date has been specified, on the date of its receipt.
 - k. Officer Vacancies: If the President, Vice President, or Secretary resigns his or her position, or if a vacancy in any of these officer positions otherwise arises, the Board will select another Board member to finish that officer’s term. If the Treasurer resigns his or her position, or if a vacancy in

that officer position otherwise arises, the Board will select another person who satisfies the requirements in Article III.2.i above to finish that officer's term.

1. Board Vacancies: If a member of the Board resigns, or if a vacancy on the Board otherwise arises, the Board will advise the membership of SRMGA, and an election (see Article V) by the membership of SRMGA will be held to fill the Board seat for the duration of that Board member's term. The election to fill any such vacancy should be completed within 1 month of the vacancy occurring. All persons interested in completing the Board member's term must be "membership current" and in good standing with the SRMGA.
 - m. Removal of Board Members and Officers: The Board may remove a Board member, the President, the Vice President, the Secretary, or the Treasurer from his or her position whenever the best interests of the SRMGA are not being served. Removal is by a 3/4 majority vote of the whole Board, and when counting the votes, all fractions are to be rounded up. If the individual in question for removal is a Board member, then that individual shall not vote. If an individual is a member of the Board and an officer, then removal of that individual from the officer position does not remove that person from the Board, and any removal of that individual from the Board will require a separate vote.
3. The Board President:
 - a. Shall be the presiding officer of the SRMGA, and shall have general charge and supervision of meetings.
 - b. The President has the same voting rights as other Board members.
 4. The Board Vice President:
 - a. If for any reason the President is unable to perform duties, the Vice President shall occupy and perform the duties of the president.
 5. The Secretary:
 - a. Shall carry on the necessary correspondence of the Board and of the SRMGA, and shall make proper recordings of the business of the Board and of the SRMGA.
 - b. Shall prepare detailed minutes of all meetings of the Board, submit the minutes to the Board for approval, and then post the approved minutes to the SRMGA official site.
 - c. Shall keep a current list of members of the SRMGA in good standing, which shall be provided by the Treasurer as members join and pay their dues.
 6. The Treasurer:
 - a. In the event that the Treasurer is not a member of the Board, the Treasurer may attend Board meetings, but will not have a voice or a vote other than that of regular member of the SRMGA. If the Treasurer is a member of the Board, then he or she has the same voting rights as other Board members.
 - b. Shall collect all dues and monies paid to the SRMGA.
 - c. Shall provide a financial report at each of the quarterly Board meetings and at each of the bi-annual meetings of the SRMGA membership.
 - d. Shall prepare and maintain a current list of paid members of SRMGA in good standing and provide this list to the Secretary as members join and pay their dues.
 - e. Shall prepare and submit the financial records of the SRMGA to the Board on an annual basis for a yearly internal audit by the Board, or upon the Board's request when an audit is deemed necessary by the Board.
 - f. Shall disburse or cause to be disbursed the funds of the SRMGA only as may be directed by the Board, and shall collect invoices, vouchers, receipts, or other documentation for such disbursements.

Article IV: Members and Dues:

1. Members: Membership in the SRMGA is open to all individuals and partnerships that have an interest in the purposes of the SRMGA, upon payment of dues in an amount as established by the Board from time to time.
 - a. An individual membership is held by one person, at least 18 yrs old.
 - b. A partnership may include two or more persons, or may be listed as a ranch or family name.
 - i. Ranch or family members must be named on the membership application.
 - ii. At least one person in a partner membership must be at least 18 years old.

- iii. A partnership membership is entitled to one vote. If more than one member of the partnership wants to vote, an additional membership must be purchased.
2. Membership Year: The “membership year” shall be defined as being January 1 through December 31 of the same calendar year in which dues are paid, and dues shall not be prorated or refunded with the exception of dissolution of the SRMGA.
3. Membership Privileges and Benefits: Membership shall commence upon the date payment dues are received by the SRMGA and shall remain in effect until the last day of the calendar year.
4. It is the duty of members of SRMGA to comply with the Code of Ethics and current bylaws.
5. Membership is considered delinquent if dues are not paid by January 1 of a new membership year. Delinquent members shall no longer have voting rights, or receive other membership benefits until current.
6. Termination of Membership: The membership of any member of SRMGA may be terminated at any time without cause by a vote of six (6) or more Board members.

Article V: Voting

1. Each Membership is entitled to one vote.
2. Voting members must be at least 18 years as of January 1 of current year.
3. Proxy voting is not permitted.
4. Membership voting shall be by written or electronic ballot.
5. Issues that will be determined by membership votes are:
 - a. Board positions:
 - i. Board members will be elected by the general membership wherein applicants with the highest numbers of votes cast will fill the open Board positions.
 - ii. A ballot of eligible Board applicants shall be available to the members of SRMGA around December 4, and each member may place one vote for each open seat available.
 - iii. Ballots must be received from members no later than December 14.
 - iv. In the event of a tie for the final Board seat, applicants will again be voted on by the members of SRMGA and the winner of the majority vote of those members who cast a ballot will fill the open Board position. Should another tie occur, the tie will be broken by a majority vote of the existing Board.
 - b. Amendments to bylaws: Any and all amendments to current bylaws shall be voted on by members of the SRMGA and each requires a majority vote of those members who cast a vote.
 - c. The Board may poll or otherwise ask for direction on certain issues.

Article VI: Meetings and Quorum:

1. Board Meetings: The Board shall hold quarterly meetings and any additional meetings on an as needed basis. Meetings may be held by teleconference.
 - a. A quorum is met when 50% of the Board is present.
 - b. Every member of the SRMGA has the right to submit agenda items for any Board meeting. Agenda items should be submitted to a Board member at least 10 days prior to a scheduled meeting.
 - c. The Board must give members 14 days notice of each quarterly meeting. Notices of meetings may be posted on the SRMGA official website.
 - d. Proxy voting is not permitted.
2. Closed Meetings of the Board: The Board may, when the President deems it appropriate and in the best interests of the SRMGA, meet in a closed session. Such closed meetings exclude all persons other than members of the Board and those persons whose presence is requested by the Board for consultation (such as an accountant or legal counsel). Such closed meetings shall be held only to receive information or for discussion; no votes may be taken and no other final decisions of the Board may be made during the closed meetings. The Board’s minutes for closed meetings are not required to include specific details, but shall indicate that a closed meeting was called and conducted in accordance with these bylaws, and shall state the general subject matter(s) discussed and list those in attendance.
3. Bi-annual Membership meetings:
 - a. The President will schedule all bi-annual meetings of the members of the SRMGA.

- b. A quorum at the bi-annual meetings shall be the number of members present plus 50% of the Board.

Article VII: Committees:

1. The Board may designate committees as the need arises through a process whereby the President recommends committees and committee chairs and such recommendations are approved by the Board by majority vote.
2. Committees are to report and make recommendations to the Board, but shall not take action without Board approval. The Board may give committees authority to make certain decisions without contacting the Board.
3. Each committee chair will solicit members of the SRMGA to assist with responsibilities.
4. Committee chairs will serve for one year or until the conclusion of the assigned event/task and completion of associated duties.
5. All committee chairs and members of committees must be current members in good standing with the SRMGA
6. Committee chairs may be removed at any time by a 2/3 majority vote of the entire Board, and when counting votes, all fractions are to be rounded up. If the individual in question for removal is a Board member, then that individual shall not vote. If an individual is a member of the Board and a committee chair, then removal of that individual from the committee chair position does not remove that person from the Board, and any removal of that individual from the Board will require a separate vote.
7. Committee chairs may resign at any time by giving written notice to the President or Secretary. Notice must be in writing, but may be in electronic form, including but not limited to e-mail. A resignation shall take effect at the time specified therein or, if no date has been specified, on the date of its receipt.

Article VIII: Junior SRMGA:

Recognizing the value of youth in our industry, the SRMGA establishes a Junior SRMGA for the purposes of promoting youth activities and rewarding the accomplishments of youth in the industry. The Junior SRMGA will abide by the current bylaws and Code of Ethics of the SRMGA.

1. The Board will appoint a Junior Advisor. In the event that the Junior Advisor is a member of the Board, he or she cannot serve as the Board President.
2. The Junior Advisor will serve a 2-year term.
3. The Junior Advisor will assist the Junior SRMGA in establishing its organization and rules.
4. The Junior Advisor will guide and assist the members of the Junior SRMGA in developing activities and programs consistent with the goals of the Junior SRMGA
5. The Junior Advisor, or a representative of the Junior SRMGA delegated by the Junior Advisor, will report to the Board for approval prior to hosting any activity or taking other actions that involve the use of SRMGA and/or Junior SRMGA funds, including but not limited to fundraisers.
6. The Junior Advisor may be removed at any time by a 2/3 majority vote of the entire Board, and when counting the votes, all fractions are to be rounded up. If the individual in question for removal is a Board member, then that individual shall not vote. If the individual is a member of the Board and a Junior Advisor, then removal of that individual from the Junior Advisor position does not remove that person from the Board, and any removal of that individual from the Board will require a separate vote.
7. The Junior Advisor may resign at any time by giving written notice to the President or Secretary. Notice must be in writing, but may be in electronic form, including but not limited to e-mail. A resignation shall take effect at the time specified therein or, if no date has been specified, on the date of its receipt.

Article IX: Amendments to the Bylaws:

1. These Bylaws may be amended as the need arises.
2. Members may propose amendments to the Bylaws at any time. All such proposals shall be made to the Board.
3. If the Board finds merit in proposed change(s) to the Bylaws, then the Board will organize a Bylaw committee (see Article VII). The Bylaw committee shall review the proposed amendments and present recommended amendments to the Board. If approved by the majority of the Board, the recommended amendments to the Bylaws will be presented to the members of the SRMGA for a vote (see Article V).

Article X: Fiscal Year:

1. The fiscal year of the SRMGA shall be the calendar year.

Article XI: Dissolution:

If the Board finds merit in dissolving the SRMGA, then, within a reasonable period of time, the Board shall advise the members of the SRMGA of the finding and possible actions necessary to avoid dissolution.

1. If the Board finds actions to avoid dissolution have not been met by a reasonable deadline, then the Board will vote on dissolution. Dissolution of the SRMGA requires a unanimous vote of the Board.
2. In the event of dissolution of the SRMGA, all assets of the SRMGA will be liquidated and distributed as follows:
 - a. After all debt obligations have been satisfied, the remaining assets will be used to refund the current year's membership dues.
 - b. If funds are not sufficient to fully refund such dues, then the assets will be split evenly among all current members in good standing.
 - c. If assets remain after refunding membership dues, then assets will be split evenly between the Oregon State University and the University of California at Davis to be used for goat research.
 - d. If neither is in existence, the remaining assets will go to a non-profit fund, foundation or corporation which is organized to furthering animal sciences.