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ARTICLE I - NAME

The name of the association is Arkansas Goat Producers Association. In abbreviated form it is AGPA.

ARTICLE II - PURPOSE

The purposes of this association are to promote goats and their products to the members, general public and youth, through sharing information on management of goats, through exhibitions, and other activis.

ARTICLE III. DEFINITIONS

Throughout these By-Laws, the following definitions shall apply:

A. "Board" means, collectively, the officers whose qualifications, dus and responsibilis are set forth in Article V of these By-Laws.

B. "In good standing" means that the member is current on his or her membership fees.

C. "Present at meeting" means that the member is either physically in the room in which the meeting is being held, or is connected to, and able to participate in, the meeting via live electronic means, including but not limited to telephone conference call, Skype, etc.

D. "Household" means residence, in that persons sharing a residence are in the same household.

ARTICLE IV- MEMBERSHIP

Section 1 - Qualifications for voting membership.

Only individuals who are goat producers or goat by-product producers, who are over the age of 21, who reside in the state of Arkansas, who pay the current membership fee, shall be eligible to become voting members.

Section 2 - Qualifications for non-voting membership.

A. Qualifications for non-voting membership. Only individuals who pay the current non-voting membership fee shall be eligible to become non-voting members.

B. Qualifications for non-voting junior membership. Only individuals who are goat producers or goat by-product producers, who are under the age of 21, who reside in the state of Arkansas, who pay the current junior membership fee, shall be eligible to become junior members.

### Section 3 - Annual dues.

Membership fees for new members shall be submitted with the application for membership. The membership term is for one year and shall expire on March 1 each year. Nonpayment of fees by April 1 automatically cancels membership.

Membership fees shall be established by the Board, with approval of a majority of members present at the meeting at which fees are voted on, and appended to the By-Laws each year. Fees may be prorated for members joining or renewing throughout the year.

### Section 4 - Removal of Members.

The Following shall be grounds for individuals to be removed from the AGPA and/or denied entry to AGPA sponsored events

- A. Unsportsmanlike conduct towards show judges, show exhibitors, other AGPA members, and members of public at AGPA events. Behaviors will include but are not limited to insults, cursing, harassment, and general ill treatment. Minor children are especially protected from such behavior, and if a member has an issue with how a minor is behaving, that should be brought up with their parents or guardian, not the child without an adult present.
- B. The mistreatment, abuse, and neglect of animals, both their own and other people's. This will include but is not limited to striking, slapping, kicking, refusing the animal food or water, and other similar behaviors.
- C. Attempting to fraud the AGPA of show or club monies owed, including falsifying paperwork, writing a hot check, and outright theft.
- D. If denied membership from another animal organization, banned from showing at a fair, or denied from being a 4-H or FFA Leader, convicted of animal abuse, individual's membership will be denied.
- E. Refusing to comply with specific show or event rules will result in the immediate removal of any individual, member or non-member, from that show or event upon the approval of three board members. Board members at that time may elect to bar offending individual from all participation in AGPA meetings and events pending formal review as provided in Article IV, Section 5 of the bylaws. All fees or dues paid for said event will be forfeit. If said individual refuses to leave, then the show chair or other event official has the authority to involve law enforcement.
  - a. Club members, board officers, and non members who were witnesses to the infraction, will then have the right to file a formal complaint against said individual and procedure for "Filing a Complaint on the Behavior of Another Member" as currently outlined in the bylaws will be followed.

### Section 5- Procedure for Removal of Members and Non-Members

The Complaint of behavior eligible for removal from the AGPA and AGPA sponsored events shall be conducted as follows:

- a) Complaint must be filed with the Board within 45 days of witnessed event, and must include a complete description of the event with time, date, and other possible witnesses

- b) The Board will review the complaint, and if they find the complaint has merit, a special public meeting of the AGPA will be called
- c) A registered letter will be sent to the defendant notifying the of the meeting at least 2 weeks in advance of said meeting, and the defendant will be allowed to defend themselves and their actions.
- d) After the meeting, a decision will be made within 3 business days. This decision will be sent to the defendant and the accuser by certified mail and published in the newsletter

## ARTICLE V - NON MEMBERS

The association may engage in any and all of its activities with nonmembers, unless specifically limited by these By-Laws.

## ARTICLE VI - MEMBERS' MEETINGS

### Section 1 - Regular Meetings

Meetings shall be held every other month on a day and at a time set by quorum of the members present at the previous meeting.

1. Club meetings are always broadcast somehow, either through facebook live, skype, or some other video program which would allow more members scattered across the state to participate. According to the bylaw definitions, this would allow the members viewing electronically to be counted as present.
2. In accordance with the first proposal, electronic voting by those unable to attend but aware of what is happening at the meeting will be counted as valid

### Section 2 - Special Meetings.

Special meetings of the members may be called at any time by the board of directors or by the president, and shall be called by the president or secretary at the written request often percent (10%) of the voting members. Special meetings shall conduct only business for which the special meeting was called. Members shall be notified by mail, email, and facebook.

### Section 3 - Place of Meetings.

All meetings of members shall be held at such places as shall be designated in the notices of such meetings.

### Section 4 — Notice of Meetings.

Written or printed notice of all meetings of the members stating the nature, time, place, and purpose thereof,

shall be mailed to each member to the address shown on the books of the association, or handed to such member, at least five (5) days prior to the time for holding the meeting. Notice of any meeting need not be given to any person who may become a member of record after the mailing or posting of such notice and prior to the Meeting.

Notice of all meetings shall state the nature, time, place, and, if special, the purpose thereof, and shall be sent to each member by the method via which he/she receives his/her monthly newsletter at least five (5) days prior to the date of the meeting. Notice of any meeting need not be given to any person who may become a member of record after the sending of such notice and prior to the meeting.

#### Section 5 - Voting Rights and Quorum.

Only voting members in good standing shall have the right to vote in transacting business at meetings of members, and no member shall have more than one vote for each issue or directorship. Six (6) voting members, present in person, shall constitute a quorum for the transaction of business at any meeting of the members of the association and a vote of the majority of such voting members present at such meetings shall be sufficient to pass or reject any measure properly placed before the meeting, except for the transaction of business for which a different quorum and a different vote is specifically provided by these bylaws. The withdrawal of any member after the commencement of a meeting shall have no effect on the existence of a quorum having been established at such meeting.

#### Section 6 - Parliamentary Procedure.

Meetings shall be conducted by Robert's Rules of Order. Members are expected to display orderly conduct and cooperative behavior.

### ARTICLE VII - OFFICERS

#### Section 1 - Number and Qualifications.

The business and affairs of this association shall be conducted and managed by the officers, consisting of six (6) members, all of whom shall be a voting member in good standing with the association, excepting for the youth representative, who shall be a youth member of at least 14 years of age. Only one member per household may be an officer, with the exception of the youth representative. The officers of the association shall be president, vice president, secretary, treasurer, member at large, and youth representative, each of whom shall be a member of the Board.

#### Section 2 - Nomination, election, and terms of office.

The nomination and election of the president, vice president, secretary, treasurer, and youth representative shall be held at the regular meeting of members in August. Officers shall be elected by secret ballot or raised hand.

The terms of the president, vice president, secretary, and youth representative shall be for one year ending at the regular meeting of members the following August, unless sooner removed by death, resignation, or in a manner provided for in Section 6 hereof.

The term of the treasurer shall be for two years ending at the regular meeting of members on the second following August, unless sooner removed by death, resignation, or in a manner provided for in Section 6 hereof.

The member at large position shall be filled by the immediate past president; if that person is voted into another officer position or otherwise unwilling or unable to serve as member at large, then the members shall immediately nominate, vote on and elect a member at large.

### Section 3 - Dus and Powers.

#### A. Structure

The Board of the association shall consist of the officers, member at large and youth representative as described in Section 2 below.

#### B. Powers

The Board of the association has the power and authority, consistent with law and these By-Laws, to:

1. Provide for the carrying out of the contracts and agreements of the association;
2. Authorize officers to enter into contract and agreements on behalf of the association

The Board shall not have the authority to sell or convey the real property, machinery or equipment of the association without being authorized to do so by a majority of voting members in good standing and present at meeting in which such issue is presented.

All expenditures made in excess of \$100.00 must be approved by the Board and no expenditures shall be made unless approved by a majority of voting members in good standing and present at meeting at which such expenditure is proposed.

### Section 4 - Meetings, Notice, Chairman.

A. The board shall meet at such times deemed necessary by the board.

B. Notice of regular board meetings need not be given, notice of other board meetings shall be given by mail or other means at least two (2) days prior to the meeting.

C. At all meetings of the board of directors the president shall preside, and in their absence, the vice-president shall preside.

#### Section 5 - Quorum.

Three (3) members of the board of officers shall constitute a quorum for the transaction of business at any meeting of the board; and a vote of the majority of the officers present at such meeting shall be sufficient to pass or reject any measure properly placed before the meeting, except for the transaction of business for which a different vote is specifically provided for by these bylaws.

#### Section 6 - Removal of Officers.

All officers must remain in good standing during their respective terms; failure to do so may result in automatic removal from office.

Any officer may be removed from office by three fourths (3/4) vote by voting members at the next regular meeting after the meeting at which the removal motion was made.

#### Section 7 - Resignation of Officers.

Any officer may resign at any time by giving written notice to the board of directors, the president, or the secretary of the association. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the board of directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

#### Section 8 - Contracts.

A. Any officer, personally and individually, may be party to or may be interested in any transaction or transaction of this association, and no officer shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the board of directors, and provide that the board of directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such director).

B. No member of the board of directors shall, during, their term of office, have any contract, arrangement, or agreement for profit with the association differing in terms or purpose from contracts, arrangements, and agreements accorded other members.

#### Section 9 - Vacancies.

A vacancy in any office by reason of death, resignation, inability to act, disqualification or any other cause, may at any time be filled for the unexpired portion of the term by a majority vote of the board of directors.

## Section 10 - Dus of Officers.

The officers shall be responsible for the control and management of the affairs, property, and interests of the association, and may exercise all powers of the association except those powers reserved to the members by these By-Laws.

Officers who miss, i.e. are not present at meeting, more than two (2) regular meetings per year during their terms may be subject to removal under Section 6.

A. President – The president shall preside at all meetings, shall appoint all committees and committee chairmen, shall call special meetings of the members or of the Board, sign such documents and papers as he may be authorized to sign by the Board, and shall perform such other dus as may be prescribed by the Board.

B. Vice President - In the absence of disability of the president, the vice president shall perform the duties of the president, provided, however that in case of death, resignation, disqualification or disability of the president, the board of directors may declare the office vacant and elect their successor. The vice president shall assist the president in all programs of the association.

C. Secretary - The secretary shall keep a complete record of all meetings of the membership and the board of directors. They shall sign such papers pertaining to the association as he may be authorized or directed to do by the board of directors. Upon election of their successor, the secretary shall turn over all books and other property belonging to the association that he may have in their possession.

D. Treasurer - The treasurer shall have general charge and supervision of the books and records of the association and shall perform such dus with respect to the finances of the association as may be prescribed by the board of directors. They shall perform such other dus as may be required of him by the association or the board of directors. A financial report is required at each meeting. Upon election of their successor, the treasurer shall turn over all books and other property belonging to the association that he may have in their procession.

E. Member at Large - In addition to the traditional dus of the member at Large, the position will also be responsible for maintaining the monthly AGPA newsletter, social media, and membership list.

F. Youth representative – The youth representative shall be a voting member of the Board and shall represent the interests of youth members in the activis of the association.

## ARTICLE VIII DUS AND POWERS OF DIRECTORS

### Section 1 - General Powers of Board of Directors.

The board of directors of the association has the power and authority consistent with law and these by-laws:

A. To provide for the carrying out of the contracts and agreements of the association.

B. To authorize officers thereof to enter into contracts and agreements on behalf of the association.



C. To authorize any and all acts that are deemed conducive to furthering the purposes for which the association was formed. The board of directors shall not have the authority to sell or convey the real property, machinery or equipment of the association without being authorized by a meeting of the members in good standing. All expenditures must be approved by board of directors and no expenditures in excess of \$100.00 shall be made unless approved by a majority of voting member at a regular meeting.

#### ARTICLE IX- FISCAL YEAR

The fiscal year begins September 1 and ends August 31.

#### ARTICLE X - ANNUAL REVIEW OF FINANCIAL STATEMENT

Members shall be provided by the treasurer at least annually a cash receipts and disbursement statement, reflecting beginning cash balance, explanation of cash collected and deposited as well as a summary of cash disbursed and the ending cash balance. This statement shall be reviewed by two finance committee members selected by or consisting of members of the board of directors. This finance committee, upon receipt of the statement, has the option to ask for a receipt of each check written or may accept the statement as prepared and recommend the statement be accepted by the membership. A majority vote of the board or quorum at any regularly scheduled business meeting may override the recommendations of the finance committee causing the books to be subject to additional internal review and for an independent outside audit.

The treasurer shall maintain for each disbursement, in check number order, receipts marked "Paid by check ." Deposits slips shall have each deposited check listed separately. The cash receipts and disbursements statement to the membership shall include a detailed list of any unsupported (no receipt) cash transaction and any other transactions the treasurer chooses to include.

Books and records shall be maintained in accordance with generally accepted accounting principles.

#### ARTICLE XI - AMENDMENTS

These By-Laws may be altered or amended by a two-thirds (2/3) majority of voting members present at meeting, at any regular or special meeting of the members, at which a quorum is present; provided that , notice of the proposed change shall be given in the notice of the meeting.

#### ARTICLE XII - INDEMNITY

The property of the members, directors, officers shall not be subject to the payment of association debts to any extent whatever.

#### ARTICLE XIII - DISSOLUTION

In the event the association becomes defunct, is not reorganized or absorbed by another organization with like purpose, all funds remaining after all obligations are paid will be donated to an institution doing work related to goats.

## ARTICLE XIV - PROCEDURE

Any procedure not addressed by these bylaws will be conducted by the latest edition of Robert's Rules of Order.