

# **Constitution and Bylaws of the Keystone Goat Producers Association, Inc.**

**Established 2005**

**Amended 2018**

## **Article I: NAME**

The name of the association is the KEYSTONE GOAT PRODUCERS ASSOCIATION, INC., (KGPA), and hereafter known as the "Association".

## **Article II: ADDRESS**

The address of the organization shall be the legal mailing address of the Secretary of the Association or wherever the Board of Directors chooses for it to be, from time to time.

## **Article III: PURPOSE AND OBJECTIVES**

The purpose of this Association shall be to advance the meat goat industry in Pennsylvania through education and promotion; Committed to quality and excellence of meat goat production, to supply a wholesome and healthy product.

The objectives of this Association are to:

- Promote meat goats as a vital source of long term, stable income in agricultural operations.
- Support, maintain, and improve the Meat Goat Industry in Pennsylvania.
- Foster professionalism in the business of Meat Goat Production.
- Promote and encourage meat goats as a recognized class in 4-H and FFA livestock shows.
- Offer opportunities for the promotion of high quality breeding stock through shows and sales.
- Provide our members with information to help them successfully breed and raise quality meat goats.
- Provide support to all segments of the goat industry as it relates to food, fiber, and pets.

## **Article IV: MEMBERSHIP**

**Section 1: Classes of Members.** The Association shall have three classes of members. The designation of such classes and the qualifications and rights of the members of each class shall be as follows:

A. Individual members shall be 19 years of age or older; and shall have full membership rights.

B. Junior members shall be an individual under nineteen (19) years of age on January 1st of the year for which the membership application or the membership renewal applies; and will be governed by all the rules and regulations of the Association but may not vote or hold elective office.

C. Family/Farm members may include persons, partnerships, or incorporated entities. -Family/Farm members shall designate in writing to the Association a person authorized to act on behalf of such membership; such representative must be nineteen years of age or older.

## **Section 2: Voting Rights.**

- A. Each individual member in attendance at a meeting shall have one (1) vote.
- B. Each Family/Farm member in attendance at a meeting shall be limited to one (1) vote to be cast by member's previously specified designate.
- C. Junior members shall not be entitled to vote.
- D. Officer elections may make use of official mail-in ballots provided in the Association's newsletter. Members using the mail-in ballots must complete, sign and return to the Secretary by the specified date.

## **Section 3: Dues.**

- A. The class of membership shall establish the dues rate.
- B. The membership dues shall be payable by January 1st of each year.
- C. Initial membership dues shall be payable at the time of joining. Members that have not paid their dues by March 1 will lose all Association membership privileges until the dues are brought current.
- D. New members joining the Association after September 1 of the current year will have their dues carried over as payment for the following full year.

**Section 4: Transfer of Membership.** Membership in this Association is not transferable or assignable.

**Section 5: Code of Conduct.** All members shall abide by the Association's Code of Conduct.

**Section 6: Termination of Membership.** Membership in this Association shall terminate on the resignation or death of a member, or on a member's failure to pay the required dues.

**Section 7: Withdrawal or Expulsion of Membership.** Membership may be withdrawn and a member expelled by a two-thirds (2/3) vote of the members present at a meeting or by action of the Board of Directors for violation of the Bylaws, Code of Conduct or such other rules and regulations as the Board of Directors may from time to time adopt, or for any other cause judged prejudicial to the best interest of this Association.

**Section 8: Reinstatement.** Upon written request by a former member and filed with the Secretary, the membership may, by affirmative vote of two-thirds majority of members present at the meeting of the membership, be reinstated.

## **Article V: MEETING OF MEMBERS**

**Section 1: Annual Meeting.** An annual fall meeting of this Association shall be determined by the Executive Committee and shall be held each year for the purpose of electing officers and directors that will take office January 1 of the following year and for transacting of other such business as may be brought before the meeting.

**Section 2: Special Meeting.** Special meetings of the general membership may be called by forty percent (40%) of the membership or a majority of the Board of Directors. Business transacted at a special meeting shall be confined to the purpose(s) stated in the notification of the meeting.

**Section 3: Place of Meeting.** The Executive Committee may designate any place as the place of meeting for any annual meeting or for any special meeting.

**Section 4: Notice of Meetings.** Notice of meetings of this Association shall be given by mail, email or newsletter to each member as to the place, day, hour, and purposes of such meetings. Due diligence shall be undertaken with all reasonable efforts to inform every member of meetings. Said notice of meetings shall be at least thirty (30) days in advance.

**Section 5: Quorum: No Proxies.** A quorum at meetings of the Members shall be a majority of members present at any meeting of the membership. Official mail-in ballots may be used in officer elections and will be used in determining a majority.

## **Article VI: OFFICERS AND BOARD OF DIRECTORS**

**Section 1: Officers.** The officers of the Association shall be a President, Vice President, Secretary, and Treasurer.

**Section 2: Election and Term of Office.** The Officers and the eight (8) Board of Directors (BOD) of the Association shall be elected annually by the voting membership, at the annual meeting of the association. The positions of Officer will be held for a two (2) year term. The position of Director will be held for a rotating three (3) year term. Two (2) directors will be voted on the first year and three (3) directors will be voted on the next two consecutive years following. Thereafter, the directors will be voted on in this sequence. No Officer or Director may hold the same office for more than two (2) consecutive terms with the exception of Secretary and/or Treasurer.

**Section 3: Eligibility for Office.** Any individual member as defined herein neither delinquent nor in default of dues and/or any assessments is eligible to stand for any office of the Association including the Board of Directors.

**Section 4: Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled from the membership for the unexpired portion of the term by the Board of Directors. In the event a Director's position is prematurely vacated, a replacement shall be determined, and duly appointed by majority vote of the current Board of Directors for the completion of that term subject to the approval of the membership at the next Business Meeting.

**Section 5: President.** The President shall preside at all meetings of this Association and see that the duly authorized business of this association is carried to completion. The President, with BOD endorsement, shall appoint committee chairpersons. The President shall generally manage the day-to-day business of the Association. The President serves as an ex-officio member of all committees, except for nominations, and is a signer on all bank accounts. During the proceedings of the Executive Committee or Board of Directors, the President shall vote only in the event of a tie vote of the other members of the Executive Committee or Board of Directors present and voting.

**Section 6: Vice President.** The Vice-President shall perform the duties required of the President in his/her absence or inability or failure to act or other duties as directed by the Board of Directors including serving as Chairman for any of the Association's committees.

**Section 7: Treasurer.** The Treasurer shall receive and have custody of general funds and deposit all such funds in the name of the Association in such banks or other depositories as shall be selected by the Board of Directors. Disburse or cause to disburse the funds of the Association as may be directed by the Association. All checks drawn on funds of the Association shall be signed in the name of the Association by the Treasurer. The Treasurer shall keep an accurate record of all receipts and disbursement of funds; submit a full financial report of the association at the annual membership meeting; maintain a permanent file of all financial records, and pass them on to the newly elected Treasurer when the Treasurer's term expires. The Treasurer shall serve as the Chairman of the Finance Committee.

**Section 8: Secretary.** The Secretary shall give due and proper notice of all meetings of the Association; keep accurate minutes of all meetings of the membership, Executive Committee, and Board of Directors; conduct all correspondence of this association; keep an up-to-date roster of membership; maintain a permanent file of all minutes, and correspondence of the association, and pass them on to the newly elected Secretary when the Secretary's term expires.

**Section 9: Directors.** The directors shall serve on the Board of Directors and act as a liaison between the Board and the membership.

**Section 10: Board of Directors.** The Board of Directors (BOD) shall consist of the President, Vice-President, Secretary, Treasurer, and eight (8) Directors. The President shall be the Chairman of the Board of Directors and have a vote only in the case of a tie.

The BOD shall: be responsible for all properties of the Association; act on behalf of the membership in determining policy and overseeing the ongoing functions of the association whenever a decision must be made and insufficient time exists for action by the membership, provided these decisions are not contrary to law or the Association's Bylaws. These decisions may be revised or amended by the members under the following procedure:

- a. Upon petition to the Secretary, by no less than ten (10) members, the proposal to revise or amend action of the BOD shall be submitted to the members by the Secretary within thirty (30) days after the requirement for referenda have been met.
- b. The voting shall be closed thirty (30) days after the mailing.
- c. A two-thirds (2/3) majority of the votes cast by membership shall constitute a veto of any action of the Board.
- d. The BOD will report any such decision or amendments to the membership via the newsletter and/or the next meeting.

The BOD shall: be responsible for maintaining and upholding the Association's Code of Conduct. Conduct complaints will be received, evaluated and resolved by the BOD. Any resulting disciplinary action for such complaints will be administered by the BOD.

**Section 11: Executive Committee.** The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer who shall handle the routine business on behalf of the Association between Board of Directors meetings.

## **Article VII: STANDING AND SPECIAL COMMITTEES**

**Section 1: Standing Committees.** The following Standing Committees have been created to perform ongoing activities of the Association. Except as prescribed by duties of office, the Chairs of the committees shall be appointed by the President and approved by the Board of Directors. These appointments should be made so that the committees are ready to work on January 1. Other members of these committees may be appointed by the Chairs or may volunteer to serve. Duties of the committees may be set forth by the Board of Directors. The Chairs of these committees are responsible for producing what is required of the committees in the time specified by the Board of Directors

**A. Communications.** The Chairman of the Communications Committee shall be the Communications Manager who is appointed by the President and approved by the Board of Directors. The Communications Committee shall publish and distribute the Association's quarterly newsletter, which shall be mailed in sufficient time to reach all current members before all general membership meetings. The newsletter may include, but is not limited to, Executive Committee meetings, Board of Directors meetings, programs, workshops, membership roster revisions and additions, the minutes of Association meetings, and the current Treasurer's report. The issue that is distributed immediately prior to the Association's annual membership meeting shall contain the slate of officers being proposed by the Nominating Committee. Additionally, this issue shall contain the line-item budget being proposed by the Board of Directors. The Communications Committee shall act in accordance with the guidance and direction of the Board of Directors. The Communications Committee shall be responsible for coordinating information on the Association's web site.

**B. Bylaws.** This committee shall have authority on all matters directly pertinent to the Bylaws of the Association including, but not limited to, the Bylaws and recommendation and review of needed modifications or amendments as deemed necessary for the proper management of the Association. The Bylaws Committee shall meet as needed to respond to concerns regarding the Association Bylaws. These Bylaws shall be comprehensively reviewed by the Bylaws Committee every two years.

**C. Membership.** The role of this committee shall be to encourage all persons interested in Pennsylvania's meat goat industry to join and become active members. The committee shall bring information about membership matters to the BOD, and actively recruit new members and work to retain current members.

**D. Finance.** The Chairman of the Finance Committee shall be the Treasurer who is elected by the membership annually. The Finance Committee is responsible for providing assistance to the Treasurer in the handling the financial matters of the Association, including preparation of a suggested annual budget, monitoring the finances through the year, preparation of the financial report for the annual membership meeting, and the coordination of any fund raising activities that may be undertaken.

**E. Show.** This committee shall have the authority to make changes and recommendations to provide the best experience at our shows. They will make decisions on all aspects of the shows including awards and expenses and bring them back to the board for final approval.

**F. Show Series and Banquet.** This committee shall make decisions on planning the year end membership banquet and awards. The committee will also prepare and make any changes to all paperwork for sponsors and tabulate the points associated with the shows that are included in the series.

**G. Sale.** This committee will have the authority to make any and all changes to the current sale to make it successful. The committee will make recommendations and provide guidance to fulfill the member's interest in quality breeding animals. The committee will also provide educational opportunities that will help the membership successfully breed, raise, and market quality meat goats.

**H. Election.** This committee will have the authority to receive nominations for the members that would like to run for an open seat on the executive committee or board of directors. This committee will also prepare the ballot and tabulate the votes casted at the annual membership meeting and appoint the winning member to the correct seat on the board.

**Section 2: New Standing Committees.** New Standing Committees shall be created only by amending these Bylaws as provided in Article X.

**Section 3: Special Committees.** The special committees of this Association may be established by the BOD to carry out designated tasks not covered under Standing Committees and deemed necessary by the BOD. The Chairs of these committees shall be appointed by the President and approved by the Board of Directors. Other members of these committees may be appointed by the Chairs or may volunteer to serve. Duties of the committees shall be set forth by the Board of Directors. The Chairs of these committees are responsible for producing what is required of the committees in the time specified by the Board of Directors. A Special Committee will be disbanded once its designated task is completed.

## **Article VIII: GENERAL PROVISIONS**

**Section 1: Fiscal Year.** The fiscal year of this Association shall begin on the first day of January and end on the last day of December in each year.

**Section 2: Parliamentary Authority.** The current edition of the Roberts Rules of Order Newly Revised shall govern proceedings at any meeting of this Association.

**Section 3: Parliamentarian.** A Parliamentarian shall be appointed by the President and approved by the Board of Directors to serve for the current year. In the absence of the Parliamentarian, the President shall appoint a Parliamentarian for the meeting.

## **Article IX: USE OF ASSOCIATION NAME OR LOGO**

**Section 1: Use of Name.** Association members may use or display the association name and/or logo as part of their personal promotion efforts to convey their affiliation with the Association. The Association name and/or logo shall not be used in any manner that suggests that the Association sponsors, promotes or endorses the member and/or the member's products.

**Section 2: Right to Withhold.** The Association reserves the right to withhold the use of the Association name and/or logo from any member that has been found by the Board of Directors to be in violation of the conditional use requirement.

## **Article X: Dissolution of the Association**

If the Association would decide to dissolve for any reason, the amount of the final balance in any and all bank accounts will be dispersed. The current Membership will vote on the Non-profit organization(s) that the current board of directors decide on donating the money too at the time of dissolving. After a 2/3 vote of the current Membership approval, the current board of directors will donate the money to the Non-profit organization(s) on behalf of the Association.

## **Article XI: AMENDMENTS**

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by the Association with the affirmative vote of two-thirds of the members present at the meeting. Notice of proposed amendments must be given to all voting members in good standing at least 30 days before a vote is scheduled.