

# **COLORED ANGORA GOAT BREEDERS ASSOCIATION CONSTITUTION**

## **ARTICLE I - NAME**

The Name of this organization shall be the Colored Angora Goat Breeder's Association, hereinafter known as CAGBA or the Association

## **ARTICLE II – PURPOSE**

CAGBA's purpose shall be the development and promotion of the Colored Angora Goat; breeder education; colored mohair promotion; the encouragement of closer fellowship among the Members through meetings, correspondence, circulation of useful information, news and ideas and in the cooperation with other organizations in the development of the Colored Angora Goat in general.

## **ARTICLE III – LOCATION AND TERRITORY**

### Section 1

The home of the Association shall be the address of the Treasurer, or as otherwise designated by the Board of Directors.

### Section 2

The territory of operation of CAGBA is the United States and its possessions, Canada, Mexico, plus any other areas that request service

## **ARTICLE IV – MEMBERSHIP**

### Section 1

Any individual, firm, partnership, association or corporation interested in the breeding, sale or promotion of the Colored Angora Goat is eligible for Membership upon proper application. Such Members will abide by and be bound by the Constitution and Bylaws and Rules of CAGBA

### Section 2

No Officer, Regional Director or Member shall sign any notes of indebtedness or

make any agreement in the name of the Association, unless given specific documented authorization to do so by the action of the Board of Directors

## **ARTICLE V – BOARD OF DIRECTORS**

### Section 1

The Board of Directors shall act on behalf of the Membership to conduct the day to day business of the Association provided these decisions are not contrary to any law or this Constitution.

The Board of Directors will normally conduct Association business via online meetings. The timeframe for and viewing of online meetings will be openly available to any CAGBA Member. Member input to meetings will be made thru the members' Regional Director. Online meetings will be conducted as follows:

- 1 – The President announces the meeting is now open.
- 2 – The President reviews old and unfinished business from the previous meeting and finalizes any old business with the Board.
- 3 – The President proposes or asks for new agenda items for the current meeting.

Note: One agenda item at a time should be finalized before moving on to the next item. To maintain order, only after an item is put up for a vote should another item be discussed.

- 4 – The Board discusses, and either approves or rejects agenda items, following Roberts Rules of Order, using motions, seconds and voting.

- 5 – The President will announce that the meeting is closed once the established meeting time limit is reached or when agenda items are finalized or when the Board so decides.

Secret meetings of this Association are prohibited.

Any decisions made by the Board may be revised or amended by the Members using the following procedure:

- a. Upon written petition to the Secretary, by no less than ten (10) Members, a call to revise or amend an action of the Board of Directors shall be submitted to the

Members to be voted on, by the Secretary, within ten (10) days after the petition has been received.

b. Voting shall be closed ten (10) days after the emailing or USPS mailing, or establishment of online voting.

c. A two-thirds (2/3) majority of the votes cast by the Membership shall constitute a veto or amendment of any action of the Board.

d. The Board will report any such decision or amendments to the Membership via the newsletter, the next meeting, email or online media, whichever is most expeditious

## Section 2

The term Officer, as used in this Constitution and Bylaws shall be a person who has been elected by the Membership to oversee the affairs of the entire Association. Officers are the President, Vice President, Treasurer and Secretary

The term Regional Director, as used in this Constitution and Bylaws shall be a person who has been elected by the Membership to oversee the affairs of this Association for a specific geographical region as specified in the CAGBA Rules.

## Section 3

The Board of Directors shall consist of the Regional Directors and Officers elected by the Membership of this Association

## Section 4

The number of Regional Directors shall be seven (7). One for each of the six U.S. geographic regions (Northeast, Southeast, North Central, South Central, Northwest, Southwest) and International

## Section 5

Regional Directors shall be elected for a two (2) year term. On even numbered years the Southwest, Northcentral, Southeast and International directors will be elected. On odd numbered years the Northwest, Southcentral and Northeast Regional Directors will be elected

## Section 6

A Member in good standing is eligible to hold the position of Regional Director. The Director for a region must live in the region they are elected to represent. If a Director departs the region they represent they will be replaced as follows:

If there are less than 180 days remaining in the term, a replacement will be appointed by the President.

If there are 180 days or more remaining in the term, a special election will be held to select a replacement. Two (2) years prior membership is preferred, but not required

## Section 7

Regional Directors must keep their CAGBA memberships paid during the term of their Directorship. If a Regional Director fails to renew their Membership within 14 days of being notified, in writing, that it has a lapsed-they will be replaced as follows: Less than 180 days remaining in the term, a replacement Regional Director will be appointed by the President. 180 days or more remaining in the term, a special election will be held to select a replacement Regional Director.

## Section 8

All voting by Board Members shall be recorded so that it can be determined how each Board Member voted.

## Section 9

The President shall be the Chairman of the Board of Directors and have a vote only in the case of a tie.

# **ARTICLE VI – OFFICERS**

## Section 1

The Officers shall conduct the business of the Association as directed by the Board of Directors in accordance with the Constitution and Bylaws. The officers of the Association shall be the President, Vice-President, Secretary, and Treasurer

## Section 2

The term of office for the President, Vice President and Secretary shall be two (2) years. The term of office for the Treasurer shall be:

- 1) Until the Treasurer notifies the Board of Directors, in writing that she/he no longer wants to serve as the Treasurer, or
- 2) If the Board of Directors notifies the Treasurer, in writing, that her/his services are no longer needed.

Election of the President and Secretary will be held on even numbered years.

Election of the Vice President will be held on odd numbered years.

Election of the Treasurer shall be as needed either by general election or special election as is appropriate.

## Section 3

Any Member in good standing for a minimum of two (2) continuous years immediately prior to the election, is eligible to hold office.

## Section 4

Officers must keep their CAGBA Memberships paid during the term of their office. Any officer who fails to renew their Membership within 14 days of being notified, in writing, that it has lapsed will be replaced as follows:

- 1) Less than 180 days remaining in the term, a replacement will be appointed by the President or if in the case of the President the Vice President will assume the duties of the President and will appoint a Vice President.
- 2) If there are 180 days or more remaining in the term, a special election will be held to select a replacement.

## Section 5

On August 1<sup>st</sup> of each year an Election Committee consisting of two board members that are not up for reelection and one volunteer non-board Member will convene. The Election Committee will propose candidates for upcoming elected positions and will make the necessary investigation to assure the proposed

candidates understand the responsibilities of the office they are being nominated for, are qualified under CAGBA rules, and will accept the office, if elected. Space shall be provided on the ballot for write-in names for each position up for election

#### Section 6

On November 1<sup>st</sup> the Election Committee will send a list of candidates for the upcoming election to the Secretary.

A ballot shall be prepared, by the Secretary, from the information received from the Election Committee. The Secretary will distribute ballots via emailing, USPS mailing or online voting, to the membership on November 15<sup>th</sup>. Voting will close Dec 15<sup>th</sup>. Any Member new or existing who has not paid dues by July 1st will not be eligible to vote in the election

#### Section 7

The Election Committee and the Secretary shall tabulate the ballots within ten (10) days of the close of the election. The Secretary shall notify all current Members the results of the election by either USPS mail, email or social media site

#### Section 8

In the case of a tie vote, the candidate who has had the longest continuous Membership with no lapses in their Association Membership shall be declared elected

#### Section 9

Duties of the new Officers and Regional Directors shall be assumed on January 1st.

### **ARTICLE VII – COMMITTEES**

The President shall appoint the Chairman of all committees. All such appointees shall be subject to removal by the President.

### **ARTICLE VIII – MEMBERSHIP MEETINGS**

The Board of Directors may call special meetings of the members as necessary to conduct the business of this Association, provided notice is given to all Members

at least ten (10) days prior to such meeting. Only the business stated in the notice may be transacted.

There shall be an Annual Membership Meeting, that will be held in conjunction with the CAGBA National Show. The time and location of the Annual Meeting will be announced along with the National Show schedule in the newsletter, email or through social media. The Annual Meeting, will be presided over by either by a Board member or a member appointed by the President or the Board of Directors. They will give a report of the current financial conditions of the Association and any business since the last annual meeting and a report of actions taken by the Board of Directors during that time. The meeting will be conducted following Roberts Rules of Order

## **ARTICLE IX – AMENDMENT**

### Section 1

The Constitution and/or Bylaws may be amended by petition in writing to the Secretary and signed by not less than ten (10) Members in good standing. Additionally, amendments may be proposed by the Board of Directors. Any amendments must be approved by a vote of the Membership. A ballot shall be prepared and emailed, USPS mailed or by online balloting, to the Membership. Voting shall be closed ten (10) days after the mailing. The President shall appoint a committee for the purpose of tabulating and announcing the results

### Section 2

This Constitution and/or Bylaws will be amended by a two-thirds (2/3) vote of all votes cast

## **ARTICLE X - QUORUM**

### Section 1

The issue in all voting shall be determined by a majority of votes cast unless specifically provided otherwise

## Section 2

For questions on parliamentary procedure, the “Roberts Rules of Order” shall govern, unless the Board of Directors shall provide otherwise.

# **COLORED ANGORA GOAT BREEDERS ASSOCIATION BYLAWS**

## **PREAMBLE**

We, the Board of Directors, with the object in view of providing regulation favorable for the implementation of and pursuant to the Constitution of the Colored Angora Goat Breeder’s Association do hereby adopt these Bylaws.

## **ARTICLE I – MEMBERSHIP**

### Section 1

Application for Membership shall be addressed to the Secretary and shall be accompanied by annual dues. The application shall be in accordance with the design as established by the Board of Directors

### Section 2

Annual dues shall be set by the Board of Directors and the Membership will be notified via email, USPS mail, or social media. The Membership year shall be January 1st through December 31st. Membership dues are payable on or before January 1st. Dues of Members unpaid on March 1st and due since January 1st shall be considered in arrears and Membership shall lapse. New members paying dues between January 1st and August 31st shall be credited with a full membership for the duration of that calendar year. Members paying dues between September 1st and December 31st shall be credited with a full Membership through the following calendar year.



## **ARTICLE II – BOARD OF DIRECTORS**

### Section 1

The Officers and Regional Directors shall be elected by a ballot of the Membership.

### Section 2

The newly elected Officers and Regional Directors shall assume their duties on January 1st.

### Section 3

The President shall—

1. As Chief Executive Officer of the Association, shall maintain general supervision of the affairs of the Association.
2. Or their appointee, preside at all meetings of the membership, report to the members and make suggestions that S/he may deem advisable.
3. Be an ex-officio member of all committees.
4. Call for regular committee reports and see that all committees function properly.
5. Appoint members to committee chair positions not filled through elections and fill Board vacancies, as described in the Constitution.
6. Ensure that the resolutions of the board are carried into effect.
7. Appoint the newsletter editor and assist to obtain relevant news and information for the Association to be published in the quarterly newsletter.
8. Develop and suggest guidelines and strategies to improve Association effectiveness and efficiency.
9. Present propositions pertaining to administration policy to the Board of Directors or to the Members, by separate emailing, USPS mailing, social media sites or through the newsletter of this Association.
10. Ensure active and effective communication within the Association.
11. Represent the Association in matters not otherwise provided for.
12. Maintain an activity/history log for transition to successor.

#### Section 4

The Vice-President shall—

1. Occupy the position and perform the duties of the President, when, for any reason, the President is unable to perform such duties. S/he shall perform any additional duties requested by the President or the Board of Directors.
2. Generates the agenda for the Annual Meeting of the Membership at the National Show with input from the Board.
3. Actively participates in all board meetings (including online meetings) and decision-making.
4. Perform any additional duties requested by the President or the Board of Directors.
5. Maintain an activity/history log for transition to successor.

#### Section 5

The Secretary shall—

1. Be the recording and corresponding Officer of the Association.
2. Keep accurate minutes of the Associations' activities and meetings.
3. Conduct the Association's correspondence and maintain files for all correspondence.
4. Ensure that notice is given for upcoming meetings and elections.
5. Ensure officers and directors receive copies of meeting agendas and minutes.
6. The Secretary shall receive, process and report to the Treasurer all new and renewed Memberships, to include collecting Membership dues.
7. Maintain an up-to-date roster of the Membership and—
  - promptly notify the Registrar and Regional Directors of all new or lapsed Memberships and
  - provide an updated Membership list to the Newsletter Editor quarterly (prior to newsletter publication), and
  - send welcome packets to new and renewing Members.
8. Assist the newsletter editor with notification to the Membership of Association meetings.

9. Actively participate in all Board Meetings (including online) and decision-making.
10. Maintain an activity/history log for transition to successor.
11. Maintain an electronic historical archive of all motions and decisions made by the Board or Members.
12. Notify Regional Directors of all new or lapsed Memberships.

## Section 6

The Treasurer shall—

1. Serve as Financial Officer for the Association. Hold the originals of documents both hard copy and digital pertaining to Association business. Maintain Domain names and passwords used in Association business. Make sure that all Federal requirements are met to secure the Association's tax-exempt status.
2. Have the ability to use and be familiar with online banking and online payment services. Have the ability to handle general bookkeeping procedures.
3. Maintain custody of the Associations general funds and disburse those funds as authorized by the vote of the membership and/or the Board of Directors.
4. Coordinate with and assist the Board of Directors in completing the annual approved budget.
5. Record and report all income and expenditures against the annual budget.
6. Receive and deposit funds. Make sure accurate records of all receipts and disbursement of Association funds are kept. Reconcile the Associations' bank account(s) monthly.
7. Participate in all Board of Directors meetings (including online) and decision making.
8. Prepare a Treasurer's Report including a quarterly report presented to the Board of Directors and to the newsletter editor for publishing.
9. Prepare a report for the Annual Meeting showing income and expenses with a statement of the financial condition of the Association.
10. Review and recommend financial policies to the Board of Directors.
11. Ensure that reports, funds, books, and files are available to the Board for verification and inspection with reasonable notice.
12. Review and recommend financial policies to the Board of Directors.

13. Ensure adequate internal controls and maintain records in accordance with standard accounting practices.
14. Identify and recommend a qualified successor.
15. Train successor prior to vacating the position.

## Section 7

The Regional Director shall—

1. Provide support and serve as a contact for CAGBA Members within their region.
2. Provide the Newsletter Editor with a quarterly regional report.
3. Work with regional fairs/events/local groups to promote and support the Association.
4. Represent the breeders of his/her region to the best of his/her ability.
5. Encourage new Memberships and welcome new Members.
6. Actively participate in all Board Meetings (including online) and decision-making.
7. Maintain an activity/history log for transition to successor.

## **ARTICLE III – STANDING COMMITTEES**

Standing Committees are permanent committees that are established by the Board of Directors and are essential to meet the stated purpose of this Association. A list of Standing Committees is located in the CAGBA Rules.

## **ARTICLE IV – DISSOLUTION OF THE ASSOCIATION**

In the event of the dissolution of the Colored Angora Breeder's Association, any funds in the treasury shall be donated to an organization for the benefit of Colored Angora Goats, which will be selected by the Board of Directors prior to dissolution

## **ARTICLE V – GRANDFATHER CLAUSE**

All rules and regulations of the Association in effect at the time of adoption of this Constitution and Bylaws and not changed by or in conflict with this constitution and Bylaws shall remain in effect until changed by the Board of Directors and adopted by the Membership via voting ballot

## **ARTICLE VI – RULES**

Rules provide for the orderly, professional and efficient operation of the Association.

Rules may be enacted and amended by a 2/3 vote of the Board of Directors. Members may enact and amend rules by written petition to the Secretary and must be signed by not less than ten (10) Members in good standing. The Secretary will announce the petition to the Board of Directors for action. If the Board of Directors declines to enact Membership petitioned Rules or amendments the petition will be placed on the ballot for the next scheduled election. Rule or amendment approval requires a 2/3 vote approval of the votes cast by the Membership.

### **Rule 1**

CAGBA Schedule of fees -

Membership:

Single \$15.00 per year

Couple \$20.00 per year

Youth, 18 and younger \$5.00 per year.

Goat Registrations: \$6.00 each

Transfers of ownership \$6.00 each

Goat Inspections \$8.00 each

Registration Duplicates/Replacements/Changes \$6.00 each

### **Rule 2**

CAGBA Standing Committees –

Colored Mohair Committee

**Rule 3**

**CAGBA Regions -**

Northwest - AK, ID, OR, MT, WA, WY

Southwest - AZ, CA, HI, NV, UT

North Central - IA, IL, IN, MI, MN, ND, NE, SD, WI

South Central - AR, CO, KS, LA, MO, NM, OK, TX

Northeast - CT, DE, MA, ME, NH, NJ, NY, OH, PA, RI, VT

Southeast - AL, FL, GA, KY, MD, MS, NC, SC, TN, VA, WV

International – Any area that is not a state of the United States.