

# **CONSTITUTION OF THE FLORIDA DAIRY GOAT ASSOCIATION, INC.**

## **Preamble:**

With the object in view of developing and promoting the Dairy Goat and with a spirit of cooperating in every way with all other organizations promoting goats in general, we, the members do hereby adopt this Constitution as the fundamental law of The Florida Dairy Goat Association, Inc.

## **Article 1 - Name**

Section 1. The name of this organization shall be The Florida Dairy Goat Association, Inc. (hereinafter referred to as FDGA).

## **Article II - Purpose**

Section 1. FDGA is an organization whose purposes shall be the development and promotion of the Dairy Goat; the encouragement of closer fellowship among members through meetings, correspondence, circulation of useful information, news, and ideas; and the cooperation with other organizations in the development and promotion of goats in general.

## **Article III - Location and territory**

Section 1. The home office of FDGA shall be the address of the Secretary, or as otherwise designated by the Board of Directors.

Section 2. The territory of operation shall be the United States and its possessions and such areas as shall request membership and/or services.

## **Article IV - Membership**

Section 1. Any Individual 18 years of age or over, family, farm, firm, association or corporation interested in the breeding, sale or promotion of Dairy Goats in general, is eligible for a voting membership upon making application and paying annual dues. Such member shall abide by and be bound by the Constitution, By-Laws, rules and regulations of FDGA now in force and by which hereafter are adopted by the members.

Section 2. An Honorary member may be any person engaged in a profession which serves agriculture and/or goats in general when proposed by a member in good standing and approved by a majority of the voting body.

(a) Honorary members do not pay dues, nor do they vote.

Section 3. The Annual Meeting of the members shall be held in June of each year, at any place and time and/or virtually, as deemed necessary and designated by the Board of Directors. The membership shall be notified of the Annual Meeting at least 60 days in advance of said meeting, excepting in the event of unforeseen, unavoidable, or irreparable circumstances. Types of notification may include (but are not limited to) email, FDGA's Newsletter, FDGA official website, official FB page (FDGA News), and/or hardcopy by mail. If said notice is mailed and/or emailed to the last known residence or email contact information provided on the membership form, then this shall constitute proper notice under this section.

## **Article V - Officers and Directors**

Section 1. The Officers of FDGA shall be the President, Vice-President, Secretary, and Treasurer.

Section 2. The Officers shall supervise the business of FDGA as ordered by the Board of Directors in accordance with the Constitution and By- Laws.

Section 3. These Officers and five Directors-at-Large shall constitute the Board of Directors of FDGA.

Section 4. This Board of Directors shall have general supervision over FDGA affairs and have the power to enforce the rules and regulations in accordance with this Constitution and By-Laws.

**Article VI - Committees**

Section 1. The President shall create committees necessary for the orderly operation and progress of FDGA. Committee chairs shall be responsible for providing written reports of committee activities to the Board of Directors at scheduled membership meetings, meetings of the Board of Directors, and for each edition of the Newsletter.

**Article VII - Audit**

Section 1. The accounts of FDGA shall be audited annually no later than July 31 for the previous fiscal year, by three members appointed by the president. Such audit shall include a balance sheet showing the true assets and liabilities and an itemized statement of all expenses for the period under review. The results of said audit shall be printed in the first issue of the FDGA Newsletter following the completion of the audit.

**Article VIII - Amendments**

Section 1. Proposed amendments to this Constitution shall be submitted to the Secretary in the form of a written petition, signed by no less than ten members in good standing, or by at least three members of the Board of Directors, or prepared by the Committee on Constitution and By-Laws, as provided in FDGA By-Laws, Article X.

**Article IX - Procedures**

Section 1. The issue on all voting shall be determined by a simple majority of the votes cast, unless otherwise specifically provided for in the By-Laws.

Section 2. On all questions of parliamentary procedure, Robert's Rules of Order Newly Revised in Brief shall govern.

Section 3. Final decision as to interpretation of any procedure in the Constitution and By-Laws shall be determined by the current Board of Directors.

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**BYLAWS OF THE FLORIDA DAIRY GOAT ASSOCIATION, INC.**

**Preamble:**

With the object in view of providing regulations favorable for the implementation of, and pursuant to, the Constitution of The Florida Dairy Goat Association, Inc. (hereinafter referred to as FDGA), we the members do hereby adopt these By- Laws.

**Article 1 - Membership**

Section 1. Applications/renewals/updates for membership shall be directed to the Treasurer. Applications/renewals shall be accompanied with payment of annual dues. Applications/renewals shall be made in writing in the form and manner prescribed by FDGA. The Treasurer shall forward to the Secretary and FDGA Newsletter editor the information as provided on the form by the member.

Section 2. Annual dues shall be determined by the general membership and shall be printed in FDGA's Newsletter and made available in advertisements of FDGA.

- (a) Membership dues shall be due and payable at the beginning of each calendar year. The membership year for FDGA shall run from January 1 through December 31.
- (b) Dues of members unpaid by December 31 of the current membership year shall be considered in arrears and their membership shall lapse as of February 1.

Section 3. Each paid membership shall be entitled to one vote.

Section 4. A minimum quorum of 15 members of the general membership in good standing must be present, requiring a two-thirds majority of votes, in order to transact business at any general membership meeting.

Section 5. At each meeting of the membership, the Officers and Committee Chairs shall submit a written report of all actions taken since the previous meeting.

Section 6. Special Meetings of the membership may be called by the President or Board of Directors as necessary to conduct the affairs of FDGA.

(a) Written and/or electronic notification (in the form of email, FDGA's Newsletter, official FDGA website announcement, and/or official FB page announcement) shall be provided notice shall be mailed to all members at least 15 days prior to meetings.

(b) The business transacted shall be limited to that stated in the notice.

Section 7. Complaints against FDGA or any individual member shall be submitted to the Secretary in writing and shall be accompanied by a deposit of 25 dollars (\$25.00)

(a) The Secretary shall submit said complaint to the Board of Directors for action at the next regularly scheduled Board Meeting.

(b) Such action may include censure, removal from office or committee(s), or removal from membership.

(c) If said complaint is determined to be justified, the deposit shall be returned to the complainant.

## **Article II - Officers**

Section 1. Elected officers shall hold office for a term of two years.

(a) Elected officers shall hold office for no longer than two terms in succession in which any portion of either term is served.

(b) In the event an officer's position (with the exception of the President, who shall be succeeded by the current Vice-President) is prematurely vacated (a member accepted the position and served in that capacity), a replacement shall be determined and duly appointed by a majority vote of the current Board of Directors for the completion of that term.

(c) Such replacement officer shall be eligible to serve two additional two-year consecutive terms if duly elected to that position.

Section 2. President

(a) The President, as Chief Executive Officer shall maintain general supervision of the affairs of FDGA, subject to the Constitution and By-Laws.

(b) The President shall preside at all meetings and shall report to the members.

(c) The President may vote at meetings of the membership when necessary to secure a two-thirds majority in order to transact business or when voting is by written ballot.

(d) The President may present proposals to the Board of Directors or to the membership pertaining to administrative policy, either orally or in written form and/or may choose to do so by means of separate and independent mailings, or by means of FDGA's Newsletter.

Section 3 - Vice-President

(a) The Vice-President shall, in the absence, inability or failure of the President to act, perform the duties required of the President.

- (b) In the event the Office of President becomes vacant, the Vice-President shall assume that Office for the remainder of the current year and a Vice-President shall be appointed in accordance with FDGA By-Laws, Article II, Section 1(b).

#### Section 4 - Secretary

- (a) The Secretary shall be the corresponding and recording officer of FDGA and shall perform such other duties as are incident to this office.
- (b) The Secretary shall issue all notices of meetings and execute all orders of the Board of Directors.
- (c) The Secretary shall send to each member a notice of the place, day and hour of the Annual Meeting. In the event of a regular meeting, such notice shall be mailed, delivered to the members in FDGA's Newsletter, emailed, posted on the FDGA official website, and/or posted to the FDGA official Facebook Page. In the event of a Special Meeting, notification will be made as described above at least 15 days prior to the time the meeting is to be held. If said notice is mailed and/or emailed to the last known residence or email contact information provided on the membership form, then this shall constitute proper notice under this section.
- (d) The Secretary shall be responsible for maintaining permanent records of all Board of Directors meetings, membership meetings, and all pertinent legal information for FDGA.
- (e) The Secretary shall provide a complete listing of all members, including the first and last name, address, phone number, e-mail address (if available), and website address (if available) by February 1 of each business year. The Secretary shall forward said listing to the President, FDGA Newsletter editor, and website administrator (if applicable), and shall be responsible for maintaining an up-do-date membership list.

#### Section 5. Treasurer

- (a) The Treasurer shall collect all dues and other monies received, depositing them in a local branch of a statewide banking institution determined by the Board of Directors as provided under FDGA By-Laws, Article IV, Section 5.
- (b) The Treasurer shall pay all bills, reporting same in detail at each regular meeting of the members, at each Board Meeting, and through each issue of FDGA's Newsletter.
- (c) The Treasurer shall be the responsible contact person for maintaining the corporate status of FDGA.
- (d) The Treasurer shall keep books of accounts using a standard method of bookkeeping determined by the Board of Directors and shall prepare a report for the Annual Meeting, showing receipts and disbursements, with a statement of the financial condition of FDGA.
- (e) The Treasurer shall provide any additional financial information requested by a member at any time during the fiscal year. This information shall be provided within 15 days of receipt of a written request from the member.

#### Section 6. Secretary/Treasurer

The offices of Secretary and Treasurer may be combined and filled by a single member. If a single member is unwilling to serve in both positions, those positions will be filled individually.

### **Article III - Directors**

Section 1. Elected directors shall hold office for a term of two years.

- (a) Elected directors shall hold office for no longer than two terms in succession in which any portion of either term is served.
- (b) In the event a director's position is prematurely vacated (a member has accepted the position and served on the Board of Directors), a replacement shall be determined and duly appointed by a majority vote of the current Board of Directors for the completion of that term.

(c) Such replacement director shall be eligible to serve two additional two-year consecutive terms if duly elected to that position.

Section 2. Directors shall serve as a liaison between the members and the Board of Directors.

#### **Article IV - Board of Directors**

Section 1. The Board of Directors shall consist of the four duly elected Officers and five Directors.

(a) The President shall be the Chairman of the Board of Directors.

(b) The President may vote only in the event of a tie vote.

Section 2. The newly elected Board of Directors shall meet prior to the end of the Annual Conference to discuss plans and appoint committees for the coming year.

Section 3. The President shall call Board of Directors meetings necessary to conduct the business of FDGA.

Section 4. These meetings may be face-to-face, by teleconference, or on-line in accordance with Robert's Rules of Order Newly Revised in Brief.

Section 5. The Board of Directors shall select a statewide banking institution with which to transact FDGA business.

Section 6. The Board of Directors shall create an annual budget within 30 days of the Annual Meeting to cover all expenses to be incurred during the coming fiscal year.

(a) This budget shall be presented to the membership via the next upcoming Newsletter.

(b) Any additional expenditures requiring more than 500 hundred dollars (\$500.00) shall be by approval of the membership at the next scheduled membership meeting or by separate mailing.

#### **Article V - Elections**

Section 1. There shall be an annual election with nominees generated by a Nominating Committee appointed by the President.

(a) This committee shall propose at least one candidate for each office by members seeking positions, by recommendations from other members, or by contacting members to determine if they are willing to serve.

(b) This committee shall make necessary investigation to ensure a proposed candidate is a member in good standing and will accept the office if elected.

(c) This committee shall submit to FDGA's Newsletter for publication, at least 60 days prior to the Annual Meeting, a list of candidates nominated for office.

(d) Any nominated candidate wishing to file an announcement of candidacy shall submit such announcement, limited to a quarter page size, for inclusion in said FDGA Newsletter.

(e) Ballots shall provide space for write-in candidates, which must include a first and last name and a viable telephone number to reach the candidate in order to verify acceptance if elected, if said write-in candidate is not present.

(f) If the Tabulating Committee is unable to verify acceptance by a write-in candidate prior to the announcement of newly elected officers, the candidate having the next highest number of votes shall be offered the position until the vacancy is filled or the office is filled by nominations from the floor.

(g) If a member is elected to a position and declines to serve, that position shall be filled by the member with the next highest number of votes for that position.

(h) In the event of a tie vote, the position shall be elected by a vote of the members present.

(i) To be eligible for election, an individual shall be a member in good standing for a period of 90 days prior to the Annual Meeting.

- (j) Only one member per voting membership shall be eligible to run for or hold an office.
- (k) Any member shall be allowed to run for only one position on the ballot or as a write-in candidate.
- (l) Any member running for a position on the ballot shall not actively campaign as a write in candidate.

Section 2. The Secretary shall prepare the ballots for direct mailing to the membership and/or electronic publication for on-line voting at least 30 days prior to the stated date of the Annual Meeting.

#### 2.1 Hard-copy Ballot Voting:

- (a) Two envelopes shall be provided with the ballots.
- (b) One envelope shall be blank.
- (c) The second envelope shall reflect the member's return address in order to verify the ballot by the Tabulation Committee and shall be pre-addressed to the Secretary.
- (d) The voting member shall place the completed ballot in the plain envelope and seal it.
- (e) The sealed, blank envelope containing the ballot shall be placed in the pre-addressed envelope and mailed to the Secretary.
- (f) Ballots must be received by mail no later than two days, or hand delivered to the Secretary no later than one hour, prior to the stated time of the Annual Meeting.
- (g) The Secretary shall hold all ballots until they are presented to the Tabulation Committee at the beginning of the Annual Meeting.

#### 2.2 Electronic Ballot Voting:

- (a) The on-line voting system will be completely anonymous and will not allow for double voting.
- (b) Members that choose to use on-line voting will be required to log into the voting system with a password provided by an FDGA BOD member or their authorized representative.
- (c) Members that choose to use on-line voting must have a current email on file with the FDGA Secretary. This email will be used as the User ID to access the on-line voting system. (If a current email address is not provided, the member will automatically be mailed a hard-copy ballot).
- (d) After any member casts their on-line votes, the email / User ID used to cast those votes will be disabled to ensure no double voting occurs.
- (e) A list of emails that used online voting will be compared to email addresses on file for those members using hardcopy voting to ensure a valid vote (This list will be in a separate file from the results of the on-line voting so that all votes remain anonymous).
- (f) On-line voting will close one hour before the start of the Annual Meeting.
- (g) A spreadsheet with anonymous voting results from the on-line voting system will be provided to the Tabulation Committee to be tallied in conjunction with the hard-copy sealed ballots.

Section 3. Tabulation of the sealed ballots shall take place at the beginning of the Annual Meeting.

- (a) At this time a Tabulation Committee shall be appointed by the President, comprised of three members, none of which are currently holding office nor listed as nominated candidates for office on the ballot.
- (b) This committee shall tally the votes contained within the sealed ballots and verify acceptance of any write-in electives.
- (c) A simple majority of the votes cast shall be required for the election of new Officers and Directors.
- (d) Any vacancies remaining for either Officers or Directors after the ballots are tabulated, winners announced, and

positions accepted, shall be filled by a simple majority vote of members at the Annual Meeting by nominations from the floor during the Annual Meeting.

Section 4. Duties of the new Officers and Directors shall be assumed following the completion of Old Business at the Annual Meeting.

#### **Article VI - Standing Committees.**

Section 1. A Tabulation Committee shall be appointed by the President prior to the beginning of the Annual Meeting or at any Special Meeting requiring tabulation of written ballots.

Section 2. A Nominating Committee shall be appointed by the incoming President within 60 days of the close of business at the Annual Meeting.

#### **Article VII - Special Committees.**

Section 1. The President shall create those committees as called for by the Constitution or as deemed necessary for the orderly operation of FDGA.

Section 2. The committees shall meet within 30 days following the Annual Meeting to format plans for the coming year.

#### **Article VIII - Rates**

Section 1. Annual membership dues are \$20.00 per year, subject to change pursuant to FDGA By-Laws, Article I, Section 2.

#### **Article IX - Dissolution**

Section 1. In the event of the dissolution of The Florida Dairy Goat Association, Inc., any funds remaining in the treasury shall be donated to an organization for the benefit of Dairy Goats, which shall be determined by a general ballot of the voting membership.

#### **Article X - Amendments**

Section 1. Method

- (a) Proposed amendments to these By-Laws shall be submitted to the Secretary in the form of a written petition, signed by no less than ten members in good standing, or by at least three members of the Board of Directors, or proposed by the Committee on the Constitution and By-Laws Committee.
- (b) This petitioned proposal shall then be submitted to the Board of Directors for examination as to form and legality.
- (c) Proposed amendments, once examined and approved by the Board of Directors as to form and legality, shall be prepared in the form of an amendment ballot and mailed and/or published for electronic voting to all members of the voting body.
- (d) The general membership shall then have at least 20 days from the postmark of the direct mailing to return said ballots to the Secretary by mail or hand-delivery or to cast their vote using the on-line voting system.
- (e) Voting shall be closed 30 days from the postmark of the direct mailing, ending at noon on the 30th day,
- (f) Tabulation of the proposed amendment ballots shall occur at a regularly scheduled general meeting, a regularly scheduled Board Meeting, or at a Special Meeting as provided under FDGA By-Laws, Article 1, Section 6.