

***BYLAWS OF THE***  
**KENTUCKY GOAT PRODUCERS ASSOCIATION, INC.**

**ARTICLE I**  
***PURPOSES***

The particular purposes of the corporation are as follows:

1. Promote participation and cooperation among Kentucky goat producers in the improvement of the Kentucky goat industry and profitability of Kentucky goat producers;
2. Promote the consumption of Kentucky goat products;
3. Plan and implement educational programs to benefit its members;
4. Improve the production and marketing skills, efficiencies, and opportunities of/for the members;
5. Develop or support any other educational or research programs or events that the - association deems beneficial to the members and the community; and
6. Raise funds through dues, donations, and other fundraising means to support the association's sponsored activities and civic and charitable contributions in the community.

**ARTICLE II**  
***OFFICES***

The association may have such other offices within the Commonwealth of Kentucky, as the business of the association may require from time to time.

**ARTICLE III**  
***FISCAL YEAR***

The fiscal year of the association shall be the calendar year.

**ARTICLE IV**  
***RULES***

The Roberts Rules of Order as amended and revised shall govern the conduct of any and all meetings.

**ARTICLE V  
MEMBERS**

*(A) Membership*

The membership of the association shall be composed of individuals and businesses. However, the Board of Directors shall determine who is eligible for membership in each classification, the amount of annual dues, and the criteria to be included on the applications.

The membership application process will be as follows:

1. Membership applications are received by the KSGDO either through online payments or mailed in applications. The KSGDO Executive Director reviews the applications, adds them to the association records, adds them to the email marketing system and online breeder directory, emails a membership confirmation email, and mails a KY Sheep and Goat Management Calendar.
2. At the monthly board meetings, the Executive Director provides a membership report to the Board and provides the list of members at Board requests.

*(B) Membership Classifications and Dues*

(1) Active members:

Any individual or entity, that submits an application and payment of dues of \$30.00 per year. Active members in the state of Kentucky are eligible to vote, serve as Directors, hold office, receive membership benefits, and participate in activities and events as determined by the Board. Out of state members receive all the same benefits of in state members, except they cannot hold a Board of Director or Officer position.

(2) Associate members:

Any individual or entity may become an associate member upon application,, and payment of dues of \$30.00 per year. Associate members shall not be eligible to hold any office or vote on any matter of business, but can participate in activities and events as determined by the Board.

*(C) Dues*

During a regular Board meeting during the third quarter of the fiscal year, the Board each year will set the amount of the Annual Dues of the membership that will be effective for the next fiscal year.

Payment of dues made after October 1<sup>st</sup> will be applied toward the applicant's membership for the remainder of that calendar year and the following calendar year.

*(D) Voting*

All current members, including Directors, attending a membership or Board meeting have the right to vote on any matter of business according to these by-laws and amendments.

Only one (1) representative of a current active member entity (partnership, LLC, corporation, etc.) may vote at any meeting.

1.

*(E) Quorum*

A quorum shall be the current members present at any meeting of the membership provided proper notice was given.

*(F) Annual Meeting*

An Annual Meeting of the membership will be held during the fourth quarter of the fiscal year for the election of Directors by the active members and other association business.

*(G) Special Meetings*

Special Meetings of the membership may be called at any time by the President or a majority of the Board of Directors. Active members may request a Special Membership Meeting through the President or a majority of the Board.

*(H) Notice of Meetings*

Notice of the date, time, place, and agenda of every Annual Meeting and Special Meeting of the membership shall be published on the KSGDO website and emailed to all current members a minimum of 14 days prior to the meeting.

Notice of the meetings will be sent by the President or representative of the President at least 7 days prior for a conference call, and 15 days prior for a face-to-face meeting.

*(I) Suspension or Removal from Membership*

Members, whose public actions are not in the best interest of the association, may be suspended from the membership by action of a majority vote of at least three (3) Directors present at a special emergency meeting of the Directors present, called without any required notice to the membership or Board. The suspended member will be reinstated to full membership rights or terminated from the membership and not allowed to continue in activity eligible to members by a two-thirds vote of the full Board provided that a statement of the charges and a notice of the date, time, and place of that Board meeting are mailed to the suspended member's last recorded membership address fifteen (15) days prior to this meeting. Reinstatement or termination of the suspended member must occur within ninety (90) days of the date of suspension.

**ARTICLE VI  
DIRECTORS**

*(A) General Powers*

The business and affairs of the association shall be managed by its Board of Directors.

*(B) Qualifications*

Directors must be current active members. At the Initial Annual Meeting, any current active member may be nominated and elected. At all Annual Meetings thereafter, Director nominees must not have an immediate family member (spouse, parent, sibling, or child) or member of the same household already serving on the Board, even if the two family or household members have paid individual memberships, unless approved by 2/3 of the Board of Directors.

*(C) Number*

The number of Directors of the corporation shall be NINE (9 ), but may be increased or decreased by amendment of this bylaw.

*(D) Term*

All Directors will serve terms of three (3) years. A Director may only serve two (2) full successive terms; being appointed and/or elected to fill an incomplete term will not be counted as a full term. A past Director may be nominated after not serving for one (1) year.

*(E) Nomination of Directors*

Prior to Annual Meetings thereafter, the nominees for the Directors' positions will be selected by the Nominating Committee and approved by the Board according to the process stated in Article VIII (A).

*(F) Election at Annual Meetings*

At Annual Meetings thereafter, the eligible voting members will elect Directors for terms of three (3) years on a rotational schedule, by a majority of the eligible voting members present or by proxy from a slate of nominees of current active members submitted by the Nominating Committee and approved by the Board. Incomplete Terms; Additional Directors may be elected to Director positions that were filled by the Board after a Director's resignation or termination.

The procedure for the election of Directors at the Annual Meetings will be as follows:

1. .
2. If voting is done in-person at the Annual Meeting, the duties of the Nominating Committee will be to distribute, collect, and count the Director Election Voting Ballots.
  - a. The President will present the nominees approved by the Board.
  - b. The President will ask each nominee to make a short (1 to 2 minute) presentation about themselves to the voting members.

- c. The President will ask the Nominating Committee to distribute the Director Election Voting Ballots to all eligible voting members as listed on the approved membership roll and any members designated by proxy.
  - d. The President and Nominating Committee will make sure that all eligible voters received a ballot, had sufficient time to mark the ballot for the required number of the nominees, and that each ballot was collected.
  - e. The President will direct the Nominating Committee to take the marked ballots to another room and count the ballots. The ballots must be counted twice. The Nominating Committee must sign the vote tally indicating the number of votes received by each nominee.
  - f. The President will receive all of the ballots and the certified vote tally from the Nominating Committee.
3. If the voting is done online for the Annual Meeting, the duties of the Nominating Committee will be to recruit individuals for Board of Director positions and submit them to the Board for approval.
    - a. The approved nominees will be listed on the KSGDO website and emailed to current members, at which time voting will begin.
    - b. When voting is complete, the list of newly elected board members will be given to the President who will announce the results of the votes.

*(G) New Board Meeting to Elect Officers*

Immediately after the Annual Meeting, the New Board will meet to conduct the following business:

1. Election of Officers as stated in Article VII (election of the President should take place at this time. At the discretion of the Board, other offices may be elected at the next face to face meeting)
2. Representatives on the Sheep and Goat Development Board should expire December 1<sup>st</sup>. This will be a yearly term going from January 1<sup>st</sup> through December 31<sup>st</sup>.
3. Set dates, times, and places for the transfer of the association's files, records, accounts, and assets from the old officers and committee chairpersons to the new members holding these positions.

*(H) New Directors' and Officers' Terms*

The term of the new Directors will begin January 1st following the Annual Meeting. .

*(I) Absences from board meetings*

Any Director that is absent from three consecutive board meetings, without having his or her absences excused by the quorum of the Board, maybe removed from the Board by a majority vote of the remaining directors.

*(J) Removal*

Any Director elected or appointed by the Board may be removed from office by a majority of the full Board, with or without cause, whenever in its judgment the best interest of the association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a Director or agent shall not of itself create contract rights.

*(K) Vacancies*

Should a vacancy occur on the Board before completion of a term, such vacancy may be filled by the affirmative vote of a majority of the remaining Board of Directors, even if less than a quorum. The Director filling the vacancy shall serve until the next Annual Meeting, where a Director will be elected to complete the term of this Director's position.

*(L) Board Meetings*

The Board of Directors will hold regular scheduled meetings, at least quarterly; to address any business as may properly come before the Board. The Board will provide the date, time, and place for the holding of regular Board meetings to the membership in a manner determined by the Board to give the membership sufficient notice to encourage attendance by the members. .

*(M) Notice of Board Meetings*

Notice of the date, time, place, and agenda of any regular Board meeting shall be given at least seven (7) days prior thereto electronically to each Director at his/her recorded member address. When notice is given electronically, such notice shall be deemed to be delivered when the message is sent. Any Director may waive notice of any meeting.

*(N) Special meetings*

Special meetings of the Board may be called by or at the request of the President, or by a majority of the Directors in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Kentucky, as the place for holding any special meeting of the Board of Directors called by them.

*(O) Notice of Special Meetings*

Notice of the date, time, place, and agenda of any special meeting shall be given at least five days prior thereto by written notice delivered personally or mailed or electronically to each Director at his/her recorded member address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. If notice be given by electronically, such notice shall be deemed to be delivered when the message is sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

*(P) Quorum*

A majority of the full Board of Directors ( 5 ) must be present at the call to order by the President to constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided that if less than a majority of the Directors are present during said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

*(Q) Manner of acting*

The act of the majority of the Directors present (at least 5 ) at a meeting at which a quorum is present shall be the act of the Board of Directors.

*(R) Compensation*

No Director shall receive compensation for his/her services as Director; however, any expenses incurred by any Director by reason of his/her duties or responsibilities as such may be paid by the association ; provided, that nothing contained herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

*(S) Committees*

The Board of Directors shall have authority to establish such committees as it may consider necessary or convenient for the conduct of its business. The Board of Directors may establish an executive committee in accordance with and subject to the restrictions set out in the statutes of the Commonwealth of Kentucky.

*(T) Informal action*

Any action required or permitted to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the Directors, or all members of the committee, as the case may be, and included in minutes or filed with the association records. Such consent shall have the same effect as a unanimous vote.

**ARTICLE VII  
OFFICERS**

*(A) Offices*

The officers of the corporation shall be a President, one (1) Vice President, Secretary,, Treasurer, and such other officers whose duties may be fixed from time to time by the Board of Directors and who are to be elected in accordance with the provisions of this article.

*(B) Election and term of office*

Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided. After the initial election of Directors

at the association's organizational meeting, the officers of the association shall be elected every year by a majority of the Directors present immediately following the Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as shall be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

*(C) Removal*

Any officer elected or appointed by the Board may be removed from office by a majority of the full Board, with or without cause, whenever in its judgment the best interest of the association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

*(D) Vacancies*

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

*(E) President*

The President, a current active member who has served as a member of the Board of Directors the previous year, shall be the chief executive officer of the corporation and shall in general supervise and control all of the day-to-day business and affairs of the association. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President will be elected for a 2 year term beginning in odd numbered years to coincide with being chair of the Sheep and Goat Development office in even numbered years. President has the authority to create committees for association business as needed.

*(F) Vice-president*

The Vice-president will be a current active member who is also a member of the Board of Directors.

In the absence of the President or in the event of his/her inability or refusal to act, the Vice-president shall perform the duties of the President. The Vice-president shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

*(G) Secretary*

The Secretary, a dues paying active member who is a Director, shall (1) keep and distribute in a timely manner the minutes of the members' and the Board of Directors' meetings in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (3) be custodian of the corporate records; and (4) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.



*(H) Treasurer*

The Treasurer shall be appointed by the board to the position. Position will be for a one year term, but the board can agree to extend the position. The Treasurer position will be a non-voting position unless they are a voting member for the association. The Treasurer will be a dues paying active member of the association. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the association ; receive and give receipts for moneys due and payable to the association from any source whatsoever and deposit all such moneys in the name of the association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and (2) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

*(I) Conflict of Interest*

All members of the board of directors shall sign a Conflict of Interest statement within 60 days of being elected to the board.

**ARTICLE IX  
COMMITTEES**

*(A) Nominating Committee*

The purpose of the Nominating Committee is to submit a slate of nominate current active members ready, willing, and able to serve the membership as Directors in such a manner as to represent the best interests of the members.

1. The Nominating Committee shall consist of the three board members. Additional members of the Nominating Committee may be selected at a meeting of the Board of Directors.
2. Duties:
  - a. Identify, contact, interview, and select current active members as nominees, who are ready, willing, and able to actively serve the membership as Directors for a three year term, if elected.
  - b. These nominees should be selected in a strong effort to represent varying geographic regions and industry interests.
3. Process:
  - a. The Nominating Committee will review and discuss the names of potential nominees.
  - b. A list of finalist nominees will be selected to be contacted and interviewed by two or more committee members.
  - c. A slate of nominees to be submitted to the Board for approval to be elected at the Annual Meeting.

- d. The nominees shall be selected by a two-thirds majority of the full Nominating Committee (3 committee members).
- e. The list of selected nominees and a short biographical sketch describing each selected nominee shall be submitted to the Secretary to be emailed by September 15th for the Board’s approval.
- f. Prior to the Annual Meeting, the slate of approved nominees will be provided to association members via email and on the KSGDO website for voting.
- g. At the Annual Meeting, the Chairperson will describe the nomination process, the work of the Nominating Committee, and present the Board approved nominees to the membership for election.

*(B) Other Special Committees*

The Board of Directors shall have authority to establish such committees as it may consider necessary or convenient for the conduct of its business. The Board of Directors may establish an executive committee in accordance with and subject to the restrictions set out in the statutes of the Commonwealth of Kentucky.

*(C) Committee Quorum*

A majority of any committee as appointed shall constitute a quorum for the transaction of business.

*(D) Committee Vacancies*

The Board will fill vacancies on any committee at the request of the Chairperson or on the Board’s own motion.

*(E) Committee Action*

Any action taken by a committee must be approved by the Board unless authority has been granted by the Board to the committee or the Chairperson that would validate a particular action of the committee.

**ARTICLE IX  
CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

*(A) Contracts*

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the association , and such authority may be general or confined to specific instances.

*(B) Loans*

No loans shall be contracted on behalf of the association , and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

*(C) Checks, drafts, orders, etc.*

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the association shall be signed by such officer or officers, agent or agents, of the association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

*(D) Deposits*

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the association in such banks, trust companies, or other depositories as the board of directors may select.

*(E) Gifts*

Any director or officer may accept on behalf of the association any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the association .

No officer shall make charitable contributions in the name of, from the funds of, or on behalf of the association without prior authorization by the Board of Directors.

*(F) Audits*

There shall be an internal audit of all Association funds and financial records once every five years. The Board of Directors may call for an internal, or external, audit at any time if called for by a majority vote of the Board. If a special audit is conducted, it will reset the five-year clock for additional audits.

**ARTICLE XI  
BOOKS AND RECORDS**

The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the association may be inspected by any director, or his agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE XII  
AMENDMENT OF BYLAWS**

These Bylaws may be amended, altered, to, or repealed by the affirmative vote of a majority of the Board of Directors present ; if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting to the Board of Directors thirty (30) days prior to the meeting in which the vote would be taken. Notwithstanding the above, the members may amend, alter, change, add to, or repeal these bylaws at any time, subject to the same notice requirement, by a majority of the full paid membership present or by proxy.