

Ohio Dairy Goat Association
Constitution and By-Laws
Revised 12-16-2019

Constitution

- Section 1 The name of the Association shall be the **Ohio Dairy Goat Association**.
- Section 2 The objectives and purpose of the Association shall be:
- (a) To advance the cause of the Dairy Goat Industry.
 - (b) To encourage and promote the breeding of quality Dairy Goats and to do all possible to bring their natural qualities to perfection.
 - (c) To educate the public about the benefits and value of Dairy Goats and Caprine products.
 - (d) To foster and promote the public exhibition of Dairy Goats at fairs and other shows.
 - (e) To foster the study and knowledge of Dairy Goats and Caprine products.
 - (f) To promote closer fellowship among goat owners and enthusiasts by supporting the activities of various local associations.
 - (g) To facilitate the interchange of knowledge and ideas and in general, to provide in every way possible for the mutual protection, benefit and welfare of this Association.
- Section 3 The Association shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues, donations or proceeds to the association shall inure to the benefit of any members or individual.
- Section 4 No substantial part of the activities of the Association shall be the carrying on of propaganda or lobbying to attempt to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- Section 5 The members of the Association shall adopt and may from time to time revise this Constitution as may be required to carry out these objectives.

By-Laws

Article I **Membership**

- Section 1 An individual or group (family, farm, herd) interested in the breeding, sale, or promotion of dairy goats or dairy goat products is eligible for membership upon receipt of proper application and fee, and such Member(s) agree to abide by the Constitution and By-Laws of the Association presently in force and those adopted in the future. Individuals who have been banned or reprimanded by the American Dairy Goat Association are not eligible for membership.
- Section 2 Types of Memberships
- a) Senior membership: Any reputable individual 18 years of age or older who supports the constitutional purpose of the Association is eligible for Senior membership. Each Senior member is entitled to one (1) vote and is eligible to hold office.
 - b) Group: This membership is open to family, farm or herd groups who support the constitutional purpose of the Association. This membership allows two (2) votes for the Group. One member of the Group is eligible to hold office and retains one of the Group's votes for matters pertaining to the Executive Board. If more than one Group Member desires to hold office, a Senior membership is required for each individual.

- c) Junior membership: Any reputable individual under 18 years of age may be a Junior member and is entitled to all privileges of Senior membership with the exception of voting and holding office.
- d) Associate membership: This membership shall be open to any reputable individual upon payment of dues, who may be a resident of states other than Ohio. Associate Members are not entitled to a vote on Association matters and cannot hold office, but will receive a Newsletter.

Section 3

Dues

Membership dues shall be set by recommendation of the Executive Board and approved by member vote. The amount of dues shall be reviewed at the Annual Meeting in October and can be changed upon recommendation and majority vote of members present and voting. (See the current membership application for rates.) Dues are payable on or before the annual meeting in October of each year. No member may vote whose dues are not paid in full for the association year. Memberships beginning and paid August 1st or after shall remain in good standing through the following association year. Membership dues will not be pro-rated. All new memberships shall have access to a copy of the Ohio Dairy Goat Association Constitution and By-Laws.

Section 4

Termination of Membership

Memberships may be terminated:

- a) By resignation: Any member may resign from the Association upon written notice to the Secretary, but no member may resign when in debt to the Association. Resignation of membership does not vacate debt owed to the Association.
- b) By lapsing: A membership will be considered as lapsed and automatically terminated if such members' dues remain unpaid after the first day of January of each year. In no case may a person be entitled to vote on any Association matters if their membership has lapsed.
- c) By expulsion. A membership may be terminated by expulsion as provided in Article VIII of these By-Laws.

Article II

Meetings

Section 1

Order of Business

At meetings of the Association, the order of business so far as the character and nature of the meetings may permit, shall be as follows:

- Call to Order
- Roll Call
- Determination of Quorum
- Reading of Minutes
- Old Business (Tabled)
- New Business
- Election of Officers (At Annual Meeting per Article III, Section 2)
- Correspondence
- Treasurer's Report
- Committee Reports (Alphabetically)
- Awards and Announcements
- Adjournment

Section 2

Annual Members Meeting

The Annual Meeting of this Association shall be held on or near the last Sunday of October at a centrally located place selected by the President and announced a minimum of twenty-one (21) days prior to the meeting date. Notice may be in written or electronic form, or by means determined as best able to reach the membership, or a combination of such. Eight percent (8%) of the membership shall constitute a quorum for the transaction of business.

- a) The Secretary shall take the roll and determine if a quorum has been met. The first order of New Business shall be the election of officers. President and Treasurer, on odd numbered years, a Vice President and Secretary on even numbered years. The following rules of election shall be followed:
 - 1) Attendance at the Annual Meeting is required to exercise a vote and majority vote of the membership will prevail. No proxy voting is allowed.
 - 2) There shall be no Nominating Committee. Nominations can be made from the floor by any member in good standing.
 - 3) The vote shall be by written secret ballot, a majority affirmative to elect.

Section 3

Special Association Meetings

Special Association meetings may be called by the President, or by a majority vote of the members of the Executive Board, or by the Secretary upon receipt of a petition signed by ten percent (10%) of the membership in good standing as of the date of the petition. Such special meetings shall be called within thirty (30) days from the receipt of such request or petition. Notice of the meeting shall be provided by the Secretary at least fourteen (14) days prior to the meeting and may be in written or electronic form, or by means determined as best able to reach the membership, or a combination of such. The notice of the meeting shall state the purpose of the meeting and no other Association business may be transacted. The quorum for such a meeting shall be eight percent (8%) of the membership.

Section 4

Executive Board Meetings

The annual meeting of the Executive Board shall be held in conjunction with the Annual Member Meeting on or near the last Sunday in October. Additionally, the Executive Board shall meet at such other times deemed necessary by a majority of the Members of the Executive Board. Written or electronic notice shall be sent to all Members of the Executive Board at least fourteen (14) days prior to any Board meeting. Except for the Annual meeting, the Board may unanimously consent to forego an in-person meeting and take a vote over the phone or by any electronic means available to the Board.

Section 5

Conducting of Board Business

All meetings of the Executive Board shall be open to the membership, however, only the Board Members shall have the right to make and second motions and vote. In the event of a tie vote, re-voting may take place. If a tie remains, the President shall cast a second and deciding vote.

Section 6

Voting

Each membership in good standing, whose dues are paid for the current membership year, shall be entitled to vote as outlined in Article I, Section 2, Types of Memberships at any Member meeting of the Association. Proxy voting shall not be permitted at in-person meetings. Ballots by mail or electronic means may be utilized as determined by the Executive Board.

Article III

Executive Board, Officers and Representatives

Section 1

Executive Board

The Executive Board shall be filled in the following manner and shall serve in a supervisory roll for the Association.

- a) The Association's Officers consisting of the President, Vice President, Secretary and Treasurer shall serve in their respective capacities in regard to the Association and on the Executive Board.

- b) Each established active dairy goat club registered in Ohio may provide two (2) Representatives to serve on the Executive Board. Representatives must have a paid Senior membership as outlined in Article I, Section 2, Types of Membership in good standing of the Ohio Dairy Goat Association and are entitled to one (1) vote each on matters before the Executive Board. The President and Vice-President of each Ohio Club are considered the Representatives to the Executive Board unless otherwise chosen by their respective clubs. Names of the Representatives are to be provided to the President before the Annual Meeting in October each year and throughout the year if a change is necessary.
- c) An Ohio resident serving as an American Dairy Goat Association Director may serve on the Executive Board as a Director-At-Large with a paid Senior Membership, and has one vote on matters of the Board or Association.

Section 2

Officers

The Association's Officers, consisting of the President, Vice-President, Secretary, and Treasurer shall serve for a period of two years with the President and Treasurer elected in odd numbered years and the Vice-President and Secretary elected in even numbered years. These Officers have the following duties:

- a) President: The President shall preside at all meetings of the Association and the Executive Board and shall have all duties and powers normally appurtenant to the Office of President. The President shall be the Chairperson of the Executive Board and shall have one vote, however in case of a tie, the President shall cast a second and deciding vote on matters concerning the Executive Board. The President shall also handle the Association's accounts in the absence or incapacity of the Treasurer. The President shall serve as an ex-officio member of all committees.
- b) Vice-President: Vice-President shall have the duties and exercise the powers of President in the absence of the President. The Vice-President shall serve as an ex-officio member of all committees.
- c) Secretary:
 - 1) The Secretary shall keep a record of all meetings of the Association and the Executive Board and of all votes taken by mail, and of all matters of which a record shall be ordered by the Association.
 - 2) The Secretary shall promptly forward a copy of the minutes to the Publications Editor and to the President.
 - 3) Assist the President by providing an agenda of necessary business to be conducted at each meeting.
 - 4) Shall have charge of correspondence.
 - 5) Maintain a roll of Officers and Representatives for the Executive Board to use and report any changes that occur during the year.
 - 6) Perform such other duties as requested by the Executive Board or as indicated in other parts of these By-Laws.
- d) Treasurer:
 - 1) The Treasurer shall be bonded in an amount set by the Board and paid for by the Association.
 - 2) The Treasurer shall collect and receive all monies due or belonging to the Association and shall deposit same in a bank in such accounts as approved by the Executive Board, in the name of the Association. Financial records shall be open at all times to inspection and he/she shall report at every meeting of the Association and of the Executive Board each item of receipt and payment not before reported.
 - 3) The Treasurer shall provide a detailed Annual Report of Association funds for publication in the January Newsletter.
 - 4) The Treasurers' records shall be audited annually before the Annual Member Meeting in October by a committee of three (3) members appointed by the President and such audit shall be reported at the Annual Association Meeting.

- 5) The Treasurer shall maintain detailed records of all members and dues paid, and shall prepare a list of members for distribution.
- 6) Shall provide membership lists to the Executive Board, Publications Editor and Committee Chairpersons as necessary to conduct the business of the Association.

Section 3 Vacancies
 Any vacancies occurring among the Officers during the year shall be filled until the next election by a majority vote of the Executive Board, except that a vacancy in the office of President shall be atomically filled by the Vice-President, and the vacancy in the office of Vice-President shall be filled as prescribed above. A Representative vacancy on the Executive Board may be filled during the year by the respective club with written notice to the President prior to the next Executive Board Meeting.

Section 4 Termination
 Any officer failing to fulfill his/her responsibilities as outlined above will be first given opportunity to correct failed performance. If unable to comply, the remaining officers of the Executive Board can call for immediate resignation. All records in possession of the departing Officer and belonging to Ohio Dairy Goat Association will be turned over within 10 days.

Article IV **Association Year, Nominations, Elections**

Section 1 Association Year
 The Association’s fiscal year shall be November 1st to October 31st in accordance to the Association’s documents filed with the Internal Revenue Service. The Association’s official year shall be from October 1st to September 30th. The newly Elected Officers shall take office immediately upon the conclusion of the election during the Annual Member Meeting. Each Retiring Officer shall turn over to his/ her successor in office all properties and records relating to the office within fourteen (14) days following the election.

Section 2 Nominations
 Nominations for Officers may be made by current members in good standing from the floor at the beginning of elections at the Annual Member meeting. Candidates for Office are to be chosen from the General Membership (including the Executive Board) and must be in good standing with the Association.

Section 3 Elections
 After nominations are closed, voting by all members (including the Executive Board) present at the meeting will proceed by secret written ballot. The nominee receiving the majority of votes for each office shall be elected. The Counting Committee shall be appointed by the Outgoing President.

Article V **Committees**

Section 1 Appointments
 The President has authority to construct and deconstruct both standing and other committees as deemed necessary for the orderly operation and progress of the Association.

Section 2 Committee Approval
 All committees constructed or deconstructed by the President are subject to approval by the Executive Board.

Section 3 Termination
 Any committee appointment may be terminated by the President upon written notice to the appointee, and the President may appoint successors to those persons whose service has been terminated.

Article VI **Publications**

Section 1 Publications Editor

The President may appoint a Member as a Publications Editor. The Publications Editor shall be responsible for the preparation, printing and distribution of the appropriate publications pursuant to an approved budget and is expected to provide editorial comment consistent with the Constitutional purpose of the organization, and as directed by the Executive Board.

Section 2 Subscriptions and Distribution

Distribution of publications shall be made to all Individual and Group Members at no additional cost than their paid membership. Individuals, firms and other organizations who are not Members of the Association may subscribe on a regular basis or obtain issues of publications distributed by the Association. The Executive Board shall establish a reasonable charge, if any, for these services.

Section 3 Website and Social Media

The President may appoint a Webmaster. The Webmaster will be in charge of maintaining the Association's website and social media site(s), updating such regularly, and determining content as directed by the Executive Board and consistent with the constitutional purposes of the Association.

Article VII **Code of Conduct**

Section 1 It is to be recognized that all Ohio Dairy Goat Association events are to be family friendly. With this said, members and/or non-members participating in any Association functions have a responsibility to behave in a respectable manner.

Section 2 Rights of Members:

- (a) Each and every member has a right to be treated fairly, equally and respectfully by other members, officers, committees of the Association, and show officials.
- (b) Each and every member has the right to be involved in the Association in an atmosphere that is free from any form of harassment and discrimination.

Section 3 Responsibility of Members:

- (a) Members shall not be under the influence of illegal drugs at or during Association functions.
- (b) Members shall not consume excessive amounts of alcohol, nor permit minors any consumption.
- (c) Members shall not use profanity, obscene gestures, or use hostile language.
- (d) Members shall refrain from activities that lead to the discredit of the Association and the community.
- (e) Members shall follow proper channels when serving as representatives of the Association. The Executive Board and Committee Chairpersons should be informed when business pertaining to their activities is being conducted.
- (f) Members shall uphold and conduct themselves according to Association By-Laws.

Section 4 It is not the wish of the Ohio Dairy Goat Association to monitor non-association related transactions between club members.

Section 5 Any action that conflicts with the code of conduct is grounds for determining if a disciplinary hearing is warranted.

Article VIII Discipline

- Section 1 The membership of an Individual may be suspended or terminated for acts or conduct unbecoming or detrimental to the interest of this Association. Written and signed charges by three (3) or more unrelated members in good standing are required to initiate proceedings. Upon the filing of charges, written notice will be sent by the Secretary by certified mail, return receipt requested, to the accused. Said notice shall contain the charges, time and place of the hearing and shall state that the accused will have the opportunity for defense. Each member of the Executive Board shall also be notified by appropriate means, as determined by the President. Said notice shall be sent at least thirty (30) days prior to the hearing. A two thirds (2/3) affirmative vote of all Executive Board members present and voting shall be required for suspension or termination.
- Section 2 If an Executive Board Member is involved in the alleged complaint, he or she will not be allowed to be a part of the Board determining the outcome of the hearing. It will be the responsibility of the accusers to present evidence of guilt of the accused member. The accused member will have an opportunity for rebuttal during the hearing.
- Section 3 Outcome of the hearing:
If the accused member is found guilty of the alleged offense(s), the following discipline will be instituted.
(a) First offense – 12 month probation and loss of right to vote on issues regarding the Association.
(b) Second offense– 12 month probation and member is not permitted to attend meetings, functions or events of the Association.
(c) Third offense – loss of membership for 2 years.
(d) Termination of membership can result if the offense(s) is determined to be severe enough to warrant such action.
(e) The Executive Board has the right to skip a step if the offense(s) is found to be severe enough to warrant stricter sanctioning of the accused member.

Article IX Rules of Procedure

- Section 1 All matters of procedure shall be governed by Robert's Rules of Order, latest revised edition, except as herein provided.
- Section 2 Parliamentarian: The President shall appoint a Parliamentarian to provide assistance in conducting business at Association meetings in accordance with this Constitution and By-Laws.

Article X Amendments

- Section 1 Constitution: Upon recommendation by the Executive Board, or upon written petition of at least 8 percent (8%) of the membership of the Association submitted to the Executive Board, the Constitution of the Association may be amended by two-thirds (2/3) affirmative vote of the Members and Executive Board Members present, provided Members are notified in writing of the nature and effect of any proposed amendment or change at least thirty (30) days in advanced of such meeting, or amendments may be brought to a mail ballot of the entire membership and may be approved by a simple majority of completed ballots. Mailed ballots shall specify a date of not less than thirty (30) days after the date of the mailing by which ballots the must be returned.
- Section 2 The By-Laws of the Association may be amended when deemed necessary by two- thirds (2/3) affirmative vote by the Executive Board at a Board Meeting, provided such amendment is not in conflict with the Association's Constitution.

Article XI **Duration/ Dissolution**

Section 1 The duration of the Association shall be perpetual. In the event of dissolution of the Association, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Association remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed to one or more non-profit Dairy Goat clubs in Ohio, and/or to the American Dairy Goat Association.

Adopted on this date: _____

Jeffrey Smith, President

Jacob Copelin, Vice-President

Debbie Wiseman, Secretary

Robin Saum, Treasurer