

MDGA Constitution and By-Laws

The Constitution of the Minnesota Dairy Goat Association, Inc. as approved and amended September 1974, May 1976, July 1981, August 1983, March 1984, November 1994, January 1995, January 1997, April 2000, November 2003 and June 2006.

ARTICLE I. Name and Location

- Section 1: The name of this corporation shall be the Minnesota Dairy Goat Association, Inc., a non-profit corporation incorporated in the State of Minnesota, hereafter known as the corporation.
- Section 2: The office of this corporation shall be located in Gibbon, Minnesota.

ARTICLE II. Purpose and Objectives

- Section 1: The purpose of this corporation shall be to promote and develop every phase of the dairy goat industry including but not limited to breeding programs, the proper public recognition of products related to dairy goats, aiding goat showing at fairs, and aiding 4-H programs relating to dairy goats.

ARTICLE III. Membership

- Section 1: Definition of member: "Member" means entity, either corporation or natural, or family within the same house hold under the age of 21, having membership rights in this corporation in accordance with its articles, By-laws, or both.
- Section 2: Membership certificates: Membership in the corporation shall be evidenced by membership certificates. The membership certificate shall state the:
- A. Name of the corporation, that is organized under the laws of the State of Minnesota and is a non-profit corporation.
 - B. The name of the registered holder.
 - C. Property, voting and other rights and privileges of the holders provided in Article III, Section 5 of this constitution.
 - D. Length of term of membership as provided in Article III, Sections 6 and 7 of this constitution.
 - E. Shall be signed by the President or Secretary or Membership Chairperson of the corporation.
- Section 3: Qualification for membership. Membership in this corporation shall be open to all persons interested in a supportive of the aims and purposes of the corporation and who shall pay the annual dues as hereinafter provided. There shall be no limit on the number of members.
- Section 4: One class of membership. There shall be only one class of membership in the corporation and each holder of a membership certificate shall be a member of this class.
- Section 5: Rights and privileges of membership:
- A. Property rights: No members shall have the right to acquire, own or hold in his own name any of the property, real or personal held or acquired by the corporation.
 - B. Voting rights: Each member in good standing shall have the right to vote on any action which requires voting by the member of the corporation under the Articles of Incorporation, By-laws, or statutes. Each membership certificate shall be entitled to one vote.
 - C. Use of facilities: Each member in good standing shall have the right and privilege of using, in accordance with the rules and regulation prescribed by the Board of Directors, the facilities and services offered by the corporation to its members.
- Section 6: Membership year; dues; non-payment of dues; cancellation of membership.
- A. Each member of the corporation shall pay the corporation annual dues. The amount of which shall be established by the Board of Directors.
 - B. Membership shall be held from the beginning of January and ending December 31.
 - 1. Dues paid on or after November 1 shall be effective for the following membership year commencing upon January 1 following date of payment.
 - 2. In the event payment of dues are not made by January 31 for the year in which dues are payable, membership in this corporation shall be cancelled.
 - 3. Upon payment of dues by any member whose membership has been cancelled, pursuant to Article III, Section 6, Sub-division B (3), said membership shall be reinstated.
 - 4. When any member shall be in default in the payment of dues, said member, for the

purpose of voting, will be considered a member not in good standing and shall not be entitled to vote on any matter required to be voted on by the members of the corporation. In addition, such members shall be dropped from effective membership and placed on the inactive list. Such membership shall not be reinstated until they have paid said dues in full and until such time as such membership is reinstated, they shall have no rights of any kind whatsoever arising out of a membership in the corporation.

Section 7: Termination of membership: Other than provided in Section 2 and 6 herein above, membership in the corporation may be voluntarily terminated at any time by any member upon surrender of the membership upon surrender of the membership certificate, accompanied by written notice of such intent to terminate.

ARTICLE IV: Officers and Directors

Section 1: The business of the corporation shall be managed by a Board of nine (9) Directors, which shall elect three (3) officers of the corporation from among themselves by a majority vote, together with an officer representative of each chapter to be a non-voting member of the board.

Section 2: A quorum for all meetings of the Board of Directors shall be five (5) members of the Board.

Section 3: The officers shall be President, Vice-President, and Secretary.

ARTICLE V: Election and Terms of Office

Section 1: All officers shall serve for a term of one (1) year until their successors are duly elected and qualified. Officers shall take office at the start of the next Board of Directors meeting following their election.

Section 2: Term of office of the directors shall be for three (3) years, provided that three (3) directors shall be elected annually and provided further that at the first general membership meeting following the adoption of Articles, nine (9) directors shall be divided into three (3) groups by lot to a one (1) year term, three (3) directors will draw for a two (2) year term, and three (3) directors will draw for a three (3) year term.

Section 3: The Board of Directors shall appoint a nominating committee for the purpose of submitting a slate of candidates for all offices to be filled at the next succeeding election. The nominating committee shall submit its slate of candidates to the Board of Directors at the last regular meeting of the Board of Directors preceding the election period. In addition, nominations may be accepted from the floor or as write-ins at the time of voting. The nomination committee shall consist of three (3) non-officer members of the Board of Directors and two (2) members at large. No members of the nominating committee shall be nominated.

Section 4: Three (3) directors shall be elected annually as provided in Article V, Section 2, by the general membership. Each member may cast a total of three (3) votes but may not use more than one (1) vote for any one candidate. The three (3) candidates receiving the highest number of votes shall be elected directors. All ties in votes for directors that need to be broken will be decided by the casting of lots.

Section 5: Voting may be by mail or at the general membership meeting at the discretion of the Board of Directors or by proxy.

Section 6: if any officer or director misses three (3) consecutive meetings of the Board, such member may be dropped from the Board by a majority vote of the remaining Board members. If the office of any officer or director becomes vacant by reason of such officer or director being dropped for absenteeism or for any other reason, the remaining directors shall, by majority vote, elect a successor who hold office for the unexpired term in respect of which vacancy occurred.

Section 7: There shall be only one (1) officer or directorship held per family, partnership or corporation at any one time, subject to the requirements state in Article IV, Section 1.

Section 8: Directors of the corporation may serve only two (2) consecutive three (3) year terms.

ARTICLE VI. Meetings

Section 1: The Board of Directors shall hold meetings at the time and place as may be determined by the Board.

Section 2: The general membership shall hold an annual meeting for the election of directors and for the transaction of any other business. The time and location shall be determined by the Board of

Directors who shall give at least four (4) weeks published notice of such meeting. Announcement of such meetings to be made in the Gopher Goat Gossip.

ARTICLE VII. Duties of Officers, Directors, and Treasurer

- Section 1: The officers, directors, treasurer and editor shall have the duty of managing the business and affairs of the corporation and in addition: the officers shall have such authority and perform such duties as here in after set forth.
- A. President: The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of the members and directors. The President shall have general active management of the business of the corporation and see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be assisted in this respect by the Secretary.
 - B. Vice-President: The Vice-President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.
 - C. Secretary: The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and shall record all votes and minutes of all proceedings in the book kept for that purpose. The President shall appoint a temporary Secretary in the absence or disability of the Secretary.
 - D. Treasurer: The Treasurer shall be appointed by the Board of Directors and shall serve at the pleasure of the Board (the Treasurer may be a Board member).

The Treasurer shall have custody of the funds and securities and shall keep full and accurate record of the receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking the proper vouchers for such disbursements and shall render to the President and Board of Directors at the regular meetings of the Board, or when ever they may require, an account of all of the transactions and Treasurer and the financial condition of the corporation. If the Board of Directors shall require it, the Treasurer shall give the corporation a bond in such amount as the Board may determine and with one or more sureties satisfactory to the Board, for faithful performance of the duties of the office and for the restoration or retirement or removal from office, of all books, papers, vouchers, money and control, belonging to the corporation. Any bonding required shall be paid by the corporation. The Board of Directors shall name a three (3) person committee for an annual audit and report at the second Board meeting after the end of the fiscal year.

ARTICLE VIII. Committees

Section 1: The Board of Directors shall form ad hoc committees as they deem necessary.

ARTICLE IX. Compensation of Officers and Directors.

Section 1: All officers and directors of this corporation shall serve without compensation. Nothing herein shall be construed to preclude and officer or director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE X. Amendments.

Section 1: The constitution may be amended or additions made at any general membership meeting or special membership meeting by a two-thirds majority vote of those present.

Section 2: The constitution and/or By-laws changes are to be published as necessary in the Gopher Goat Gossip.

ARTICLE XI. Previous Obligations.

Section 1: This corporation will not be responsible for the obligation of the previous organization of the same name.

ARTICLE XII. Effective Date.

Section 1: The foregoing Articles shall be effective forthwith upon their adoption by a two-thirds majority of the members of the Minnesota Dairy Goat Association.

ARTICLE XIII. Newsletter.

Section 1: The corporation shall publish a newsletter entitled the Gopher Goat Gossip.

Section 2: An editor who has the responsibility of seeing the Gopher Goat Gossip be published ten (10) times annually will be appointed by the Board.

Section 3: The editor will serve as long as the Board of Directors shall deem.

BY-LAWS OF THE MINNESOTA DAIRY GOAT ASSOCIATION

These policies and guidelines are determined by a simple majority vote of the Board of Directors. The Board solicits for its consideration changes or additions to these guidelines from the general membership of the MDGA, recommendations to be in writing.

I. MEMBERSHIP

- A. A new member receives a packet containing: membership card and such other material as is available and appropriate.
- B. Those members who do not reside in the U.S. shall pay an annual membership fee of \$20.00 so that the cost of mailing the GGG overseas can be more accurately borne.

II. GENERAL POLICIES

- A. MDGA Board may appoint volunteer positions, such as: historian, show coordinator, national show chairperson, futurity chairperson, 4-H liaison, AI Committee chair, Veterinarian consultant, product promotion chair, membership chairperson, DHIA Coordinator, Policy/Guidelines coordinator, GGG Editor, Dairy Goat Conference coordinator, Youth Coordinator/advisor, Milk standards chairperson, Advisor U of M veterinary.
- B. MDGA Board may appoint the following committees: ethics (ad hoc appointed by MDGA President), nominating.
- C. MDGA may offer for sale various products, publications, etc. through the appropriate chairperson.
- D. MDGA guidelines for trade practices, arbitration, DHIR testing, show rules, registration/recording practices, breed standards, and other matters be the same as the ADGA Guidelines as published in its latest Guidebook. Exempt would be its By-laws.
- E. MDGA shall provide a petty cash fund for the Secretary, Treasurer, and President in \$50 increments.

III. GOPHER GOAT GOSSIP

- A. A GGG subscription is included with membership dues paid as implied by MDGA By-laws, as privilege of membership.
- B. MDGA shall provide a petty cash fund for the GGG editor.
- C. Advertising will be accepted for registered bucks only.
- D. Does 305 day ME shall not be used in advertising.
- E. Ads in the GGG shall be limited to goats, goat products and homesteading. GGG editor will have discretionary power with the MDGA Board having the final power of accepting or rejecting an ad.
- F. Show rules shall be published once.
- G. The MDGA Board of Directors shall create an advisory committee to evaluate and develop specific recommendations for improvements. The editor shall serve as chairperson.

IV. CHAPTERS

- A. MDGA members group together in chapters, clubs, producers associations great to geographic interests and other contingencies. These groups maintain, support and have loyalty to the MDGA, as does the MDGA to the chapters.

V. SHOWS

- A. The MDGA encourages others in Minnesota to hold shows, preferably ADGA sanctioned.
- B. The Show Coordinator will serve to coordinate shows in Minnesota, date conflicts, basic show planning, encourage county fair shows, and answer sanction questions.

VI. BUCK DIRECTORY

- A. Buck directory listing limited to members only.

VII. DHIR TESTING

- A. DHIR records of MDGA herds be published periodically in the GGG. Animals to selected by the owner.

VIII. 4-H

- A. The MDGA supports the University of Minnesota Extension Service 4-H Dairy Goat Project. Suggested policies include:
 1. Assist in reviewing and updating the project manual.
 2. Provide resource people in each county.
 3. Maintain a 4-H Advisory committee
 4. Encourage members to provide beginning 4-H dairy goat youth with quality animals at reduced prices or other arrangements.

IX. HISTORIAN

- A. The Historian shall solicit from members and friends of the corporation news articles and items of historical interest of preservation by the MDGA Historian.
- B. A petty cash fund shall be provided for the Historian.

X. PRODUCT PROMOTION

- A. The coordinator shall assess the status of marketing in Minnesota and adjacent states.
- B. Act as a central contact for persons with recommendations and expectation concerning marketing and sale of MDGA items.
- C. Periodically report findings in Gopher Goat Gossip.

XI. FUTURITY CHAIRPERSON

- A. The directors of MDGA shall appoint a Futurity Chairperson.
- B. The Futurity Chairperson shall serve for as long as the directors or the chairperson desire.
- C. The Futurity Chairperson shall be responsible for running and promoting the futurity and collecting the futurity fees.
- D. There shall be established an account separate from the MDGA account for all futurity monies collected.
- E. An annual financial statement shall be provided to the Board.

XII. YOUTH COORDINATOR

- A. The directors of the MDGA shall appoint yearly Youth Coordinators.
- B. The directors shall appoint as many as five (5) Youth Coordinators
- C. The applicants for the position of Youth Coordinator shall be required to submit a written application.
- D. The Youth Coordinators shall serve on the Youth Committee of the MDGA.
- E. The Youth Coordinators will serve as the MDGA's liaison with the FFA, 4-H, and other farm youth groups.
- F. The Youth Coordinators will carry on the MDGA's promotion of the goat with these groups.
- G. The Youth Coordinators will attend as many general membership and Board of Director meetings and present the youth member's perspective on the issue.
- H. The MDGA directors shall see that there is an overlap of terms of the Youth Coordinators so that there are always experienced Youth Coordinators.
- I. Youth Coordinators shall be members of the MDGA or a family with a MDGA membership.
- J. The Youth Coordinator shall be 13 to 18 years old.