

BYLAWS

(Updated January 2009)

ARTICLE I

NAME, AUTHORITY AND PLACE OF BUSINESS

SECTION 1.1 NAME

The name of this organization, which is a nonprofit corporation, organized and existing under the laws of the State of Washington, is the NATIONAL PYGMY GOAT ASSOCIATION.

SECTION 1.2 AUTHORITY

The Association shall be the official breed association of the Pygmy Goat Breed.

SECTION 1.3 PRINCIPAL OFFICE

The Board of Directors is hereby granted full power and authority to determine the location of the principal office for the transaction of business of the Corporation.

SECTION 1.4 BUSINESS MANAGER

The Board of Directors shall hire a Business Manager to transact the business of the Association as specified in a contract agreement. This contract shall be negotiated by and between the Executive Committee and the Business Manager. The Business Manager shall not be eligible for election to the Board of Directors but shall be present at the board meetings as a nonvoting participant.

ARTICLE II

MEMBERSHIP

SECTION 2.1 ELIGIBILITY

The membership of this corporation, hereinafter referred to as the "Association" shall consist of such persons and corporations favorable to the purposes of the association as set forth in the Articles of Incorporation, and shall be elected to membership by a resolution duly passed by the Board of Directors. No person shall be excluded from membership on the basis of sex, color, race, political association, or religious affiliation.

SECTION 2.2 CLASSIFICATION

The Association shall have the following classes of members:

Individual, Family, Youth (18 or younger), Business.

SECTION 2.3 DUES

Dues are payable on or before the first day of the quarter in which the membership was initiated.

SECTION 2.4 TERMINATION OF MEMBERSHIP

The membership may be terminated by:

- a. **Resignation.** Any member in good standing may resign from the Association upon written notice to the Business Manager. The Association is not obliged to refund any dues to the resigned member.
- b. **Lapsing.** A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid by the end of the quarter in which they are due. No person may vote on any Association business whose dues are unpaid as the date of that vote.
- c. **Expulsion:** A membership may be terminated by expulsion. Expulsion shall be made when the Board of Directors (by 2/3 vote) determines that such action is warranted by a complaint filed through the Compliance Procedure.

SECTION 2.5 RIGHTS OF MEMBERS

The privilege of holding office and voting shall belong to all members in good standing except where specified otherwise in the Rules and Regulations. Each voting member shall be entitled to one vote and may vote or act by written proxy. A family membership is entitled to two votes. Cumulative voting is prohibited. Membership may not be transferred and members shall have no property rights in the property of the Association. The Youth membership is the only nonvoting membership class.

ARTICLE III

MEETINGS, ELECTIONS AND BUSINESS TRANSACTIONS OF THE ASSOCIATION

SECTION 3.1 MEETINGS

Meetings of the Association may be called by the President or by a majority vote of the members of the Board of Directors or shall be called by the Secretary upon receipt of a petition signed by 10 percent of the members in good standing of the Association. Such meeting shall be held at such place, date and hour as may be designated by the initiator(s). Written notice of such meetings shall be mailed to all members in good standing by the Secretary at least 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting. The quorum for such a meeting shall be 10 percent of the members in good standing in person or by proxy. Mail ballots are to be provided.

SECTION 3.2 ELECTIONS AND BUSINESS TRANSACTIONS

In the absence of an annual meeting, elections and business transactions of the Association may be carried out through mail ballots.

ARTICLE IV DIRECTORS AND OFFICERS

SECTION 4.1 NUMBER AND QUALIFICATIONS OF DIRECTORS

The authorized number of Directors of the Association shall be 16, however, the number may be changed by an amendment to this section by the vote or written proxy of a majority of the members in good standing voting on this amendment. Ballots must be provided only to all members in good standing in the candidate's region. Directors must be members of the Association and must reside in the region in which they are nominated at the time of nomination. Residence is to be defined as the primary residence and verified by a driver's license or state ID card. (06-20)

SECTION 4.2 VACANCY REPLACEMENT DIRECTOR

A vacancy replacement director will be elected in each region. This director will be inactive unless it becomes necessary to fill a vacancy on the board as defined in Section 4.7 of the Bylaws. If utilized to fill a vacancy, the vacancy replacement director shall hold office for the unexpired term of his/her predecessor. The vacancy replacement director term will be two years.

SECTION 4.3 ELECTION AND TERM OF OFFICE

At each annual election, the membership shall determine by vote one Director for each geographical region to serve on the Board of Directors. The term shall consist of two consecutive years. In the event there is no candidate or a single candidate running in the region, the regional election will be eliminated for that year and the region's members will be notified. If there is no candidate, the region will be served by its remaining director. An unopposed candidate would be declared the winner. The term of office shall consist of two consecutive years.

SECTION 4.4 DISTRIBUTION OF DIRECTORS

NPGA membership shall be divided into eight (8) major geographical regions. There will be two (2) directors representing each region for a total of sixteen (16) directors with full representation to be achieved by 1990. The Board of Directors shall have the power to change, from time to time, the boundaries of these eight regions so as to maintain approximate parity of members residing in the respective electoral regions. Such changes of boundaries shall require the vote of approval of 2/3 of the Directors.

SECTION 4.5 NOMINATIONS OF DIRECTORS

The President of the Association shall appoint an Election Coordinator. It is the duty of such Election Coordinator to submit the official slate for the Association. Sixty (60) days notice shall be given to the general membership prior to mailing of the official ballots. All nominations must be ratified by two other members in good standing, identified by two (2) separate and distinct membership numbers. All such nominations and ratifications must be received by August 15. (07-10)

SECTION 4.6 NUMBER OF SUCCESSIVE TERMS

Directors shall not exceed three consecutive elected terms in office, and must allow at least one year before being eligible for re-election following his or her third term.

SECTION 4.7 VACANCIES

Vacancies in the Board of Directors shall be filled by the vacancy replacement director, or, if none exists, shall be filled by an appointment of the President ratified by a majority of the remaining Directors at any regular or special meeting or motion by mail, and each Director so elected shall hold office for the unexpired term of his predecessor, and until his successor is elected at an annual election. A vacancy on the Board of Directors shall be deemed to exist in the case of death, retirement, resignation or removal of any Director, or if the authorized number of Directors is increased.

SECTION 4.8 DUTIES OF THE DIRECTORS

The Directors are responsible for carrying on the business of the Association; to take action on matters brought to their attention by the membership or the chairpersons of the committees of the Association; and to take any other action consistent

with the Articles of Incorporation of this Association. A written record of all actions of the Board pertaining to matters of policy shall be kept and made available to the membership. Such records are to include the vote of each Director on each action.

SECTION 4.9 POWERS OF THE BOARD OF DIRECTORS

Except as otherwise provided by the Articles of Incorporation or the Bylaws of the Association and Laws of the State of Washington, the corporate powers of the Association shall be exercised, its property controlled, and its affairs conducted by its Board of Directors.

SECTION 4.10 OFFICERS

The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer. The Association may also have such honorary officers as the Board of Directors, may from time to time determine. Officers other than the President, Vice-President, Secretary and Treasurer, need not be Directors. The President and the Secretary may not hold more than one office.

- a. **PRESIDENT:** The President shall be chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Association. He shall preside at all meetings of the members and of the Board of Directors. He shall be an ex-officio member of all standing committees and shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers as may be prescribed by the Board of Directors or by the Bylaws.
- b. **VICE-PRESIDENT:** In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall act as liaison between the Board of Directors and Committee Chairs. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors or by the Bylaws of the Association.
- c. **SECRETARY:** The Secretary shall keep or cause to be kept, a book of the minutes of all meetings of the Directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Director's meetings, the number of members present or represented at a members' meeting, and the proceedings thereof. He shall have such duties as provided for in the Bylaws, or assigned by the Board of Directors.
- d. **TREASURER:** The Treasurer, either in person or through an assistant or assistants, shall receive, receipt for, and keep all moneys, stocks, bonds, notes and other credits belonging to or coming to the Association, and shall keep regular, full and true accounts of all receipts and disbursements, and shall make detailed reports thereof to the Board of Directors and the President whenever called for. He shall perform such other duties in connection with the administration of the financial affairs of the Association, as the Board of Directors or the President shall assign to him. All moneys of the Association shall be kept in such bank or banks or other depositories as the Board of Directors from time to time may direct or approve. The Treasurer shall give such bond, with such security, as the Board of Directors from time to time may require.

SECTION 4.11 ELECTION OF OFFICERS

The officers of the Association shall be elected annually by a majority vote of the members of the Board of Directors and each shall hold his office until his successor shall be elected and qualify, unless prior thereto the term of such officer shall have been ended by death, resignation, removal or other disqualification.

SECTION 4.12 EXECUTIVE COMMITTEE

The President shall have, to assist him in his work, an Executive Committee consisting of elected officers and any other honorary officers delegated to this committee. (06-19)

SECTION 4.13 REMOVAL OR RESIGNATION OF OFFICERS

Any officer may be removed while in office by a majority of the Directors at any special meeting called for that purpose. Any officer may resign at any time upon giving such written notice to the Board of Directors.

SECTION 4.14 EXECUTIVE COMMITTEE VACANCIES

In the event of a vacancy in the office of President, the Vice-President shall assume the office of President until the next regular election. In the event of a vacancy in the office of Vice-President, Secretary, Treasurer or member of the Executive Committee, the Executive Committee shall appoint a member to fill the vacancy until the next regular election.

SECTION 4.15 REMOVAL OR RESIGNATION OF DIRECTORS

Any Director may be removed while in office by a majority of the members in good standing at a special meeting of the Association called for that purpose. Any Director may resign at any time upon giving such written notice to the Board of Directors.

SECTION 4.16 BOARD OF DIRECTORS MEETING

Meetings of the Board of Directors shall be held at such time and place as are designated by the President or by a majority vote of the entire Board. Written notice of such meeting shall be mailed by the Secretary to each member of the Board at least 14 days prior to the date of the meeting. A quorum for a Board meeting shall be a majority of the Board.

SECTION 4.17 BUSINESS BY MAIL

The Board of Directors may conduct its business by mail through the Secretary.

SECTION 4.18 INDEMNIFICATION

- a. **SCOPE.** To the fullest extent permitted by the Washington Nonprofit Corporation Act, the Corporation shall indemnify any duly elected or appointed director, officer, employee, NPGA-licensed judge, committee member or volunteer of the corporation made a party to a proceeding because the person is or was a director, officer, employee, NPGA-licensed judge, committee member or volunteer of the corporation against liability incurred in that proceeding; provided, however, no indemnification pursuant to this provision shall indemnify any director, officer, employee, NPGA-licensed judge, committee member or volunteer from or on account of (1) any breach of the director's, officer's, employee's, NPGA-licensed judge's, committee member's or volunteer's duty of loyalty to the corporation, (2) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law, (3) any unlawful distribution under Washington law, or (4) any transaction from which the director, officer, employee, NPGA-licensed judge, committee member or volunteer derived an improper personal benefit.
- b. **ADVANCEMENT OF EXPENSES.** The corporation shall pay for or reimburse the reasonable expenses incurred by a director, officer, employee, NPGA-licensed judge, committee member or volunteer who is party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted by Washington law.
- c. **CERTAIN DEFINITIONS.** For purposes of this Section, the terms director, expenses, liability, officer, party and proceedings shall have the meanings given to them as defined by Washington law in effect as of the date this Section becomes effective. All other terms shall have the usual and customary dictionary meanings given to them.
- d. **LIABILITY OF DIRECTORS.** No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this section shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under Washington law. No amendment that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission that occurs before the effective date of such amendment.

ARTICLE V

COMMITTEES, COORDINATORS AND DEPARTMENT HEADS

SECTION 5.1 REGULATION OF COMMITTEES, COORDINATORS AND DEPARTMENT HEADS

The President, subject to the approval of the Board of Directors, may from time to time, appoint such committees and chairpersons thereof, coordinators and department heads as the business of the Association may require, to hold office or position for such period, have such authority, and perform such duties as are provided in the Bylaws of the Association or as the Board of Directors may from time to time determine. The committees, coordinators and department heads are subject to alteration, deletion, replacement, or removal at any duly called meeting of the Board of Directors. (09-07)

SECTION 5.2 STANDING COMMITTEES

Standing Committees and their responsibilities are given in the Rules and Regulations of the Association, and can be modified at any time by a majority vote of the Board of Directors.

ARTICLE VI AMENDMENTS

SECTION 6.1 POWERS OF MEMBERS

New Bylaws may be adopted, or these Bylaws amended or repealed, by a majority vote of the members present at any annual meeting or equivalent, of the Association.

SECTION 6.2 RIGHTS OF MEMBERS

Notice of proposed change or changes of Bylaws must be mailed to all members of the Association postmarked at least 30 days before said meeting.

SECTION 6.3 POWER OF DIRECTORS

Subject to the right of the members as herein above provided to adopt, amend or repeal Bylaws, any Bylaws other than the Bylaw or amendment thereof changing the authorized number of Directors, may be adopted, amended or repealed by the vote of the majority of the Directors of the Association. Such voting may be conducted by written ballot.

ARTICLE VII DISSOLUTION

SECTION 7.1 DISSOLUTION

The Association may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing of the Association. In the event of the dissolution of the Association, whether voluntary or involuntary, or by operation of the law, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association but after payment of the debts of the Association, its property and assets shall be distributed according to the provisions contained in the Articles of Incorporation.

ARTICLE VIII MISCELLANEOUS

SECTION 8.1 CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by the Board of Directors.

SECTION 8.2 CONTRACTS

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

SECTION 8.3 RULES AND REGULATIONS AND PROCEDURES

The Board of Directors may from time to time adopt such Rules and Regulations, and such Procedures as it may deem advisable, not inconsistent with these Bylaws or with the Articles of Incorporation.

ARTICLE IX

SECTION 9.1

The rules contained in the Bylaws shall govern the National Pygmy Goat Association in all cases to which they are applicable.

SECTION 9.2

No standing Rule or Resolution can be adopted which conflicts with the Bylaws of the Association.

SECTION 9.3

“Robert’s Rules of Order” shall apply to all meetings and business transactions not otherwise specified in the Bylaws.

SECTION 9.4

The Business Manager shall draw up a document entitled Rules and Regulations of the National Pygmy Goat Association, of all adopted motions, resolutions, and other formulations of the NPGA policy and procedures adopted during the period from October 31, 1975 to October 31, 1977. In October of each year thereafter, the Business Manager shall prepare a record of board action passed during the year, and this record be reviewed by a special committee whose responsibility it will be to incorporate that record into the Rules and Regulations of the National Pygmy Goat Association, Inc. The Business Manager may request a member of the Board to prepare the Rules and Regulations of NPGA.