

ARAPAWA GOAT BREEDERS ASSOCIATION – USA (2/28/2011)

Mission

Our mission is to protect and promote the genetics, identity, and versatility of the endangered Arapawa Island Goat through collective conservation efforts, member and public education, networking and collaboration with like-minded individuals and organizations, and maintaining an association with accurate pedigree registry and breed standards.

BY-LAWS

Article 1 – Name

1.1 The name of the organization shall be the Arapawa Goat Breeders Association – USA hereinafter called “AGBA” or the “Association”. The address of the Association shall be that of the current Secretary.

Article 2 - Membership

2.1 There are two types of membership: ‘Owners’ and ‘Associates’. Owners must hold one or more registered Arapawa goats. For purposes of voting, each premise will have a single vote. Associates are those dues paying people interested in supporting the purposes of the association. Any person who has been accepted as an Owner may continue to be a member so long as he or she does the following:

2.1.1 Pays all dues in such amounts and at such time as set by the Board of Directors.

2.1.2 Continues to hold at least one registered Arapawa goat in the case of Owner members.

2.2 Applications for membership shall be addressed to the Secretary accompanied by the annual dues.

Article 3 - Organization

3.1 Policies and procedures will be created and managed by a Board of Directors elected by the Owners class of membership. There will be 4 to 6 Directors who are elected for staggered 2-year terms. Vacancies on the Board of Directors will be filled by election at the Annual Meeting. The Board of Directors may fill vacancies that occur between Annual Meetings. As soon as practicable after the Annual Meeting, the reconstituted Board will elect from among the

elected Directors, a President, Secretary, and Treasurer who will serve for one-year terms, but may continue with the approval of the Board.

3.2 An Annual Meeting of Owner members will be held at a time and place determined by the Directors to review progress, policies, and to plan future events. Associate members are welcome but without voting privilege. It may be necessary to meet by email, mail, or conference phone given the geographic dispersion of the membership. Proxy votes are proper and will be accepted in all votes involving the full membership. Members wishing to vote by proxy must notify the Secretary prior to the voting deadline and either include their voting preference or name a Director to vote in their place. Naming a proxy must be done explicitly for each separate vote. The Secretary will give notice of the Annual Meeting or any Special meeting of the membership at least 30 days in advance. Special meetings may be called for specific subjects by a majority of the Directors or the President. A simple majority will rule in all matters except amending the by-laws (see Article 5).

3.3 Special meetings may be called by the President or any three members of the Board of Directors by a notice communicated to the membership in the usual manner at least fifteen days before the date set for the meeting.

Article 4 - Duties and Responsibilities

4.1 Owner Members –

4.1.1 Owner members accept the responsibility for registering all intact purebred Arapawa goats eligible for breeding.

4.1.2 Upon the transfer of ownership of registered goats, Owner members will provide the receiver with the goat's Registration Certificate properly recorded with the Registrar. It is the responsibility of the seller to complete the transfer.

4.1.3 Support the Association Mission.

4.2 Directors – In the management of the organization's policies and procedures, the Directors will be guided by the Association Mission. Proposed changes to the Mission statement will be referred to the membership for ratification. The Board will meet as often as necessary to carry out the business of the organization including the following -

4.2.1 Elect the President, Vice President, Secretary, and Treasurer. The Secretary and Treasurer positions may be combined.

4.2.2 Appoint a Registrar or agency to perform the duties of the Registrar.

- 4.2.3 A vacancy on the Board may be filled by appointment by the Board until the next meeting of the membership.
- 4.2.4 Set the time and place and/or method for the conduct of an Annual Meeting.
- 4.2.5 Prepare an annual financial budget.
- 4.2.6 Set the amount and due dates of annual dues and other assessments that are determined necessary.
- 4.2.7 Collect and share breed census data annually with the membership.
- 4.2.7 The Board of Directors will communicate with the membership on a regular basis.
- 4.2.8 Establish affiliations with organizations having like purposes.
- 4.2.9 Appoint a standing committee of three Owners to administer the preservation and disposition of the bank of semen imported in 2006 for the purpose of broadening the genetic base of the US herd.
- 4.2.10 All other business not specifically noted.

4.3 President -

- 4.3.1 Chair the Annual and Special meetings of the membership.
- 4.3.2 Call and chair meetings of the Board of Directors.
- 4.3.3 Appoint ad hoc committees as needed.
- 4.3.4 In the absence or inability of the President, the Secretary will preside.
- 4.3.4 Direct the Board in the discharge of their responsibilities and in the formation of long-range objectives for the organization.
- 4.3.5 The President may not cast a vote except to break a tie.

4.4 Secretary –

- 4.4.1 Maintain the records of the organization.
- 4.4.2 Receive and process applications for membership.
- 4.4.3 Oversee the maintenance of the official website – www.arapawagoat.org

4.5 Treasurer –

- 4.5.1 Collect and disperse funds authorized by the Board of Directors.
- 4.5.2 Maintain a book of accounts for the organization.
- 4.5.3 Oversee the preparation of an annual budget for the Directors' action.

4.6 Registrar –

4.6.1 Maintain a Breed Registry of all certificated purebred Arapawa goats with sufficient data to assist breeders in the management of their herds.

4.6.2 Process applications for goat certification issuing formal Registration Certificates.

4.6.3 Record transfers of ownership.

4.6.4 Publish the Breed Book (list of all registered Arapawas) at least annually through the organization website.

Article 5 – Amendments of By-Laws

5.1 These by-laws may be added to, amended, or repealed by an affirmative vote of two-thirds of the Owner members present at an Annual Meeting or Special meeting of the members, provided notice of the proposed changes is contained in the notice of the meeting.

5.2 Any member may propose an amendment to the by-laws. A proposed amendment must be in writing and contain the exact language to be considered. Proposals must be submitted to the Secretary at least 45 days prior to a scheduled meeting. The Secretary will include the proposal as submitted in the meeting notice to members.

Article 6 – Ethics

6.1 The success of the association depends upon the strict ethical behavior of all of its members. Misrepresentation of pedigree, commercial use of the association name, misrepresentation of the breed for personal gain, misuse of association assets, - are potential ethical violations. They will be reviewed by the Board of Directors for appropriate sanction. Complaints of ethical impropriety should be directed to the President and/or the Vice President for action.

Article 7 - Fiscal Year

7.1 The fiscal year for the Association will be January 1 to December 31.

Article 8– Disposal of Assets

8.1 If the Association is dissolved and no action is taken to revive it, any assets remaining after all obligations are resolved will be transferred to the ALBC or another like-minded organization.