

*By-Laws  
and  
Constitution of*

SOUTHERN GOAT PRODUCERS  
ASSOCIATION, INC.

*January 5, 2009*

# BY-LAW CONTENTS

ARTICLE I: NAME

ARTICLE II: PURPOSE

ARTICLE III: GOALS / MISSION

ARTICLE IV: MEMBERSHIP

ARTICLE V: BOARD OF DIRECTORS

ARTICLE VI: MEETINGS

ARTICLE VII: FINANCE

ARTICLE VIII: MEMBERSHIP LEVELS

ARTICLE IX: COMMITTEES

ARTICLE X: ELECTIONS

ARTICLE XI: DIRECTORS/OFFIERS

ARTICLE XII: AMENDMENTS

ARTICLE XIII: SQPA MANAGEMENT

SOUTHERN GOAT PRODUCERS ASSOCIATION, INC.  
BY-LAWS

ARTICLE I: NAME

1. The name of the association shall be Southern Goat Producers Association, Inc. (The abbreviation SGPA may be used hereafter in this instrument to refer to Southern Goat Producers Association, Inc.) This organization shall be operated as a not for profit organization in the state of South Carolina.
2. No member of the association may use the name of the association in any manner inconsistent with its objectives, aims, and goals. No member shall make use of the association's name without prior approval of the Board of Directors.

ARTICLE II: PURPOSE

The purpose of SGPA shall be to promote goats as a viable farm animal for meat, dairy, fiber and companionship purposes, to encourage the improvement of goat husbandry practices in breeding, raising, and keeping goats, and to develop a program that will entice young people to learn about sustainable farming.

ARTICLE III: GOALS / MISSION

The SGPA has set forth a set of goals and they are as follows:

1. To educate the general public and the food industry on the role and benefits of goats in agriculture and nutrition.
2. To promote goat meat and dairy products from both a culinary and health perspective.
3. To promote goat fiber as a premium, stylish, practical, durable, and non-allergenic clothing fiber.
4. To promote goats as a viable pet and companion animal on small farms.
5. To promote environmentally sound, responsible, and sustainable land use.

6. To conduct suitable youth programs, either alone or in conjunction with appropriate organizations such as 4-H, FFA, Jr. ABGA, Jr. IBGA, and Jr. ADGA.

#### ARTICLE IV: MEMBERSHIP

1. Membership and programs of the SGPA are offered on a non-discriminatory basis without regard to race, national origin, religion, gender, sexual orientation, age, marital status or disability.

2. Any individual, firm or organization shall be eligible for membership upon submission of a completed membership application and payment of the membership dues which are dependent on the level of membership sought. Submission of the membership application and payment of dues constitutes the applicant's agreement to abide by the By-Laws adopted by the SGPA.

3. Membership dues are payable annually by January 1<sup>st</sup>. The membership year begins January 1 and ends on December 31<sup>st</sup>. Dues will be pro-rated by one-half the membership level if the member joins on or after July 1 of the respective year.

4. Each member (family/farm) shall be entitled to the number of votes allowed at the level in which they joined. Once dues are paid, new members are entitled to vote on any matter presented by the SGPA membership, subject to the provisions as outlined in these By-Laws and in Article X: Elections.

5. Except as delegated by the Board of Directors, all rights of membership as to voting for the election of officers, disposition of all or substantially all of the assets of the SGPA, or dissolution are vested in the voting members.

6. A member in good standing is one who has paid current dues

7. Privileges for paid up member include: Voting privileges per level of membership, ID card, free subscription to Newsletter, free classified ads in the Southern Farm News, discounts at participating merchants and Co-ops, educational opportunities, and free or discounted vendor space at special events.

## ARTICLE V: BOARD OF DIRECTORS

1. The Board of Directors of the Southern Goat Producers Association, Inc. consists of a President, Vice President, Secretary, Treasurer, Website Editor, Newsletter Editor, Membership Director, Youth Director, and Special Events/Program Director.
2. The business and property of the SGPA shall be managed and controlled by the Board of Directors.
3. If a Board member is absent from three (3) consecutive meetings, the Board of Directors has the option to dismiss that Board member. A Board Member is considered absent if not attending in person. A director maybe recalled in an announced meeting by two-thirds of votes cast. The Board will conduct a special hearing in which the complainant may issue his/her complaint to which the director may respond.
4. President Duties – It shall be the duty of the President to preside at all meetings of the SGPA and be subject to the approval of a majority of the Board of Directors. He/she shall appoint such committees as are deemed necessary by the SGPA and shall be ex-officio member of all committees. He/she shall perform such duties as usually pertain to that office and manage within the guidance of the By-Laws. He/she shall act as liaison between media contacts and the SGPA with respect to events and correspondence thereof to ensure coverage and positive publicity. He/she may appoint a co-liaison and/or chairpersons as deemed necessary.
5. Vice President Duties – The Vice President shall preside at all meetings of the SGPA in the absence of the President, and, in such event, he/she shall have the authority to perform such duties of the President. The Vice President shall perform other duties from time to time assigned by the Board of Directors or the President.
6. Secretary Duties – The Secretary shall have charge of the records and correspondence of the SGPA under the direction of the Board of Directors. The Secretary shall give notice of and attend all Board of Director's and monthly meetings, and shall take accurate minutes of each. The Secretary shall keep accurate records of attendance of all meetings. The Secretary shall discharge such other duties as shall be assigned by the Board of Directors or the President. The Secretary shall process all applications for membership and ensure copies of all applicants are delivered to the President, Membership Coordinator, Newsletter Editor, and Website Editor. Within ten (10) days of each monthly meeting, the Secretary will create and distribute a copy of the minutes and Treasurers report to all active members via email or United States Postal Service.

7. Treasurer Duties – The Treasurer shall keep account of all money, credit, and property of the SGPA and shall keep an accurate account of all money received and disbursed. Except as otherwise ordered by the Board of Directors, the Treasurer shall have the custody of all the funds and investments of the SGPA and shall make deposits in such banks as the Board of Directors shall designate. The Treasurer shall keep proper books of accounts and other books showing at all times, the amount of funds and other property belonging to the SGPA, all of which books shall be open at all times to the inspection of the membership and the Board of Directors. The Treasurer shall also submit a report of all the accounts and financial condition of the SGPA to the membership and to the Board of Directors at monthly membership meetings and at board meetings. In general, the Treasurer shall perform all the duties which are incidental to the office of the treasurer, subject to the direction of the Board of Directors, and shall perform such additional duties as may be prescribed by the Board. The Treasurer shall give bond only if required by the Board of Directors. In case of absence of the Treasurer, the President shall perform the duties of the Treasurer during such absence or disability, or assign a Director to do so during the absence.

8. Newsletter Editor Duties – The Newsletter Editor shall produce and distribute the newsletter. He/she shall submit a report of expenses and circulation to the Treasurer as needed and to the Board of Directors at each monthly meeting. The Newsletter serves as a resource to the SGPA and will contain, but not limited to, educational materials, news, and advertisements. He/she shall delegate responsibilities as needed, and solicit materials from members and have a program designed and in place to seek information and advertisements from outside sources.

9. Website Editor Duties – The Website Editor is responsible for the maintenance of the SGPA website to insure that the site contains current and timely information. He/she oversees the development and posting of all content on the site. He/she shall be responsible for editing and proofreading material submitted for the website. The site serves as a resource to the SGPA and will consist of, but not limited to, event calendar, sponsorship ads, members only content and photos. The Website Editor will be the project manager when upgrades and redesign are needed.

10. Membership Director Duties – The Membership Director shall be responsible for the promotion and growth of the SGPA. This position oversees the management and accuracy of the member roster and directory. He/she shall develop and maintain a strong policy for soliciting new members and retaining current ones. The Membership Director manages the renewal process and coordinates events as part of the membership growth strategy. He/she shall utilize the attendance log from each monthly meeting to identify the non-members present and contact them to encourage them to join the SGPA. The

Membership Director shall notify by invoice all members of annual dues or fees owed to SGPA.

11. Youth Director Duties – The Youth Director will coordinate and manage opportunities to involve youth in activities sponsored by the SGPA. He/she will apply professional knowledge to an educational program that promotes positive growth and development of youth. He/she will be required to have the ability to organize information, activities and games for youth of all ages.

12. Special Events/Program Director Duties – The Special Events/Program Director shall manage the planning and implementation of internal and external events that raise awareness and funds for the SGPA and its mission. These events include and are not limited to monthly meetings, sales, shows, and Field/Farm days. This position shall make arrangements for securing locations for special events. He/she shall oversee all internal volunteer opportunities associated with events; including scheduling speakers for monthly meetings. This position shall maintain the SGPA events calendar for the year, and provide updates for calendar to the Website and Newsletter editors. He/she will require and manage corporate sponsorship and in-kind donations for events and marketing projects. He/she may or shall appoint a Committee Chairperson to conduct and oversee all aspects of Corporate and Private Sponsorship, Donations and Marketing Projects.

#### ARTICLE VI: Meetings

The Southern Goat Producers Association will hold the following types of meetings:

1. Monthly *membership meetings* will be held the 3<sup>rd</sup> Wednesday of every month. or as decided by the Board of Directors.
2. *Annual Meeting* - The Annual Meeting of the members shall be held every October at a time and place to be fixed by resolution of the Board of Directors. The Annual Meeting may be concurrent with or replace a monthly meeting. The Secretary shall inform all members of SGPA of the date, time and place of the Annual Meeting not less than sixty (60) days prior to the meeting.
3. *Special Meeting* - The SGPA may hold a Special Meeting any time it is deemed necessary. The Secretary shall inform all members of the date, location, and time of any Special Meeting not less than seven (7) days prior to the meeting.
4. *Board of Director Meeting* – The meeting of the Board of Directors has been established to meet every month on the first Monday. Any general member is

welcome to attend any Board of Director Meeting, but must remain silent unless addressed by the Board or upon approval of a written petition to speak.

5. Quorum: A quorum shall consist of a majority of the Board of Directors and whatever members are present at meetings.

#### ARTICLE VII: FINANCE

The Board of Directors shall control the rate of dues and schedule of payment of dues. No individual, firm, group or organization shall incur a debt in the name of Southern Goat Producers Association, Inc., unless authorized by the SGPA Board of Directors. The Treasurer shall be responsible for depositing and withdrawing of all funds associated with the SGPA. The President shall be able to deposit and withdraw funds in the event the Treasurer is unable to make these transactions. The President in coordination with the Treasurer may approve of \$150.00 or less without the approval of the Board of Directors. The accounts of the Treasurer shall be audited at such time as the Board of Directors may deem necessary.

1. There shall only be one bank account on behalf of the Association at this time. All funds for and about the Association shall be made payable to the SGPA and deposited into the respective bank account.
2. All expenditures by all Officers, Directors, Committees, and members must be pre-approved by the Board of Directors.
3. The Board of Directors may approve a "cap" amount for committees to spend on a given activity without advanced, detailed approval. Any funds over and above the "cap" amount must be submitted for approval prior to spending and/or reimbursement.
4. If any officer, Director, Member of Committee Chairperson neglects to get authorization for the Board of Directors, they stand the risk of personally absorbing the cost and fees involved.

#### ARTICLE VIII: Membership Levels

1. Memberships are offered at the following levels:
  - a] Level 1 \$20.00 Farm / Individual Membership - Includes one (1) voting privilege. The information listed on the application will be in the SCGA directory.
  - b] Level 2 \$10 Youth/Junior Membership (up to 18 years old) - Non-voting

membership and includes a point system of rewards per level of interest and participation

c] Level 3 \$35.00 Farm / Individual or Family Membership - Includes (1) voting privilege for individual or two (2) voting privileges for Farm / Family. The information listed in Level 3 will be in the SGPA Directory. At Level 3 their website address will only be included in printed material and *listed* on the SGPA website.

D] Level 4 \$45 Farm / Individual or Family Membership - Includes two (2) voting privileges. The information listed in Level 4 will be in the SGPA Directory, and *linked* to the SGPA website. If you do not have a website, a color informational/biographical one page webpage can be created for a small fee.

e] Level 5 \$75 Affiliate / Corporate Member - Non-voting membership - Information listed in Level 5 will be in: the SGPA Directory, on printed materials, and linked to the SGPA website. The \$75 fee will be waived with the purchase of a 1 year—1/2 page or larger advertisement in our Southern Farm News quarterly publication.

#### ARTICLE IX: COMMITTEES

Any standing committee or special committee of the SGPA shall be those deemed necessary by the Board of Directors. Committee members shall either be appointed by the President, or may volunteer to serve. Committee chairpersons shall be elected by the members of the formed committee. Duties of the committees shall be set forth by the Board of Directors. Committees shall be held at the call of their respective chairpersons or at the request of the President.

#### ARTICLE X: ELECTIONS

1. The electoral roll of the Southern Goat Producers Association, Inc. shall be compiled by the Membership Director no later than thirty (30) days prior to the Annual Meeting. The electoral roll shall consist of the voting members of the SGPA as of that date.
2. A committee shall be formed to handle the election process. This committee shall be called the Nominating Committee. The Nominating Committee shall be formed not less than sixty (60) days prior to the Annual Meeting. The Nominating Committee shall select their chairperson.
3. The balloting process shall be conducted so as to preserve the confidentiality of the ballots and to prevent electoral misconduct.

4. The Nominating Committee shall call for written nominations for each elected office of the SGPA. A member can nominate themselves or another member for a position. The Nominating Committee shall ascertain the willingness of the member to stand for election. The Nominating Committee shall print and distribute to all members the ballot forms no later than fourteen (14) days prior to the Annual Meeting. A Proxy is an authorization given to someone else allowing the other person to vote for you in your absence. Proxy voting will only be allowed for the election of officers and Amendment changes.

#### ARTICLE XI: DIRECTORS (OFFICERS)

1. It shall be the responsibility of the Directors, herein after referred to as the Board of Directors, to establish routine instructions, forms and procedures necessary to effectively carry out their assigned duties.
2. All Directors will be elected to two (2) year terms. New Directors will take office on January 1 in the year after the election. Elections shall be held at the Annual Meeting in October. Directors may not serve more that two (2) consecutive terms in the same position with the exception of Webmaster and Newsletter Editor due to the ongoing nature of projects under these positions
3. All director positions shall be nominated and elected by a majority of all members in good standing. A member must be in good standing for ninety (90) days prior to the Annual Meeting, and at least eighteen (18) years of age to hold an office.
4. Mail-in ballots will be accepted provided they are official ballots and post-marked by the date indicated on the official ballot. Votes will be counted and reported at the Annual Meeting in October, unless, or in the event a special election is necessary to fill a vacancy. Positions will be announced at the same meeting immediately after the count. In case of a vacancy in any position, the Board of Directors shall have the power to fill such a vacancy for a time not to extend beyond the Annual Meeting.
5. Retiring Directors must provide guidance in the transition period to the new directors. Transition period will be from October through December 31.

## ARTICLE XII: AMENDMENTS

Amendments can only be processed twice a year, once at the Board of Directors meeting in April, and once more at the Annual Meeting in October. Amendment changes/deletions to these By-Laws shall be by two-thirds (2/3) vote of attending members; and must be previously proposed to the Board of Directors and must demonstrate an urgent need.

## ARTICLE XIII: SGPA Management

1. The rules contained in Robert's Rules of Order shall govern the SGPA in all cases to which they are applicable and in which they are not inconsistent with the By-Laws of the SGPA.
2. Any member or Director, upon disclosure or evidence of wrongdoing, shall be held personally responsible for any and all property or obligation entrusted to them. Any member entrusted with SGPA property shall conduct a yearly property inventory and provide a list of properties in his or her possession to the Treasurer. Inventories are due at the October Annual meeting each year. Property is any item donated to, paid for, or owned by SGPA.
3. Any Director elected by the membership or appointed by the Board of Directors may be recalled by the Board of Directors whenever, in its judgment that the best interest of the SGPA would be best served. Any member may be recalled for an action deemed unethical or detrimental to the function or purpose of the SGPA.
4. All disagreements shall be presented to a SGPA Board of Directors for resolution. The President shall appoint a grievance committee for any problem not covered by a specific By-Law or rule. After discussion, a recommendation shall be presented to the membership-at-large by the Board of Directors.
5. In the event the SGPA should disband, any monies in the Treasury, after all debts have been paid, will be donated to a charity such as the American Cancer Society, or to be decided by the Board of Directors and members attending the final meeting.
6. Official records of the SGPA must not be destroyed and provisions must be made for preserving them for the length of time deemed necessary by the Internal Revenue Service.

7. Any conflict of interest for any Director in any compensatory matter, there of, shall be decided by two-thirds (2/3) vote of the remaining Board of Directors; the Director with the conflict must abstain from voting.

This Constitution and By-Laws of the Southern Goat Producers Association, Inc. are effective this date, January 5, 2009.

Signed:

PRESIDENT Gaylene Carson  
VICE PRESIDENT John J. Jell  
SECRETARY Erin Carroll  
TREASURER Steven Carroll