

# CONSTITUTION INTERNATIONAL GOAT ASSOCIATION

## **Article I. The Association and its Purpose**

Section 1: The association shall be known as the International Goat Association, Inc. (IGA).

Section 2: This Constitution constitutes the bylaws of IGA.

Section 3: The Association has as its objectives:

- a. Fostering the use of goats to provide for the needs of humankind.
- b. Encouraging research with and development of goats to increase their productivity and usefulness throughout the world.
- c. Enhancing education, training and information transfer in the goat sector.

Section 4: The activities of the Association shall include:

- a. Undertaking relevant actions or activities in collaboration with interested international or national goat organization to reach IGA purposes
- b. Sponsoring the Journal, Small Ruminant Research (the "Journal").
- c. Perpetuating the International Conferences on Goats.

## **Article II. Membership**

Section 1: Any person or institution interested in goats is eligible for membership.

Section 2: Membership can only be obtained by application and the payment of dues.

Section 3: Membership may be terminated by resignation in writing or by non-payment of annual dues over two consecutive years, or as provided in Section 10 below.

Section 4: The Secretary-Treasurer shall receive the dues. The membership list shall be certified each year on September 1 by the Secretary-Treasurer.

Section 5: Individual member. An individual is eligible for individual membership upon payment of dues. There are two categories of dues:

1. Including subscription to the Journal
2. Not including subscription to the Journal.

Section 6: Each individual member has one vote.

Section 7: Institutional Member. A national or international goat related organization which includes or sponsors work with goats is eligible for institutional membership upon payment of dues. The institutional members shall designate in writing, the representative(s) who has the right to vote on behalf of the institutional member. The Board of Directors may establish categories of institutional memberships which entitle the institutional member to more than one voting representative.

Section 8: Annual dues for each class of membership will be determined as appropriate by the Board of Directors of the Association. All members will receive the IGA newsletter that includes business, activities and calendars of events in addition to those provided in the Journal.

Section 9: An applicant for membership in the Association shall make written application by letter, or by forms provided by the Association. Upon receipt of an acceptable application by the Board of Directors and payment of dues, the Secretary-Treasurer shall enter the applicant on the rolls of the Association and under the appropriate membership classification as set forth herein.

Section 10: The Board of Directors has the right to terminate a member for just cause, without notice, upon a two-thirds vote of the Board of Directors. The Board's determination of just cause is exclusively within the discretion of the Board.

### **Article III. Meetings and Activities**

Section 1. Regular meetings of the International Conference on Goats shall occur every four years beginning in 2008 (this conference shall hereinafter be referred to as the "Quadrennium Conference"). By vote of two-thirds of the Governing Body, the date of a Quadrennium Conference may be changed.

Section 2: Special meetings may be called by the President, or upon a request of three or more of the directors. Meeting notices shall be given by the Secretary-Treasurer, and shall precede proposed meeting dates by not less than 60 days. Excepting where a request for a meeting has been made by three directors, the President shall be responsible for the program and other arrangements for each meeting and unless a meeting has been requested by the directors, shall have authority to cancel a special meeting if circumstances make such action necessary or desirable.

Section 3: The Board of Directors will hold at least two meetings at each Quadrennium Conference. A minimum of five directors must be present to conduct a Board of Directors meeting. Motions passed at a Board of Directors meeting with less than 10 directors must be ratified by a majority of the directors. The Secretary-Treasurer shall send ballots via mail or electronic correspondence to the remaining directors at the end of the meeting, which shall be returned within twenty (20) days thereafter. A failure to return a ballot shall be deemed an affirmative vote for the motion. Balloting must be completed within two months.

Section 4: A responsibility of the Board of Directors at its meeting at each Quadrennium Conference will be to establish the activity for the next four years and the sponsoring country where the next Quadrennium Conference will be held, the date it will be held, and to appoint one of the two vice-presidents, or other member of the Board of Directors, as its representative on the organizing committee for the next international conference.

Section 5: A general assembly open to all members in good standing will be held during every International Conference on Goats to inform the members on matters of importance to the

Association. The Secretary-Treasurer shall give notice of the general assembly not less than 90 days in advance.

#### **Article IV. Country Representation**

Section 1: IGA Members in any country with one or more members can nominate one or more among them to represent IGA in this country. Representation shall be certified in writing to the President of the Association demonstrating concurrence of other members from that country or region. The purpose of such representation is to promote IGA and provide input for that country/region about association matters, but the country or region does not have voting privileges in governance of the Association. The Board of Directors can nominate a country/region and must in all cases approve all country/region representatives. The representatives must be members of IGA in good standing. The Board of Directors can interact and consult with country/region representatives whenever necessary on relevant matters, such as membership and information.

#### **Article V. Governance**

Section 1: The governing body of the Association consists of nineteen (19) persons who shall be the Board of Directors.

Section 2: The officers of the Association shall consist of the President, two Vice-Presidents, Immediate Past President, Secretary-Treasurer, Associate Secretary-Treasurer and the Editor in Chief of the Journal.

Section 3: The Board of Directors shall consist of the officers and a maximum of 12 other persons who shall be at-large directors. The immediate past president may vote; however emeritus members enjoy an honorary position and do not vote.

Section 4: The terms of office for all officers and directors are as follows:

- a. Officers and directors shall serve four (4) year terms and until their successors are duly elected and qualified. The terms of officers and directors shall commence at the end of the Quadrennium Conference.
- b. The officers shall be elected by the Board of Directors at the first meeting of the Board of Directors held at the Quadrennium Conference and shall serve until the end of the next Quadrennium Conference.
- c. The at-large directors shall be elected by the members by ballot. The ballot shall be furnished by the Secretary-Treasurer to all members at least 100 days prior to the beginning date of the Quadrennium Conference, and the ballot shall be returned to the Secretary-Treasurer within 20 days thereafter. The Secretary-Treasurer shall count the ballots and report the results to two directors appointed by the president. The two directors shall validate the results and cause the Secretary-Treasurer to publish the results to members at least 60 days prior to the first date of the Quadrennium Conference.

- d. In the event an at-large director is elected an officer, that at-large position shall be deemed vacant. Vacancies in the Board of Directors for that, or any other reason, including death or resignation, vacancies in any office, shall be filled by the affirmative vote of a majority of the remaining directors.
- e. The president shall serve only one term. All other officers may serve two terms and directors may serve three terms. The term of an officer shall count as a term as director. For example, a vice-president also serves as a director by virtue of the office, and therefore may serve two terms as vice-president/director and a third term as director.

#### Section 4: Responsibilities

- a. The President is responsible for reporting to the membership the Board of Directors' decisions and actions.
- b. The President and Secretary-Treasurer are jointly responsible for the Association's financial management, and shall prepare an annual report of the financial state of the IGA.
- c. The annual report of the financial state of the Association shall be reviewed by two directors appointed by the Board of Directors acting jointly as a finance committee and thereafter circulated to the membership through the newsletter or other means.

### **Article VI. Changes in Constitution**

Section 1: The Constitution shall be in effect when it is approved by a majority vote of the members of the International Goat Association. Any changes/amendments can be decided upon by two-thirds majority vote of the members by ballot in the same procedure by which at-large directors are elected.

Section 2: Proposals for amendments may originate from the directors by petition of three or more directors or by petition by 20 or more members of the Association. Proposed amendments must be mailed by the President to the membership 90 days prior to the balloting date set by the President. To be counted, the ballot must be received by the Secretary-Treasurer not later than 14 days before the balloting date set by the President. The Secretary-Treasurer shall count ballots on the Balloting Date. A two-thirds majority of the total ballots cast shall be required for the adoption of an amendment to the Constitution.

### **Article VII. General Policies**

Section 1: No part of the net earnings of the Association shall or may under any circumstances inure to the benefit of any individual.

Section 2: The Association shall not participate in, nor intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Section 3: The Association shall not be organized nor operated for profit.

Section 4: The Association shall not:

- a. Lend any part of its income or corpus without receipt of adequate consideration, security and reasonable rate of interest.
- b. Pay any compensation, in excess of a reasonable salaries or other compensation for personal services actually rendered.
- c. Make any part of its service available on a preferential basis.
- d. Make any payment for securities for any other property for more than adequate consideration in money or moneys worth.
- e. Sell any securities or other property for less than adequate consideration in money or moneys worth: nor
- f. Engage in any other transactions that result in diversions of its income or corpus to any member or contributor to the Association.

### **Article VIII. Properties and Funds of the Association**

Section 1: The Association shall hold title to all property and funds contributed to it, and shall have the right to exercise all powers granted to it by the laws of the State or country in which it is incorporated. Funds of the Association shall be invested or deposited by the officers in accordance with the vote of a majority of the Board of Directors.

### **Article IX. Dissolution**

Section 1: The Association may be dissolved in accordance with the following procedure:

- a. The directors may adopt, by majority vote, a resolution recommending the dissolution of the Association together with a plan of distribution of assets, and submit the questions of dissolution, and the plan of distribution to the members of the Association.
- b. A copy of such resolution shall be mailed by the President to the membership 90 days prior to the balloting date set by the President. To be counted, the ballot must be received by the Secretary-Treasurer not later than 14 days before the balloting date set by the President. The Secretary-Treasurer shall count ballots on the Balloting Date. A two-thirds majority of the total ballots cast shall be required for the adoption of an amendment to the Constitution.
- c. The resolution to dissolve the Association and to adopt a plan of distribution will become effective provided a minimum of 25 percent of the membership votes on the proposed resolution, and by an affirmative vote of two-thirds of those voting approves the said resolution.

Section 2: Upon dissolution of the International Goat Association, the Association shall, within 90 days, distribute its assets and accrued income as determined by the approved plan of distribution.