

AMERICAN GOAT FEDERATION BYLAWS

Article I. Membership

Section 1. Any national, state or regional organization recognized as representing a segment of the U.S. Goat Industry and which pledges itself to support the constitution and bylaws of the American Goat Federation (hereinafter identified as "the Federation") may become a member of the Federation (hereinafter referred to as members). Members will each choose one voting delegate to represent them as necessary.

Section 2. Members of the Federation shall be retained and expelled in accordance with such rules and regulations as the Directors may adopt upon majority approval by the membership.

Article II. Directors

Section 1. The Federation will be represented by 11 directors who will serve for 3-year terms. Five of the initial directors shall be elected for a 3-year term, six for 2 year terms.

Section 2. Members in good standing may submit nominees for Directors of the Federation two months prior to the Annual Meeting. A screening committee established by the process set forth in the policy manual will advance a slate of nominees that reflect the diversity of the meat, dairy and fiber segments of the industry to the Board for final approval. The Board of Directors will be nominated from these nominees at the annual meeting.

A provisional board of directors will be appointed by the Goat Committee of the American Sheep Industry Association (ASI) to serve until the first annual meeting of the Federation can be held in conjunction with the ASI annual meeting in January of 2011. The Directors shall elect their own officers annually at said meeting.

Section 3. The business and property of the Federation shall be managed and controlled by the Directors. Should, for any reason, the Federation be dissolved, the physical property of the Federation shall be sold at public auction and the proceeds, combined with the balances of any remaining accounts, shall be distributed among the members in good standing at the dissolution of the Federation.

Section 4. No one Director can hold the same office on the board for more than two consecutive terms.

Section 5. Any Director may be removed at any meeting by two-thirds (2/3) vote of all other Directors then qualified and serving. Removal must be with cause. Prior to removal a Director shall have received a copy of any charges against them, delivered to them personally or by certified mail with return receipt at their address appearing on the records of the Federation at least ten (10) days prior to the meeting at which any vote upon a proposed removal of such Director is to be taken. Furthermore, such Director, prior to their removal, shall have the opportunity to be heard on such charges at a meeting of the Board of Directors. Any Director with ethics charges against them found to have merit is expected to resign immediately. (see also appendix A, American Goat Federation Conflict of Interest policy)

Section 6. Unfulfilled terms of removed or resigned Directors shall be filled by a majority vote of the remaining Directors.

Article III. Annual Meeting

Section 1. The regular annual meeting of the members shall be held at such time and place as may be fixed by resolution of the Directors for the purpose of electing officers and for the transaction of such other business as may be brought before the meeting.

Article IV. Vacancies

Section 1. In case of vacancy of any officer position other than that of the President, the Directors shall have power to fill such vacancy for a time not extending beyond the next annual meeting.

Article V. Duties of the President

Section 1. It shall be the duty of the President to preside at all meetings of the Federation. The President shall appoint such committees as are deemed necessary by the Federation and shall be ex-officio member of all committees.

Article VI. Duties of the Vice-President

Section 1. The Vice-President shall preside at all meetings of the Federation in the absence of the President and, in such event, shall have the authority to perform the duties of the President. The Vice President shall assume the duties of the President in the event of the vacancy in the office

Article VII. Duties of the Secretary/Treasurer

Section 1. The Secretary/Treasurer shall give due and proper notice of all meetings of the Federation and shall record the proceedings of the same. All committee and Board meeting records shall be kept by the Secretary/Treasurer and copies sent to the President, Vice-President, Directors and each member of said committee. The Secretary/Treasurer will be responsible for communicating with staff or firms designated by the Board to provide day to day bookkeeping of the Federation for purposes of presenting financial reports as directed by the Board.

Article VIII. Meetings of the Directors

Section 1. Meetings of the Directors shall be at such time and place as the President may direct. The President may call a special meeting of the Directors at any time by giving five days notice to all Directors, by fax, telephone, email or USPS mail, a majority of which shall constitute a quorum for the transaction of business. Such meetings may be conducted by electronic means such as teleconference or video-teleconference. All meetings are open but the Board may adjourn to executive session.

Article IX. Duties of the Board of Directors

Section 1. The Directors shall manage the affairs of the Federation and shall exercise all such powers and do such acts as are usually done by Directors, subject at all times to the Federation's Constitution and Bylaws. The Directors may adopt such policies as are necessary for the transaction of its business.

Article X. Employees

Section 1. Pursuant to Article IX, the Directors may hire such staff as are necessary to oversee the daily administrative affairs of the Federation.

Article XI. Finances

Section 1. The finances of the Federation may be maintained by an independent accounting firm (hereinafter designated "firm") selected and contracted by the Directors. All disbursements shall be made by the firm upon the approval of the President. The officers may develop a policy regarding the processing of approval of day to day expenditures which assures a full and complete accounting of disbursements be available upon request.

Article XII. Amendments to Constitution

Section 1. This Constitution and Bylaws may be amended or redrafted upon the installation of the first elected Directors and may be amended at any annual meeting when the proposed amendment has been provided to the members two weeks prior to the annual meeting. The approval of two-thirds of the members present at the annual meeting shall be required for the adoption of any amendment.

Approved 1-23-10 Nashville ASI Meeting