

Revision approved by Board 11/04/14
Membership accepted by majority vote 01/17/15
Replaces last revision dated October 2008

**REVISED BYLAWS OF THE
EAST TEXAS GOAT RAISERS ASSOCIATION, INC**

**ARTICLE 1
Name and Purpose**

- 1.1 Name:** The name of the organization is East Texas Goat Raisers Association (The "Association").
- 1.2 Purpose:** The Association is organized exclusively to promote the breeding, sales, processing, research and development, production or promotion of goats and/or goat products and to provide education directed at the health and management of goats as well as youth involvement in the goat industry.
- 1.3** Notwithstanding any other provisions of these bylaws the Association shall not carry on any other activities not permitted to be carried on by an organization exempt from the Federal Income Tax, under Section 501(c)(5) of the Internal Revenue Code or corresponding provision of any future federal tax code.
- 1.4** The Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to any candidate for public office, (including but not limited to, direct campaigning, publishing or distribution of statement, placing of political signs or equipment or property owned, operated, or controlled by the Association, or make any statements as to the fitness of a candidate for public office). This section in no way prevents any member of the Association from entering into politics as long as they do so as a private individual and not as the Association or as a member of the Association. No member of the Association shall display on their person any political button, sticker, etc while performing their duties as a member of the Association.
- 1.5** The Association shall not engage in any activities and/or exercise any powers not in the furtherance of the primary purposes of the Association.
- 1.6** The Association shall not engage in any illegal, criminal, or immoral activities, nor allow any member of the Association to engage in such activities while acting as a member of the said Association.

ARTICLE 2
Members

2.1 Members: Membership in the Association is open to all individuals who have an interest in the purposes of the Association. Membership in the Association shall be of the following types:

- a. **Regular....shall consist of farm membership or individual membership. Applicant(s) must be 19 years of age or older. All Regular Memberships shall have full voting rights in the business of the Association.**
- b. **Junior....individual applicants must be under 19 years of age on January 1 of the year in which membership application is made. Junior Memberships do not have voting rights in the business of the Association but do have the right to sell in all Association sales.**
- c. **East Texas Goat Raisers Association Youth Show team Membership: This is a separate membership from the Association Junior membership and is subject to dues and guidelines as set by the Youth Show Team Advisement committee subject to approval of the Board of Directors.**

Article 2.1 was amended in October 2008 to read as follows:

- a. *Regular....shall consist of farm(s) OR individuals combined. Applicant(s) must be 19 years of age or older. All Regular memberships shall Have full voting rights in the business of the Association.*
- b. *Junior....NO CHANGES*
- c. *East Texas Goat Raisers Association Youth Show Team Membership: NO CHANGES*

In accordance with ETGRA Bylaw Article 8.1, the membership voted on January 17m 2015 to change the bylaw Article 2.1 c. to read as follows:

c. East Texas Goat Raisers Association Junior Members are subject to all rules and regulations of ETGRA and are eligible for all benefits of regular members with the exception of voting on association business. Events will be scheduled to enable Junior Members to earn points and they may also earn points for participating in events other than those presented by ETGRA. The Youth Committee will provide the Junior Members with the Youth Program Guidelines. The Junior Members will be responsible for reporting their participation to the Youth Committee. Prizes will be awarded at the end of each year's activities based on points earned. Participation will be a consideration of eligibility in the Scholarship program.

2.2 Annual dues to be in effect for a 12 month period from the date of membership Application accompanied by payment of initial dues. All members are to be sent a notice of membership within 45 days of expiration date. Such notice to be sent by mail, facsimile, and where allowed by law, email. Any member's dues remaining unpaid 30 days after due date shall result in the termination of membership in the Association.

ARTICLE 3
Meetings

3.1 Quarterly meetings of the members of the Association shall be held on the second (2nd) Saturday of the month during the months of January, April, July and October. The meeting day for a specific month may be changed if circumstances dictate such a change by a 2/3 vote of the Board of Directors. The location of each meeting to be set by the Board of Directors at least 90 days prior to the date of the meeting. Each member shall be notified of the date, location and hour of each meeting by mail, facsimile, or, where law allows, e-mail not less than 15 days before the day on which the meeting is to be held.

3.1A. Meeting Agenda: The agenda for each general membership meeting is to be mailed to each member with the notice of meeting and be posted to the association web site as well.

3.2 Voting at Meetings: At all meetings, members may vote in person, or by written proxy (bearing a date not more than 90 days previous to the date of the meeting), or by written ballot where applicable. Voting by proxy and, where applicable, by written ballot, shall be limited to items previously on the agenda.

3.3 Quorum: A quorum of membership for the purpose of conducting business at a member's meeting shall be a simple majority of the members present in person, by proxy, or, where applicable, by written ballot.

ARTICLE 4
Board of Directors

4.1 The Board of Directors of the Association shall consist of nine (9) directors who shall be elected at large by written ballot from the general membership.

Amended in October 2005 to read as follows:

4.1 The Board of Directors of the Association shall consist of nine (9) directors who shall be elected at large by written ballot from the general membership. The elected Board is delegated the organization's authority to be exercised between the quarterly meetings.

4.1A The Board's authority will not supersede any action taken by the General Membership, but may present to the General Membership at the next quarterly meeting actions previously accepted by the General Membership which the Board desires to alter or dismiss. Such actions will be voted on at that same quarterly meeting.

4.2 Beginning with the directors elected at the second election of the Association Directors shall be elected for a term of 3 years. Directors shall assume office at the end of the meeting at which they are elected.

4.3 All nominations for a director's position will be made by the membership on written form. Only members in good standing with the Association shall be eligible for nomination. Directors shall be elected by plurality vote.

4.4 Meeting of Directors: Directors shall hold monthly meetings at a time and place determined by the Board of Directors. The Secretary shall record minutes of each such meeting.

Amended in October 2005 to read as follows:

4.4 Meeting of Directors: Directors shall hold monthly meetings at a time and place determined by the Board of Directors and when deemed necessary, more frequently, with notices postmarked by mail 10 days prior to the meeting to the general membership. The Secretary shall record minutes of each such meeting.

4.5. Quorum: A quorum of Directors for the purpose of conducting business at any meeting of Directors shall be a simple majority of Directors.

4.6. Removal of Directors: Any Director may be suspended from office at any time by a two-thirds (2/3) vote of the Board of Directors. Such suspension shall remain in effect until ratified or reversed by a majority vote of the members of the Association at the next General Membership. The Board of Directors has the option to remove any Director after three (3) unexcused absences (minimum) during a fiscal year. Excused absences are those pertaining to work, illness, or death in the family.

4.7. Vacancies of the Board: A vacancy on the Board of Directors created by the death, resignation, or removal of a Director may be filled by appointment by the Board of Directors. Such appointee can serve only until the next General Election at which time appointee must stand for election to the appointed position should he or she desire to remain in the appointed position except under the following provision:

4.7A If a Director resigns his or her position within 60 days of the election in which he or she was elected the President shall call a special election to be held at the next General Membership Meeting following the date of the director's resignation. At such time nominations to fill the vacant director's position will be taken from the floor and director(s) shall be elected by a poll of voting delegates present in person or by proxy.

4.8. The Board of Directors may meet in Executive session from time to time as necessary.

Amended in October 2005 to read as follows:

4.8 The Board of Directors may meet in Executive session as necessary. Minutes will not be recorded of this meeting, but notes may be made by those attending. The content is to be kept confidential to the Board.

ARTICLE 5
Officers

5.1 Election: The officers of the Association shall be nominated and elected from the general membership by majority vote. The President shall be elected first by a simple majority vote of all votes cast. The Vice-President, Secretary, and Treasurer are to be elected in the same manner.

5.2 Terms of Office: The term of office of officers of the Association shall be one year with the exception of the Treasurer whose term shall be two years. The officers shall assume their duties at the conclusion of that meeting.

5.3 Duties of Officers:

5.3A. President: The President, as chief executive officer of the Association, shall maintain general supervision of the affairs of the Association, subject to the bylaws of the association and subject further to the right of the Directors to delegate specific powers to any other officer or officers of the association except such as may be, by statute, exclusively conferred on the President.

5.3A1. The President may vote to break a tie.

5.3A2. The past President shall serve the following year as a nonvoting ex-officio advisor to the Board.

5.3B. The Vice President: The Vice-President shall, in the absence, inability, or failure (as determined by the Board of Directors) of the President to act, perform the duties required of the President.

5.3C. The Secretary: The Secretary shall be the corresponding and recording officer of the Association. He or she shall sign and issue all certificates of membership and registry, keep a record of all such certificates issued, issue all notices of meetings and execute all orders of the Board of Directors concerning matters pertaining to his or her office. The Secretary shall, in addition, perform any other such duties as are incident to his or her office.

5.3D. The Treasurer: The Treasurer shall be the Association's chief fiscal and financial officer. The Treasurer shall collect all dues and other monies due to the Association and shall pay the bills, reporting the same in detail at each regular meeting of the Board of Directors. He or she shall keep all books of accounts. At each quarterly general membership meeting he or she shall prepare and present a financial report detailing all monies received and all monies spent during the previous quarter along with a statement of the financial condition of the Association. He or she shall prepare and present a yearly financial report at the General Election meeting in April of each year stating the receipts and expenditures for the previous fiscal year and giving a statement of the financial condition of the Association.

5.4 Nothing in the bylaws shall prohibit any individual from holding two offices simultaneously, save and except the President may not hold two offices simultaneously.

5.5. Removal of Officers: Any Officer may be suspended from office at any time by a two-thirds (2/3) vote of the Board of Directors. Such suspension shall remain in effect until ratified or reversed by a majority vote of the members of the Association at the next General Membership. The Board of Directors has the option to remove any Officer after three (3) unexcused absences (minimum) during a fiscal year. Excused absences are those pertaining to work, illness, or death in the family.

ARTICLE 6 **Expenditure Authority**

6.1. Expenditure Authority: All expenditures of fifty dollars (\$50.00) or more must be approved by the Board of Directors.

Amended October 2005 to read as follows:

6.1 Expenditure Authority: All expenditures of fifty dollars (\$50.00) or more not designated as a budgeted item must be approved by the Board of Directors. Expenditures exceeding the budget or not on the budget must be approved by the Board in advance of payment.

ARTICLE 7 **Committees**

7.1. Standing Committees: The Board of Directors may approve the designation of standing committees whose chairperson shall be designated by the Board of Directors. If no chairperson is so designated, the committee may elect its' own chairperson.

7.2. Ad Hoc Committees: The President or the Board of Directors may at any time create ad hoc committees for any purpose designated in a directive or resolution. Such directive or resolution shall also designate the chairperson, membership, expiration and other functions of such ad hoc committee.

ARTICLE 8
Amendments

8.1. Any proposed additions, deletions, or amendments to the bylaws of the Association shall be filed in writing with the Secretary of the Association 30 days prior to the general membership meeting in which it will be presented. All proposed changes must be signed by the submitter. The member submitting the proposed change must be in good standing with the Association.

Amended in October 2005 to read as follows:

8.1 Any proposed amendments to the bylaws shall be filed in writing with the Secretary of the Association no less than 30 days prior to the General Membership Meeting in which it will be presented. The proposal shall be presented to the Board of Directors at a Board meeting prior to the General membership Meeting for review and discussion. All proposed changes must be signed by the submitter. The member submitting the proposed change must be in good standing with the Association.

8.2 Any additions, deletions, or amendments to the bylaws shall not become effective until ratification by an affirmative majority vote in person, or by proxy or, if applicable, by written ballot at the next general membership meeting following the meeting at which such changes were presented.

Amended in October 2005 to read as follows:

8.2 Any proposed amendments to the bylaws shall be presented to the General Membership at the regular quarterly meeting following submission in writing to the Secretary and presentation to the Board of Directors. Any proposed amendments to the bylaws shall become effective by an affirmative majority vote in person or by proxy following the presentation and discussion of said changes at this same quarterly meeting of the General Membership.