

BY-LAWS OF THE KINDER GOAT BREEDERS ASSOCIATION

ARTICLE I - NAME OF ORGANIZATION

This organization is incorporated under the laws of the State of Washington, RCW 24.03, under the non-profit statutes of this state, and shall be known as the KINDER GOAT BREEDERS ASSOCIATION.

ARTICLE II - OBJECTIVES AND PURPOSES

The KINDER GOAT BREEDERS ASSOCIATION is organized to achieve the objectives, to-wit:

1. Promote a more informed public opinion regarding the Kinder goat and to propagate the breed.
2. Protect and preserve the integrity of the Kinder Goat Breed Standard.
3. Develop and maintain a herd book for the Kinder goat.
4. Preserve and maintain a registration facility for the KINDER GOAT BREEDERS ASSOCIATION
5. Establish, develop and encourage regional club participation.
6. Coordinate, encourage and expand communication, and supportively unite the efforts of the KINDER GOAT BREEDERS ASSOCIATION.

ARTICLE III - LIMITATION OF METHODS

The Association in its activities shall be non-profit, non-partisan and non-sectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for political office in city, county, state or nation, except on an informational basis when this promotes the objectives or the Association as outlined in ARTICLE II of these by-laws.

ARTICLE IV - MEMBERSHIP

Section 1: Classes - Membership in the Association shall consist of five (5) classes, namely CHARTER, FAMILY, ACTIVE, YOUTH and PATRON.

(a) CHARTER MEMBERSHIP, (fee removed - variable) Limited to first one hundred (100) applicants. For those nineteen (19) years and older allows for two (2) adults - one (1) vote each.

(b) FAMILY MEMBERSHIP: (fee removed - variable). For those nineteen (19)

years and older allows for two (2) adults - one (1) vote each and immediate family no vote.

(c) ACTIVE MEMBERSHIP: (fee removed - variable) years and older allows for one (1) vote.

(d) YOUTH MEMBERSHIP: (fee removed - variable). Allows for those eighteen (18) years and younger - no vote.

(e) PATRON membership: (fee removed - variable). Does not allow for any vote, provides inactive status.

Section 2: DUES - membership dues shall be at such a rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually. Membership year is defined as January 1 through December 31 of each and every year.

ARTICLE V - OFFICERS AND THEIR DUTIES

Section 1: The elected officers of this Association shall be a President, Vice-president, a Treasurer and a Secretary. These officers shall be elected annually by the eligible voting membership. All officers shall serve for a term of one (1) year.

Section 2: DUTIES - Duties of the officers shall be such as their titles, by general usage, would indicate, such as are required by law, and such as may be assigned to them by the Board of Directors from time to time.

Section 3: PRESIDENT - The President shall be the Chief Executive Officer of the Association and its official spokesperson. The President shall preside at all meetings of the membership, and shall perform such duties as the Board of Directors may require, and exercise general supervisory control over the officers and staff of the Association. The President shall appoint the chairpersons and members of all committees. Such appointees must be approved by the majority of the Board of Directors. The President shall be a member of all committees. The President shall be the presiding officer at all Board of Directors' meetings.

Section 4: VICE-PRESIDENT - In the absence of the President, the Vice-president shall act in the President's place. The Vice-president shall assist in the conduct of general Association affairs as requested by the President or the Board of Directors, and shall supervise such specialized activities as may be assigned to him by the President or the Board of Directors.

Section 5: TREASURER - The Treasurer shall cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the Association and shall render to the President and the Board of Directors whenever they may require it, an accounting of all transactions made by the Treasurer, and the financial condition of the

Association. As soon as possible after the close of the fiscal years the Treasurer shall submit a report for the just then completed fiscal year. The treasurer shall be an ex-officio member of the Finance and Budget committee.

Section 6: SECRETARY - The Secretary shall keep the MINUTES of the Board of Directors' meetings and maintain the membership roll. The Secretary shall keep such other records as the Board of Directors may require. When deemed necessary by the Board of Directors the position of Secretary shall become salaried.

ARTICLE VI - BOARD OF DIRECTORS

Section 1: BOARD COMPOSITION - The government of the Association, its policy decisions, the direction of its program or work, the control of its property, and the responsibility for its adequate financing and budget shall be vested in a Board of Directors consisting of 7 persons who shall be elected from the voting members of the Association. The President, Vice-president, Treasurer and Secretary shall be members of the Board of Directors along with 3 Members-at-Large. One (1) Member-at-Large shall be elected each year by the voting membership and shall serve for a term of three (3) years. Hereinafter, the Board of Directors shall be composed of four (4) officers and 3 members-at- Large.

Section 2: OTHER ORGANIZATION REPRESENTATION - The Board of Directors may elect one (1) representative each from any group or organization interested in the work of the Association, to sit with the Board, but without vote, and such representative shall serve for a period of time as determined by the Board.

Section 3: POWERS - The Board of Directors, in conducting the affairs of the Association, may exercise all such powers, in the name of the corporation, to sue and be sued, buy, hold, sell, lease or mortgage (both real and personal property), to incur debts, to borrow money, giving notes of the corporation signed by two (2) or more officials duly authorized by the Board of Directors for that purpose, together with such collateral therefore as may be required, and may enter into a contract of any kind furthering the purposes of the Association. The Board shall be responsible for the financial affairs of the Association and for raising money for its support.

Section 4: DISBURSEMENT AUTHORITY - The Board of Directors may at any time by resolution designate the officer or officers, person or persons in addition to the Treasurer who shall have authority to sign checks of the Association drawn on its bank or other depositories and may change any such designation at will.

Section 5: DRIVE ENDORSEMENTS - Neither the Board of Directors nor any other authority or the Association shall endorse or recommend to the public any financial drive or other effort to raise funds for any purpose other than for the support of the activities of the Association itself.

No promise or commitment of the Association for any proposition other than those

under the direct supervision of the officers of the Association shall be made unless the Board of Directors shall first pass a resolution embodying the clear and definite intention of approval of any such proposition.

Section 6: MEETINGS (Frequency) - Regular meetings of the Directors shall be held at least once quarterly. A special meeting of the Board may be called at any time by the Board President, or in the President's absence, the Vice-president. Regular Board meetings and special meetings shall be open to all members in good standing, unless designated by the Board as "closed" meetings for special purposes.

Section 7: POLICY RESOLUTIONS - All resolutions adopted by divisions, committees or affiliated organizations, and all reports and other communications which purport to reflect the policy and attitude of the Association, shall first be approved by the Board of Directors before being released either to the membership of the Association or to the public, except such resolutions, reports and other communications as shall be approved or authorized in advance by the Board of Directors.

Section 8: QUORUM - A majority of the Directors when present at any regular or special meeting shall constitute a quorum.

Section 9: VOTING - Only elected or appointed members of the Board of Directors and officers may vote at Board meetings. NO PROXIES WILL BE ALLOWED.

Section 10: VACANCIES - All vacancies occurring among the officers and the Board of Directors during the year shall be filled by the Board for the unexpired term.

Section 11: ATTENDANCE - Any Director absent from two (2) consecutive regular meetings of the Board of Directors in a calendar year will be asked by the Board to resign from their position, unless an excuse deemed valid and so recorded by the Board is offered.

ARTICLE VII - POSITION OF REGISTRAR

The Registrar shall maintain records of the Herd Book, progeny applicants and testers, and any other duties as assigned by the President or the Board of Directors. The Registrar has the sole authority to issue Certificates of Merit and Registration, only to be superseded by the decision of the Certification Committee. When deemed necessary by the Board of Directors the position of Registrar shall become salaried.

ARTICLE VIII - DIVISIONS AND COMMITTEES

Section 1: APPOINTMENT AND AUTHORITY - The Board of Directors shall authorize the appointment of such divisions and committees as may be deemed necessary for the conduct of the affairs of the Association, and it shall define their duties and responsibilities. The term Division is defined as a group of active members having a particular interest on one broad phase of the general program of the Association.

Standing committees may be appointed from the members of the divisions.

Section 2: LEADERSHIP - The President shall appoint all divisions and all standing, special, or other committees, and they shall serve during the President's pleasure. The President, with the approval of the Board, shall appoint a chairperson and one or more vice-chairpersons for each division or committee. Each such chairperson or vice-chairperson shall serve a term designated by the direction of the Board.

Section 3: FUNCTIONS - It shall be the function of the divisions and committees to investigate and make recommendations to the Board. No division or committee shall have the power to commit the Association on any matter or general policy. Meetings may be called at any time by the President.

Section 4: FINANCE COMMITTEE - A Finance and Budget committee, composed of not less than two (2) members of the Board in addition to the Treasurer, shall be appointed annually by the President. The committee shall from time to time advise the Board with respect to the financial position and financial policies of the Association, and shall suggest ways and means of conserving and increasing the membership and revenues of the corporation. The Committees shall have the books and accounts of the Treasurer examined at the close of the fiscal year by a Board approved accountant, and shall report the findings to the Board of Directors.

ARTICLE IX - NOMINATIONS AND ELECTIONS

Section 1: TIME AND ELECTIONS - The regular elections of Directors of the Association shall be held in the month of September of each calendar year and all Directors then elected shall serve the term for which they are respectively elected or until their successors are elected and qualified.

Board Members-at-Large shall serve for a term of three (3) years, except when chosen by the Board of Directors to fill a vacancy caused by death or resignation, in which case they shall serve the remainder of the unexpired term.

Section 2: NOMINATION PERIOD - Within SIXTY (60) days of the election day, and not later than thirty (30) days prior thereto the Association, with approval from the Board, shall appoint a Nominating Committee consisting of three (3) members of the Association.

The Nominating Committee shall contact all the nominees thus selected prior to placing their names on the ballot and secure indication of their willingness to serve, if elected, as Directors. No later than twenty (20) days prior to the date of the election, the committee shall file with the Secretary its list of nominees, and the Secretary shall promptly distribute said list to eligible voting members. At the same time of distribution the members of the Association shall be informed that they have the right to make additional nominations.

Section 3: BALLOTING AND TABULATIONS - Said election shall be by ballot of the voting members of the Association, conducted under the direction and supervision of an Election Committee, consisting of three (3) members of the Association appointed by the President. One (1) Election Committee member shall be a Director and the other two (2) shall be voting members of the Association, but not Board of Directors. Members shall vote by secret ballot in conformity with such additional rules and regulations as the Board may adopt. Each voting member shall have the right to cast a single vote for each position on the Board which is open for election. A SIMPLE MAJORITY shall elect. No proxies shall be allowed. The President, by virtue of the position, shall serve on the Election Committee.

Section 4: TERMS OF OFFICE - The newly elected officers and directors shall not, however, immediately take office, but they shall be inaugurated and their terms shall begin as of the time following the Board of Directors last meeting of the year in December. Meanwhile, the incumbent officers and the Directors, whose terms are expiring, shall continue to hold office until their successors are inaugurated.

ARTICLE X - BUDGET

PREPARATION - As soon as possible after inauguration, the Board shall adopt a budget for the fiscal year. The tentative budget shall be prepared by the Finance and Budget Committee. It shall be mailed or hand delivered to the members of the Board ten (10) days prior to the meeting at which it is to be considered. As passed by the Board, this budget shall be the appropriation measure of the Association. Final message of the budget by the Board shall not be later than the fifteenth (15th) day of March.

ARTICLE XI - FISCAL YEAR

The fiscal year and the operational year of the Association shall begin on April 1 and end on March 31 of the following year.

ARTICLE XII - SIGNING THE ROLL

Section 1: ELIGIBILITY – Any individual, partnership, corporation, association or estate, desiring to become a member of the Association shall, in person, or by an officer, or by an attorney, sign an application for membership in the Association.

Section 2: RIGHT OF REFUSAL - The Board of Directors shall have the right to refuse any application for any reason which it shall deem sufficient, provided, however, such refusal of the Board be by a majority vote at any meeting of the Board at which there is a quorum present.

ARTICLE XIII - RIGHTS OF MEMBERS, APPEARANCE AND APPEAL

RIGHTS - Members of the Association shall have the right to appear before any division

or committee, either special or standing, and participate in the discussion of any matters under consideration. Persons desiring to appear before the Board of Directors shall first make arrangements with the proper Committee Chairperson.

ARTICLE XIV - REFERENDUM

The Board of Directors may from time to time, at its discretion, submit by referendum to the entire membership of the Association, questions of general interest and of special importance.

ARTICLE XV - AMMENDMENTS TO THE BY-LAWS

AMENDMENTS BY MEMBERSHIP - These by-laws may be amended or repealed at any regular meeting or special meeting of the membership, provided that the majority of the eligible voting membership vote in favor of such amendment or repeal, and provided further that copies of the proposed by-law changes have been furnished to each voting member by mail or hand delivered NOT LESS THAN TEN (10) DAYS preceding the meeting at which such proposed changes are adopted or rejected.

ARTICLE XVI - PARLIAMENTARY PROCEDURE

The proceedings of the Association meetings shall be governed and conducted according to the latest edition of ROBERTS MANUAL OF PARLIAMENTARY RULES, unless the Board specifies another usage of procedure.

ARTICLE XVII - DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of said funds shall inure or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XVIII - WHEN BY-LAWS IN EFFECT

These by-laws shall take effect when the Board of Directors shall ascertain and declare that they have been adopted by the required majority of the members in attendance.

Adopted as the BY-LAWS of the KINDER GOAT BREEDERS ASSOCIATION at a meeting held on March 9th, 1989.