

CONSTITUTION & BYLAWS

Constitution & Bylaws

Preamble

With the express purpose of developing and promoting the Sable dairy goat breed and of cooperating however possible with other organizations promoting dairy goats in general, we, the members of the International Sable Breeders Association do hereby adopt this Constitution as the basis and foundation in law of the International Sable Breeders Association.

Article 1 – Name

Section 1: The name of this organization shall be the International Sable Breeders Association, which is a nonprofit organization.

Article 2 – Purpose

Section 1: The purpose of this Association shall be the development and promotion of the Sable dairy goat; the encouragement of closer fellowship among members through meetings, correspondence, circulation of useful information, news and ideas; and the cooperation with other organizations in the development and promotion of the dairy goat and the dairy goat industry in general.

Article 3 – Location and Territory

Section 1: The home office of this Association shall be the address of the Treasurer, unless otherwise designated by the Board of Directors.

Section 2: The Territory of operation shall be the United States and its possessions, the Dominion of Canada, the Republic of Mexico, the Islands of the Atlantic Ocean and other such areas as request service.

Article 4 – Membership

Section 1: Any reputable individual, firm, association, partnership or corporation interested in the breeding, sale, or promotion of the Sable dairy goat is eligible for membership in the Association. Upon making application and agreeing that if accepted into such membership, such member will abide by and be bound by this Constitution and the rules and regulations of this Association now in force and which may hereafter be adopted by the members and directors of this Association.

Section 2: The Annual meeting of the members shall be held at such time and place as may be designated by the Board of Directors. At each Annual Meeting of the Members, the officers of the Association shall give a general report of the business of the preceding year and all actions taken by the Board of Directors during that time and of the current financial condition of the Association.

Section 3: Special Meetings of the members may be called by the Board of Directors as necessary to conduct the affairs of this Association if written notice is emailed with receipt or mailed via us mail to all members at least 10 days prior to such meetings. The business transacted shall be limited to that stated in the notice. Meetings, including Directors meetings, may be held by electronic means to avoid long distance travel. Voting on specified issues may also be done by mail or email or skype meeting. The place, time and method of Special Meeting shall be determined by the standing Board at the time of the issue, and meeting minutes will be taken by secretary for later distribution to membership.

Section 4: No Officer, Director, or Member shall sign any notes, make verbal promises or sign any instrument that commits the organization to indebtedness in the name of the Association, unless specifically authorized to do so by the action of the Board of Directors.

Article 5 – Board of Directors

Section 1: The Board of Directors shall have the power and the authority to make, amend, repeal and enforce rules and regulations not contrary to public law or this Constitution as they may seem expedient concerning the conduct, management, and activities of the Association, all of which may be subject to revision or repeal by the membership under the procedure as follows:

1. Upon petition to the Secretary and Treasurer by no means that 25% of the members, a referendum to revise, repeal, or amend an action of the Board of Directors shall be submitted to the members by mail within 45 days of submission.
2. Voting on such a referendum shall be by mail or electronic means and the voting period shall close 30 days after the referendum has been submitted to the membership.
3. Within 30 days from the date of voting closure, the Board of Directors shall tabulate the vote and declare the results. The referendum shall become effective when a favorable vote has been declared.

Section 2 : The term Director, as used in this Constitution or in any Association document pursuant to the business of the Association shall be a person who has been elected by the Membership to oversee the affairs of the Association. The Board of Directors shall consist of elected directors.

1. Any elected director that does not respond after three attempts at contact via mail, phone and written letter, will be replaced and considered to have abandoned their directorship. Reinstatement of any such director will only be by special meeting of standing BOD and officers by vote after a formal written letter is received requesting said reinstatement. The said party shall not be excluded from all benefits of paid membership however, only removed from standing position in directorship.

Section 3: One Director shall be elected from each ISBA Directorate District, provided there are organization members from all said districts. A Director-at-Large shall be elected to represent those countries, principalities or areas not represented by an ISBA directorate district, should there be

members from such. Two Appointed Alternates may be appointed as well to protect against lack of quorum should some directors not be able to serve their terms.

Section 4: Directors shall be elected for a 2-year term and elections shall be held alternately in even numbered years for officers and odd years for directors.

Section 5: A Director must be a member in good standing in the organization, at least 21 years of age, and must reside in the district which he or she represents.

1. The Treasurer and Secretary positions will be separated heretofore, to begin after the directorial election to be held as above, on November 15th 2013 during which the new position of Club Secretary will be created separate from the Treasurer position.
2. Secretary position is an appointed position by the President and will be hereafter appointed in conjunction Officers Elections.

Section 6 : Voting by Directors shall be recorded by the Secretary so that an individual Director's votes are a part of the minutes of the Meeting and are available for scrutiny by the members.

Voting will be done electronically and a report will be made afterwards by the Club Secretary and provided to website master, to be posted on this website for the membership and sent via email to all standing directors, officers and president.

Section 7: The President shall also be a member of the Board of Directors and shall vote only in the case of a tie except as provided for in Section 8, item 5, stated below.

Section 8: The Secretary shall attend and record the minutes of all meetings of the Board but shall not have a vote unless also an elected Director. If the Secretary is unable to attend a meeting, the President shall appoint another to record the minutes of the meeting. Should a tie on any executive vote occur between the President and the Vice-President, the Treasurer can be asked to vote down the tie by the President's request only. Otherwise in any and all cases, the President shall decide all ties.

Section 9 : No action taken by the Board shall be valid unless approved by a majority of Directors at a meeting at which a quorum consisting of at least 60% of the Directors were present or voted in said election or action motion to be voted on.

1. All meetings may be held via online skype or via email, or designated list, (yahoo groups or other) as needed, to be counted and minutes recorded by secretary.
2. President, Vice President and or Treasurer may make and suggest motions, and second motions to be put to the board for a vote at any time.
3. President, Vice President and Treasurer may vote on executive decisions as directed by President, or in President's absence, by the Vice President. Any such motion voted in by Executive group (at minimum two of these three) shall be passed and shall be recorded by the Secretary.

Article 6 – Officers

Section 1 : The Officers of the Association shall be:

1. President
2. Vice president
3. Treasurer
4. Other Officers as may be authorized by the Board of Directors.
 - a. Said Officers shall supervise the day to day business of the organization and shall preside over meetings.
 - b. They must be members in good standing, over the age of 21 years, and shall hold offices for a period of (2) two years or until successors are elected.
 - c. The Secretary is a non- voting officer position on the Board of Directors.

Section 2: Officers shall be elected in even years from a list of nominations provided by a Nominating Committee to be appointed by the Board at least 4 months before the date of the Annual Meeting.

1. Nominations may be made via email by any standing member, to be determined by Treasurer, no later than November 15th of the year before term is set to begin and only need to be proposed two weeks in advance of said voting period.
2. Period of voting shall be announced to all members in good standing via email or mail, if said party requests a mail in ballot.
 - a. Votes may also be sent electronically to be counted in the event of a poll malfunction to secretary and treasurer.
 - b. All members will be advised of any and all polls two weeks in advance of any vote to take place.
 - c. Any emails that bounce shall be in receipt of a letter stating that updating of our files is needed and inviting them to vote via mail if they wish. No answer to any such letters sent shall constitute that members disinclination to vote.

The Annual meeting of the members shall be held at such time and place as may be designated by the Board of Directors and which time and place shall be announced no less than 30 days prior to meeting.

1. The Nominating Committee shall propose at least two (2) candidates for each open office and shall endeavor to ensure that nominees are named from as many directorial districts as possible.
2. The Committee shall also ensure that the proposed candidates are eligible and willing to serve if elected. Space on the ballot shall be provided for write in candidates.
3. Nominating committee may consist of the standing board of directors plus the Treasurer and officers in addition to a separate body of members if available.

Section 3: The Secretary shall prepare ballots for the membership, which will be done electronically, unless individual memberships request a hard copy. The President will select a tabulating Committee for the purpose of tabulating the votes and reporting the results to the webmaster for posting on the website.

Section 4: Newly elected Officers will assume their duties immediately following the election.

Article 7 – Committees

Section 1: The President shall appoint such committees as are necessary for the orderly operation and progress of this organization.

Article 8 – Audit

Section 1: Prior to each Annual Meeting, the President shall appoint an Audit Committee, whose function shall be to audit the accounts of the organization, including an inventory of all equipment owned by the organization. The results of the audit shall be presented by the Committee at the Annual Meeting and shall also be published in the next issue of the newsletter following the Annual Meeting.

Article 9 – Amendments

Section 1: Three Directors or 25% of the membership may propose an amendment to this Constitution. When an amendment has been proposed, it shall be submitted to the Constitution committee for examination and approval as to form and legality. This Committee shall submit its recommendations to the Board within 10 days of the amendment's submission. This recommendation shall include the precise reason for the Committee's findings.

Section 2: After a qualifying amendment has been proposed and approved by the Committee, ie BOD, it shall be submitted to the members by email and posted on the website. Voting for any such amendment shall take place, either by mail or by electronic means among the BOD and Officers of the club and tabulated by the secretary treasurer. If approved, the amendment will take effect immediately when the favorable vote is reported by the Treasurer.

Article 10 – Procedure

Section 1: All issues which are brought before the Board or the general membership for vote shall be determined by a majority of the votes cast, except that votes cast by the Board must total a quorum which is a minimum of 60% of the total number of Directors.

Section 2: On all questions of parliamentary procedure, Robert's Rules of Order shall govern unless overruled by a majority of the Board of Directors.

BYLAWS

Preamble

We, the Board of Directors of the International Sable Breeders Association, do hereby adopt these bylaws for the purpose of providing regulations pursuant to the implementation of the Constitution of this organization.

Article 1 - Membership

Section 1: Application for membership shall be made to the Secretary and Treasurer and shall be accompanied by the payment of at least one year's annual dues. Application shall be made in writing or online in the form prescribed by the Board of Directors and fees paid according to the schedule set by them.

Section 2: Annual Dues shall be determined by the Board as well as fees for such other services as the Association may offer. A fee schedule shall be published at least once yearly in the organizations' newsletter.

1. The membership shall run from January 1 through December 31st, and dues shall not be prorated, except that new members applying after October 1 of any year will have their dues credited for the entire year following the year of their application.
2. Dues unpaid by February 1 will be in arrears and membership will lapse. The board will also set fees for the following classes of membership:
 - a. Individual Membership - One Vote
 - b. Family Membership - One Vote
 - c. Junior Membership - nonvoting
 - d. Life Membership- One Vote

Section 3: The place of the Annual Meeting will be set by the Board not later than March 1 of each year. The actual date will be set as soon as a schedule of events for the ADGA convention for that year is available. Should the board fail to do this, the President shall name a place and date in their stead. When the place and date have been set, the Secretary will inform each member by mail. This notice may be included in the next issue of the newsletter. Mailing to the last known address of the residence or place of business by the member shall constitute proper notice.

Section 4: At any meeting of the membership, 25% of the members must be present in order to constitute a quorum for the transaction of business. However, if less than 24% of the membership is present, they may adjourn to the meeting to another time and place thought they do not constitute a quorum.

Article 2 – Officers

Section 1: The President, as chief executive officer of the Association, shall maintain general supervision of the affairs of the Association, subject to the Constitution and the by-law's of the Association and

further subject to the actions of the Board of Directors. The President shall preside over all meetings, whether of the Board or of the membership, and shall report to the members and make suggestions as he or she may deem advisable.

1. At Executive Committee meetings, the President may also vote in case of a tie, the vote being in addition to his or her vote as a member. The President may present proposals to the executive Committee concerning administrative policy or he/she may do so directly to the members, via mail, Association Newsletter, or electronic means.

Section 2: The President, upon receiving a request from a Directorial Member of the Executive Committee to submit to said Executive committee a proposal, will mail a copy of said proposal to the remaining Directorial members of the committee either by postal service or electronic mail. Each Board member will then cast his/her vote within fifteen (15) days after receiving the proposal. The President will tabulate the votes, notify each of the Directorial members of the results of the vote, declare the results to the membership via the next newsletter and forward all voting records to the Secretary who shall make proper notes in the permanent records of the Association. Votes received after the fifteen (15) day voting period has expired will be discarded and not counted.

Section 3: The Vice- President shall serve in the place of the President in the President's absence, inability, or failure to act in a timely fashion.

Section 4. The Secretary and Treasurer shall hold office until his or her successor assumes the office and shall be the corresponding and recording officer of the Association.

1. He or she shall sign all certificates of registration and membership and shall keep a record of all such certificates issued. He or she shall collect all dues and other monies due to the Association and shall pay the organizations just bills, reporting same in detail at each regular meeting of the members.
2. He or she shall keep the books of the accounts and financial affairs and shall prepare a detailed written report for the Annual Meeting and shall provide whatever records and assistance may be required to the Audit committee.
3. The Secretary and /or Treasurer shall also maintain the membership lists, issue all notices of meetings and execute all orders of the President and the Board of Directors and shall perform such other duties as are incident to the office of Secretary and Treasurer.
4. The Secretary and/or Treasurer shall, during the third week of January of each year, issue notification to each member who has not paid the annual dues. The notice shall include the warning that the membership will lapse on February 1st if the annual dues are not paid before that time.

Article 3 – Committees

Section 1: The President shall create such committees as are required by the Constitution and shall create such others as may be deemed necessary to pursue the business of the organization.