

CONSTITUTION
of the
American Nigerian Dwarf Dairy Association Inc.

PREAMBLE

For the purpose of developing and promoting the Nigerian Dwarf as a dairy goat breed and of cooperating with all other organizations promoting dairy goats in general, we, the members of the American Nigerian Dwarf Dairy Association, do hereby adopt this Constitution as the fundamental law of the American Nigerian Dwarf Dairy Association.

ARTICLE I - NAME

Section 1: The name of this organization shall be the American Nigerian Dwarf Dairy Association (ANDDA).

ARTICLE II - PURPOSE

Section 1: The purpose of this Association, which is to operate exclusively as a non-profit organization, is to promote and ensure the continued vitality of the Nigerian Dwarf goat as a true miniature dairy goat breed by:

Seeking recognition equivalent to that bestowed on the standard-sized dairy goat breeds.

Serving as the national Nigerian Dwarf goat breed association that represents Nigerian Dwarf goat breeders to multi-breed dairy goat registries.

Increasing breeders' understanding of dairy goat management and conformation.

Encouraging closer fellowship among the Members through meetings, correspondence, and the circulation of useful information, news, and ideas.

Promoting the use of goat products, including, but not limited to, milk and milk products.

Cooperating with other organizations in the development of the dairy goat industry in general.

ARTICLE III - LOCATION

Section 1 - Offices: The home office of this organization shall be the address of the Secretary-Treasurer, or as otherwise specified by the Board of Directors.

Section 2 - Territory of operations: Territory of operations shall be the United States and Canada, plus other areas as shall request service.

ARTICLE IV - MEMBERSHIP (Rev.10/2020)

Section 1 - Qualifications: Any individual or family unit interested in the promotion, breeding, or sale of the Nigerian Dwarf goat, or in the dairy goat industry, may apply to become a member. All applicants should be in good standing with ADGA/AGS. ANDDA has the right to refuse membership.

Section 2 - Applications: Applications for membership and renewals shall be presented to the Secretary-Treasurer and Membership Committee, and shall be accompanied by the annual dues. No applications will be accepted without dues being submitted.

Section 3 - Dues: Annual dues shall be set by the Board of Directors as needed to run the organization.

Section 4 - Membership Year: The membership year shall run from January 1 to December 31. New members joining after August 1st will be granted membership through December 31 of the following year. Members not paid after January 31st will be considered lapsed.

Section 5 - Termination of Membership: Memberships may be terminated:
(a) by resignation. Any member in good standing may resign from ANDDA with written notice to the Secretary.
(b) by lapsing. Membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after January 31.
(c) by a majority of the sitting ANDDA Board of Directors vote.

Section 6- Voting: A member must be in good standing for at least ninety (90) days (based on the closing date of the election), in order to be eligible to vote.

Section 7- All members agree to abide by the Communications Code of Conduct.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Board Membership: (Revised September 2008) The Board of Directors shall consist of seven (7) directors: the President, Vice President, one (1) Director-at-Large, and four (4) District Directors, two (2) from each of the two (2) districts. No individual may hold more than one such position.

Section 2 - Qualifications: An individual Member, in good standing for at least 90 days and at least 18 years of age, shall be eligible to run for and/or serve on the Board of Directors. In order to avoid potential conflicts of interest, a Director may not serve as an officer or director of another national Nigerian Dwarf goat breed-specific organization (registry, association, or club) during his/her ANDDA term. In addition, no salaried officer or paid employee of ANDDA shall be eligible to hold a position on the Board of Directors.

Section 3 - Elections: The President, Vice President, and Director-at-Large shall be elected by ballot of the entire membership. District Directors shall reside in their respective districts. (See Article XV for exception.) District Directors shall be elected by ballot of Members residing in their respective districts.

Section 4 - Terms of Office: The term of office for all elected positions to the Board of Directors, shall be for two years. During the first year of this Constitution, the Director-at-Large, and the District Director from each district elected with the lower number of votes, shall have a term of one year.

Section 5 - Duties of the Board: The Board of Directors shall:

Have the power and authority to make, amend, repeal, and enforce Bylaws not contrary to law, or this Constitution, that it deems necessary, concerning the conduct, management, and activities of this Association, all, however, subject to revisions or amendment by the Members under the procedure as follows:

Under petition to the Secretary-Treasurer, by no less than (20%) of the membership as of March 31, whichever is less, the proposal to revise or amend the action of the Board of Directors shall be

submitted to the Members by mail by the Secretary-Treasurer in the next newsletter, provided that mailing occurs within ninety (90) days of the receipt of said petition. Otherwise, a special mailing must occur.

The voting shall be closed (marked ballots received by the Secretary-Treasurer or other individual as appointed by the Board of Directors) thirty (30) days after the referendum has been mailed to the Members.

Within fifteen (15) days following the close of voting, the tabulation is to be completed and the results declared by the President. The referendum shall become eligible when a favorable vote by two-thirds (2/3) has been obtained.

The petition must be submitted to the Secretary-Treasurer within twelve (12) months from the date of the Board action.

Report all decisions and actions to the membership via the next newsletter following action or by a special mailing if there is no newsletter within ninety (90) days of the action.

Establish a two-year balanced budget after the election of new officers and in time for publication in the newsletter following the election.

Serve on behalf of, and act for, the membership of ANDDA on matters pertaining to the Association, and as the breed club for Nigerian Dwarfs in ADGA decisions. (Added 2022)

Approve Presidential appointments to standing and special committees, and other appointments deemed necessary for the Association to carry out its Purpose as outlined in this Constitution.

ARTICLE VI - ELECTIONS (Revised September 2008, July 2013)

Section 1 - Nominations: The Board of Directors shall no later than **July 1** of each year appoint an Election Committee which shall **be no less than 3 current members in good standing that are not elected officials, and no more than 5, and** include and be chaired by a Director that is not up for re-election. **If no Director is available to oversee elections, the Board of Directors may appoint an Election Chair.** This committee will be responsible for seeking at least one nomination for each Director and Officer position to be filled according to the policy and procedures adopted by the Board. Opening of nominations will be announced to the membership and the membership shall be given an opportunity to submit nominations to the Committee by whatever means are available (mail, email, phone, or other means). The Committee will confirm that the nominee is willing to serve **and within 24 hours of the close of nominations, publicly publish nominee names and positions to encourage nominations.** All nominees that have confirmed their willingness to serve will be included on the ballot. No individual may be nominated for more than one position. If an individual is nominated for more than one position, they may choose which position they wish to be considered for. Nominations will close on **September 1**. (Revised 2022)

The Election Committee shall ensure that the ballot is prepared in accordance with the procedure determined by the Board of Directors and provided to the membership as soon as possible after nominations close **or no later than November 1**. There will be no provision for write-in candidates. Balloting will close (must be received by the Election Chairperson or other individual as determined by the Election committee and approved by the Board of Directors) on **or before November 15, and newly elected will take office January 1**. The Election Chairperson, or designee as determined by the Board, will tabulate the results and notify the Board of Directors. Elected members will take office on **January 1** or when the election is closed. (Revised 2022)

If deadlines are missed, the election process will be followed as closely to the defined dates as possible. Sitting members shall remain in office until the new election is completed.

If no candidate can be secured, the Board may at any time after the election, appoint someone to the position to serve until the next election.

In the event, that time period for nominations has closed, and there are not two or more candidates nominated and running for the same seat, then the Board of Directors shall declare the nominated slate to be the official slate of officers and directors for upcoming term ~~without the necessity of mailing ballots to the membership~~-(removed 2022)

Section 2 - Election: A ballot listing the candidates for each position is to be ~~mailed~~ **available to members** no later than **September 15** to all eligible Members. Balloting will close (must be received by the Election Chairperson or other individual as determined by the Election committee and approved by the Board of Directors)-**or before November 15, and newly elected will take office January 1.** The Election Chairperson will tabulate the results and notify the Board of Directors, the candidates, the Newsletter Editor, and the Secretary-Treasurer by **November 20** (Revised 2022)

Section 3 - Commencement of Office: Newly elected Officers and Directors shall begin their term of office on **January 1** and shall hold office for two years. (Except as noted in Article V, Section 4.) (Revised 2022)

Section 4 - Vacancies (revised July 2013): With the exception of the President, whose duties would be assumed by the Vice President, any vacancy on the Board of Directors may be filled by appointment by the President, subject to approval by the Board of Directors, until the next regular election. If such vacancy occurs with a remaining term of over 1 year, the election shall be for the remainder of the regular term of office. Such appointments should be made as soon as possible after the vacancy occurs.

ARTICLE VII - OFFICERS

Section 1 - President: The President shall be responsible for:

Maintaining a general oversight of the affairs of the Association.

Presiding at all meetings of this Association and of the Board of Directors.

Appointing, subject to approval by the Board of Directors, the chairperson, and members of all committees, and making other appointments deemed necessary for meeting the Purpose as outlined in this Constitution.

Seeing that all committees are functioning properly and the reports are received in a timely manner.

Serving as an ex-officio member of all committees of this Association.

Serving as a member of the Board of Directors.

Be the liaison between ADGA/AGS/CGS and the Association, informing the Association of critical matters pertaining to Nigerian Dwarfs. (Revised 2022)

Serving as a member of the Board of Directors in a limited capacity for voting purposes to ensure a quorum. (Revised 2022 via Bylaws)

Section 2 - Vice President: The Vice President shall:

Perform the duties of the President in the absence, inability or failure (as determined by the Board of Directors) of the President to act, or upon request from the President.

Serve as a member of the Board of Directors.

Serve as a member of the Board of Directors in a limited capacity for voting purposes to ensure a quorum. (Revised 2022 via Bylaws)

Section 3 - Secretary-Treasurer: The Secretary-Treasurer shall:

Be appointed, by the Board of Directors, to a term of three years, renewable at the end of the term. This appointment shall have the force of a contract, which may be broken only if:

The Secretary-Treasurer, as determined by the Board of Directors, fails to perform the duties of the office as prescribed in this Constitution and Bylaws.

The Secretary-Treasurer voluntarily resigns. In this case, the Secretary-Treasurer will be asked to hold office for no more than ninety (90) days while a successor is chosen.

The Secretary-Treasurer and the Board of Directors mutually agree to void the appointment.

Be the corresponding and recording officer of the Association and shall:

Keep a record of all memberships.

Collect all revenue due the Association and disperse any obligations of the Association and provide a detailed accounting of those transactions to the Board of Directors and Newsletter Editor on a quarterly basis.

Issue all notices of meetings.

Prepare an annual report, to be presented at the annual meeting and published in the newsletter, to include but not be limited to, the number of memberships in the Association, a summary of all financial transactions for the fiscal year, the results of the audit and a complete inventory of property of the Association.

Perform other duties that are incidental to the position or as directed by the Board of Directors.

Prepare summary of all business meetings, including how each member of the Board of Directors has voted on all motions, and shall: (Revised 2022)

Enter these minutes ~~in a well bound book~~ as a permanent record.

Exercise due diligence in preparing the minutes so that they may be correct in every detail, as far as possible.

Send a summary of all action by the Board of Directors, to the Newsletter Editor for quarterly inclusion in the next newsletter. (Revised 2022)

~~Prepare copies of the detailed minutes for distribution, at no charge, to all Members requesting the same. (Removed 2022)~~

Arrange for an audit, by a Certified Public Accountant or by a committee appointed by the Board of Directors, of all accounts and financial records of the Association at the request for the Board of Directors. A cap is placed for an audit not to exceed 10% of annual membership funds or \$2,000, whichever is less. (Revised 2022)

Not obligate the Association for any accounts, contracts or indebtedness except by action of the Board of Directors.

Maintain a permanent file of all minutes and financial records of the Association, and shall pass said files intact to his/her successor.

Be bonded if requested by the Board of Directors. The Association shall pay any bonding fees.

The Secretary-Treasurer, as determined by the Board of Directors, fails to perform the duties of the office as prescribed in this Constitution and Bylaws. (Revised 2022 via Bylaws)

The Secretary-Treasurer voluntarily resigns. In this case, the Secretary-Treasurer will be asked to hold office for no more than ninety (90) days while a successor is chosen. (Revised 2022 via Bylaws)

The Secretary-Treasurer and the Board of Directors mutually agree to void the appointment. (Revised 2022 via Bylaws)

ARTICLE VIII - MEETINGS OF THE BOARD OF DIRECTORS (Revised March, 2010)

- Section 1 - Regular Meetings (ongoing meetings) :
On-going business will be conducted through Internet discussion mailings or via other Internet-based communication applications. While normal meeting procedures and rules will be used in regard to quorums, votes, and motions, these meetings will not be "called to order" nor "adjourned." In some special emergency situations, the on-going meeting may be adjourned, with a specific date/time set for a new call to order. **Meetings shall be held electronically or at such other place as may be designated from time to time by resolution of the Board of Directors. (Revised 2022 via Bylaws)**
- Section 2 - Special Meetings: The Board may elect to have a face-to-face meeting annually. Whenever possible, this meeting will be held at a national event such as the ADGA Convention.
- Section 3 - Quorum for Meetings
A quorum shall consist of a simple majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present. In the case of online meetings, members shall be deemed to be present unless they have notified the Board of Directors or the President of their absence.
- Section 4 - Conduct of Meetings
Meetings of the Board of Directors shall be presided over by the President, or in his or her absence, the Vice President, or in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of

all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules the Board may adopt. The issue in all voting of the Board of Directors shall be determined by a simple majority of the votes cast.

Section 5 - Action Without Meeting
Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Notice of such written consent or consents will be filed with the minutes of the proceedings of the next subsequent meeting of the Board.

ARTICLE IX - MEMBERSHIP MEETINGS

Section 1 - Annual Meeting: The annual meeting of the Members shall be held each calendar year at such time and place as the Board of Directors shall designate. Notice of annual meetings shall be **given to** each Member at least **Fifteen (15)** days in advance **through publishing in the newsletter and/or on the website**. In the event the Board of Directors does not on or before January 1 of each year designate a time and place for the annual meeting to be held, the President shall designate a time and place therefore. (revised 2022)

Section 2 - Proxy Vote: The newsletter preceding the annual meeting shall contain a proxy vote for use at the annual meeting by those Members unable to attend.

Section 3 - Quorum: Ten percent (10%) of the membership as of March 31 or ten (10) Members, whichever is less, shall constitute a quorum at any meeting of Members.

ARTICLE X - COMMITTEES/SPECIAL APPOINTMENTS

Section 1 - The President, subject to approval by the Board of Directors, shall create, and appoint members to, those standing and special committees and make other special appointments as deemed necessary for the Association to achieve the Purpose as outlined in this Constitution.

ARTICLE XI - CONSTITUTIONAL AMENDMENTS

Section 1 - Petition: To amend the constitution, a petition signed by twenty percent (20%) of the membership as of March 31 or twenty (20) Members, whichever is less, or by three (3) members of the Board of Directors, must be submitted to the Secretary-Treasurer.

Section 2 - Balloting: The Secretary-Treasurer shall prepare **and notify**, within thirty (30) days from receipt of the petition to amend, to all Members eligible to vote, a ballot containing the proposed amendment(s) as well as a brief description of the advantages and disadvantages of incorporating the amendment(s). Voting shall close (all votes received) thirty (30) days following **the notice** the ballots. The ballots are to be received by the Secretary-Treasurer, or other person as designated by the Board of Directors. The results of the balloting are to be included in the next newsletter. (Revised 2022)

Section 3 - Amending the Constitution: In order to successfully amend the Constitution, a two-thirds (2/3) majority vote of all votes cast is required. All constitutional amendments are effective upon adoption, unless the amendment states otherwise.

ARTICLE XII - REDISTRICTING

Section 1 - Redistricting shall be done not more often than every five years and shall be done by the Director-at-Large and the four (4) District Directors serving as a committee. Each state in its entirety shall be placed in a given district. The membership of each district should be approximately equal to that of the other. No gerrymandering of lines shall be permitted. No Director's term shall be shortened by virtue of his residence being moved to another district in the process of redistricting, and no additional Directors shall be elected or chosen by virtue of redistricting.

ARTICLE XIII - LIABILITY (Revised September 2008)

Section 1 - The property of Members, Directors and Officers shall not be subject to the payment of Association debt to any extent whatever. This corporation will indemnify its Directors and Officers to the fullest extent allowed by law.

ARTICLE XIV - PARLIAMENTARY PROCEDURE

Section 1 - On questions of Parliamentary Procedure on which this Constitution is silent, the latest edition of Roberts Rules of Order shall govern.

ARTICLE XV - DISSOLUTION

Section 1 - Determination of Dissolution: In order for this Association to dissolve, a resolution is to be presented to the membership and requires a two-thirds (2/3) majority of all votes cast by the entire membership body.

Section 2 - Distribution of Assets: Upon dissolution of this Association, any funds remaining after all obligations of the Association are completed, shall be donated to Caprine-related charitable organizations.