

BYLAWS

of the

American Nigerian Dwarf Dairy Association

These Bylaws serve to further define and clarify the Constitution of the American Nigerian Dwarf Dairy Association, therefore the Article numbers are not consecutive, but correspond with the appropriate Article of the Constitution. Items passed by the Board of Directors after March 1, 1999, are indicated by the date approved. (Amended Feb, 2020.)

ARTICLE I - NAME

^(added 1/2010) The ANDDA name and logo is protected by copyright. Use of the logo or name by any individual or group without permission of the Board is forbidden, except that members may use the logo and name to state their membership and link back to the ANDDA website or other electronic medium set up by ANDDA (such as Facebook).

ARTICLE II - PURPOSE

The Bylaws govern the day-to-day operation of the ANDDA club and serve as the Operating Agreement. The Purpose of the Constitution will be carried out by, but not limited to:

Supporting multi-breed dairy goat registries, such as the American Goat Society and the Canadian Goat Society, that maintain herd books for the Nigerian Dwarf breed by:

Encouraging the use of their services as a registry.

Encouraging the participation in shows sanctioned by the registries.

Encouraging participation in the registries ancillary programs such as production testing and type classification programs.

Encouraging member involvement in the business of the registries.

Achieving recognition and registration of the Nigerian Dwarf breed by the American Dairy Goat Association and other multi-breed dairy goat registries that exist in the territories of operation.

Publication of an Association newsletter.

Compilation and publication of milk records and type classification scores.

Publication of articles on the breed in dairy goat related publications.

ARTICLE III - LOCATION

ANDDA will have two districts, an Eastern District and a Western District. The Eastern District is defined as the area east of the Mississippi River and the province of Ontario and east. The Western District is defined as the area west of the Mississippi River (including the whole states of Minnesota and Louisiana) and the province of Manitoba and west. For Members residing outside the United States or Canada, they will belong to the geographically closest District.

ARTICLE IV - MEMBERSHIP

The following types of membership exist within ANDDA:

Individual Membership: Secured by an individual. This is the only type of membership eligible to serve on the Board of Directors of the Association. This membership is entitled to one vote if a member within 90 days of an election.

Affiliate Membership: Secured by partnerships, corporations, institutions or organizations. This membership is entitled to one vote. No member of an affiliate membership is entitled to hold office unless that individual is also an individual Member of the Association.

Honorary Membership: A non-voting membership bestowed by the Board of Directors to individuals or organizations who have made significant contributions to the Nigerian Dwarf breed. This membership is not eligible to serve on the Board of Directors.

Youth Member is \$5.00 annually, a non-voting member, and not eligible to serve on the Board of Directors.

Annual dues for the first Individual Membership in a household or for an Affiliate Membership is \$15.00, except that dues paid between September 1 and December 31 will be \$10. Annual dues for each additional Individual Membership in the same household is \$5.00.(9/6/11)

Members joining on or after August 1 will be considered having paid dues through the following calendar year. (10/21/99)

All members should endeavor to act with honesty and integrity, including acting with ethical handling of actual or apparent conflicts of interest between personal or professional relationships.

When interacting as the Club, members should act in a courteous and professional manner, including communicating through social media

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

ARTICLE V – BOARD OF DIRECTORS

Section 1; The Club shall have five Directors consisting of one (1) Director-at-Large, and four (4) District Directors, two (2) from each of the two (2) districts, and for voting purposes the President and Vice President, collectively they shall be known as the Board of Directors.

Section 2: Directors shall be a member of good standing for at least 90 days and be at least 18 years of age to run for the Board of Directors.

Section 3: All activities and affairs of this Club shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4: It shall be the duty of the Directors to:

- A: Perform any and all duties imposed on them collectively or individually by the Articles of Incorporation or by these Bylaws;
- B: Appoint and remove, employ and discharge, and expect as otherwise provided by these Bylaws, prescribed the duties and fix the compensation, if any, of all officers, agents, and employees of the club.
- D: Meet at such times and places as required by these Bylaws.

Section 5: Each Director shall hold office for a period of two years or until his or her successor is elected and qualifies. A Director cannot hold an officer position while on the Board of Directors, but may be nominated and run for office at the conclusion of their term on the board.

Section 6: Directors shall serve without compensation, but be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payment to directors shall be approved in advance in accordance with conflict of interest policy.

Section 7: Any action of the Board of Directors may be submitted to a referendum vote of the membership at large and rescinded by a two-thirds majority of the votes cast.

Section 8: The Directors shall not be personally liable for the debts, liabilities or other obligations of the Club.

Section 9: The 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,

Section 10: District Directors shall reside in their respective districts. District Directors shall be elected by ballot of Members residing in their respective districts.

Section 11: The term of office for all elected positions to the Board of Directors, shall be for two years. Beginning with the 2020 elections, the Vice President and the District Director from each district elected with the lower number of votes, shall have a term of one year to ensure a staggered election cycle.

Section 12: Board of Directors shall observe the confidentiality of information they acquire when carrying out their duties and responsibilities.

ARTICLE VI – ELECTIONS

Voting Procedures – General

- A. Voting shall be held electronically, and allowed by only one member per membership; if voting by email, only one vote per email.
- B. Directors shall assemble immediately and vote by secret ballot to break any tie by membership.

Election of Officers and Board Members

- A. majority vote by secret ballot is necessary for the election of Board Members and Officers.

B. No two persons of the same household may be elected to the Board of Directors or Officer positions.

C No one individual shall hold more than one office at the same time.

D. If no Director is available to oversee elections, the Board of Directors may appoint an Election Chair.

ARTICLE VII – OFFICERS

The officers of the Club shall be a president, a vice president, 4 Directors of 2 from the Western district and 2 from the Eastern district, a Director at Large, and in a limited non-voting capacity an appointed Secretary/Treasurer. The President, Vice President and Director-at-Large shall be elected by ballot of the entire membership.

Any member in good standing over 90 days and over the age of 18 may serve as an officer of this club

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary.

Any vacancy caused by the death, resignation, removal, disqualification or otherwise of any office shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy.

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 in a limited capacity for voting purposes to ensure a quorum.

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 in a limited capacity for voting purposes to ensure a quorum.

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.

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

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.

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

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

Section 4 – Directors

Duties as outlined under Article V

ARTICLE VIII – MEETING OF THE BOARD OF DIRECTORS

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.

Special meetings of the Board of Directors may be called by the Chairperson of the board, The President, the Vice President, the Secretary, by any Directors.

Unless otherwise provided by these Bylaws, at least 24 hours prior notice shall be given by the secretary to each Director of each special meeting of the board.

ARTICLE IX – MEMBERSHIP MEETING

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 published in the newsletter at least 15 days before such meeting.

ARTICLE X - COMMITTEES/SPECIAL APPOINTMENTS

Special Appointments and Committee Chairs should promptly bring to the Board of Directors any material information that he or she becomes aware that affects the club and assisting the club in fulfilling its duties.

Special Appointments and Committee Chairs shall make every effort to encourage membership involvement and utilize volunteers.

Special Appointments and Committee Chairs shall handle confidential information securely.

Special Appointments and Committee Chairs shall show respect to the Board of Directors and membership.

The guidelines for committee and special appointments are:

Newsletter Editor

Edit and publish each issue of the newsletter (the number and frequency to be determined by the Board of Directors) in a timely manner. The newsletter is to be sent to all Members to inform them of the Association's activities and to serve as a vehicle for the exchange of news, useful information and helpful ideas.

Assist the Election Chairperson, when feasible, by publication of election materials

Assist the Secretary-Treasurer by publishing meeting notices, meeting minutes, financial reports and membership rosters

Public Relations Coordinator

Prepare informational and promotional material about the Nigerian Dwarf goat and the Association.

Ensure that advertising is placed in a timely manner and that handouts, brochures, membership applications, and other Association materials are available at Nigerian Dwarf shows sanctioned by multi-breed dairy goat registries, exhibits at fairs, and other opportunities to educate the public about the breed or Association.

Publications Coordinator

Solicit pictures and other information for publication in dairy goat related and general interest publications. Equal consideration should be given to all animals that qualify on the basis of show wins, production records, type classification scores and other notable accomplishments.

ADGA Project Coordinator

Responsible to serve as the liaison between the American Dairy Goat Association and ANDDA.

Election Committee

Responsible for garnering qualified nominations.

Coordinate voting ballots to send to members.

Tabulate election results and provide a detailed accounting of those results to the Board of Directors and Newsletter Editor.

Production Committee--

Responsible for the collection and publication of production records.

Responsible for special recognition for those animals achieving superior records.

All-American Committee

Responsible for the collection and publication of entries.

Responsible for special recognition for those animals achieving awards.

Youth Committee Chair

Responsible to serve as the liaison between the Youth members and the General Membership.

reports to Board before dispersing funds over \$100 or making any changes to the foundation of the program

Coordinate the oversee the Youth Committee.

Tabulate and track points for year-end recognition

Inform BOD and Newsletter of year-end award winners.

Responsible for special recognition for those animals achieving superior records.

Responsible for special recognition for those youth members achieving awards.

Collect all revenue due the Youth Membership and disperse any obligations 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 any called annual meeting and published in the newsletter, to include but not be limited to, the number of youth 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 Youth members of the Association.

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

Prepare detailed minutes of all business meetings.

ARTICLE XI - AMENDMENTS

As the Board of Directors deems necessary, these Bylaws will be amended, further clarified or repealed.