

CONSTITUTION OF THE MICHIGAN DAIRY GOAT SOCIETY

ARTICLE I. NAME

The name of this society shall be the Michigan Dairy Goat Society.

ARTICLE II. ADDRESS

The address of this Society shall be that of the Secretary or such other place as may be designated by the Board.

ARTICLE III. PURPOSE

Section A: The purpose of this Society shall be to promote and improve dairy Goats and their products and conduct all lawful business in the conduct of this purpose.

Section B: This Society shall be a non-profit corporation.

ARTICLE IV. MEMBERSHIP

Section A: Any person, firm or partnership interested in dairy goats and their products shall be eligible for membership.

Section B: Membership shall be by written application to the Treasurer accompanied by said membership dues or through the Treasurer at meetings.

Section C: Membership may be held by an individual or as a family. Children 21 years and older will be required to have their own individual membership.

Section D: Each paid membership shall be entitled to one copy of the society newsletter, one vote, and the opportunity to run for one position on the Board of Directors. Member voting and/or running for Board must be at least 18 years of age.

Section E: Membership shall be terminated by failure to pay dues.

ARTICLE V. DUES

Section A: Annual dues shall be the amount set by the Board and notice provided no less than 30 days before the annual meeting.

Section B: Membership dues are payable by or at the annual meeting.

ARTICLE VI. FISCAL YEAR

The fiscal year of this Society shall start on the day of the annual meeting and end on the day prior to the subsequent annual meeting.

ARTICLE VII. MEETINGS

Section A: Members Meetings

- 1) An annual meeting of the Society and Board shall be held at a location and time designated by the Board.
- 2) The President may call additional meetings with the approval of the Board.
- 3) Thirty days (30) notice of such meetings shall be sent by the Secretary to Society members.
- 4) A simple majority vote shall constitute a decision on resolutions presented.

Section B: Board Meetings

- 1) Meetings of the Board shall be called by the President and shall be open to Society members.
- 2) Fifteen days (15) notice of such meetings shall be sent by the Secretary to Board Members.
- 3) The Secretary shall forward minutes of the meeting to all Board members as soon as possible following the meeting.
- 4) Board members shall be expected to attend meetings of the Board. Absence of two consecutive meetings will result in removal from the Board by a two-thirds (2/3) majority vote of the remaining Board members.

Section C: Meetings of the Executive Committee shall be called by the President and are not open to the Board or Society members.

Section D: All meetings shall be conducted in accordance with Robert's Rules Of Order, revised.

ARTICLE VIII: BOARD OF DIRECTORS

Section A: The members of the Board shall be the President, Vice-President, Secretary, Treasurer, Parliamentarian, and four (4) Directors.

Section B: The Board shall have general supervision, management and direction of the property, business and interests of the Society and may from time to time create such committees as they deem necessary.

1) The Board shall appoint an Auditing Committee to audit financial records, inventory Society property and report their findings to the Board at a time prior to the annual meeting.

Section C: The Board shall interpret and enforce the provisions of the Constitution and by-laws of the Society.

Section D: The Board shall formulate by-laws as deemed necessary.

Section E: A majority of the Board shall constitute a quorum.

- 1) The Board may conduct a vote by mail, email, or phone on proposals of major importance to the Society.
 - a) Ballots shall be mailed and returned to the Secretary, Or emailed or phone solicited by the President.
 - b) If within ten (10) days by mail or 48 hours by email or phone, a majority of the votes received favor passage, the resolution shall be deemed carried; otherwise, it fails.

Section F: Any action of the Board may be submitted to a vote of the membership at large and rescinded by a two-thirds (2/3) majority of the votes cast. A petition for a referendum must be signed by one-third (1/3) of the Society members.

Section G: Vacancies occurring in any office shall be filled by individuals selected by the Board to serve until the next annual meeting.

ARTICLE IX: OFFICERS

Section A: President

- 1) The President shall preside at all meetings of the Society and of the Board.
- 2) The President shall authorize all committees not provided by the Board.

Section B: Vice-President

- 1) The Vice-President shall assume the functions of the President if for any reason the President is unable to do so.
- 2) The Vice-President shall house, hold, or keep track of all property of the Society.

Section C: Secretary

- 1) The Secretary shall carry on necessary correspondence and make proper recordings of the Society.
- 2) The Secretary shall issue all notices of meetings and execute all orders of the Board in matters concerning the office.

- 3) The Secretary shall prepare detailed minutes of the meetings of the Society and Board to be forwarded to each of the Board members as soon as possible.

Section D: Treasurer

- 1) The Treasurer shall collect all membership dues and monies owed the Society, pay all bills, keep books of account, report said details of accounts at regular meetings of the Board, and present a financial statement of the past fiscal year at the Annual Meeting.
- 2) The Treasurer shall not obligate the Society for any accounts, contracts or indebtedness except on written approval of the Board.
- 3) The Treasurer shall maintain a list of members showing their current membership status.

Section E: Parliamentarian

- 1) The Parliamentarian shall be responsible for maintaining order at business meetings according to Robert's Rules of Order, Revised.
- 2) The Parliamentarian shall be considered the final authority on such matters.
 - a) Failure to comply with the Parliamentarian's decision shall result in expulsion from the meeting.

Section F: President Ex-Officio if no longer a Board member.

- 1) The President Ex-Officio shall serve in a special advisory capacity to the President and Board.
- 2) The President Ex-Officio shall have no vote as a Board member.
- 3) The President Ex-Officio shall serve for one year following expiration of their term as President.

ARTICLE X. ELECTIONS

Section A: Nominations for Board membership shall be received from the Society members prior to or at the annual business meeting. Voting will be conducted at the annual business meeting. No proxy votes to be allowed.

Section B: Terms of all Board members shall be for two (2) years.

Section C: Nominees shall be a paid member to be eligible for election to the Board.

Section D: Officers must be Board members. Officers will be selected by the Board for a term of one (1) year. Officers may serve consecutive terms in the same position.

Section E: Officers may be removed from the office by a two-thirds (2/3) majority of all of the Board members.

Section F: Outgoing Board members shall remain in office until newly elected Board members are installed.

ARTICLE XI: LIABILITY

The property of the members of the Society and the members of the Board shall not be subject to any payment of corporate debts to any extent whatsoever.

ARTICLE XII: AMMENDMENTS

Section A: This Constitution may be amended by a two-thirds (2/3) majority vote of members voting.

Section B: Proposals to amend the Constitution may be submitted to the Board by any paid Society member. Upon approval by the Board, the proposal shall be published in the newsletter, said proposal shall be presented to the Society for a vote at the next membership meeting.

ARTICLE XIII: DEFINITION OF TERMS

- 1) "Shall" is a directive and must be performed.
- 2) "May" is a suggestive and is voluntary.
- 3) "Society" shall refer to the Michigan Dairy Goat Society
- 4) "Board" shall refer to the members of the Board of Directors.
- 5) "Executive Committee" shall refer to the President, Vice-President, Secretary, Treasurer, and Parliamentarian.

As amended and approved by a majority of the membership voting at the March 11, 2017 Annual Membership Meeting, at the Michigan State University (MSU)/Anthony Hall, Lansing, Michigan.

Respectfully Submitted,

Gwyn Schuon
MDGS Secretary
Revised 2017