

International Nubian Breeders Association Constitution

Preamble:

With the object in view of developing and promoting the Nubian breed and of cooperating in every way with all other organizations promoting dairy goats in general, we the members of the International Nubian Breeders Association do hereby adopt this Constitution as the fundamental law of the International Nubian Breeders Association.

Article I- Name:

The name of this organization shall be the International Nubian Breeders Association.

Article II – Purpose:

International Nubian Breeders Association is a non-profit organization whose purpose shall be the development and promotion of the Nubian breed; the encouragement of closer fellowship among the members through meetings, correspondence, circulation of useful information, news and ideas, and the cooperation with other organizations in the promotion and development of the Dairy Goat Industry in general.

Article III – Location:

Section 1: The home office of this association shall be the address of the current Secretary/Treasurer, or as otherwise designated by the Board of Directors.

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

Article IV – Membership:

Section 1: Any reputable individual, family or firm interested in the breeding, sale or promotion of the Nubian breed is eligible for membership upon proper application. Members agree to abide by and be bound by the Constitution and Bylaws and by the rules and regulations of this Association now in force and by 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 or President. At each Annual Meeting of the Membership, 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 conditions 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 mailed to all members at least fifteen (15) days prior to such meetings. The business transacted shall be limited to that stated in the notice.

Section 4: No Officer, Director, or Member shall sign any notes or other evidence of indebtedness in the name of the Association, unless specifically authorized to do so by action of the Board of Directors.

Article V – Board of Directors:

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

1. Upon petition to the Secretary/Treasurer, by no less than twenty-five (25) members, the proposal to revise or amend action of the Board of Directors shall be submitted to the members by mail by the Secretary/Treasurer within forty-five (45) days after the qualifications for referendum has been met.
2. The voting shall be closed thirty (30) days after the referendum has been mailed to the members.
3. Within thirty (30) days following the vote, the Board of Directors shall provide for the tabulation of the vote and declare the results. The referendum shall become effective when a favorable vote as been declared.

Section 2: The term Director, as used in this Constitution or Bylaws made pursuant to this Constitution shall be a

person who has been elected by the membership to oversee the affairs of this Association.

Section 3: The Board of Directors shall consist of the eligible number of Directors elected by the membership of this Association.

Section 4: The number of Directors shall not exceed eight (8).

Section 5: Directors shall be elected for two (2) year terms and at least four (4) Directors shall be elected each year for full terms.

Section 6: A Director must hold an individual membership in the Association and be a natural person at least twenty-one (21) years of age.

Section 7: All voting by Directors shall be by record vote so that it can be determined how each Director voted.

Section 8: Only Directors and Officers shall have the right to vote, make and second motions in meetings of the Board of Directors.

Section 9: The President shall be the Chairman of the Board of Directors and have an additional vote in case of a tie.

Section 10: The Board of Directors shall appoint a newsletter editor who will be responsible for the assembling, printing, and timely release of a quarterly newsletter.

Section 11: The Board of Directors shall appoint a webmaster who will be responsible for the design, maintenance, and timely upkeep of the INBA website and all matters pertaining to it.

Article VI – Officers:

Section 1: The officers shall supervise the business of the Association as ordered by the Board of Directors in accordance with the Constitution and Bylaws. The Officers of the Association shall be the President, the Vice-President, the Secretary/Treasurer, and such other Officers as may be authorized from time to time by the Board of Directors.

Section 2: A President, Vice-President, Secretary/Treasurer and eight (8) Directors at Large shall constitute the Board of Directors.

Section 3: The officers shall all be current members of the Club and be a natural person at least twenty-one (21) years of age.

Section 4: The term of office for all officers shall be two (2) years or until successors are elected.

Section 5: Officers shall be elected by postal ballot of the membership. Tabulation of the ballots shall be the responsibility of an Elections Committee appointed by the President. The chairperson of the Election Committee shall be charged with notifying each candidate of his election at least four weeks prior to the Annual Meeting. All ballots and ballot materials will be brought to the Annual Meeting.

Article VII – Committees:

Section 1: The President shall create those Standing and Special Committees necessary for the orderly operation and progress of this Association.

Article VIII – Audit:

Section 1: The accounts of this Association, previous to each annual meeting, shall be audited by an Auditing Committee appointed by the President. Such audit shall include an inventory of all property belonging to the Association, and such audit and inventory shall be printed in an issue of the newsletter of this Association.

Article IX – Liability:

Section 1: The property of Members, Directors, and Officers shall not be subject to the payment of association debts to any extent whatsoever.

Article X – Amendments:

Section 1: This constitution may be proposed to be amended, by petition, submitted in writing to the Secretary/Treasurer, signed by not less than four (4) Directors or fifteen (15) members in good standing. When an amendment has been proposed, it shall be submitted to the Standing Committee on Constitution and Bylaws for examination and approval as to form and legality. If this Constitution and Bylaws Committee does not submit its approval within sixty (60) days after submission, the proposed amendment shall be deemed approved as to form and legality. If disapproved, the specific reasons for such shall be given in writing at the time of notification to the Secretary/Treasurer who shall make them available to the petitioning parties. If approved, the Secretary/Treasurer shall prepare a ballot to be included in the next Newsletter and voting shall be closed thirty (30) days after said mailing. The President shall appoint a committee for the purpose of tabulation and announcing the results.

Section 2: This Constitution may be amended by a two-thirds (2/3) vote of all votes cast.

Article XI – Complaints:

Section 1. The rules and procedure for complaints shall be uniformly enforced by the Board of Directors.

Section 2. A complaint is commenced by submission of a written statement containing the following information: a. Name of the Respondent (can be an individual member, INBA committee or the Board of Directors); b. Date of the alleged infraction; c. A brief statement of the facts giving rise to the complaint with specific references to the section of the constitution or bylaws implicated; d. Payment of a filing fee of \$15.00.

Section 3. The complaint should be addressed to the President who will thereafter notify the Respondent, in writing, of the nature of the complaint with ten (10) days of receipt, with copy to the Board of Directors.

Section 4. The Respondent shall have ten (10) days from receipt to file a response in writing. A Copy of the response should be provided to the Complainant and the Board of Directors.

Section 5. The President shall appoint a member of the Board of Directors who has no personal knowledge of the situation to sit as a Complaint Hearing Officer.

Section 6. If necessary, the Hearing Officer can request further information in writing from the Complainant and Respondent who shall respond within the time requested, not to exceed ten (10) days. Failure to respond will be treated as abandonment of a claim or defense to the charge.

Section 7. The Hearing Officer will conduct a telephonic hearing in which either party can present its witnesses and evidence. The Hearing Officer will close the receipt of evidence at least ten (10) days prior to the hearing and produce copies of the evidence submitted to the opposing party. The Hearing Officer will submit a written recommendation to the Board of Directors, including the assessment of costs, no later than 15 days after the record has been deemed complete. At the same time, the written recommendation will be submitted to the Complainant and Respondent who will have five (5) days to respond to the proposed recommendation. Failure to respond will be considered as an acceptance of the recommendation.

Section 8. Should either party contest the written recommendations, the recommendations will be presented to the whole Board for a review of the record. The Board shall have the authority to accept, reject or modify the recommendations but will not take additional testimony or consider additional evidence.

Section 9. During the investigation of a complaint, the Respondent shall maintain all privileges of membership.

Section 10. The Board shall have the authority to impose reasonable sanctions up to an including temporary or permanent suspension of privileges and expulsion from the Organization.

Section 11. The Board will have the additional authority to impose the actual cost of the complaint against the non prevailing party if the matter proceeds beyond the Hearing Officer level.

Article XII – Procedures:

Section 1: The issue in all voting shall be determined by a majority of the votes cast, unless specifically provided otherwise.

Section 2: On all questions of Parliamentary Procedure, Robert's Rules of Order shall govern.

Article XIII – Dissolution:

In the event of the dissolution of the International Nubian Breeders Association, the Board shall select and donate any remaining monies to a non-profit organization whose main purpose is the benefit of the dairy goat industry.

International Nubian Breeders Association Bylaws

Article I – Membership:

Section 1: Application for membership shall be addressed to the Secretary/Treasurer and shall be accompanied with payment of the annual dues. Application shall be made in writing in the form and manner prescribed by the Association.

Section 2: Application for membership shall be addressed to the Secretary/Treasurer and shall be accompanied by the annual dues. The application shall be in accordance with the rules as established by the Board of Directors.

Section 3: Annual dues shall be determined by the Board of Directors and shall be printed and made available in advertisements of the Association. The Board of Directors should be prepared to advise the membership of the projected financial status of the club for the coming year, and of any needed changes in rates for dues or other services.

Section 4: The membership year shall be from October 1st through September 30th. Dues of members unpaid on January 1st and due since October 1st shall be considered in arrears and membership shall lapse. Whenever a new applicant pays his dues prior to June 30th of the year in which he makes application for membership, he shall be credited with payment of dues up to and including the last day of October of the year in which he makes application. Whenever a new applicant pays his dues after June 30th of the year in which he makes application for membership, he shall be credited with payment of dues for the remainder of the current year and the following year. Membership rights begin upon receipt of dues.

Section 5: In the event that the Board of Directors does not, on or before March 1 of any year, designate a place for the Annual Meeting of the Membership to be held, the President shall designate a place within sixty (60) days.

Section 6: The Secretary/Treasurer shall send to each member a notice of the place, day and hour of each Annual Meeting. Such notice shall be mailed or delivered to the members in the newsletter of this Association, in the event of a regular meeting. In the event of a special meeting, notification shall be fifteen (15) days before the time at which the meeting is to be held. If notice is mailed to the last known place of business or residence of any member, such mailing shall constitute proper notice under this section.

Section 7: At any meeting of the membership, twenty-five (25) members must be present in person in order to constitute a quorum for the transaction of business, but the members present at any meeting, although less than a quorum, may adjourn the meeting from time to time to some other day or hour.

Section 8: Only new and renewing memberships paid on or before March 1 of the current year will be eligible to vote in elections or special votes for that year.

Article II – Board of Directors:

Section 1: The Board of Directors shall consist of the eligible number of Directors as set forth by the Constitution, and the current officers.

Section 2: The Board of Directors shall have general supervision of the property and business of the club: the President shall be Chair of the Board of Directors.

Section 3: The Directors at Large shall have the responsibility of supervising the progress of various committees throughout the year.

Article III – Methods of Elections:

Section 1: At least four (4) months before the date of the Annual Meeting, the President shall appoint an Election Committee of three (3) members. This committee will be responsible for ensuring that a nomination form is included in the 2nd quarter newsletter for members to nominate their choices for officers. *Online nominations through the INBA website are also accepted. Logged in INBA members have the ability to submit a nomination form online, where it is stored in the INBA website database and sent to a separate email box where it is kept secret until nominations are closed and the election committee is ready to tally the results. At that time, the password for the email box will be released to the chair of the election committee. Only one (and the first) submission from each member is counted. For a family membership (two votes), each family member must have their own INBA online account and submit the nomination form under that account online.* This committee shall also make necessary investigations to ensure the

nominated candidates will accept the office if elected. The final ballot will include the two nominees with the highest number of nominations for each open position, and a space for write-in candidates. If any nominated person declines the nomination, the Election Chair shall contact the next person nominated, in order of nominations from highest to lowest.

Section 2: The Election Committee shall prepare the ballot for mailing to the membership, and the final ballot must be returned to the election chair postmarked on or before the second Friday of September. The ballot may be mailed in conjunction with an issue of the newsletter or separately. The ballot will be two-part, with a signature stub that is to be signed and detached, then mailed along with the sealed ballot to the Election Chair. The Election Chair will, upon receipt, verify the signature stub with the current membership list and attach the signature stub to the mailing envelope. The sealed ballot will be deposited in a separate receptacle until tabulation. The Election Chair will be charged with ensuring that the ballots remain unopened until the time of tabulation. *For online voting, the same process applies as with nominations. The ballot can be accessed through the logged in member's account and filled out and submitted only once. Only one (and the first) submission from each member is counted. For a family membership (two votes), each family member must have their own INBA online account and submit the election ballot under that account online. The procedure for storing and tallying the votes is the same as in Section 1 above. Abuse of any of the online voting procedures by a member (submitting multiple votes outside of the limits of their membership, abusing the submission process, etc) could result in that member's online account being suspended by the board of directors.*

Section 3: The tabulations of the sealed election ballots shall be undertaken by the Election Committee. The ballots will then be sent to the annual meeting. The total voting results shall be made available in the next newsletter of the Association and on the INBA website.

Section 4: Duties of the new officers shall be assumed following the completion of the old business portion of the annual meeting.

Section 5: Any Director or Officer may be recalled by petition of a two-thirds (2/3) vote of the membership with the right to vote thereon.

Article IV – Officers:

Section 1: The President

- a. The President shall maintain general oversight and direction of the affairs of the club, subject to the Constitution and Bylaws of the Association, and subject, further, to the right of the Directors to delegate any specific powers to any other officer or officers of the Association, except as may be by statute exclusively conferred on the President. He shall preside at all meetings of Membership and shall report to the members and make suggestions that he may deem advisable.
- b. The President may vote in the event of a tie, said vote being in addition to his regular vote as member. In votes of the Board of Directors, the President shall only vote in the event of a tie.
- c. The President, upon receiving a request from a Director to submit to the Directors a proposition, will detail the subject matter, mailing a copy to each member of the Board of Directors who will cast his vote for or against the subject being considered; each Director will return his vote within fifteen (15) days. The President, within fifteen (15) days following, will inform each Director of the results, giving the total votes cast for, as well as against, the proposition. After giving the Directors advice as to the result of the voting the President shall declare the result and forward all papers to the Secretary/Treasurer who shall make proper notes in the records. Votes mailed after the fifteen (15) days time limit has expired are void and no effect.
- d. The President may present propositions pertaining to administrative policy to the Board of Directors, or to the members, by separate mailing or through the newsletter of this Association.

Section 2: The Vice-President shall, in the failure, absence or inability of the President, perform the duties required of President and such other duties imposed upon him by the Board of Directors.

Section 3: The Secretary/Treasurer shall conduct the business of the organization according to the direction of the Board of Directors. He shall:

- a. Maintain correct records of all meetings and handle all necessary reports and correspondence.
- b. Sign and issue all certificates of membership and maintain accurate records of members, addresses, and dues accounts.
- c. Send current yearly membership list to the newsletter editor to be published in the newsletter issue #1, and an updated quarterly report to be published in the newsletter issues #2, 3, and 4.

- d. Handle all funds and pay all bills duly passed by the Board of Directors.
- e. Keep accurate account of all income and expense of the club.
- f. Give financial report at each annual meeting and each newsletter.
- g. Notify each member who has not paid his annual dues by January 1st and due since October 1st that his membership shall be considered in arrears and shall accorded thereafter none of the privileges of membership, until dues are paid in full.

Section 4: In the event that a vacancy occurs in the office of President, the Vice-President shall assume the duties of that office for the remainder of the term. Any other vacancies occurring in the Board of Directors shall be filled by appointment by the President for the remainder of the term subject to approval by the Board of Directors.

Article V – Standing Committees:

Section 1: All Standing Committees operate under the direction of the Board of Directors.

Section 2: The Standing Committees of this association are as follows:

All American: This program is a way of recognizing those Nubians who have proven their excellence in the show ring. Two animals in each age class or special classes are chosen as All American and Reserve All American winners by a panel of three judges, based on a point system.

Breed Standard: This committee will serve as the coordinating and screening committee for any suggested changed or additions to the Nubian breed standards before presentation to the Board of Directors. The committee may also propose such changes or additions to breed standards as may seem required.

Breeder of Excellence: The INBA Breeder of Excellence award should be given to a living breeder who has made a significant contribution to the Nubian breed as a whole. The Award is an acknowledgment of a superior breeding program in a herd whose genetic dominance has been duplicated consistently in many herds over many generations. These animals have been proven through the participation in the various programs such as Linear Appraisal, DHIR testing (milk production), and National, State, and local show awards. The INBA Breeder of Excellence award is given in gratitude to the dedicated Nubian breeder who continually offers the very best in the Nubian breed. Nominations may come from the committee or from an INBA member.

Constitution and Bylaws: This committee will propose amendments and additions to the Constitution and Bylaws not under the jurisdiction of other committees. It will approve as to form all proposed amendments to the Constitution and upon request, review as to form all proposed amendments and additions to the Bylaws.

Elections: The Election Committee will be charged with handling the election process annually following the rules outlined in the Bylaws, Article III, Methods of Election.

Fundraising: This committee is responsible for devising ways and means of accumulating funds to help defray costs for INBA. The committee may accept donations of various sorts to be used in the fundraising efforts. The funds raised are will appear on the financial statements as a separate line item under "Income".

Merit and Awards: The Merit and Awards Committee's purpose is to provide INBA members with a specific program with which to spotlight the Nubians who excel in either type or milk production. Information on the program should be published in each issue of the INBA newsletter, along with the name and address of the chair of the program to whom all applicants submit the requested information listed in the program rules in order to qualify.

Publicity: Identify and develop projects and activities to enhance the Nubian breed. Recruit new breeders and encourage participation in INBA programs. Generate news releases to publications regarding INBA and INBA members, as well as coordinating with other committees in promotion.

Specialty Shows: The Specialty Committee will award two (2) specialty shows for each ADGA district annually. These must be ADGA sanctioned non-restricted shows. The application and review process will follow the guidelines in the program rules. INBA will provide awards for each show.

Article VI – Special Committees:

Section 1: The President shall create any special committees needed for the orderly operation and progress of the Association. These may also include special task forces.

Article VII – Newsletter:

Section 1: A quarterly newsletter will be published and mailed in the months of February, May, August, and November. Deadline for submitted information will be the 15th of the month preceding publication. The newsletter will be mailed to all current members in good standing.

Article VIII – Website:

Section 1: A website will be maintained for the purpose of disseminating INBA information. The website is to be kept updated regularly, and maintained by the current webmaster.

Article IX – Rates:

Section 1: The rates for a single membership in INBA are ten (10) U.S. dollars annually.

Article X – Grandfather Clause:

Section 1: All rules and regulations now in effect, and not changed by, or in conflict with, the Constitution of these Bylaws shall remain in effect until changed by the Board of Directors.