

**CONSTITUTION AND BYLAWS  
OF THE  
SAN CLEMENTE ISLAND GOAT BREEDERS ASSOCIATION (SCIGBA)**

**Article I**

**Title, Objects, Location**

Section 1.1 Title

The Association shall be known as the San Clemente Island Goat Breeders Association, Inc., hereinafter referred to as "SCIGBA", and shall at all times be operated and conducted as a non-profit corporation in accordance with the laws of the Commonwealth of Virginia providing for such organizations and by which it shall acquire all such rights as granted to associations of this kind.

Section 1.2 Objects

The mission of the SCIGBA is to promote the San Clemente Island Goat as a viable multipurpose goat while preserving the historical traits of the island goat and the unique genetic diversity.

This includes but is not limited to:

- 1) Guarding the purity of the San Clemente Island Goat breed;
- 2) Retaining pedigree records of all animals that qualify as San Clemente Island Goats under the Association's set of guidelines;
- 3) Providing technical support and opportunity for collaboration to San Clemente Island Goat growers and breeders to further the breed's purity, conservation, and attract new breeders; and
- 4) Exhibiting livestock and educating the public in order to promote interest in the San Clemente Island Goat.

Section 1.3 Principal Place of Business

The principal place of business for the SCIGBA shall be in the state, or North America, as designated by the Board of Directors, but its members or officers may be residents of any state, territory or country. Business may be carried on at any place convenient to such members or officials that may be participating.

Section 1.4 Location of Headquarters

The Corporate Headquarters must be located within the boundaries of the United States.

The Association's records will be stored at the Association's registered office at the address on file with the Virginia State Corporation Commission or by electronic file storage system maintained by the Association.

## **Article II**

### **Membership, Meetings, and Voting**

#### Section 2.1 Membership

##### A. Classes of Membership.

The Board of Directors has the authority to establish and define classes of voting and non-voting membership, and these classes may be changed from time to time. Each herd is allowed to be represented exclusively by a single Voting Member under which all goats from that herd will be registered. Any person who subscribes to the purposes, objectives and policies of the SCIGBA and meets the requirements set forth in these Bylaws may become a member of the SCIGBA. Eligibility for membership shall be determined at the time of the initial application and subsequently when the membership is renewed. All members agree to abide by the rules and regulations of the Association and these Bylaws or by rules and regulations and Bylaws as may hereafter be determined by amendment or by resolution of the Board. The SCIGBA will have the following classes of membership:

##### 1. Voting Members

Each Voting Member who wishes to be involved with the SCIGBA, meets the eligibility requirements and pays the annual dues of membership will be considered a member in "good standing" who enjoys all benefits of membership, is allowed 1 vote, and is allowed 1 person eligible to hold office in the SCIGBA. A person can have only one Voting Membership, or control the vote of a farm, household, corporation or partnership's Voting Membership, at any time. Voting members are: Active Members, Lifetime Members, Herd Manager Members, and Sponsored Members.

##### a. Active Member

Any individual who is 18 years of age or older, family household, corporation, or partnership located in the United States or Canada who owns or breeds San Clemente Island Goats is eligible to become an Active Member.

##### b. Lifetime Member

A Lifetime Member will be considered an Active member, with all rights thereof, for the time period they own or breed San Clemente Island Goats. If at some period in time they no longer own or breed San Clemente Island Goats, their membership will convert to "Honorary Lifetime Member" with all rights thereof a non-voting member. At any future time they resume ownership or breeding of San Clemente Island Goats, their membership will be reverted back and Active Member rights restored.

c. Herd Manager Member

Any individual who is 18 years of age or older, family household, corporation, or partnership located in North America who manages and breeds San Clemente Island Goats is eligible to become a Herd Manager Member. Herd Manager Members do not own the goats being managed, yet make all management decisions regarding the herd as a whole as well as the individual goats. Herd Manager Members must live in the vicinity of the herd being managed, must visit the herd at least twice a week, must be responsible for all decisions made regarding breeding and herd management, and must be responsible for all registrations and herd data submitted to the SCIGBA as in these Bylaws.

d. Sponsored Member

Any individual who is 18 years of age or older, family household, corporation, or partnership located in the United States or Canada who owns or breeds San Clemente Island Goats and not currently a member of the SCIGBA is eligible to become a Sponsored Member when their membership fee is paid for by a current SCIGBA member. One is eligible for a Sponsored Membership one time and for one year only.

2. Non Voting Members

Non-Voting Members who wish to be involved with the SCIGBA meet the eligibility requirements and pay the annual dues of membership will be considered a member in “good standing” who enjoys the benefits of membership. Non-Voting Members are welcome to attend SCIGBA meetings but will have no voting rights and are not eligible to hold office.

a. Junior Member

Any individual under the age of 18 years old and located in North America who owns or breeds San Clemente Island Goats is eligible to become a Junior Member. Junior Members in good standing may register San Clemente Island Goats. The fee for the Junior Member is one half the costs for Active Membership until the Junior Member reaches 18 years of age. Junior Members may not receive a lifetime membership. Junior Members must have their own herd prefix if they are a member of an existing Active Member family. Junior Members must enforce all registry and herd management practices on their goats as a separate and distinct herd from the Active Member family’s herd.

b. Honorary Member

Any individual, family household, corporation, or partnership who has made an outstanding contribution to the establishment of the San Clemente Island Goat breed in North America, upon nomination and election by the Board, may become an honorary member. Honorary Members may not register San Clemente Island Goats with SCIGBA unless sanctioned by the board.

B. San Clemente Island Goat Breeder Code of Ethics

Members in “good standing” will pledge to uphold the SCIGBA Breeder Code of Ethics developed by the SCIGBA as part of their membership. Members will sign the Breeder Code of

Ethics at the time of Membership/Renewal and a record will be kept by the Secretary. Members found to be in violation may be subject to sanctions, expulsions, etc. as provided herein.

#### C. Application for Membership

Application for membership may be made by submitting to the Membership Director of the Association an application in the form prescribed by the Board of Directors, accompanied by the established membership fees.

#### D. Goat Registration

All goats belonging to a member shall be registered under a single herd name unless they are owned by a corporation or partnership. In the cases of a corporation or partnership, an agreement shall be placed on file with the current Membership Director at the time of the herd's formation.

#### E. Who is Entitled to Vote

Only active, lifetime, and herd manager members shall be entitled to vote upon any matter submitted to a vote of the membership.

1. Each member shall only have one (1) vote.

2. Corporations or partnerships shall designate in writing, an individual officer, director, or member that shall exercise the rights on the behalf of that corporation or partnership, the rights and privileges of such membership, including the right to vote and hold office. Corporations or partnerships shall have only one (1) vote.

3. Family households are entitled to only one (1) vote.

#### F. Acceptance of Applications for Membership

The Board of Directors shall have the power to accept or reject applications for membership, fix membership fees, and establish Rules and Regulations covering the rights and privileges of members, consistent with the provisions of these Bylaws.

#### G. Membership Certificates

The Board of Directors may provide for the issuance of a Certificate to the member evidencing membership in the Association.

#### H. Cessation of Membership

Membership in the Association shall cease upon death, resignation, failure to pay dues, or expulsion of the member, except as may otherwise be provided in the Rules and Regulations of the Association.

#### I. Membership Transference

Membership is not transferable.

#### J. Membership Dues

The Board of Directors will determine the annual dues owed by members, and these dues may be changed from time to time. The Board of Directors will publish the costs of the dues on an annual basis to all members and prospective members. "Good standing" and continued voting membership is contingent upon being current on payment of dues. Failure to pay will subject members to removal after 30 days unless special arrangements are made with the Board.

### Section 2.2 Meetings of Members

#### A. Membership Entitled to Notice of Meeting

The record date for tabulating who the voting members are at the time of a voting members meeting will be 15 calendar days before the meeting. All members in good standing as of this date will be members entitled to notice of the meeting and entitled to vote at the meeting. The Board will maintain an alphabetical list of member names with addresses who are entitled to receive a notice and vote. This list will be approved and adopted by the Board of Directors as the official membership roster for providing notices for that particular meeting. The same list will be available at the meeting and used for voting member verification.

#### B. Notice of Meeting

Written notice, including the date, time, and place of the meeting, will be provided to each member listed on the official membership roll, at least 10 calendar days but no more than 60 days in advance of a member meeting. This notice will be given personally, by mail, e-mail, telephone, facsimile or other reasonable method.

1. The SCIGBA will solicit consent from members to receive notices and ballots by electronic communication. The SCIGBA will use the contact information provided by the member when delivering notices or ballots.

#### C. Annual Member Meetings

An annual meeting will take place each Fiscal Year, the specific date, time, and location of which will be designated by the Board. The Annual meeting may be held by Teleconference. The annual meeting will be held for the purpose of electing the Board of Directors, as well as the consideration of any other business that may be properly brought before the Board. There will be a report on the activities and financial condition of the Association at the meeting.

#### D. Special Member Meetings

Special meetings of the members may be called by the President of the Board, a simple majority of the Board of Directors, or a petition signed by 50 individuals or 10% of the members entitled to vote, whichever is less. Business transacted at a special meeting is limited to the purposes specifically stated within the written meeting notice. No other business may be conducted.

#### E. Participation by Remote Communication

Any member meeting, including annual or special meetings, may be held in whole or in part by means of remote communication. When one or more members participate by means of remote communication, the SCIGBA will implement reasonable measures to:

1. Verify that each person deemed present and entitled to vote at the meeting by means of remote communication is in fact a member; and,
2. Provide each member participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to:
  - a. Read or hear the proceedings of the meeting substantially concurrently with those proceedings;
  - b. If allowed by the procedures governing the meeting, have the member's remarks heard or read by other participants in the meeting substantially concurrently with the making of those remarks; and
  - c. If otherwise entitled, vote on matters submitted to the members.

#### F. Member Quorum

A quorum of the members is 10% of the members entitled to vote at that meeting. If a quorum is not present, the meeting may be adjourned and recalled with 5 days' written notice provided prior to the new date.

#### G. Member Voting

All issues to be voted upon will be decided by a simple majority of those present at the meeting in which the vote takes place unless otherwise specified in these Bylaws. All eligible voters may cast 1 vote. Voting may be done in writing to the Board within the specified time if the member is unable to attend. Voting by proxy is NOT permitted. The following decisions in all cases require approval of the voting membership:

1. Election of Directors;
2. Election of Principal Officers;
3. Major Policy changes as requested by the Board.

#### H. Member Meeting Procedures

All questions of order with respect to any member meeting will be resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in such another orderly manner that is deemed appropriate by the President.

#### I. Member Meeting Decorum

The SCIGBA will follow best and lawful practices for conducting business at member meetings. The Board of Directors will exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the President has the authority to remove a participant from the meeting.

#### J. Unanimous Action Without a Meeting

Any action required or permitted to be taken at a member meeting may be taken without a meeting but by written action signed, or consented to by authenticated electronic communication (i.e. votes by email, online, fax, etc.), by all of the members entitled to vote on that action. The written action is effective when it has been signed or consented to by all of those members unless a different effective time is provided in the written action.

#### K. Action by Ballot

Any action that may be taken at a regular or special meeting of the members may be taken without a meeting, if the SCIGBA delivers a ballot to every member entitled to vote on the matter.

L. In the case of no nominations being presented for a board member position, the board shall have the right to fill that position as deemed necessary.

### **Article III Directors**

#### Section 3.1 Government

##### A. Number and Qualifications

The Board of Directors shall govern the business and property of the Association. There shall be no less than five (5) or more than nine (9) Directors, as established from time to time by the Board, or by majority vote of the members at any annual or special meeting.

The initial Board of Directors shall consist of eight (8) Directors: four (4) of officers and four (4) directors at large. Three of whom are to serve for three year terms; three of whom are to serve for two-year terms; and, two of whom are to serve for one-year terms, with such terms to be determined by the initial Board of Directors.

Each Director shall be a voting member of the Association for at least one year.

Each Farm, Organization, Corporation, Partnership, or registered herd may only be represented on the Board by one person at a time.

#### B. Governing Powers

The Board of Directors will have all the duties and powers necessary and appropriate for the overall direction of the SCIGBA, including but not limited to the following:

1. Performance of any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, these Bylaws, or other written policies and procedures of the SCIGBA.
2. Appointment and removal of Directors and set their compensation (if any) subject to the limitations of these Bylaws.
3. Employ and discharge, fix compensation for and prescribe duties and powers for all Officers, agents, employees, independent contractors, of the SCIGBA.
4. Manage and oversee the affairs and activities of the SCIGBA, and setting policies and procedures.
5. Enter into contracts, leases, or other agreements which are, in the judgment of the Board, necessary or desirable to obtain the purposes of promoting the interests of the SCIGBA.
6. Acquire, manage, improve, encumber, leverage or dispose of real or personal property, through any lawful method.
7. Oversee the participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.
8. Indemnify the Directors, officers, agents, employees, or independent contractors for liability alleged against or incurred by persons in this capacity or arising out of the person's status, or obtain insurance for these purposes.
9. Uphold the Bylaws, Policies and Procedures of the SCIGBA.
10. Report and update their mailing address with the Secretary of the Association, and receive Association notices at that address. Directors are required to confirm or update their contact information prior to the annual meeting, which also confirms that they are still active breeders.

#### C. Board Terms

All Directors will serve a three-year term. There will be staggered terms of office, and there will be no limitation on the number of terms a Director may serve.



## Section 3.2 Election

### A. Date of Election

Elections will be held on the date of each fiscal year as designated by the Board. Elections for members of the Board of Directors will be conducted at the annual meeting or by written action signed, or consented to by authenticated electronic communication by all of the members entitled to vote on that action.

### B. Nomination Notice

At least 45 days before the designated date or annual meeting the Secretary will send all voting members correspondence informing them of director and/or other volunteer positions that are opening including a request for nominations to be submitted within 30 days. Qualified voting members interested in seeking election or reelection will submit a resume or other indication of interest to the Board of Directors.

No less than fourteen (14) days before the membership vote, the Board of Directors shall notify each member listed on the official membership roll about the nominees and their resumes or other indication of interests which will be approximately 200 words. This notice will be given personally, by mail, e-mail, telephone, facsimile or other reasonable method to the members eligible to vote at that date. If there are fewer nominations than there are open seats on the Board, an election will not be held and the nominees presented will be seated.

Only persons nominated as candidates via this process will be eligible for election at the annual meeting. Nominations from the floor will not be permitted. If a potential Director will cease to be a voting member midway through his / her term, that Director, if elected, will not be permitted to finish his / her term as Director

### C. Election

An election will be held at the annual meeting. Outgoing Directors will hold office until their successors have been elected and qualified.

### D. Ballot

The election will be conducted by written ballot by those present and qualified to vote. In the event the annual meeting is conducted through remote communication, the election will be conducted by electronic written ballot utilizing a CPA firm, attorney, or other non-related organization chosen by the Board of Directors.

### E. Votes Required

Each candidate must secure the highest number of votes cast in order to be considered elected (a plurality is required; a majority is not).

### F. Tie Vote

Should a tie vote occur, the two candidates shall be consulted by the Board to determine if one is willing to cede the position to the other. If neither candidate is willing to cede to the other, the

Board shall then vote to break the tie. The candidate receiving the majority of the votes cast by the Board will thereby be chosen as the Director.

#### G. Recount

At the annual meeting, any candidate may call for an immediate recount after the reading of the results. The results after the recount are final.

#### ~~Section 3.3 Geographic Distribution~~

~~Directors need not be citizens or residents of the United States of America. It is declared to be the policy of the Association to have the various areas in which San Clemente Island Goats are bred fairly represented on the Board of Directors, and it is hereby provided that no more than three (3) Directors may be residents of the same region/district as set forth by the Board of Directors. In this instance, the term residence is defined as the region/district in which the headquarters of a particular goat operation is located.~~

*This section is currently waived and should be reimplemented at which time the number of voting members in the association makes it feasible.*

#### Section 3.4 Vacancy

##### A. Resignation

A Director may resign or request a leave of absence at any time by giving written notice to the Secretary. Notice may be electronic. The resignation or request for leave of absence may be deemed effective immediately without formal acceptance. If a resignation is effective at a later date, the Board may fill the pending vacancy with an interim Director before the effective date and the new Director will be seated on the effective date. If less than 3 Directors will remain after the resignation or leave of absence, the Director may not leave their position until a successor is elected to maintain the legal minimum number of Directors.

##### B. Leaves and Absences

A Director on leave will be considered an inactive member of the Board of Directors and will not have a vote.

##### C. Termination or Removal

Any Director may be removed for just cause, including excess unexcused absences, by an affirmative vote of at least 51% of the remaining Directors. The matter of removal may be acted upon at any meeting of the Board of Directors. A successive interim Director may then be elected to fill the vacancy created until the next annual election.

#### 8. Board Vacancies

Vacancies in the Board of Directors mid-term will be filled with an interim Director by a vote of the majority of the remaining Directors. The interim Director will serve the remainder of the term that is being filled.

### Section 3.5 Rules and Regulations

The Board of Directors shall have the power to establish Rules and Regulations for the conduct of the members of the Association and for the conduct of the affairs of the Association consistent with the provisions of these Bylaws.

### Section 3.6 Committees

The Board of Directors may from time to time appoint standing or special committees which may include non members. Standing or special committees appointed by the Board of Directors shall be charged with and limited to such responsibilities as the Board of Directors shall set forth by resolution.

### Section 3.7 Regular Meetings of The Board of Directors

#### A. Quarterly Board Meetings

The board will meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance. Regular meetings may occur through remote communication, if desired. Board members may appear by phone, virtually, or in person.

### Section 3.8 Special Meetings of the Board of Directors

Special meetings of the Board of Directors shall be held whenever called by direction of the President or by one-third (1/3rd) of the Directors in office.

The Secretary shall give notice of each special meeting personally, by mail, email, telephone, facsimile or other reasonable method to each Director at least ten (10) days before the meeting; but any Director may waive such notice. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

### Section 3.9 Quorum

A majority of the whole number of Directors shall constitute a quorum at any meeting. In the absence of a quorum, a lesser number may adjourn any meeting from time to time, and the meeting may be held as adjourned, without further notice, if a quorum is obtained.

### Section 3.10 Compensation

No compensation will be paid to Directors of the SCIGBA for their services, time, and efforts as Directors. Directors, however, may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties.

### Section 3.11 Board Meeting Notices

Written notices, including the date, time, and place of the meeting, will be provided to each Director at least 14 calendar days in advance of a meeting. Notice will not be provided more than 60 calendar days in advance of a meeting. This notice may be given personally, by mail, e-mail, telephone, or facsimile.

### Section 3.12 Board Voting

During Board meetings, all matters will be decided by a simple majority vote of the Directors.

### Section 3.13 Proxies

Voting by proxy will NOT be permitted in meetings of the Board of Directors.

### Section 3.14 Private Entity – Open Meetings Not Required

The SCIGBA is a private entity not subject to open meetings law and government data practices. The SCIGBA may hold its meetings open to the public from time to time, if desired.

### Section 3.15 Board Meeting Decorum

The SCIGBA will follow best and lawful practices for conducting business at member meetings. The Board of Directors will exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the President has the authority to remove a participant from the meeting.

### Section 3.16 Action Without A Meeting

Any action, which may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Directors or all of the members of the committee entitled to vote thereon. Members of the Board of Directors may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment, by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

### Section 3.12 Action by the Board of Directors

Any action of the Board of Directors may be taken at a meeting to which a quorum is in attendance, at a conference call to which a quorum is in attendance, or by any other electronic means agreed upon by the Directors. Action taken at a meeting, conference call, or by electronic means will be decided by a majority vote. If action is to be taken electronically all matters must be discussed by the Board for a minimum of three days (72 hours). At the end of the three-day discussion period, and assuming a motion and second have been made, the Board must be notified electronically of the motion and given a minimum of two days (48 hours) to cast their vote. If a Director fails to cast an electronic vote within two days said Director will be counted as a null vote and the votes actually cast will decide the issue.

## **Article IV Officers**

### Section 4.1 Principal Officers

The Principal Officers of the Association shall be the President, Vice-President, Secretary, and Treasurer. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board will prescribe.

Principal Officers will be voting members of the SCIGBA Board of Directors. As such, they must adhere to all policies and procedures outlined in Article III of these bylaws unless otherwise stated.

### Section 4.2 Officer Terms

All Officers will serve three-year terms. There will be no limit to the number of terms an Officer may serve; however, in the case of the Treasurer, the Treasurer may serve only up to two consecutive terms. After serving two consecutive terms, the Treasurer must take at least one term off from the Treasurer position before being considered for another term as Treasurer.

### Section 4.3 Officer Duties

The officers of the board will consist of a President, Vice-Presidents if desired, Secretary and Treasurer. Their duties are as follows:

#### A. President

The President shall be the Chief Executive Officer of the Association, and shall preside at all meetings of the Board of Directors and members; shall be ex-officio member of all committees; shall maintain general supervision of the affairs of the Association; shall see that the Bylaws and Rules and Regulations of the Association are enforced; shall have a vote in all matters set before the Board of Directors. The President may sign any contracts, leases, or other agreements which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or

executed. In case of a tie the President's vote will determine the outcome of the vote; and, shall perform such other duties as may be prescribed by the Board of Directors.

#### B. Vice-President

In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President in order of their seniority, shall have the power and shall perform the duties of the President, and shall perform such duties as may be prescribed by the President and by the Board of Directors.

#### C. Secretary

The Secretary shall keep or cause to be kept minutes of the meetings of the Board of Directors of the Association, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal, if any, of the Association, be responsible for authenticating records of the Association, keep a register of the mailing address of each director and in general, shall perform such duties as directed by the President and by the Board of Directors. All secretarial records must be added to the Association's permanent records at the end of each year.

The Secretary will also serve as the Membership Director keeping and maintaining a current list of members and their contact information and make this available for Notice of Meetings and for communications within the SCIGBA, such as Newsletters, etc.

#### D. Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the business transactions of the Association, including account of its assets, liabilities, receipts, disbursements, gains, losses, and contributions. The books of account shall at all reasonable times be open to inspection by any Director. A current financial report of income and expenses will be sent to the President by the 20th of each month.

The Treasurer shall deposit monies before the 20th of each month in the name and to the credit of the Association in such banks, trust companies and other depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of the transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. The Treasurer records must be added to the Association's permanent records at the end of each year.

#### Section 4.6 Recall of Officers or Directors

As outlined in the procedures for Recall of Officers or Directors any Officer or Director may be

removed for malfeasance of office. Three (3) documented, written warnings will be issued by the President or a Vice-President. At a Board meeting, the President shall read the charges, and shall invite the defendant, if present, to speak on his/her own behalf. A minimum of 2/3rds of the Board of Directors must be present with 2/3rds vote to pass.

## **Article V Employees, & Independent Contractors**

### Section 5.1 Designation

The Board of Directors may select and employ employees and/or independent contractors as needed in order to implement the policies and decisions of the Board of Directors.

### Section 5.2 Compensation.

The Association may pay compensation to employees, and other independent contractors for services rendered. The amount and frequency of payments will be reasonable, determined from time to time by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

## **Article VI Volunteers**

The Board of Directors may establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission. The Association may maintain a special accident policy to cover those individuals serving the organization in a volunteer capacity.

## **Article VII Management Provisions**

### Section 7.1 Financial Year

The accounting year of the Association will begin on January 1 and end on December 31.

### Section 7.2 Books and Accounts.

A. The Association will maintain appropriate checking, savings, and other accounts at a reputable bank or financial institution under the name of the Association..

B. The President and Treasurer are authorized to act as signatories on all Association financial accounts. In the event the Presidency is temporarily vacant or the President is removed or incapacitated in some manner, the Vice President is authorized to temporarily act as a signatory

in the President's place. In the event the Treasurer's position is temporarily vacant or the Treasurer is removed or incapacitated in some manner, the Secretary is authorized to temporarily act as a signatory in the Treasurer's place.

C. The Association's books and accounts (or an exact copy thereof) will be kept at the registered office and/or in a cloud account which provides access to all Directors.

D. All money raised in the Association's name will be deposited in the Association's account as charitable assets and used for the Association's charitable purposes according to Virginia and Federal fundraising laws and rules.

### Section 7.3 Examination by Directors and Members.

Every Director, Officer, and member of Association will have a right to examine, in person or by agent or attorney, at any reasonable time, and at the registered office or via the cloud account, all books and records of Association and make extracts, reports or copies.

### Section 7.4 Ownership of Intangible Assets.

Directors and Officers may from time to time establish accounts on behalf of the Association for third party services such as web domains, web services, software services, donor or member lists, etc. All accounts of this nature are assets of the Association and should be opened in the name of the Association whenever possible. If ownership cannot be established in the name of the Association, the individual Director or Officer must grant secondary authority whenever possible, or share account information and log in credentials to another Director or Officer to preserve right of access to these assets and accounts.

### Section 7.5 Legal Instruments.

All contracts, agreements, and other legal instruments executed by the Association will be issued in the name of the Association, not the individual name of a Director or Officer. They shall be signed by any two (2) Directors, one of whom must be the President or a Vice-President. While Directors and Officers may have authority to sign official documents on behalf of the Association, they may do so only after proper consideration and approval by the Board of Directors. In the absence of documented approval by the Board of Directors, the individual Director or Officer is personally liable on the legal instrument.

### Section 7.6 Loans

No loans will be contracted on behalf of the Association nor will evidence of indebtedness be issued in its name unless specifically authorized by resolution of the Board of Directors. This authority will be confined to specific instances.

### Section 7.7 Reviews, Reconciliation, and Audits



To ensure the Association operates in a manner consistent with charitable purposes, files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, an annual review will be conducted. The individual conducting such review shall be an independent certified public accountant appointed and secured by the Board. Only upon the recommendation of the individual, will a full audit be conducted. The remuneration of the individual shall be negotiated and fixed by the Board. The reports will be kept on file at the principal office of the Association.

The review will, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;
- C. Whether the Association is properly filing annual paperwork with the Commonwealth of Virginia, Internal Revenue Service, and other government entities. The Association will file the Form 990 with the IRS annually. In addition, the Corporation will file all required employer reports to agencies such as the Virginia Unemployment Insurance Fund, the Virginia Dept. of Revenue, the Virginia Attorney General's Office, the Virginia Secretary of State, the Social Security Administration, and provide employee tax documents by the required deadlines.
- D. Whether the Association is properly engaging in Virginia and Federal fundraising laws and rules.
- E. Whether an external audit has been performed if necessary.

#### Section 7.8 Affiliations

The Association may maintain professional affiliations that benefit and strengthen the organization in its capacity to fulfill its mission.

#### Section 7.9 Policies and Procedures

The Board of Directors may establish policies and procedures:

- To maintain records of decisions made by the Board in one central location;
- Regarding internal financial controls;
- Regarding gifts and grants to other individuals/organizations;
- Regarding employees and volunteers; and

- Regarding other topics that may become reasonable and necessary.

### **Article VIII**

#### **Amending the Articles of Incorporation and Bylaws**

The Association has the power to amend the Articles of Incorporation and any Bylaws. A majority of the Board of Directors must approve amendments to the Articles or Bylaws. In addition, the voting members will approve amendments to the Bylaws at a member meeting. The voting members may authorize the Board of Directors to amend the articles without approval of the members.

Any Voting Member can propose a change or amendment to the Bylaws by putting it in writing to the Board, who will keep it on file until the next major meeting of the Association so it, along with any others, can be voted on.

## **Appendix A**

### **Breeder Code of Ethics**

The San Clemente Island Goat Breeders Association (SCIGBA) depends on their members to support and uphold the Bylaws and conduct themselves in an ethical manner.

Members are expected to:

- Provide your goats with adequate food, water, shelter, and medical care
- Maintain accurate records for their herd including birth dates and parentage
- Properly identify their goats with either ear tags, legible tattoos, or microchips
- Select breeding stock with an eye for genetic diversity and preservation, temperament, mothering abilities, hardiness, parasite resistance, and the breed description
- Only breed goats known to be free of serious physical &/or genetic defects which impact their quality of life nor breed goats which produce kids with such defects
- Will not knowingly sell any goats with illness or conditions considered unhealthy
- Register all goats intended as breeding stock prior to selling
- Use advertising of SCI Goats that is factual and honest
- Be discriminating in sales of goats and concerned with the type of homes where they are placed
- Provide the purchaser with a Bill of Sale, explain the SCIGBA, and keep records of sales
- Will contact the SCIGBA for assistance in relocation of goats, if an emergency arises where care can no longer be given

Breeders / members who fail to abide by this Code of Ethics may be subject to disciplinary action as determined by the Board of Directors of the SCIGBA which may include suspension or revocation of their membership and/or Herdbook privileges.