

Constitution of the Florida Dairy Goat Association, Inc.

Preamble

With the object in view of developing and promoting the Dairy Goat, and with a spirit of cooperating in every way with all other organizations promoting goats in general, we, the members, do hereby adopt this Constitution as the fundamental law of the Florida Dairy Goat Association, Inc., a Florida not-for-profit corporation, with a fiscal year ending June 30.

Article I – Name

Section 1. The name of this organization shall be the *Florida Dairy Goat Association, Inc.* (hereinafter referred to as *FDGA*).

Article II – Purpose

Section 1. FDGA is an organization whose purposes shall be:

1. The development and promotion of the Dairy Goat through education, exhibition, and other events.
 2. The encouragement of closer fellowship among members through meetings, correspondence, and the circulation of useful information, news, and ideas.
 3. Cooperation with other organizations in the development and promotion of Dairy Goats in general.
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Article III – Location and Territory

Section 1. The home office of FDGA shall be the address of the Secretary, or as otherwise designated by the Board of Directors.

Section 2. The territory of operation shall be the United States and its possessions, and such areas as shall request membership and/or services.

Article IV – Membership

Section 1. Any individual 18 years of age or over, family, farm, firm, association, or corporation interested in the breeding, sale, or promotion of Dairy Goats is eligible for voting membership upon application and payment of annual dues. Members shall abide by and be bound by this Constitution, the Bylaws, and all rules and regulations of FDGA, whether currently in force or hereafter adopted by the membership.

Section 2. An Honorary Member may be any person engaged in a profession that serves agriculture and/or goats in general, when proposed by a member in good standing and approved by a majority of the voting body.

- Honorary members shall not pay dues and shall not vote.

Section 3. The Annual Meeting of the membership shall be held in June of each year, at any place and/or virtually, as designated by the Board of Directors. Members shall be notified at least 60 days in advance, except in the event of unforeseen, unavoidable, or irreparable circumstances.

- Required notification shall be provided by email and posting on the FDGA website.
 - Additional optional notifications may include the FDGA Newsletter, the official FDGA Facebook Page (*FDGA News*), and/or mailed hard copies.
 - Notices emailed or mailed to the last known address or email address provided on the membership form shall constitute proper notice under this section.
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Article V – Officers and Directors

Section 1. The Officers and five Directors-at-Large shall constitute the Board of Directors of FDGA.

Section 2. The Officers shall supervise the business of FDGA as ordered by the Board of Directors, in accordance with this Constitution and the Bylaws.

Section 3. The Officers of FDGA shall be the President, Vice-President, Secretary, and Treasurer.

Section 4. The Board of Directors shall have general supervision over the affairs of FDGA and shall have the power to enforce the rules and regulations in accordance with this Constitution and the Bylaws. The Board shall also have the authority to remove members or Officers found to be in serious and willful violation of the Constitution and Bylaws, as voted upon by the membership.

Article VI – Committees

Section 1. The President shall propose to the Board of Directors the committees necessary for the orderly operation and progress of FDGA.

Section 2. Committee chairs shall provide written and/or verbal reports of activities to the Board of Directors at scheduled membership meetings, Board meetings, and for each edition of the Newsletter.

Section 3. Prepaid cards may be issued to committee chairs, with one-third of their allocated budgets approved by the Board of Directors, for use in committee expenses. All purchases must be approved during quarterly Board meetings, and receipts must be submitted to the Treasurer following purchases.

Article VII – Audit

Section 1. The accounts of FDGA shall be audited annually, no later than 30 days after the close of the fiscal year, for the previous fiscal year. The audit shall be conducted by no fewer than three members recommended by the President and approved by the Board.

Section 2. The audit shall include:

- A review of the Statement of Financial Position (assets and liabilities).
- A Statement of Activities and Statement of Functional Expenses (income and expenses).
- Supporting documentation.

Section 3. The audit results shall be published in the first FDGA Newsletter following completion of the audit. A copy of the audit shall be kept in both physical and cloud storage for a

rolling seven (7) years, maintained by the Board in accordance with Florida statutes and IRS guidelines.

Article VIII – Amendments

Section 1. Proposed amendments to this Constitution shall be submitted to the Secretary in the form of a written petition, signed by no fewer than ten members in good standing, or by at least three members of the Board of Directors, or prepared by the Committee on Constitution and Bylaws, as provided in the Bylaws.

Article IX – Procedures

Section 1. Unless otherwise provided in the Bylaws, all issues shall be determined by a simple majority of votes cast by the Board of Directors and the membership.

Section 2. On all questions of parliamentary procedure, *Robert's Rules of Order Newly Revised in Brief* shall govern.

Section 3. Final interpretation of any procedure in this Constitution and the Bylaws shall be determined by the current Board of Directors, subject to a membership vote.

Bylaws of the Florida Dairy Goat Association, Inc.

Preamble

With the object in view of providing regulations favorable for the implementation of, and pursuant to, the Constitution of the Florida Dairy Goat Association, Inc. (hereinafter referred to as *FDGA*), we, the members, do hereby adopt these Bylaws.

Article I – Membership

Section 1. Applications and Renewals

Applications, renewals, and updates for membership shall be directed to the Secretary. Applications must be accompanied by payment of annual dues. Membership applications may be submitted online via the FDGA website or by mailing a printed copy to the Secretary. The Secretary shall forward payments to the Treasurer for deposit.

Section 2. Annual Dues

1. Annual dues shall be determined by the general membership and published in the FDGA Newsletter and advertisements.
2. Membership dues are due and payable at the beginning of each calendar year. The membership year shall run from January 1 through December 31.
3. Members whose dues are unpaid as of midnight January 31 shall be considered in arrears and their membership shall lapse as of February 1.

Section 3. Voting Rights

Each paid membership shall be entitled to one vote, regardless of type of membership.

Section 4. Quorum for Membership Business

To conduct business requiring a membership vote at a general membership meeting, at least 15 members in good standing (in person or virtual) must be present. A two-thirds majority of votes cast is required to transact business, unless otherwise provided in the Constitution and Bylaws. Matters such as elections and amendments shall be conducted via online voting or a paper ballot may be requested from the secretary 30 days in advance of the vote.

Section 5. Notification of Known Votes

If a vote on a known issue is scheduled, the membership shall be notified by email and the FDGA website, with an attached agenda, in advance of the meeting. If quorum is not met, the vote shall be conducted via electronic ballot.

Section 6. Reports

At each membership meeting, Officers and Committee Chairs shall submit verbal and/or written reports of actions taken since the previous meeting.

Section 7. Special or Emergency Meetings

Special or emergency meetings may be called by the President or the Board of Directors as necessary.

(a) Notification must be provided via email, the FDGA official Facebook Page, and the FDGA website. Optional written notice may also be sent. Members must be notified at least 10 days in advance.

(b) The business transacted shall be limited to that stated in the notice.

Section 8. Complaints

Complaints against FDGA or any individual member must be submitted in writing (electronic or hard copy via certified mail) to the Secretary and accompanied by a \$25 payment to FDGA.

(a) The Secretary shall submit the complaint to the Board of Directors for action at the next Board meeting or a special meeting if severity warrants.

(b) Actions may include censure, removal from office or committee(s), or removal from membership.

(c) If the complaint is upheld, the \$25 payment shall be refunded to the complainant.

Article II – Officers

Section 1. Terms of Office

Elected officers shall serve three-year terms. Elections shall be staggered so that only one-third of the Board is up for election each year.

(a) No officer shall serve more than two consecutive terms, except when appointed to fill a vacancy.

(b) If an officer position (except President) is vacated, a replacement shall be appointed by majority vote of the Board to complete the term. The position must be filled by member election at the next election cycle.

(c) Replacement officers are eligible to serve two additional elected terms.

Section 2. President

(a) The President shall serve as Chief Executive Officer and maintain general supervision of FDGA affairs.

(b) The President shall preside at all meetings and report to the membership.

(c) The President may vote only to secure a two-thirds majority, to break a tie, or when voting is by written or electronic ballot.

(d) The President may present policy proposals to the Board or membership by report, newsletter, or other means.

(e) If the office of President and Vice-President are both vacant, the President's seat must be filled by an emergency membership vote.

Section 3. Vice-President

- (a) The Vice-President shall assume the duties of the President if the office becomes vacant.
- (b) If the Vice-President's seat is vacated, it must be filled by an emergency membership vote.

Section 4. Secretary

- (a) The Secretary shall serve as recording and corresponding officer.
- (b) The Secretary shall issue all meeting notices and execute orders of the Board.
- (c) Notices of the Annual Meeting, regular meetings, and special meetings shall be provided by email, the FDGA Newsletter, FDGA website, and official Facebook Page, at least 10 days prior.
- (d) The Secretary shall maintain permanent electronic and paper records of all meetings and legal documents.
- (e) By February 1, the Secretary shall provide an updated membership roster to the President, Newsletter editor, and website administrator.

Section 5. Treasurer

- (a) The Treasurer shall collect all dues and other monies, depositing them in a statewide banking institution selected by the Board.
- (b) The Treasurer shall disburse funds in accordance with the budget or by Board approval.
- (c) The Treasurer shall provide financial reports at each meeting and in each Newsletter.
- (d) The Treasurer shall maintain FDGA's active nonprofit status with the State of Florida and IRS.
- (e) The Treasurer shall prepare annual financial statements (Statement of Position, Statement of Activities, and Statement of Functional Expenses).
- (f) The Treasurer shall provide all accounting records in both electronic (e.g., Excel) and paper format in accordance with Bylaw guidelines.

Section 6. Combined Office

The offices of Secretary and Treasurer may be combined and filled by a single member if approved by the BOD.

Section 7. Removal from Office

Officers or Board members may be removed for serious violation of the Constitution and Bylaws, including but not limited to neglect of duties, financial misconduct, or acting against FDGA's interests.

- The Board shall submit evidence to the membership, and a membership vote shall be held within 30 days with 14 days' notice.
- Removal requires a two-thirds majority vote.

- Any person removed shall have the right to appeal before the membership in person or virtually.
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Article III – Directors

Section 1. Terms of Office

Directors shall serve three-year terms, staggered so that only one-third of the Board may change each year. No director may serve more than two consecutive terms.

Section 2. Vacancies

Vacancies may be filled by Board appointment until the next election, but no position may be appointed more than once without member election.

Section 3. Role

Directors shall serve as liaisons between the membership and the Board.

Article IV – Board of Directors

Section 1. Composition

The Board of Directors shall consist of four Officers and five Directors. The President shall serve as Chair and may vote only in the event of a tie.

Section 2. Meetings

The Board shall meet monthly, in person, virtually, or by teleconference.

Section 3. Budget and Finances

(a) Within 30 days of the Annual Meeting, the Board shall prepare and approve an annual budget.

(b) The budget shall be presented to the membership in the following Newsletter.

(c) Any expenditure over \$500 not included in the budget must be approved by the membership via vote.

(d) Emergency or non-budget expenditures shall be limited to \$500 annually, approved by the Board, and reported to the membership.

Article V – Elections

Section 1. Nominations

A Nominating Committee, appointed by the President, shall propose at least one candidate for each office. Nominees must be members in good standing for at least 90 days.

Section 2. Voting

Elections shall be held annually by July 1. Voting may be by hard-copy ballot or electronic system approved by the Board.

- Hard-copy ballots shall use a double-envelope system to ensure anonymity.
- Online voting shall require unique logins and allow only one vote per membership.
- Online voting shall close one week before the Annual Meeting.

Section 3. Tabulation

A Tabulation Committee of three members not on the ballot shall count ballots at the Annual Meeting.

Section 4. Assumption of Office

Newly elected Officers and Directors shall assume duties following completion of Old Business at the Annual Meeting.

Article VI – Standing Committees

Section 1. Tabulation Committee

Appointed by the President prior to any election.

Section 2. Nominating Committee

Appointed by the President within 60 days of the Annual Meeting.

Article VII – Special Committees

The President shall create committees as necessary for the orderly operation of FDGA. Committees shall meet within 30 days of the Annual Meeting to prepare plans for the year.

Article VIII – Membership Dues

Annual membership dues shall be determined by a majority vote of the membership. Dues shall not be prorated for partial-year membership.

Article IX – Dissolution

In the event of dissolution, any remaining funds shall be donated to an organization for the benefit of Dairy Goats, as determined by a membership vote.

Article X – Amendments

Section 1. Method

- (a) Proposed amendments shall be submitted in writing to the Secretary by petition of at least ten members in good standing, three Board members, or the Constitution and Bylaws Committee.
- (b) The Board shall review proposed amendments for form and legality.
- (c) Approved proposals shall be submitted to the membership for vote by mail or electronic ballot.
- (d) Members shall have at least 20 days to cast votes.
- (e) Voting shall close 30 days after mailing, ending at noon on the 30th day.
- (f) Tabulation shall occur at a general meeting, Board meeting, or Special Meeting.