These Bylaws (referred to herein as the (“Bylaws”) govern the affairs of the Oklahoma Boer Goat Association, (referred to herein as the (“O.B.G.A.). An elected Board of Directors, (referred to herein as the (“Board”) shall govern the O.B.G.A.

The purpose of this non-profit organization, O.B.G.A., is to promote and improve the Boer Goat breed in all appropriate ways, including, but not exclusively to education, promotion, marketing, shows, research, and the assisting in the acceptance of Boer Goats as a recognized class in 4-H and F.F.A. livestock shows.

**Article I Offices**

Section 1. The principal office of the O.B.G.A. shall be in Oklahoma. The Board may change the location of the office within the State of Oklahoma, as they deem necessary.

**Article II Members**

Section 1. Any reputable breeder or non-breeder of the Boer Goats who purports himself to support and obey the Bylaws, Rules and Regulation of the O.B.G.A., Code of Ethics and to advance its purposes, may become a member or junior member of the O.B.G.A. upon payment of annual dues. (see Article IX Section2)

Section 2. Members can be individuals 19 years or older on January 1, of membership year, partnerships, corporations, public institutions or other legal entities of any state or region provided they satisfy the requirements for membership, and they receive the approval of the Board. Former members may be restored to membership in good standing by satisfying the eligibility requirements of membership.

1. Junior members can be individuals less than 19 years of age on January 1, of the membership year.

Section 3. Each membership shall be entitled to one (1) adult vote on each matter submitted to a vote of the membership.

1. Junior members shall not be entitled to vote on matters of the membership
2. Junior members hereinafter, agree to all the conditions relating to membership in these

Bylaws.

Section 4. The Board shall issue evidencing membership in the O.B.G.A. certificates of membership, which may be in the form of a business card, to O.B.G.A. members. The member’s name and expiration date shall be included on the certificate.

Section 5. The Board may impose reasonable sanctions on a member or ranch, or suspend or expel a member from the O.B.G.A., for good cause, after a hearing. Good cause shall consist of a material and serious violation of the O.B.G.A. Bylaws, Rules, Code of ethics, and other rules and regulations governing the operation of the O.B.G.A. The Board may delegate powers to a regular committee to conduct a hearing, make recommendations to the Board, or take action on behalf of the Board. The Board or a committee designated by the Board to handle a matter involving suspension or expulsion may not take any action against a member without giving the member adequate notice and opportunity to be heard. To be deemed, adequate notice shall be in writing and shall be delivered at least fourteen (14) days prior to the hearing. However, shorter notice maybe be deemed adequate if the Board or the committee designated by the Board to handle a matter involving suspension or expulsion, determines that the need for a timely hearing outweighs the prejudice caused to the member, and if a statement of the need for the timely hearing is included in the notice. If mailed, the notice shall be sent by registered or certified mail. Return receipt requested. A member shall have the right to be represented by counsel at or before the hearing.

The Board or a committee designated by the Board to handle a matter involving suspension or expulsion, may suspend a member, or expel a member by a vote of two-thirds (2/3) of the Board or a committee designated by the Board to handle a matter of suspension or expulsion, who are present and voting.

Section 6. Any member and or Board member may resign their position by filing a written resignation with the Secretary, but such resignation shall not relieve the member resigning of the obligation to pay any dues, assessments or other charges therefore accrued and unpaid. The resignation will become official once voted on by the Board at the next called meeting.

Section 7. Membership in the O.B.G.A. is not transferable or assignable.

Section 8. Upon written request signed by a former member and filed with the Secretary, the Board may, by affirmative vote of two-thirds (2/3) of the members of the Board, reinstate such former member to the membership upon such terms, as the Board may deem appropriate.

Section 9. All real and personal property, including all improvements located on the property acquired by the O.B.G.A. shall be owned by the O.B.G.A. A member shall have no interest in specific property of the O.B.G.A. Each member hereby expressly waives the right to require partition of all or part of the O.B.G.A.’s property.

Section 10. All members volunteer to abide by the O.B.G.A.’s Code of Ethics.

 "As a member of the Oklahoma Boer Goat association I will act at all times in an honorable, ethical and legal manner in my dealings with the public. I will support at all times the honest and truthful promotion of the Boer Goat industry. I will refrain from using unfair, dishonest or unethical means to win advancement for business associates, friends or myself. I will at all times support the association and promote the exchange of general useful information. I will comply with applicable government regulations".

**Article III Meetings of the members**

Section 1. An annual meeting of the membership will be held for the purposes of transaction any business that the Board deems needful.

Section 2. The President, and/or two-thirds (2/3) of the Board of Directions may call special meetings of the members.

Section 3. The Board may designate any place within the State of Oklahoma, as a place of meeting for any annual meeting or for any special meeting called by the Board.

Section 4. Written and printed notice stating the place, day and hour of the meeting of members shall be mailed to each member not less than ten (10) days nor more than fifty (50) days before the date of such meeting

Section 5. The members present and entitled to vote shall constitute a quorum at such meeting.

**Article IV Board of Directors**

Section 1. The affairs of the O.B.G.A. shall be managed by its Board of Directors hereinafter created and empowered (Article VI)

Section 2. The following provisions shall outline the policies and procedures for the establishment of the number and election of Board members.

1. The number of Board members shall be a number determined by the Board that is not less than ten (10) nor greater than ten (10).
2. The Board members shall be elected from its membership in good standing.
3. Starting in the year 2006 all expiring Board seats will be elected for three (3) year terms. *\*Temporary amendment approved Jan. 22, 2023 will elect one seat for a one-year term to fix the rotation to 3, 3 and 4. This amendment will expire December 31, 2023.*
4. Any member in good standing that is nineteen (19) years old or older, who desires a position on the Board shall submit his/her, name as a nominee at the annual membership meeting prior to the meeting coming to order.
5. O.B.G.A. Board members will be elected by the following procedures.
	1. Upon the annual O.B.G.A. membership meeting being called to order; the candidate list will be closed. The Secretary will announce the names of any candidates who have expressed their desire to be in the election for an open board seat. At that time, those candidates will be offered the floor to express to the membership their qualifications.
	2. Each membership in good standing will be eligible to cast one (1) adult vote per paid membership (ex. A family/a ranch/ an individual constitutes one (1) adult membership)
	3. The election committee will tabulate votes at the annual meeting for each nominee. The election committee will consist of the O.B.G.A. Secretary, President and one (1) Board member as determined by the board at that time.
	4. Results of the election will be announced prior to the adjournment of the annual meeting.
	5. The newly elected Board members will take office upon the adjournment of the annual membership meeting.
	6. A regular meeting of the Board shall be held without other notice than this Bylaw, immediately after, and in the same place, as the annual membership meeting to elect from within itself a President, a Vice-President, a Secretary, a Treasurer and or (Secretary/Treasurer) and a Reporter to serve a one (1) year term.

Section 3. In case of a vacancy on the Board by any cause, the Board of Directors shall appoint a successor from the general membership.

1. Any member of the O.B.G.A. Board of Directors who misses more than two (2) consecutive meetings (to include phone conference calls) shall be subject to removal from the Board.

Section 4. The Board may provide for meeting via telecommunication as deemed necessary for O.B.G.A. business. Notice of any such special meeting of the Board shall be given to each member of the Board not less than seven (7), nor more than thirty (30) days before the date of the meeting, by written notice sent by mail or electronically to each Director at his/her address/email address/cell phone as shown by the records of the O.B.G.A.

1. The board may hold a meeting with less than the seven (7) day notice if the majority of the board agrees to waive the seven (7) day notice. This should be used in emergency situations.

Section 5. The Board shall establish the date for the annual meeting.

Section 6. The Board may ratify, revise or amend action of the Board or its officers if such actions review or amend O.B.G.A. policy.

Section 7. A majority of the Board may constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Board is present at said meeting, a majority of the Board present may adjourn the meeting from time to time without further notice.

Section 8. The act of majority of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Absentee or voting by proxy is only allowed by unanimous vote of the Board of Directors.

Section 9. The Board of Directors, as such, shall not receive any stated salaries, but nothing herein contained shall be construed to preclude any Board members or an O.B.G.A. member from serving the O.B.G.A. in any capacity and receiving compensation thereafter.

Section 10. The Board shall exercise ordinary business judgment in managing the affairs of the O.B.G.A. and shall act as fiduciaries with respect to the interests of the members. In acting in the official capacity as Directors of the O.B.G.A., the Board shall act in good faith and take action they reasonable believe to be in the best interest of the O.B.G.A. and that are not unlawful.

Section 11. The Board shall be present at each O.B.G.A. sponsored show/event to help with the ordinary business of running each show/event.

1. If a Board member is unable to attend or help, he/she shall notify the President in a timely manner so that a replacement can be appointed to help.

Section 12. The Board may appoint a member in good standing to serve as the O.B.G.A. website manager.

1. If an O.B.G.A. member is not appointed, the Board may vote to hire an individual or company to fulfill this position.
2. The O.B.G.A. website manager may attend O.B.G.A. Board meetings to report or gain information relevant to the O.B.G.A. website.
3. The O.B.G.A. website manager may not vote or make motions on Board actions.

**Article V. Officers**

Section 1. The elected officers of the O.B.G.A. shall be a President, Vice President, Secretary, Treasurer (Secretary and Treasurer may be held by the same person) and a Reporter.

Section 2. All officers will be elected by the Board for a one (1) year term. To hold the office of President you must have served on the Board.

Section 3. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the remainder of the term.

Section 4. The President shall be the principal executive officer of the O.B.G.A and shall in general, supervise and control all the business and affairs of the O.B.G.A He shall preside at all meeting of the members of the Board. He may sign with any proper officer of the O.B.G.A. authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution therefore shall be expressly delegated by the Board or by these Bylaws or by statute, to some other office or agent of the O.B.G.A. In general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. He shall be an ex-officio member of all committees.

Section 5. In the absence of the President or in the event of his inability or refusal to act, the Vice President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice President shall perform such other duties as may from time to time.

Section 6. The Secretary shall:

* 1. Give all notices as provided in the Bylaws or as required by law.
	2. Provide show results to the American Boer Goat Association (ABGA) and the O.B.G.A. website manager within seven (7) days of the completion of each O.B.G.A. show/event.
	3. Take minutes of the meeting of the members and of the Board and keep minutes as part of the O.B.G.A. records.
	4. Keep a register of the mailing address of each member, director, officer and employee of the O.B.G.A.
	5. Perform duties as assigned by the President or the Board
	6. Perform all duties incidental to the office of Secretary.

Section 7. The Treasurer shall

1. Have charge and custody of and be responsible for all funds and securities of the O.B.G.A.
2. Receive and give receipts for monies due and payable to the O.B.G.A. from any source.
3. Deposit all monies in the name of the O.B.G.A. in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board or the President.
4. Maintain the financial books and records of the O.B.G.A.
5. Prepare financial reports to be given at the annual meeting of the membership.
6. Perform other duties as assigned by the President or the Board.
7. Maintain a two (2) signature required (President and Treasurer) checking account to the write checks and disburse funds to discharge obligations of the O.B.G.A.

Section 8. The Reporter shall:

1. Keep written records of all activities of the O.B.G.A.
2. Provide all notices, advertisements, announcements and/or make any other information deemed necessary by the Board.
3. Update/monitor any O.B.G.A. Social Media sites.
4. Perform duties assigned by the President or the Board.
5. Perform all duties incidental to the office of Reporter.

Section 9. The Treasurer and any other officer or any employee of the O.B.G.A. charged with the responsibility for the custody of funds or property shall give bond in such sum and with such surety, as the Board will determine. The Board in its discretion may also require any other officer, director or employee of the OBGA to give bond in such amount and with such surety, as it shall determine

**Article VI Transactions of the O.B.G.A.**

Section 1. The Board may authorize any officer or agent of the O.B.G.A. to enter into a contract or execute and deliver any instrument in the name of and on behalf of the O.B.G.A. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Section 2. All funds of the O.B.G.A. shall be deposited to the credit of the O.B.G.A. in banks, trust companies, or other depositories that the Board selects.

Section 3. The Board may accept on behalf of the O.B.G.A. any contribution, gift, bequest or devise for the general purposes or for any special purposes of the O.B.G.A. The Board may make gifts and give charitable contributions that are not prohibited by the Bylaws, state law and any requirements for maintaining the O.B.G.A.'S federal and state tax status.

Section 4. The O.B.G.A. shall not make any loan to a Board member or Officer of the O.B.G.A. A member, Board member, Officer, or committee member of the O.B.G.A. may lend money to and otherwise transact business with the O.B.G.A. except as otherwise provided by the Bylaws, Articles and all applicable laws. Such a person transacting business with the O.B.G.A. has the same rights and obligations relating to those matters as other persons transacting business with the O.B.G.A. The O.B.G.A. shall not borrow money from or otherwise transact business with a member, Board member, Officer or committee member of the O.B.G.A. unless the transaction is described fully in a legal binding instrument and is in the best interest of the O.B.G.A.. The O.B.G.A. shall not borrow money from or otherwise transact business with a member, Board member, Officer or committee member of the O.B.G.A. without full disclosure of all relevant facts and without the approval of the Board or the members, not including the vote of any person having interest in the transaction.

Section 5. As long as the O.B.G.A. is in existence, and except with the prior approval of the Board or the members, no member, Board member, Officer or committee member of the O.B.G.A. shall:

1. Do any act in violation of the Bylaws or a binding obligation of the O.B.G.A.
2. Do any act with the intention of harming the O.B.G.A. or any of its operations.
3. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the O.B.G.A.
4. Receive an improper personal benefit from the operation of the O.B.G.A.
5. Use the assets of the O.B.G.A., directly or indirectly, for any
6. Purpose other than carrying on the business of the O.B.G.A.
7. Use the name of the O.B.G.A. (or any substantially similar name) or any trademark or trade name adopted by the O.B.G.A. except on behalf of the O.B.G.A. in the ordinary course of O.B.G.A. business.
8. Disclose any of the O.B.G.A. business practices, trade secrets or any other information not generally known to the business community to any person not authorized to receive it.

**Article VII Books and Records**

Section 1. The O.B.G.A. shall keep correct and complete books and records of accounts which shall include:

1. A copy of the Bylaws and any amended versions or amendments to the Bylaws.
2. Minutes of any official meetings held by the members, Board and any committees appointed by the Board.
3. A list of names and addresses of all members, Board members, committee members and Officers.
4. All rulings, letters and documents relating to the O.B.G.A.'s Federal, State and Local Tax status.
5. The O.B.G.A.'s Federal, State and Local information or income tax returns, if any, for each of the O.B.G.A.'s three(3) most recent tax years.

Section 2. Any member of the O.B.G.A. may inspect and receive copies of all books and records of the O.B.G.A. required to be kept by the Bylaws as stated in Article VII. Section 1. Such a person may inspect and receive copies if the person has a proper purpose related to the person's interest in the O.B.G.A. and if the person submits a request in writing. Any person entitled to inspect and copy the O.B.G.A.'s books and records may do so through his or her attorney or other duly authorized representative no later than thirty (30) working days after the O.B.G.A.'s receipt of a proper written request. The Board may establish reasonable fees for copying the O.B.G.A.'s books and records by members. The fees may cover the cost of materials and labor. The O.B.G.A. shall provide requested copies of books and records no later than thirty (30) working days after the O.B.G.A.'s receipt of a proper written request.

Section 3. A commercial auditing of the accounts of the O.B.G.A. can be made by a certified public accountant at the close of each fiscal year if and when the Board deems necessary. Such accountant shall be a disinterested person and not a member of the Association.

**Article VIII Fiscal Year**

Section 1. The fiscal year of the O.B.G.A. shall begin on the first day of January and end on the last day of December of each year

**Article IX Dues**

Section 1. The Board may determine from time to time the amount of annual dues payable to the O.B.G.A. by its members.

Section 2. Annual dues of members will be due at the annual membership meeting if the member is present. If the member is not present at the annual membership meeting, the dues may be paid at any time throughout the fiscal year. Members will receive not less than one (1) written notification each year of dues payable.

Section 3. All fees required by the O.B.G.A. shall be payable in US funds.

**Article X Amendments to the Bylaws**

Section 1. These Bylaws may be altered, amended or repealed and the Board may adopt new Bylaws. The notice of any meeting at which the Bylaws are adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provision proposed to be altered, amended or repealed. Alternatively, the notice may include a fair summary of the provisions.

**Article XI Miscellaneous Provisions**

Section 1. If any Bylaw provision is held to be invalid, or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal or unenforceable provision had not been included in the Bylaws.

Section 2. The Bylaws shall be binding upon and insure to the benefit of the members, Board, Officers, committee members, employees and agents of the O.B.G.A. and their respective heirs, executors, administrators, legal representatives, successors and assigns, except as otherwise provided in the Bylaws.

Section 3. The procedure of all meetings shall be conducted according to Roberts Rules of Order.