



124 S Perry St.
Saint Marys, OH 45885
www.pba-pygora.com
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Pygora Breeders Association By-Laws

I. **Name:** The name of the association is Pygora Breeders Association, hereinafter called "PBA".

Authority: PBA shall be the official breed association of the Pygora breed.

II. **Purpose:** PBA, a nonprofit organization, will promote, educate and regulate matters pertaining to the history, breeding, exhibition and improvement of Pygora goats.

- A. PBA will maintain herd books and issue certificates of registration for Pygora goats.
- B. PBA will register a herd name from each breeder who registers Pygora goats.
- C. PBA will register a combination of two (2) or three (3) letters to each breeder as a tattoo to represent herd name.
- D. PBA will maintain and publish official breed standards.
- E. PBA will set rules and regulations for showing Pygora goats.
- F. PBA will design and conduct training programs to teach principles of judging Pygora goats and Pygora fleece. PBA will monitor and maintain a current list of approved sanctioned judges.
- G. PBA will maintain and regulate Pygora sanctioned shows and wins.
- H. PBA will maintain an information website with a prominent display of the PBA logo on the home page.
- I. PBA will maintain an Operating Manual that will include a disaster plan designed to backup, protect and recover any herd book or financial data that is designated as vital to the continued operations of PBA.
- J. PBA will maintain job descriptions and a list of duties for officers and committee chair positions. These documents will be contained within the Operating Manual.

III. **Location:** The location of the office of PBA will be designated by the Board of Directors.

IV. **Territory:** PBA's field of operation will be the United States of America, Canada, Mexico, and the islands of the Atlantic Ocean, in addition to such areas as request registry services from PBA and meet with the approval of the Board of Directors.

V. **Membership:** Membership in PBA shall be voluntary and open to any individual, firm, association or corporation interested in the breeding, sale or promotion of Pygora goats.

- A. Application for membership will be addressed to PBA and accompanied by payment of the annual dues.
- B. Membership in PBA is a privilege and all members agree to abide by the rules and regulations of PBA. PBA reserves the right to refuse membership to anyone.
- C. Membership in PBA extends to all family members associated with a herd for a single dues payment. Only one vote will be allowed per membership.
- D. Membership to youth (18 years and under) at the rate of \$5 less than an active membership. Youth membership is a nonvoting membership.
- E. Membership may not be transferred and members shall have no property rights in the property of the Association.

VI. Board of Directors: Board of Directors will consist of Directors elected by the members of PBA.

Duties of the Directors: The directors are responsible for carrying out the business of PBA. They are to take action on matters brought to their attention in accordance to these bylaws and the Operating Manual. A written record of all policy decisions will be kept by PBA, including the vote of each director's action, and made available to the membership on request.

- A. Elections will be held annually.
- B. Each Director will be elected for a two (2) year term. Terms will be staggered so that a nearly equal proportion of directors will be voted on in a single year.
- C. A director must meet the following qualifications:
 - 1. He/she will be nominated by a member in good standing with PBA.
 - 2. He/she must be a member in good standing with PBA at the time of nomination and throughout the directorship.
 - 3. He/she must be twenty-one (21) years of age by the beginning of the term of office.
- 4. He/she must be either an active Pygora breeder or have substantial knowledge and experience related to Pygoras and their products.
- D. The board of Directors will have the authority to make, amend, repeal, and enforce rules and regulations not contrary to law or the PBA bylaws.
- E. Vacancies on the Board of Directors will be filled by appointment of the president with approval of the Board, until the next regular election.
- F. Any Director or Officer may be removed from office through prescribed action by the membership and the Board of Directors.
 - 1. This vote must be ratified by the membership. Twenty percent of the membership responding shall constitute a quorum.
- G. The Board of Directors has the authority to create or dismantle committees as needed, and to appoint a chairperson for those committees, with the exception of permanent committees.

A permanent breed standards committee will be established. Chair of this committee will be the Registrar. The Registrar will keep on file all documents constituting the authority for pedigrees and for entries to the Product Record, and will hold them subject to inspection by any member.
- H. The Board of Directors shall receive no compensation for their services as Directors. The Board may, however authorize the reimbursement of actual and necessary reasonable expenses incurred by Directors performing duties as Directors, subject to approval by the entire Board of Directors.
- I. Attendance by Board Members at Board Meetings is required unless prearrangements are made with the President. Unexcused absences may result in removal from the Board.

VII. Officers: Officers of PBA will be the President, Vice President, Secretary and Treasurer, and any other officers declared necessary by the Board of Directors.

- A. The officers will conduct the business of PBA as ordered by the Board of Directors, in accordance with the bylaws.
 - 1. Nominations for officers will be restricted to members of the Board of Directors.
 - 2. Officers will be elected for a two (2) year term by a simple majority vote of the Board of Directors.
 - 3. The president may not hold more than one office.

President: Shall be the CEO of PBA and shall, subject to the Board of Directors, have general supervision, direction and control of the business of PBA. He/she shall preside at all meetings, shall co-sign all checks over \$1,000 or those that are not normal expenses as outlined in the operating manual.

Vice President: Shall take over the duties of the President in his/her absence. He/she

shall act as liaison between all committee chairs and the board.

Secretary: Shall keep written minutes of all meetings that will include a roll of those Directors present, and those members present (for email meetings, the list of participating members will constitute attendance). He/she shall maintain a membership list and keep track of board and officer terms, and shall be a repository of official/current PBA documents and forms.

Treasurer: Shall keep all monies belonging to the association. He/she shall keep the secretary informed of all dues paid. He/she will pay all bills for the association as described in the operating manual. Updates will be made at each board meeting, with detailed reports made upon request of the board and at the January board meeting.

VIII. Meetings: A general meeting of the members will be held at a time and place designated by the Board of directors or the President. Meetings of the Board of Directors will be presided over by the President or by the Vice President in the President's absence. Only Directors may make and second motions and vote in the meetings of the Board of Directors.

A Quorum shall be necessary to conduct the business of PBA. A quorum is hereby defined to be equal to the number of board members, divided by two, plus one.

All board meetings are open to members who may give information or ask questions. Board meetings may be held via electronic mail and votes collected in the same manner. Executive sessions (meetings with Board of Directors only in attendance) may be scheduled at the discretion of the Board of Directors.

On all questions of parliamentary procedure, Roberts Rules of Order will govern.

Votes will be carried by a majority of the Directors and will be effective immediately unless otherwise stated.

Any action proposed at a board meeting will be submitted to all Directors and carried by a majority of the votes. A vote not received by the time there has been a call to adjourn the meeting will be counted as an abstention.

Any member may request specific information on any accounting or business issue. Any member may give information or ask questions regarding any issue, but must do so in writing. Communications by electronic mail shall be considered equivalent to any communication otherwise required to be in writing. All Board Members must be copied on all electronic mail.

Action by the Board of Directors may be revoked or amended by the membership. Upon petition to the Secretary by no less than ten (10) members, the Secretary will submit a referendum to revoke or amend action of the Board. The referendum will be mailed to the members in the next newsletter. Voting will be closed thirty (30) days after the referendum has been mailed to the members. Within thirty (30) days after closure of the vote, the Board of Directors will provide for tabulation of the vote and declare the results. Ten percent of the membership must respond. A majority of votes received will carry the referendum, which will be effective upon the declaration of a favorable vote.

IX. Complaints: Complaints against PBA or any member will be submitted to the Board of Directors. Complaints must be in writing and signed.

Any member accused of misrepresentation of the pedigree of any animal owned or bred by him/her or of other improper acts, will be given a hearing by the Board of Directors to present their case. Hearing procedures will be informal and may be done via electronic mail. Any member found guilty of such a complaint by a majority vote of the Board of Directors may be suspended or expelled from PBA. Written notice of suspension or expulsion will be

given within thirty (30) days after the Board's decision.

No person suspended or expelled from membership may register any animal with PBA. Neither the member's signature, nor the signature of any family member, will be accepted on a registration application or on a certificate of a breeding occurring after the date of suspension or expulsion. The registered herd name and tattoo can no longer be used after that date.

The signature of a suspended or expelled person will be accepted on a bill of sale and reports of transfer of ownership. Written leases owned by a suspended or expelled person will be recognized by PBA until the current term of the lease expires.

- X. **Indebtedness:** No officer, director, or member may sign any notes, contracts, or other conditions of indebtedness in the name of PBA unless specifically authorized to do so by the Board of Directors.
- XI. **Liability:** PBA Board Members are volunteers. These Board Members pledge to act in good faith for the betterment of PBA and its membership as a whole. No Board Member shall be held liable for any actions taken by the PBA Board of Directors. The property of officers, directors, and members will not be subjected to payment of PBA debts to any extent whatsoever. Directors are held harmless. No Director shall be held liable for any action or omission taken as a director unless such action is deemed illegal according to law.
- XII. **Amendment of the Bylaws:** These Bylaws must be ratified by a vote of the members.
- A. Any director or ten (10) members may propose an amendment in writing to the Secretary.
 - B. When a proposed amendment has been received, it will be submitted to the Board of Directors for approval. If disapproved by a majority vote of the Board of Directors, specific written reasons will be given to the Secretary, who will make them available to the petitioners.
 - C. The Secretary will submit amendments approved by the Board of Directors to the members by newsletter. Amendments approved by simple majority of members' votes received will be added to the Bylaws by the Secretary.
- XIII. **Dissolving the Association:** The Association may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing of the Association. In the event of the dissolution of the Association, whether voluntary or involuntary, or by operation of the law, none of the property of the Association or any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association. After payment of the debts of the Association, its property and assets shall be distributed to either an institution supporting research on goats or to an appropriate charity, to be decided upon by a vote of the Board of Directors.