



Saskatchewan Goat Breeders Association
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Official By-Laws





Saskatchewan Goat Breeders Association

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Article 1. NAME

The name of the association shall be the Saskatchewan Goat Breeders Association Incorporated and may be referred to as the SGBA or the SGBA Inc.

Article 2. MISSION STATEMENT

The Objectives of the Saskatchewan Goat Breeders Association Incorporated are to:

- a) Provide and circulate sound information about goats.
- b) Encourage the improvement and development of all goat breeds.
- c) Provide publicity and service to the goat industry.
- d) Encourage and promote the expansion and development of the chevon, milk, fiber, soap and byproduct goat industries.
- e) Provide a voice for the goat industry with the Federal and Provincial Governments.
- f) Promote harmony and communication within all areas of the goat industry.



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Article 3 MEMBERSHIPS

1. Classes of Memberships

Classes of Memberships

- a) **Annual Members:** Annual members shall be persons over the age of eighteen (18) years and who pay the annual membership fee to the SGBA. They shall have one (1) vote per membership and shall be entitled to one (1) copy of the publication subscribed to by the SGBA .
- b) **Family Members Family:** members shall be defined as two (2) persons over the age of eighteen (18) who reside at the same address. Family memberships shall have two (2) votes, one (1) vote for each person and they shall be entitled to one (1) copy of the publication subscribed to by the SGBA.
- c) **Associate Members:** An associate member shall be defined as person or persons wishing to support the SGBA but not have an active role in the association and pays a membership fee to the SGBA. Associate members will receive all the benefits of a membership, however, are not entitled to a vote.
- d) **Junior Members :** Junior members shall be defined as persons under the age of eighteen (18). They shall receive one (1) copy of publication subscribed to by the SGBA. However are not eligible to vote.



Article 3. MEMBERSHIPS

2. Members Rights and Responsibilities

- a) Application for membership shall be made to the Treasurer of the SGBA or any SGBA Board Member with the required dues payable on application. Annual fees are due on or before January first of each year. Members in arrears shall be stricken from the membership list on January 30th.
- b) A member in good standing is a member who is not in arrears of membership or other monies or dues or is not suspended. Members in good standing may vote at meetings, make motions to amend bylaws and be elected to hold office.
- c) Directors of the SGBA shall be responsible to provide access to the by-laws of the association to all members by ensuring that they are posted on the SGBA website and are maintained in a current state. And further, that a copy will be provided to any member upon written request. Directors shall receive a copy of the bylaws upon obtaining a seat on the Board of Directors.
- d) Members in good standing may attend any Board of Directors meeting but may not participate except by special request to address a special issue. Members do not have a vote and may be asked to leave the meeting should the Board need to go in camera for discussion of special issues. Members wishing to attend a directors meeting under the provisions of this clause must so advise the President and/or Secretary in writing of their intentions.



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- e) The financial liability of the members of the SGBA shall be limited to the membership fees and any money or goods in his/her care belonging to the SGBA.

Article 4. OFFICE OF THE SGBA

The home office of the SGBA shall be at the home of the Secretary or as the Board of Directors may otherwise determine.

Article 5. FISCAL YEAR

The fiscal year of the Saskatchewan Goat Breeders Association Incorporated shall be from January 1st to December 31st.

Article 6. MEETINGS

- a) The Annual General Members Meeting shall be held in the spring of each year within four (4) months of the end of the fiscal year, at a time and place to be determined by the Board of Directors. Notice of the meeting must be given to the members at least thirty (30) days before the meeting.
- b) A semi-annual Members General Meeting shall be held in the fall if deemed necessary by the Board of Directors. This meeting will be held about six (6) months after the Annual General Meeting, at a time and place to be determined by the Board of Directors. Notice must be given to the members at least thirty (30) days before the meeting.
- c) The Annual General Meeting shall be at a location determined by the Board.
- d) Any Board of Directors meeting may be held by electronic mail, teleconference, or any method deemed appropriate by the Directors, except for the Board of Directors meeting held in conjunction with the Annual General Meeting for election of officers which must be an in house meeting.
- e) The number of Board of Director Meetings shall be determined by the Board.
- f) Notice of a Board of Directors Meeting must be given at least ten (10) days before the meeting unless there is agreement by the Directors to do otherwise because of some pressing issue.



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- g) Any member of the Board of Directors may call a board meeting to discuss special concerns or issues. In conference with the President, the time, place and format of the meeting shall be determined. Notice of the meeting must be given all directors at least ten (10) days before the meeting except as outlined in paragraph (f) above.

Article 7. BOARD OF DIRECTORS

- a) The Board of Directors of the SGBA shall consist of nine (9) members who shall be elected by the members of the association. Directors shall be elected for three (3) year terms with one third of the Board running for re-election each year beginning in 2005. No member shall sit on the Board of Directors for more than six (6) consecutive years. A member may run for election after having sat out for one (1) year. In the event that a Director cannot complete a term, the person on the ballot list with the next largest number of votes shall be asked to complete the term. If the person from the ballot is not willing to take the position or if there is no such person the Board of Directors may by unanimous decision appoint a temporary director to fill the position until the next election.
- b) The Officers of the Board of Directors of the SGBA shall be the President, Vice-President, Secretary and Treasurer who shall be elected annually by the Board of Directors at a Board Meeting to be held before the Annual General Members meeting at a time and place to be determined by the Board as a whole. No Officer shall hold office for more than six (6) consecutive years. Officers shall assume their duties immediately after the Board of Directors Meeting at which they were elected.



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- c) No member of the Board of Directors shall accept payment in the form of wages or honoraria for any services without an express motion to do so from the members at a Members Annual General Meeting. The Board of Directors may pay out of pocket expenses if the amount has been pre-determined by the Board.

Article 7. BOARD OF DIRECTORS

- d) The Board of Directors shall set up committees as are deemed necessary to conduct the business of the SGBA. Such committees may be: Bylaw Committee, Fund Raising Committee, Marketing Committee, Nomination Committee, Show Committee, and any others as may be required from time to time. A Member of the Board of Directors shall chair each committee and shall ask two (2) members in good standing to sit on the committee. The President shall be deemed a member of each and every committee but will not be required to attend every meeting, but rather shall act as overseer of all committees.
- e) The Board of Directors shall adopt rules and regulations as required to conduct the business of the SGBA, and shall set fees, and determine how the business of the SGBA is to be conducted on a daily basis.
- f) Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business at a Board Meeting. Should a quorum not be present, business may be conducted but members of the Board not present, shall be asked to vote on the business and it will not be in effect until passed by a majority.



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- g) The Board of Directors shall open bank accounts which will be overseen by the Treasurer. The Treasurer shall give detailed accounting of financial transactions and shall have the books available for perusal at all Annual General Member Meetings. The books must be made available to any member of the SGBA who wishes to see them at a time and place convenient to the Treasurer, but within ten (10) days of the request.

Article 7. BOARD OF DIRECTORS

- h) The financial records of the Saskatchewan Goat Breeders Association must have a year end audit or be reviewed by someone other than the Treasurer or other Board Member. A motion passed at the Annual General Members meeting or at the Semi-Annual General Members Meeting (if called) shall grant the Board of Directors permission to appoint an auditor or reviewer.
- i) The President shall preside over all meetings but will not have a vote except to break a tie and has the options of tabling the motion or declining the motion. Should another person chair a meeting on behalf of the President this rule shall still apply.
- j) The Rules of Parliamentary Procedure found in Roberts Rules of Order shall be used as the guide for conducting SGBA Meetings.



Article 8. ELECTION OF BOARD OF DIRECTOR MEMBERS

- a) The Secretary shall have a list of all members posted on the SGBA website. The list shall include addresses, telephone numbers, e-mail and fax numbers, with the permission from the SGBA members.
- b) The Secretary shall have published, no later than the December issue of the Goat Keeper or whatever publication the SGBA subscribes to a request for nominations form that may be copied by members for nominating to the Board of Directors. This form will also be published on the website, from which it can be copied.
- c) Members may make up to three (3) nominations for Directors. Nomination Forms must be signed by three (3) members in good standing. The form is to be returned to the Secretary by such date as is designated by the Board.
- d) Nominees are to be notified that their names shall be included for election unless notice declining the nomination is returned within five (5) days of the nomination closing date.
- e) Two (2) members of the same household shall not hold two (2) executive positions on the Board of Directors at the same time.
- f) Should an election to fill a vacant Directors position(s) be necessary the Secretary shall mail to each member of the SGBA a return envelope marked "Official Ballot" and a voting ballot listing the nominees for Director(s). This correspondence shall also include instructions for voting for the new



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Board member(s) and the date the ballot must be returned as determined by the Board of Directors.

- g) The President shall appoint three (3) scrutineers to open the ballots and tabulate the results of the vote. In the case of a tie the person who has been a member of the SGBA the longest shall be declared elected.

9) DISCIPLINE OF MEMBERS

1) EXPULSION AND SUSPENSION OF BOARD MEMBERS

A) Any Member who:

- a) is in arrears of any fees owing the Association;
 - b) contravenes a by-law of the Association relating to the individual identification of animals;
 - c) contravenes a by-law of the Association relating to the keeping of private breeding records;
 - d) has contravened any provisions of the Animal Disease and Protection Act or the regulations thereunder relating to the identification or testing of animals;
- May be expelled or suspended.

B) Any member whose conduct is prejudicial to the interest of the Association may be expelled or suspended.

C) Upon written complaint being made against a member or upon information reflecting upon any member's conduct coming to the attention of the Executive, it shall be the duty of same to investigate said conduct or have such conduct investigated and to satisfy themselves / himself / herself that:

- a) there has not been a breach by the member of these bylaws; or
 - b) they/he/she has reasonable cause to believe there has been a breach of these bylaws;
- If the Executive deems that there has been a breach of the bylaws of such a character that the Association should take cognizance thereof then such complaint shall be reduced to writing and shall be heard by the Executive committee. The Executive shall then cause a copy of such complaint, with a notice of the time and place of hearing thereon, to be served upon such member not less than thirty (30) days prior to the said hearing and like notice may be given to any party who may have made the complaint. Such notice shall contain a statement of the purpose and scope of the hearing and the sanctions which the Executive committee has the power to take regarding such member's membership in the Association. Such notice shall further advise such member that such member may appear



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in person or be represented by counsel, produce witnesses, affidavits, documents or other evidence on such member's behalf.

D) At the hearing before the Executive Committee the member against whom the complaint has been preferred, shall have the right to be heard in person or be represented by counsel, to produce whatever witness, affidavit, documentary or other evidence which such member may wish to produce and cross examine any other witnesses who appear to give evidence. At the closing of the hearing or as soon after as may be reasonably possible, the Executive Committee shall render its decision thereon, either exoneration or suspension of the member.

In the event that the Executive committee should decide to suspend the member the decision of the Executive committee shall be automatically reviewed by the Board of Directors.

Any of the Board of Directors who sat on the Executive Committee shall not be eligible to sit and review their own decision.

The Executive committee shall then cause notice of the time and place of the Board of Directors Meeting regarding such member's membership in the Association to be served upon such member not less than thirty (30) days prior to the Board of Directors meeting and like notice may be given to any party who may have made the complaint. Such notice shall contain a statement of the purpose and scope of the hearing and the action which the Board of Directors has powers to take regarding such member's membership in the Association. Such notice shall further advise such member that such member may appear in person or be represented by counsel but no new evidence may be presented without leave of the board of Directors and the decision of the Board of Directors will be based upon the proceedings and evidence presented before the Executive committee.

The Executive committee shall transmit to the Board of Directors the evidence presented to the Executive committee and the proceedings heard before it, together with the decision thereon (hereinafter referred to as "the record"). The Board of Directors shall review the record but no new evidence may be presented without leave of the Board of Directors and the decision of the Board of Directors will be based upon the proceedings and evidence presented before the Executive committee and the submissions of the member or his/her counsel. At the close of the hearing before the Board of Directors, or as soon thereafter as reasonable possible, the Board of Directors shall render a decision upon the complaint, affirming, reversing or modifying the decision of the Executive committee, with disciplinary power in the Board of Directors to make the penalty imposed upon the member wither more severe or less severe or to order a rehearing of the



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complaint. The decision of the Executive committee remains in force until reversed at the time of the annual meeting.

E) The decision of the Board of Directors may be appealed to the next general meeting of the membership of the Association by the member by filing a notice of appeal within thirty (30) days after service of written notice of the decision of the Board of Directors. The notice of appeal shall set out the grounds of appeal and shall be filed with the Executive committee or General Manager of the Association. The decision of the Board of Directors shall stand and remain in force until reversed at the annual meeting. Such appeal would be heard at the next annual meeting of the membership which is held at least thirty (30) days after the date the notice of appeal has been filed with the Executive committee.

F) If an appeal is taken to the annual meeting, the Executive committee or General Manager shall provide the members at the annual meeting with the Record together with the decision of the Board of Directors. At the time of the annual meeting a hearing shall be held upon said appeal but no new evidence may be presented and the decision of the annual meeting shall render a decision of the Board of Directors. At the time of the annual meeting a hearing shall be held upon said appeal but no new evidence may be presented and the Annual General Meeting shall render a decision either to reinstate the member or to confirm the decision of the Board of Directors provided however that reinstatement by members at the annual meeting shall be only by a vote of 2/3rds of the members present thereat and voting in favour of reinstatement.

G) Notwithstanding the foregoing any member shall be at liberty after being expelled or suspended from the Association to apply for reinstatement of his membership before the Board of Directors provided that one (1) year has elapsed after the later of:

- a) the date of suspension or expulsion by the Board of Directors; or
- b) after a failed appeal to the general meeting of the members at large

Article 10. AMENDING THE BYLAWS

- a) Proposed Amendments to these Bylaws must be submitted to the Bylaw Chairperson at least sixty (60) days before the Annual General Members Meeting. The Chairperson shall ensure the amendment(s) are properly worded,



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legal and complete, and that the logical reasons for the proposed amendment(s) are clear.

- b) The Bylaws Chairperson shall send proposed amendments to the President and the Board of Directors at least two (2) days before it is to be discussed at a Board meeting, except in the case where there is an agreement by all board to waive this requirement as may be necessary to address specific issued in a more expedient manner.
- c) Members must be given notice of proposed changes to the Bylaws at least thirty (30) days before an Annual General Members Meeting so members may decide how to vote on the proposed amendment(s). Changes to the Bylaws can only be made at an Annual General Members Meeting and require a two-thirds vote in favor to pass.
- d) A Member in good standing may carry up to three (3) proxy votes of members in good standing plus his/her own vote to an Annual General Members Meeting. The Proxy Form shall be completed and signed by the member(s) in good standing with copies sent to the Secretary at least three (3) days before the Annual General Members Meeting.



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Article 11. ACCEPTANCE OF SGBA Bylaws

The Bylaws of the Saskatchewan Goat Breeders Association Incorporated shall be reviewed by the Board of Directors on an annual basis, and be accepted as the governing rules for the SGBA with each director signifying his/her acceptance by affixing their signatures below.

The elected Board of Directors of the SGBA accept the Bylaws within this document as approved by the membership as the governing rules of the SGBA on this day _____.

The Secretary of the SGBA Inc. shall retain the original signed copy of this document on file at the office of the SGBA.