

BYLAWS OF THE
KENTUCKY GOAT PRODUCERS ASSOCIATION, INC.

ARTICLE I
PURPOSES

The particular purposes of the corporation are as follows:

1. Promote participation and cooperation among Kentucky goat producers in the improvement of the Kentucky goat industry and profitability of Kentucky goat producers;
2. Promote the consumption of Kentucky goat products;
3. Plan and implement educational programs to benefit its members;
4. Improve the production and marketing skills, efficiencies, and opportunities of/for the members;
5. Develop or support any other educational or research programs or events that the corporation deems beneficial to the members and the community; and
6. Raise funds through dues, donations, and other fundraising means to support the corporation's sponsored activities and civic and charitable contributions in the community.

ARTICLE II
OFFICES

The corporation may have such other offices within the Commonwealth of Kentucky, as the business of the corporation may require from time to time.

ARTICLE III
FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE IV
WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these bylaws, or under the provisions of the articles of incorporation, or under the provisions of the corporation laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE V
RULES

The Roberts Rules of Order as amended and revised shall govern the conduct of any and all meetings.

ARTICLE VI
MEMBERS

(A) Membership

The membership of the corporation shall be composed of individuals and businesses. However, the Board of Directors shall determine who is eligible for membership in each classification, the amount of annual dues, and the criteria to be included on the applications.

The membership application process will be as follows:

1. Membership applications shall be submitted to the Membership Secretary;
2. The Membership Secretary will review each application;
3. At the next regular Board meeting, the Membership Secretary will submit the newly received, completed membership applications and dues to the Board for approval;
4. The membership applications must be approved by a majority of the Directors present; and then
5. The Membership Secretary will add the approved members to the membership roll and send each new member a receipt of dues and a certificate of membership.

(B) Membership Classifications and Dues

(1) Active members:

Any individual or entity, that is a Kentucky farm owner or operator, and who is actively engaged in goat production may become an active member upon application, approval, and payment of dues of \$20.00 per year. Active members are eligible to vote, serve as Directors, hold office, receive membership benefits, and participate in activities and events as determined by the Board.

Affiliate county and regional organizations may include non-producers as active members in their organizations, but these non-producer members must apply as associate members with this state organization.

(2) Associate members:

Any individual or entity may become an associate member upon application, acceptance, and payment of dues of \$20.00 per year. Associate members shall not be eligible to hold any office or vote on any matter of business, but may be eligible to receive certain membership

benefits and participate in activities and events as determined by the Board.

(3) Honorary members:

Any individual may become an honorary member upon the majority vote of the full Board of Directors. Honorary members will receive a lifetime membership and will not be required to pay annual dues. Honorary members shall not be eligible to hold office or vote on any matter of business, but may be eligible to receive certain membership benefits and participate in activities and events as determined by the Board.

(C) Dues

During a regular Board meeting during the third quarter of the fiscal year, the Board each year will set the amount of the Annual Dues of the membership that will be effective for the next fiscal year. A Membership Application for the next year shall be mailed to the membership with the notice of the Annual Meeting.

Payment of dues made after June 30th will be applied toward the applicant's membership for the remainder of that calendar year and the following calendar year.

(D) Voting

Only members who have been approved by the Board ("current members"), including Directors, attending a membership or Board meeting have the right to vote on any matter of business according to these by-laws and amendments.

Only one (1) representative of a current active member entity (partnership, LLC, corporation, etc.) may vote at any meeting.

Proxy votes for current members, including Directors, who are unable to attend a membership or Board meeting will be counted in the vote; if the proxy meets the following requirements:

1. the proxy must be in writing;
2. state name of the member who is unable to attend;
3. state the name of the member who is receiving the power to exercise the vote;
4. include the date signed;
5. be signed by the member who is to be absent; and
6. be submitted to the Membership Secretary or presiding officer prior to the Call to Order of that meeting.

(E) Quorum

A quorum shall be the current members present or by proxy at any meeting of the membership provided proper notice was given.

(F) Annual Meeting

An Annual Meeting of the membership will be held during the fourth quarter of the fiscal year for the election of Directors by the active members and other corporation business.

(G) Special Meetings

Special Meetings of the membership may be called at any time by the President or a majority of the Board of Directors. Active members may request a Special Membership Meeting through the President or a majority of the Board.

(H) Notice of Meetings

Notice of the date, time, place, and agenda of every Annual Meeting and Special Meeting of the membership shall be mailed to the entire recorded current membership at least thirty (30) days prior to the meeting. In addition, a notice of the date, time, and place of the Annual Meeting will be published in a statewide farm publication at least thirty (30) days prior to the meeting.

(I) Suspension or Removal from Membership

Members, whose public actions are not in the best interest of the corporation, may be suspended from the membership by action of a majority vote of at least three (3) Directors present at a special emergency meeting of the Directors present, called without any required notice to the membership or Board. The suspended member will be reinstated to full membership rights or terminated from the membership and not allowed to continue in activity eligible to members by a two-thirds vote of the full Board provided that a statement of the charges and a notice of the date, time, and place of that Board meeting are mailed to the suspended member's last recorded membership address fifteen (15) days prior to this meeting. Reinstatement or termination of the suspended member must occur within ninety (90) days of the date of suspension.

**ARTICLE VII
DIRECTORS**

(A) General Powers

The business and affairs of the corporation shall be managed by its Board of Directors.

(B) Qualifications

Directors must be current active members. At the Initial Annual Meeting, any current active member may be nominated and elected. At all Annual Meetings thereafter, Director nominees must not have an immediate family member (spouse, parent, sibling, or child) or member of the same household already serving on the Board, even if the two family or household members have paid individual memberships.

(C) Number

The number of Directors of the corporation shall be TWELVE (12), but may be increased or decreased by amendment of this bylaw.

(D) Term

All Directors will serve terms of three (3) years. A Director may only serve two (2) full successive terms; being appointed and/or elected to fill an incomplete term will

not be counted as a full term. A past Director may be nominated after not serving for one (1) year.

(E) Nomination of Directors

Prior to Annual Meetings thereafter, the nominees for the Directors' positions will be selected by the Nominating Committee and approved by the Board according to the process stated in Article IX (A).

(F) Election at Annual Meetings

At Annual Meetings thereafter, the eligible voting members will elect four (4) Directors for terms of three (3) years on a rotational schedule, by a majority of the eligible voting members present or by proxy from a slate of nominees of current active members submitted by the Nominating Committee and approved by the Board. Incomplete Terms: Additional Directors may be elected to Director positions that were filled by the Board after a Director's resignation or termination. The Director positions elected to complete a term will be filled by the nominee receiving the next highest votes after the full term five Director positions have been designated from the certified vote tally.

Director positions are to be designated from the certified vote tally in the following order by the nominees with highest votes received:

1. Three (3) year terms (five Director positions);
2. Two (2) year terms (to fill incomplete terms); and then
3. One (1) year terms (to fill incomplete terms).

The procedure for the election of Directors at the Annual Meetings will be as follows:

1. The Board of Directors will meet and approve the membership roll of eligible voting members as submitted by the Membership Secretary.
2. The President will ask for nominations from the active membership present to elect three (3) active members, as Election Assistants, to assist in conducting the Election of Directors. The active members will vote on these nominees by a show of hands. The duties of these elected members will be to distribute, collect, and count the Director Election Voting Ballots.
3. The President will present the nominees approved by the Board.
4. The President will ask each nominee to make a short (1 to 2 minute) presentation about themselves to the voting members.
5. The President will ask the Election Assistants to distribute the Director Election Voting Ballots to all eligible voting members as listed on the approved membership roll and any members designated by proxy.
6. The President and Election Assistants will make sure that all eligible voters received a ballot, had sufficient time to mark the ballot for the required number of the nominees, and that each ballot was collected.
7. The President will direct the Election Assistants to take the marked ballots to another room and count the ballots. The ballots must be counted twice.

The three (3) Election Assistants must sign the vote tally indicating the number of votes received by each nominee.

8. The President will receive all of the ballots and the certified vote tally from the Election Assistants.
9. The President will announce the required number of nominees with the highest number of votes as the elected Directors and their designated terms, but the announcement must be in a random order and NOT announce the number of votes received by each nominee. The ballots and vote tally will be kept by the Membership Secretary for record purposes. The results may be given to a defeated nominee, after a vote of the Board in response to a written request by that defeated nominee.

(G) New Board Meeting to Elect Officers

Immediately after the Annual Meeting, the New Board will meet to conduct the following business:

1. Election of Officers as stated in Article VIII;
2. Select a committee or contract with a professional enrolled agent, accountant, or attorney to audit the financial records of the corporation and prepare the annual income tax returns for the corporation; and
3. Set dates, times, and places for the transfer of the corporation's files, records, accounts, and assets from the old officers and committee chairpersons to the new members holding these positions.

(H) New Directors' and Officers' Terms

The term of the new Directors will begin at the conclusion of the Annual Meeting. The term of the new Officers will begin during the New Board Meeting.

(I) Absences from board meetings

Any Director that is absent from three consecutive board meetings, without having his or her absences excused by the quorum of the Board, maybe removed from the Board by a majority vote of the remaining directors.

(J) Removal

Any Director elected or appointed by the Board may be removed from office by a majority of the full Board, with or without cause, whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a Director or agent shall not of itself create contract rights.

(K) Vacancies

Should a vacancy occur on the Board before completion of a term, such vacancy may be filled by the affirmative vote of a majority of the remaining Board of Directors, even if less than a quorum. The Director filling the vacancy shall serve until the next Annual Meeting, where a Director will be elected to complete the term of this Director's position.

(L) Board Meetings

The Board of Directors will hold regular scheduled meetings, at least quarterly; to address any business as may properly come before the Board. The Board will provide the date, time, and place for the holding of regular Board meetings to the membership in a manner determined by the Board to give the membership sufficient notice to encourage attendance by the members. All Board meetings are open to all members of any class.

(M) Notice of Board Meetings

Notice of the date, time, place, and agenda of any regular Board meeting shall be given at least ten (10) days prior thereto by written notice delivered personally or mailed or electronically to each Director at his/her recorded member address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. If notice is given by electronically, such notice shall be deemed to be delivered when the message is sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(N) Special meetings

Special meetings of the Board may be called by or at the request of the President, or by a majority of the Directors in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Kentucky, as the place for holding any special meeting of the Board of Directors called by them.

(O) Notice of Special Meetings

Notice of the date, time, place, and agenda of any special meeting shall be given at least five days prior thereto by written notice delivered personally or mailed or electronically to each Director at his/her recorded member address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. If notice be given by electronically, such notice shall be deemed to be delivered when the message is sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(P) Quorum

A majority of the full Board of Directors (7) must be present at the call to order by the President to constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided that if less than a majority of the Directors are present during said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

(Q) Manner of acting

The act of the majority of the Directors present (at least 4) at a meeting at which a quorum is present shall be the act of the Board of Directors.

(R) Compensation

No Director shall receive compensation for his/her services as Director; however, any expenses incurred by any Director by reason of his/her duties or responsibilities as such may be paid by the corporation; provided, that nothing contained herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

(S) Committees

The Board of Directors shall have authority to establish such committees as it may consider necessary or convenient for the conduct of its business. The Board of Directors may establish an executive committee in accordance with and subject to the restrictions set out in the statutes of the Commonwealth of Kentucky.

(T) Informal action

Any action required or permitted to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the Directors, or all members of the committee, as the case may be, and included in minutes or filed with the corporate records. Such consent shall have the same effect as a unanimous vote.

ARTICLE VIII
OFFICERS

(A) Offices

The officers of the corporation shall be a President, three (3) Vice-presidents, Correspondence Secretary, Membership Secretary, Treasurer, and such other officers whose duties may be fixed from time to time by the Board of Directors and who are to be elected in accordance with the provisions of this article.

(B) Election and term of office

Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided. After the initial election of Directors at the corporation's organizational meeting, the officers of the corporation shall be elected every year by a majority of the Directors present at the New Board meeting immediately following the Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as shall be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

(C) Removal

Any officer elected or appointed by the Board may be removed from office by a majority of the full Board, with or without cause, whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

(D) Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

(E) Compensation

The officers may receive such salary or compensation for their services as the Board determines.

(F) President

The President, a current active member who has served as a member of the Board of Directors the previous year, shall be the chief executive officer of the corporation and shall in general supervise and control all of the day-to-day business and affairs of the corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

(G) Vice- presidents

Each Vice-president will be a current active member who is also a member of the Board of Directors. A Vice-president will be elected by the Board to represent, coordinate and report activities, implement programs, and other duties prescribed by the Board for each of three industry areas. These industry areas are Dairy, Commercial Meat, and Purebred- Dairy & Meat. In the absence of the President or in the event of his/her inability or refusal to act, the Board will designate the order that the Vice-presidents shall perform the duties of the President and, when so acting, shall have all of the powers and be subject to all of the restrictions upon the President. The Vice-presidents shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

(H) Correspondence Secretary

The Secretary, a dues paying active member who is a Director, shall (1) keep and distribute in a timely manner the minutes of the members' and the Board of Directors' meetings in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (3) be custodian of the corporate records; and (4) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(I) Membership Secretary

The Secretary, a dues paying active member who is a Director, shall (1) keep and distribute in a timely manner the current roll of the membership in one or more books provided for that purpose; (2) mail out membership applications upon request in accordance with the provisions of these bylaws; (3) be custodian of the membership records; and (4) in general, perform all duties incident to the office of membership secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(J) Treasurer

The Treasurer will be a dues paying active member who is a Director. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and (2) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

**ARTICLE IX
COMMITTEES**

(A) Nominating Committee

The purpose of the Nominating Committee is to submit a slate of nominate current active members ready, willing, and able to serve the membership as Directors in such a manner as to represent the best interests of the members.

1. Selection of the Nominating Committee members: There shall be at least 3 members of the Nominating Committee. It is encouraged for there to be at least one member of the committee that in not serving on the Board of Directors.

2. Duties:
 - a. Identify, contact, interview, and select current active members as nominees, who are ready, willing, and able to actively serve the membership as Directors for a three year term, if elected.
 - b. These nominees should be selected in a strong effort to represent varying geographic regions and industry interests.

3. Process:
 - a. The Nominating Committee will review and discuss the names of potential nominees.
 - b. A list of finalist nominees will be selected to be contacted and interviewed by two or more committee members.

- c. A slate of nominees to be submitted to the Board for approval will have at least three (3) more nominees than Directors positions to be elected at the Annual Meeting.
- d. The nominees shall be selected by a two-thirds majority of the full Nominating Committee (5 committee members).
- e. The list of selected nominees and a short biographical sketch describing each selected nominee shall be submitted to the Corresponding Secretary to be mailed to the Board of Directors at least ten (10) days prior to a regular Board meeting during the third quarter for the Board's approval.
- f. The Board shall approve at least two (2) more nominees than Directors positions to be elected at the Annual Meeting
- g. At the Annual Meeting, the Chairperson will describe the nomination process, the work of the Nominating Committee, and present the Board approved nominees to the membership for election.

(B) Standing Committees

The Corporation will have the following Standing Committees in addition to the Nominating Committee:

1. Commercial Meat
2. Dairy
3. Purebred- Dairy & Meat
4. Membership
5. Communication
6. Fundraising/Budget
7. Education & Research
8. Bylaws

(C) Other Special Committees

The Board of Directors shall have authority to establish such committees as it may consider necessary or convenient for the conduct of its business. The Board of Directors may establish an executive committee in accordance with and subject to the restrictions set out in the statutes of the Commonwealth of Kentucky.

(D) Committee Membership

As soon as possible after the Annual Meeting, the President will nominate committee member nominees to the Board from any classification of membership, unless specified otherwise in the Bylaws. These nominees should be selected in a strong effort to represent varying geographic regions and industry interests and provide for continuity of programs and activities. The Board of Directors shall elect committee members from the nominees for terms that will end at the next Annual Meeting.

(E) Committee Chairs- Commercial Meat, Dairy, & Purebred-Dairy & Meat

The Commercial Meat, Dairy, and Purebred-Dairy & Meat Committees will be chaired by the respective Vice-presidents of these industry areas as elected by the Board at the New Board Meeting immediately following the Annual Meeting. These chairpersons will serve for terms that will end at the next Annual Meeting.

(F) Other Committee Chairs

As soon as possible after the Annual Meeting, the President will nominate committee chairperson nominees to the Board from the Directors, unless specified otherwise in the Bylaws. The Board of Directors shall elect committee chairpersons from the nominees for terms that will end at the next Annual Meeting.

(G) Committee Quorum

A majority of any committee as appointed shall constitute a quorum for the transaction of business.

(H) Committee Member Removal

Any committee member appointed by the Board may be removed from a committee by the Board, with or without cause, whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

(I) Committee Vacancies

The Board will fill vacancies on any committee at the request of the Chairperson or on the Board's own motion.

(J) Committee Action

Any action taken by a committee must be approved by the Board unless authority has been granted by the Board to the committee or the Chairperson that would validate a particular action of the committee.

(K) Sub-Committees

The Chairpersons have the authority to create sub-committees and fill these positions, upon the approval of the majority of the members of that respective committee. Anyone, member or non-member, can serve as a member of a sub-committee. The duties of each sub-committee will be determined by the committee. The action of any sub-committee must be presented to committee for approval.

ARTICLE X
CONTRACTS, LOANS, CHECKS, AND DEPOSITS

(A) Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

(B) Loans

No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

(C) Checks, drafts, orders, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

(D) Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

(E) Gifts

Any director or officer may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the corporation.

No officer shall make charitable contributions in the name of, from the funds of, or on behalf of the corporation without prior authorization by the Board of Directors.

ARTICLE XI
BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the corporation may be inspected by any director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII
AMENDMENT OF BYLAWS

These Bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of a full majority of the Board of Directors (8); if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting to the Board of Directors and mailed to the membership thirty (30) days prior to the meeting in which the vote would be taken. Notwithstanding the above, the members may amend, alter, change, add to, or repeal these bylaws at any time, subject to the same notice requirement, by a majority of the full paid membership present or by proxy.