

**BYLAWS OF  
MICHIGAN BOER GOAT ASSOCIATION**

A Nonprofit Corporation Formed Under the laws of the State of Michigan

**ARTICLE ONE: ORGANIZATION**

Section 1.1. Registered Office. The registered office of the corporation shall initially be situated at the location stated within the articles of Incorporation and may, at a later date, be moved to such other location as the board of directors may from time to time designate.

Section 1.2. Other Offices. The corporation may maintain such other offices both within and without the State of Michigan as the board of directors may authorize.

Section 1.3. Purpose. The corporation has been organized for the purposes set forth in the Articles of Incorporation.

Section 1.4. Corporate Seal. The seal of the corporation shall be of such design as shall be approved and adopted from time to time by the board of directors, and the seal or a facsimile thereof may be affixed by any person authorized by the Board of Directors or these By laws by impression, by printing, by rubber stamp, or otherwise. The foregoing notwithstanding, however, unless otherwise required by the laws of the State of Michigan, the Board of Directors may opt not to utilize a corporate seal.

**ARTICLE TWO: MEMBERS**

Section 2.1. Membership. Membership in the corporation shall be open to all persons who meet the following criterion: Payment of annual dues and by signing the membership agreement and code of ethics.

Section 2.2. Admission of Members. The Board of Directors shall enact procedures for the admission of members together with setting any admission fee for membership.

Section 2.3. Termination of Members. Membership may be terminated voluntarily by the member or Board of Directors of the corporation in accordance with rules of member conduct as enacted by the Board of Directors.

Section 2.4. Place of Meetings. Meetings of the members of the corporation shall be held at such place or places, within or without the State of Michigan, as shall be determined by the Board of Directors; and the President shall preside over all such meetings.

Section 2.5 Annual Meeting. The annual meeting of the member shall be held at annual fall goat roast, if that day is not a legal holiday, and if a holiday, then on the first following day that is not a legal holiday. If any annual meeting is not held at the designated time, the meeting shall be held as promptly as practicable thereafter at a time to be determined by the Board of Directors.

Section 2.6. Special Meetings. Special meetings of the members may be called by the Board of Directors through a duly adopted resolution, by the Chairman of the Board, by the President of the Corporation, or by written petition of not less than twenty-five percent (25%) of all members in good standing. Business transacted at all special member meetings shall be confined to the subjects stated in the notice of said meeting. The individual or individuals who call for a special meeting of the members shall deliver a statement of the subject(s) to be addressed at the special meeting to the secretary of the corporation within 48 hours of calling for said meeting (or, if the office of Secretary shall then be vacant, to the President of the Corporation).

Section 2.7. Notice of Meetings – Waiver and Adjourned Meetings. Written notice stating the place, date, and hour of the meeting, and the purpose or purposes for which the member meeting is called, shall be delivered to each member by the Secretary of the Corporation (or, if the office of Secretary shall then be vacant, by the President of the Corporation or his/her designee) not less than ten (10) days before the date of the meeting.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with first class postage prepaid and addressed to the member at his or her address as it appears in the records of the corporation or such other address as a member may have designated for delivery of notices in a written communication to the Secretary.

Waiver by a member in writing of notice of a members' meeting, signed wither before or after the time of the meeting, shall be equivalent to the giving of such notice. Attendance by a member at a members' meeting, whether in person or by proxy, without objection to the notice or lack thereof, shall constitute a waiver of proper notice of the meeting.

Any meeting of members may be adjourned by the chair of the meeting to reconvene at another time or place. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote.

Section 2.8. Quorum. Members represented in person or by proxy, shall constitute a quorum at a meeting of members. The members present at a duly organized meeting may continue to do business until adjournment.

Section 2.9. Proxies. A member may vote wither in person or through a proxy executed in writing by the member or the holder of a lawful owner of attorney of said member. No shall be valid after one (1) year from the date of its execution, unless otherwise expressly provided in the proxy.

Section 2.10. Voting. Each membership shall be entitled to one vote on each matter submitted to a vote at a meeting of members. The affirmative vote of a majority of the members represented at the meeting shall be the act of the members as a whole unless the vote of a greater number of members is required by law or otherwise in these Bylaws.

### **ARTICLE THREE: BOARD OF DIRECTORS**

Section 3.1. Initial Directors. The initial Board of Directors shall consist of 5 persons. The initial directors shall serve until the next annual meeting of members; however, in all cases, directors shall serve until their successors shall have been elected and qualified.

Section 3.2. Number, election and Term. The number of directors to serve on the Board of Directors may be amended by a duly adopted resolution of the Board of Directors; however, this number shall not be greater than a maximum of 12 directors nor less than the minimum number required by Michigan law. All directors after the initial board shall serve 2 year staggered terms. The Executive Board shall serve a 3 year staggered term. All directors shall be elected at the annual meeting of the members by majority vote of the members; however, in all cases, current directors shall serve until their successors shall have been elected and qualified.

Section 3.3. Meetings: Quorum. Regular meetings of the Board of Directors shall be held at such places, within or without the State of Michigan, and on such days and at such times as shall be fixed from time to time by the Board of Directors and or president. The act of the majority of the directors 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 the Articles of Incorporation or these Bylaws.

Section 3.4 Director meeting via telephone conference. Directors may appear at a meeting of the Board by means of telephone conference or similar communication system whereby all persons participating in the Meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Furthermore, a director appearing at the board meeting via telephone conference shall also be allowed to vote by this medium.

Furthermore, it is permissible for all directors to appear at a meeting of the Board of Directors via telephone conference or similar communication system.

Section 3.5 Action by Consent. Any action which is required to be or may be taken at a meeting of the directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the directors. The written consent may be executed in several identical counterparts by the directors with the effect as if the directors had executed a single document.

Section 3.6 Resignation and Filling of Vacancies of Directors. Any director of the corporation may resign at any time by giving written notice of such resignation to the Board of Directors, the Chairman of the Board, or the Corporation. Any such resignation shall take effect at the time specified therein or, if no time be specified, upon receipt thereof by the Board of directors or one of the above-named officers.

Vacancies on the board and newly created directorships resulting from any increase in the number of directors to constitute the Board of Directors may be filled by a duly approved resolution of a majority of the directors then in office. If the directors remaining in office constitute less than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

Any director elected to fill a vacancy or a newly created directorship shall serve until the next election of directors by the members of the corporation. The death of any director shall be treated as voluntary resignation by the corporation.

Section 3.7 Committees. The Board of Directors, by resolution adopted by a majority of the whole board, may designate two or more directors to constitute a committee. Each such committee, to the extent provided in such resolution, shall have and may exercise the authority of the Board of directors, as so delegated in the resolution, in the management of the corporation; but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or such member by law.

Section 3.8. Power and Duties of the Board of Directors. The property and business of a corporation shall be controlled and managed by a Board of Directors; however, the Board may delegate duties to the officers of the Corporation to the full extent allowed by law.

Section 3.9. Removal of Directors. The Board of Directors may, by resolution adopted by the affirmative vote of 66% or more of the directors, remove a fellow board member. Sixty-six percent of all directors, not 66% of those directors in attendance at the meeting, must vote in favor of removal for the resolution to pass.

#### **ARTICLE FOUR: OFFICERS**

Section 4.1. Number, Election and Term. The officers of the corporation shall be a president, vice president, treasurer and secretary who shall be chosen by the Board of Directors at its first meeting. The same individual may hold all three offices. The Board of Directors may elect such other officers with such titles and duties as it may determine are appropriate. Any two or more offices may be held by the same person.

All officers, unless sooner removed, shall hold their respective offices until the first meeting of the Board of Directors after the next succeeding election of the Board of Directors and until their successors shall have been duly elected and qualified.

The salaries of the officers of the Corporation shall be fixed from time to time by the Board of Directors. No officer shall be prevented from receiving such salary by reason of the fact that such officer is also a director of the corporation.

Section 4.2 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall not affect the contract rights, if any, of the officer or agent so removed.

Section 4.3 President-Duties as described in the P & P

Section 4.4 Vice President- Duties as described in the P & P

Section 4.6. Secretary- Duties as described in the P & P

Section 4.7. Treasurer- Duties as described in the P & P

#### **ARTICLE FIVE: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

Section 5.1. Indemnification of Directors and Officers. To the fullest extent permitted by the laws of the State of Michigan, including future amendments of those laws, the corporation against any and all claims. Liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonable incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such position. However, the foregoing shall not apply to:

- a. any breach of such person's duty of loyalty to the corporation or its members;
- b. any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful; or
- c. any transaction from which such person derived any improper personal benefit.

Section 5.2. Determination of Entitlement of Directors and Officers to Indemnification. The decision concerning whether a director or officer seeking indemnification has satisfied the provisions of Section 5.1 shall be made by (i) the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity (“Disinterested Directors”), whether or not such majority constitutes a quorum; (ii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion; or (iii) a vote of the members.

Section 5.3. Indemnification of employees and agents. The Board of Directors may, in such cases as, in its complete discretion, it deems appropriate, indemnify and hold harmless employees and agents of the corporation, and persons who formerly held such positions against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position.

#### **ARTICLE SIX: MISCELLANEOUS**

Section 6.1. Amendment of Bylaws. The Bylaws may be amended by a majority vote of the members present in person or by proxy at the annual meeting, at a special meeting called for that purpose, or by written consent. In those instances where the Bylaws explicitly grant the Board of Directors the authority to alter such designations as the registered office of the corporation, the corporate seal, or the total number of directors, action taken by the Board within such grants of authority shall not be considered an “amendment” of these Bylaws.

Section 7.2. Fiscal year of the corporation. Unless the Board of Directors shall select another date through a duly adopted resolution, the fiscal year of the corporation shall begin on the first day of January of each year and end on the 31st day of December.

#### **ACTION BY BOARD OF DIRECTORS OF MICHIGAN BOER GOAT ASSOCIATION THROUGH UNANIMOUS CONSENT**

A Nonprofit Corporation Formed Under the Laws of the State of Michigan

The undersigned, being all of the directors of Michigan Boer Goat Association, a nonprofit corporation formed under the laws of the State of Michigan, do hereby unanimously agree and consent, in lieu of notice and meeting, to adopt the attached as the initial by laws of the corporation and to name the following as officers of the corporation:

President , Vice President, Secretary, Treasurer

The officers shall serve until the first meeting of the Board of Directors of the corporation that shall occur after the expiration of one year from today’s date; however; should no new officers

be appointed and qualified at this meeting of the Board of Directors, the above-named officers shall continue in office until such time as new officers shall be duly appointed and qualified. The above-named officers shall have those duties as set forth in the corporation's by laws.

However, the broad delegation of authority contained in the bylaws notwithstanding, final decision and approval of all matters not within the ordinary course of business of the corporation shall be reserved for the Board of Directors. This shall include, but not be limited to, the following items:

- a. any transaction between the corporation and a director or officer of the corporation;
- b. approval of the annual operation budget of the corporation;
- c. approval of any expense in excess of up to a one time amount of \$200.00 without prior Board Approval
- d. approval of any capital expenditure in excess of up to a one time amount of \$200.00 without prior Board Approval
- e. approval of the leasing of any asset whose annual lease payments shall exceed up to a one time amount of \$200.00 without prior Board Approval
- f. approval of the incurrence of any indebtedness or obligations with a principal amount in excess of up to a one time amount of \$200.00 without prior Board Approval
- g. approval of any contract or agreement with a potential monetary value in excess of up to a one time amount of \$200.00 without prior Board Approval
- h. any other matter that might otherwise fall within the authority of the corporate officers which the Board of Directors by resolution shall reserve for its sole decision.

These Bylaws accepted by unanimous vote at the Annual Meeting of the General Membership, October 9, 2010.

Director \_\_\_\_\_

Director \_\_\_\_\_

Director \_\_\_\_\_

Director \_\_\_\_\_

Director \_\_\_\_\_

Director \_\_\_\_\_

Director \_\_\_\_\_

The above constituting the entire Board of Directors of the Corporation.