BYLAWS
OF
JUNIOR AMERICAN BOER GOAT ASSOCIATION

ARTICLE 1
NAME, PURPOSE, AND AFFILIATES

1.1 Name and Purpose.

(a) The Junior American Boer Goat Association (“JABGA”) is an affiliate of the American Boer Goat Association (the “Association”) and is established under Section 1.4 of the Bylaws of the Association.

(b) The Association is organized exclusively to collect and maintain the history and pedigree of American Boer Goats; to provide for their registration; to preserve the purity of the breed; and to encourage the further improvement and wider distribution of the breed through research, promotion, and education.

(c) JABGA is organized to support the Association; to improve and promote the American Boer Goat breed; to improve and develop the capabilities of youth, both individually and through group participation, in the breeding, raising, and exhibition of American Boer Goats; to develop and improve scholarship, leadership, and community interest among youth; to encourage high moral character, sportsmanship, and clean living among all its members; to establish a means whereby youth members may work in conjunction with the Youth Committee of the Association; and to create, foster, and assist subsidiary youth affiliates composed of members of JABGA.

1.2 Affiliates. JABGA, by action of its Board of Directors (the “JABGA Board”), with the approval of the Youth Committee of the Association, may establish one or more affiliated organizations (each, a “JABGA Affiliate”) to assist and support JABGA in the achievement of its purpose. A JABGA Affiliate shall have such geographic area, membership, purposes, and powers as may be approved from time to time by JABGA Board and the Youth Committee of the Association, but a JABGA Affiliate shall never have the authority to act in the name of JABGA or the Association.

1.3 Youth Coordinator. The Board of Directors of the Association may hire, at such salary as it considers appropriate, a Youth Coordinator for JABGA to enhance the communication and serve as a liaison between the JABGA Board of Directors, the Association’s Youth Committee, and the Board of Directors of the Association, and the Board of Directors of the Association may, by resolution, delegate responsibility for managing the day-to-day business of JABGA to the Youth Coordinator. The Youth Coordinator shall report to the Executive Director of the Association.
ARTICLE 2
MEMBERS

2.1 Members. Membership in JABGA is open to all individuals (i) who are 18 years of age or younger on January 1 of each year of membership, (ii) who have an interest in the purposes of JABGA, and (iii) who agree to comply with the Articles of Incorporation and Bylaws of the Association, these Bylaws, and the Code of Ethics of the Association, upon payment of membership fees as established by the Association from time to time. Continued membership in JABGA shall be subject to annual renewal and the continued payment of required membership fees. Failure by any member of JABGA (individually, a “Member” and collectively, the “Members”) to pay such Member’s annual membership fee on or before the due date established by the Association for such payment shall automatically terminate such Member’s membership in JABGA on such due date. The Association shall from time to time establish the date on which annual membership fees are due and the amount of such fees and shall provide notice thereof to all Members.

2.2 Annual Meeting of Members.

(a) The annual meeting of the Members shall be held each year on a date and at a time and place determined by the JABGA Board for the transaction of such business as may lawfully come before the meeting. It shall be the duty of the Secretary of JABGA to give not less than ninety (90) days’ notice of the annual meeting to each Member and to the Youth Coordination of the Association. Such notice shall be given by mail or by email or other electronic means to each Member not personally notified. Such notice may be given in the Association’s newsletter or other Association or JABGA publication provided to all Members. The initial annual meeting of the Members after the effective date of these Bylaws will be at the National JABGA Show. Notwithstanding the provisions of this Section regarding notice of the annual meeting, notice of such initial meeting shall be provided to the Members by the Association.

(b) Members may submit written requests for matters to be included on the agenda for the annual meeting. Such written requests shall be submitted to the President of JABGA, c/o the Association’s office, and must be received at the Association’s office at least sixty (60) days before the annual meeting. The President, in consultation with the Youth Coordinator of the Association, shall determine whether matters so requested shall be included on the agenda.

(c) Only matters included on the agenda prepared by the President, in consultation with the Youth Coordinator of the Association, shall be considered at the annual meeting of the Members. The agenda for the annual meeting shall be made available to the Members at least thirty (30) days before the annual meeting.

2.3 Special Meetings of Members. Special meetings of the Members shall be held upon the direction of the President of JABGA, in consultation with the Youth
Coordinator of the Association, a majority of the JABGA Board, or upon written request of not less than one-tenth (1/10) of the Members.

2.4 Notice. Except as otherwise provided herein, notice of the date, time, and place of special meetings of the Members shall be given not less than ten (10) nor more than sixty (60) days before the meeting, either personally or by mail be e-mail or other electronic means to each Member at his or her address as the same appears on the records of JABGA. Such notice need not be given to any Member who attends such meeting in person, nor to any Member who waives notice of such meeting, whether before or after such meeting. Except as otherwise expressly provided herein, the notice of any meeting of the Members is not required to state the business to be transacted at such meeting. Such notice may be given in the Association’s newsletter or other Association or JABGA publication provided to all Members.

2.5 Quorum; No Proxies. A quorum at meetings of the Members shall be the number of Members present. Each Member in attendance at a meeting shall have one (1) vote. The act of the majority of the Members present in person at a meeting at which a quorum is present shall be the act of the Members, except as otherwise specifically provided by these Bylaws. A majority vote of the Members at a meeting may vote to adjourn the meeting from time to time, and a meeting may be held as adjourned without further notice, at which meeting any business may be transacted which might have been transacted at the meeting as originally called. Proxies shall not be permitted at meetings of the Members to establish a quorum of Members or to cast a Member’s vote. Except as otherwise specifically required by these Bylaws (such as in the election of directors by mailed ballot), all actions by Members shall be taken in person at any meeting of the Members.

2.6 Termination of Membership. The membership of any Member may be terminated at any time without cause by the vote of at least seven (7) members of the JABGA Board.

2.7 Rules and Regulations; Code of Ethics. The Members shall comply with the Rules and Regulations and Code of Ethics established from time to time by the Association.

ARTICLE 3
JABGA BOARD OF DIRECTORS

3.1 Number. The direction and management of the affairs of JABGA shall be vested in the JABGA Board, which shall consist of ten (10) persons who must at all times be Members of JABGA. The directors shall be elected as set forth in Section 3.3 to represent five (5) geographic regions as described in Section 3.2. As of July 1, 2015, the directors are as follows:

_________________________ (Region 1a)
_________________________ (Region 1b)
3.2 Regions. JABGA Members shall be divided into five (5) geographic regions; the Members in each region shall be represented by two (2) directors. The geographic boundaries of those regions are attached to these Bylaws as Exhibit A.

3.3 Election of Directors; Removal of Directors. The procedure for electing and removing directors of JABGA shall be as follows:

(a) Any Member who is 14 years of age or older on January 1 of the year of election who desires to be a director of JABGA shall (i) so notify JABGA at the Association’s principal office in writing not later than March 1 of the year of election and (ii) submit at such time a completed and signed Conflict of Interest Statement and Code of Conduct on the forms required by the Association.

(b) The Youth Coordinator of the Association (or in his or her absence the Secretary of the Association) shall prepare a ballot for each JABGA region. Each such ballot shall contain the names of the Members residing in such region who have complied with the provisions of subpart (a) above.

(c) The Youth Coordinator of the Association (or in his or her absence the Secretary of the Association) shall mail, not later than April 1 of the year of election, a ballot for each JABGA region to the Members who reside in such region and who were Members in good standing as of January 1 of that year. The Youth Coordinator of the Association shall implement a balloting system to assure that ballots may be cast only by Members and that each Member may vote on only one regional ballot.

(d) Members must return their ballots, postage paid, to JABGA for receipt not later than May 1 of the year of election. Any ballot received later than May 1 of the election year) with postage due shall be disregarded. The ballots shall be counted by a committee of three (3) Association employees selected by the Youth Coordinator of the Association.
(e) If the Members of any region fail to elect one or both of its directors, such director(s) shall be appointed from Members residing in such region by the President of JABGA with the approval of at least six (6) directors on the JABGA Board.

(f) The results of the election shall be announced to the Members on or before May 15 of the year of election for terms to begin on July 1 of such year.

(g) At all times during each director’s term, he or she must reside in the region for which he or she was elected, and he or she must maintain his or her membership. Failure to comply with either of the above requirements shall result in the automatic removal of a director from JABGA Board.

(h) A director shall be subject to removal by a vote of least seven (7) members of the JABGA Board for the following reasons: (i) missing more than two (2) consecutive meetings of JABGA Board; or (ii) whenever in JABGA Board’s judgment, and in consultation with the Youth Coordinator of the Association, the best interests of JABGA would be served thereby.

3.4 Term of Directors. Each director elected to fill an available position shall be elected for a term of two (2) year beginning on July 1 of the year of election and shall hold office until the next July 1 or until his or her successor has been elected and qualified or until his or her earlier death, resignation, retirement, disqualification, or removal. EXCEPT for the 2015 election ALL REGION (A)’S WILL BE ELECTED FOR ONLY A ONE YEAR TERM. As of January 1, 2015 if a JABGA director ages out they may serve out their elected term, as long as they are in good standing with their ABGA membership. But this director will not be able to show in any JABGA events.

3.5 Director Vacancies. Any vacancy occurring in the JABGA Board resulting from the death, resignation, retirement, disqualification, or removal from office of any director shall be filled by a successor Member who resides in the same region for which the vacancy has occurred. Such successor shall be appointed by the President of JABGA with the approval of at least six (6) members of the JABGA Board and shall serve until the following June 1.

3.6 Annual Meeting of Directors. The annual meeting of the JABGA Board shall be held each year on a date and at a time and place determined by the JABGA Board for the transaction of such business as may appropriately come before the meeting. Such meeting date may be, but is not required to be, the same date as the annual meeting of the Members. It shall be the duty of the Secretary of JABGA to give at least ten (10) days’ notice of such meeting to each director. Such notice shall be given by mail or e-mail or other electronic means to each director not personally notified. The initial annual meeting of the JABGA Board after the effective date of these Bylaws is January 1, 2015. Notwithstanding the provisions of this Section regarding notice of the annual meeting, notice of such initial meeting shall be provided to the directors named in Section 3.1 by the Association.
3.7 **Regular Meetings of Directors.** Regular meetings of the JABGA Board shall be held at least two (2) times each year on dates and at such times as may be fixed from time to time by resolution of the JABGA Board. Such meetings shall take place at such place as the JABGA Board may determine. The annual meeting of the JABGA Board may be one of such regular meetings. Notice of the dates and locations of such regular meetings shall be provided to the Members.

3.8 **Special Meetings.** Special meetings of the JABGA Board shall be held whenever called by the Secretary of JABGA upon the direction of the President of JABGA, in consultation with the Youth Coordinator of the Association, or upon written request of at least three (3) directors.

3.9 **Notice.** Except as provided herein, notice of the date, time, and place of special meetings of the JABGA Board shall be given not less than five (5) business days before the meeting, either personally or by mail or e-mail or other electronic means to each director at his or her address as the same appears on the records of JABGA and to the Youth Coordinator of the Association. Such notice need not be given to any director who attends such meeting in person, nor to any director who waives notice of such meeting, whether before or after such meeting. Except as otherwise expressly provided herein or by statute, notice of any meeting of the JABGA Board need not state the business to be transacted at such meeting.

3.10 **Quorum; Majority Vote; No Proxies.** A quorum for the transaction of business by the JABGA Board shall be the presence of at least six (6) directors. The act of the majority of the directors present in person at a meeting at which a quorum is present shall be the act of the JABGA Board, except as otherwise specifically provided by these Bylaws. No proxy may be used to establish a quorum of directors or to cast a director’s vote. The directors present at any meeting, whether or not less than a quorum, by a majority vote may adjourn the meeting from time to time, and a meeting may be held as adjourned without further notice, at which, if a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

3.11 **Action Without a Meeting.** Any action required to be taken at a meeting of the directors of JABGA may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by at least the number of directors that would have been required to take the action if a meeting had been conducted and such consent is acknowledged by the Youth Coordinator of the Association. Each written consent shall bear the date of signature of each director who signs the consent and the Youth Coordinator of the Association. Prompt notice of the taking of any action by directors without a meeting by less than unanimous written consent shall be given to all directors who did not consent in writing to the action.

3.12 **Participation by Conference Telephone.** Directors may participate in and hold a meeting of the JABGA Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of
objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. The Youth Coordinator of the Association shall be given prior notice of any such meeting.

3.13 Conflict of Interest Policy. The Association has adopted a Conflict of Interest Policy which shall apply to all directors and officers of JABGA.

3.14 Director’s Responsibilities. Each director agrees to serve as an example and leader to the Members; to promote JABGA, the Association, and the American Boer Goat; to maintain the Association’s Code of Conduct; to act professionally; to be familiar with all JABGA programs and opportunities; to keep up with current events in the Boer Goat and livestock industries; to stay in weekly contact with the Youth Coordinator of the Association; to promptly review mail, e-mail, or other materials received from JABGA or the Association; to write articles for the JABGA newsletter and Association publications; to assist with JABGA fundraising activities; and to comply with all JABGA deadlines, assignments, and responsibilities.

ARTICLE 4

COMMITTEES

4.1 Committees. The President, with the approval of the JABGA Board, may designate committees, with each committee consisting of two or more Members who may be but are not required to be directors, and each such committee shall have such power and authority and shall perform such functions as may be provided in such resolution; however, such committee(s) shall never have the power to exercise the authority of the JABGA Board.

Committees may also include non-voting ex officio members who are not JABGA Members. The President shall appoint a committee chairperson of each designated committee, who shall establish the rules of procedure for meetings of such committee. Such committee or committees shall have such name or names as may be designated by the JABGA Board and shall keep regular minutes of their proceedings and report the same to the JABGA Board and to the Youth Coordinator of the Association. Any member of such a committee may be removed, for or without cause, by the President, with the approval of at least six (6) directors.

4.2 Action Without a Meeting. Any action required to be taken at a meeting of a committee of JABGA may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members of the committee as would be necessary to take that action at a meeting at which all of the members of the committee were present and voted. Each written consent shall bear the date of signature of each member of the committee who signs the consent. Prompt notice of the taking of any action by members of the committee without a meeting by less than unanimous written consent shall be given to all members of the committee who did not consent in writing to the action.
4.3 Participation by Conference Telephone. Members of a committee may participate in and hold a meeting of the committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE 5
OFFICERS

5.1 Election of Officers. There shall be a President, Vice President, Treasurer, Secretary, and Reporter of JABGA. At its annual meeting (and at its organizational meeting following adoption of these Bylaws), the JABGA Board shall elect the officers, each of whom shall serve until the next annual meeting or until their successor is elected. A person elected to an office cannot be more than 18 years of age on the January 1 of the year of election.

5.2 Duties. The principal duties of the officers of JABGA are as follows:

(a) President. The President shall be the presiding officer of JABGA and, subject to the control of the Board, shall have general charge and supervision of the administration of the affairs and business of JABGA. The President shall work with the JABGA Board, the Members, and the Youth Coordinator and Youth Committee of the Association to assure that all orders and resolutions of the Association and the JABGA Board are carried into effect, shall generally represent JABGA, and shall perform such other duties as may be assigned to him or her from time to time by the JABGA Board. The President shall be counted for purposes of determining a quorum for any meeting and may vote on any matter coming before the Members or the JABGA Board. President must serve a one year term before elected to office.

(b) Vice President. The Vice President shall discharge the duties of the President in the event of the President’s absence or disability for any cause whatever and shall perform such additional duties as may be prescribed from time to time by the JABGA Board. Vice President must serve a one year term before elected to office.

(c) Treasurer. The Treasurer shall keep account of all money, credit, and property of JABGA and shall keep an accurate account of all money received and disbursed. Except as otherwise ordered by the JABGA Board, the Treasurer shall deposit all funds of JABGA in such banks or depositories as the Association shall designate under procedures established by the Association. The Treasurer shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to JABGA, all of which books shall be open at all times to the inspection of the JABGA Board and the Youth Committee of the Association. The Treasurer shall also submit a report of the accounts and financial condition of JABGA at each annual meeting of the JABGA Board and the Board of Directors of the Association. In general, the Treasurer shall perform all the duties which are incident to the office of Treasurer, subject
to the direction of the JABGA Board, and shall perform such additional duties as may be prescribed from time to time by the JABGA Board. The Treasurer shall give bond only if required by the Youth Committee of the Association. In case of absence or disability of the Treasurer, the JABGA Board may appoint an Assistant Treasurer to perform the duties of the Treasurer during such absence or disability.

(d) Secretary. The Secretary shall have charge of the records and correspondence of JABGA under the direction of the President. The Secretary shall give notice of and attend all meetings of the JABGA Board and shall take and keep accurate minutes of all meetings of the JABGA Board of which he or she shall be the Secretary. The Secretary shall discharge such other duties as shall be assigned to the Secretary by the President or the JABGA Board.

(e) Reporter. The Reporter shall be responsible for reporting on and publicizing actions of JABGA to newspapers and other publications and at JABGA and Association events.

5.3 Removal. An officer may be removed from office by a vote of at least six (6) directors, on consultation with the Youth Coordinator of the Association.

5.4 Vacancies. Whenever a vacancy occurs in any office of JABGA, such vacancy shall be filled by the majority vote of the JABGA Board present, and such replacement officer shall hold office until the next annual meeting of the JABGA Board and until his successor is elected and qualifies; provided, a vacancy in the office of President shall be filled by the Vice President.

ARTICLE 6
GENERAL PROVISIONS

6.1 Rules of Procedure. Meetings of the JABGA Board and the Members shall be conducted by the President of JABGA under such rules of procedure as the President may determine from time to time; however, upon the vote of at least three-fourths (3/4) of the directors present at any time during any such meeting, the remainder of such meeting shall be conducted in accordance with the latest edition of Robert’s Rules of Order in effect from time to time.

6.2 Fiscal Year. The fiscal year of JABGA shall be the calendar year.

6.3 Resignation. Any director, officer, or committee member may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein or, if no date be specified, on the date of its receipt.

6.4 Notices. Whenever under the provisions of these Bylaws notice is required to be given to any director or committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice or notice by e-mail or other electronic means, by facsimile, or by mail, postage prepaid, addressed to such
director or committee member or other required person at such address as appears on the books of the Association. Such notice may be given by inclusion in the Association’s newsletter or other JABGA or Association publication provided to all Members. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same be thus deposited, postage prepaid, in the United States mail. Whenever any notice is required to be given to any director or committee member or other person under these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

6.5 Voting. Whenever under the provisions of these Bylaws a vote is required or permitted to be taken by Members, directors, or committee members and it is not otherwise specified in these Bylaws, the vote of a majority of the Members, directors, or committee members, as the case may be, present and eligible to vote shall be effective to authorize the action voted on.

6.6 Construction. Article and section headings in these Bylaws are for convenience only and shall not affect the construction hereof. Pronouns used in these Bylaws shall be construed as feminine, masculine, or neuter, as the context requires, and words of singular number in these Bylaws shall be construed as plural, as the context requires

ARTICLE 7

AMENDMENTS AND GOVERNING LAW

7.1 Amendments. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the JABGA Board, subject to the approval of the Youth Committee of the Association and the Board of Directors of the Association.

7.2 Texas Law. It is expressly recognized that when these Bylaws are silent as to the manner of performing any corporate function, the provisions of applicable Texas law shall control.

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Dated: May 12, 2014—Approval of the Bylaws by the JABGA Board
February 27, 2014—Approval of the Bylaws by the Youth Committee of the Association
September 26, 2014—Approval of the Bylaws by the Association Board
January 1, 2015—Effective Date of the Bylaws

Area 2- Kansas, Nebraska, North Dakota, Oklahoma, South Dakota, Iowa, Missouri, Minnesota, Illinois, and Wisconsin

Area 3- Connecticut, Delaware, Indiana, Kentucky, Maine, Maryland, Michigan, New York, Ohio, Pennsylvania, Virginia, and West Virginia

Area 4- Louisiana, Alabama, Arkansas, Florida, Georgia, Mississippi, North Carolina, South Carolina, and Tennessee

Area 5- Texas, Colorado, and New Mexico