

ALPINES INTERNATIONAL CLUB CONSTITUTION

Revised January 2017

PREAMBLE

WITH THE OBJECT IN VIEW OF DEVELOPING AND PROMOTING THE ALPINE BREED, AND OF COOPERATING IN EVERY WAY WITH ALL OTHER ORGANIZATIONS PROMOTING DAIRY GOATS IN GENERAL, WE, THE MEMBERS OF THE ALPINES INTERNATIONAL CLUB, DO HEREBY ADOPT THIS CONSTITUTION AS THE FUNDAMENTAL LAW OF THE ALPINES INTERNATIONAL CLUB.

ARTICLE I: NAME

The name of this organization shall be the Alpines International Club, hereinafter called AIC or the Club.

ARTICLE II: PURPOSE

AIC is a nonprofit organization whose purpose shall be the development and promotion of the Alpine breed; to educate others about the Alpine breed; the encouragement of closer fellowship among members through meetings, correspondence, circulation of useful information, news, and ideas; and the cooperation with other organizations in the promotion and development of the Dairy Goat industry in general.

ARTICLE III: LOCATION

The home office of this Club shall be the address of the current Secretary/Treasurer, or as otherwise designated by the Board of Directors. The Articles of Incorporation for this Club is in the State of Colorado, current residence of the Director of Non-Profit Status.

ARTICLE IV: MEMBERSHIP

Section 1. Any individual or entity interested in the breeding, sale or promotion of the Alpine breed is eligible for membership upon proper application. By applying for membership, the applicant agrees to abide by, and be bound by, the Constitution and Bylaws of AIC, which are now in force and which may hereafter be adopted by the members and directors of AIC.

Section 2. Application for membership shall be addressed to the Secretary/Treasurer and shall be accompanied by the current (2015: \$15) annual dues either by mail or online, for the calendar year, January 1-December 31.

Section 3. No Officer, Director or Member shall sign any notes of indebtedness in the name of the Club, unless given specific authorization to do so by the action of the Board of Directors.

ARTICLE V: OFFICERS

Section 1. The officers of AIC shall be: President, Vice-President, Secretary/Treasurer and four (4) Directors at Large.

Section 2. Officers shall all be current members of AIC.

Section 3. Officers shall hold office for a period of two (2) years, or until their successors are elected.

Section 4. An Elections Committee of at least three (3) AIC members appointed by the President shall oversee the officer nomination process. Elections shall be held in odd numbered years. The Secretary-Treasurer shall provide the officer nomination forms to all members along with a current AIC membership list via the newsletter or by delivery described in Article X, section 3 at least four (4) months prior to the Annual AIC Meeting at the Annual ADGA Convention. Nominations shall close 30 (thirty) days after delivery and be sent to the Elections Committee Chairperson. The Election Committee shall: Provide the nominee with a list of duties for the position nominated; make necessary investigations to insure the proposed candidates will accept the office, if elected; and, tabulate the nomination forms and provide a list of nominees to the Board of Directors and the newsletter editor.

Section 5. The Chairperson of the Elections Committee shall prepare the election ballot. Membership name shall be included on the ballot so that ballots may be determined as being received from a valid membership, with the date of acceptable delivery included on the ballot. Space shall be provided on the ballot for write-in candidates for each office. The Chairperson shall provide this ballot to the newsletter editor for publication.

Section 6. Elections shall be by ballot, delivered to the current membership in conjunction with an issue of the newsletter. The newsletter editor shall deliver this issue at least 60 (sixty) days prior to the Annual AIC Meeting. Voting shall close 30 (thirty) days after delivery. Ballots shall be sent to the Elections Committee Chairperson, who shall tally and keep all ballots, with the envelope showing delivery date, to be verified at the Annual AIC Meeting.

Section 7. The Elections Committee Chairperson shall notify in writing all outgoing officers and all candidates of the election results at least two (2) weeks prior to the Annual AIC Meeting.

Section 8. Duties of new officers shall be assumed following the completion of Old Business at the Annual AIC Meeting.

Section 9. In the event that a vacancy occurs in the office of the President, the Vice-President shall assume the duties of that office for the remainder of the term. Any other vacancies occurring in the Board of Directors shall be filled by appointment by the President for the remainder of the term, subject to approval by the Board of Directors.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. The officers of AIC, President, Vice-President, Secretary/Treasurer, and four (4) Directors at Large, shall constitute the Board of Directors.

Section 2. The Board of Directors shall have the power and authority to make, amend, repeal and enforce rules and regulations not contrary to law or this Constitution as they deem expedient concerning the conduct, management, and activities of the Club. However, all is subject to revision or amendment by the members under the procedure as follows:

- a. Upon petition, in writing and with member signature, to the Secretary/Treasurer, by no less than fifteen (15) members, the proposal to repeal or amend action of the Board of Directors shall be submitted to the membership for a referendum vote in the next issue of the newsletter after the qualification for calling this referendum vote has been met. The right to petition ceases 90 (ninety) days after publication in the newsletter of that Board action.
- b. The voting shall close 30 (thirty) days after the delivery of the newsletter, which contains the referendum ballot. This ballot shall contain the date for acceptable return delivery date, and member name, to verify that the ballot has been received from a valid membership. All ballots, with the envelope showing delivery date, shall be kept on file with the Secretary/Treasurer, to be verified at the Annual AIC Meeting.
- c. A majority of the votes cast in favor of repeal or amendment, with at least twenty percent (20%) of the membership voting, shall constitute a veto of the Board of Directors' action. The referendum shall become effective when a favorable vote has been declared.
- d. The results of this referendum vote shall be reported to the membership in the next newsletter, which follows the declaration of the vote.

Section 3. All voting by Directors shall be by record vote so that it can be determined how each Director voted. A document with the proposal outlined along with how each director voted on file with the Secretary/Treasurer shall constitute a record vote. Any member who requests

information on a record vote from the Secretary/Treasurer shall be sent a copy of the voting within 30 (thirty) days of that request.

Section 4. The President shall be the Chairman of the Board of Directors, and shall have a vote on the Board only in the case of a tie vote.

ARTICLE VII: COMMITTEES

The President, with approval of the Board of Directors, shall create those Standing and Special Committees necessary for the orderly operation and progress of AIC.

ARTICLE VIII: MEMBERSHIP MEETINGS

Section 1. The Annual Meeting of AIC shall be held in conjunction with the Annual ADGA Convention.

Section 2. Special Meetings of the Members may be called by the Board of Directors, or by written petition, with member signature, to the Secretary/Treasurer by twenty percent (20%) of the membership. Written notice shall be delivered to all members at least 30 (thirty) days prior to such meeting. The business shall be limited to that stated in the call.

ARTICLE IX: AMENDMENTS

Section 1. This Constitution may be amended by petition by not less than fifteen (15) members, submitted in writing or electronically, with member signature, to the Secretary/Treasurer. When this requirement is met, the proposed amendment shall be submitted to the membership for a vote in the next issue of the newsletter. The voting shall close 30 (thirty) days after the publication of the newsletter, which contains the amendment ballot. This ballot shall contain the date for acceptable delivery, and member name, to verify that the ballot has been received from a valid membership. The Secretary/Treasurer shall tally ballots, and results shall be announced in the following newsletter. All ballots, with the envelope or document showing date of delivery, shall be kept on file with the Secretary/Treasurer, to be verified at the next Annual AIC Meeting.

Section 2. This Constitution and/or Bylaws may be amended by a two-thirds (2/3) majority of the votes cast in favor of amendment, with at least twenty percent (20%) of the membership voting. This amendment shall become effective when a favorable vote has been declared.

ARTICLE X: PROCEDURE

Section 1. The issue in all voting shall be determined by a majority of votes cast, unless otherwise specified in this Constitution and Bylaws.

Section 2. Robert's Rules of Order shall govern in all cases where they are not inconsistent with this Constitution and Bylaws.

Section 3. Any signed document, ballot or written notice may be delivered to the members or the club by physical delivery, Postmark, Facsimile, E-mail or Internet. Writing includes computer communications.

Section 4. Special elections can be held at any time as needed to seat a new acting board.

Section 5. Choice of Law: This Constitution and all disputes arising hereunder shall be governed by and constructed in accordance with the laws of the resident State of the current Secretary/Treasurer.

BYLAWS

PREAMBLE

With the object in view of providing regulations favorable for the implementation of and pursuant to the Constitution of the Alpines International Club, we, the Board of Directors, do hereby adopt these Bylaws.

ARTICLE I: MEMBERSHIP

Section 1. Application for membership shall be addressed to the Secretary/Treasurer. The application shall be in accordance with the rules, as established by the Board of Directors.

Section 2. Annual dues shall be determined by a ~~postal~~ ballot of the membership every third year (next held in 2018), and shall be conducted through the AIC newsletter. Membership name shall be included on the ballot so that ballots may be determined as being received from a valid membership. Voting closes thirty (30) days after publishing of the newsletter, with the date of acceptable return postmark or date of email included on the ballot. Ballots shall be sent to the Secretary/Treasurer, who shall tally and keep all ballots, with the envelope showing postmark or document showing date of email, on file so that the vote may be verified at the next Annual AIC Meeting. The decision will not be enacted until this verification has taken place. A majority of votes cast shall determine the vote, with at least twenty percent (20%) of

the membership voting.

Section 3. The membership year shall be from January first through December 31st. Dues of members unpaid on March first and due since January first, shall be considered in arrears and membership shall lapse. Whenever a new applicant pays his/her dues after September first of the year in which he/she makes application for membership, he/she shall be credited with payment of dues up to and including the last day of December of the year in which he/she makes application for membership, and shall also be credited with payment of dues for the following year.

ARTICLE II: DUTIES AND RESPONSIBILITIES OF OFFICERS

Section 1. President

- a. The President, as Chief Executive Officer of AIC, shall maintain general supervision of the affairs of the Club, subject to the Constitution and Bylaws of AIC. The President shall preside at all Meetings of the Members and shall report to the members and make suggestions that he may deem advisable.
- b. The President shall be an ex-officio member of all committees.
- c. The President shall appoint a Newsletter Editor, subject to approval of the Directors at Large. The President shall assist the Editor in obtaining news of the Club for publication in the AIC Newsletter.
- d. The President may present propositions pertaining to administrative policy to the Board of Directors, or to the members, by mail or through the newsletter of the Club.
- e. The President, upon receiving a request from a Director to submit to the Board of Directors a proposition, will detail the subject matter, mailing a copy to each member of the Board of Directors, who will cast his vote for or against the subject being considered. Each Director will return his/her vote within fifteen (15) days. The President, within fifteen (15) days following, will inform each Director of the results, providing how each director voted, along with total votes cast for, as well as against, the proposition.
- f. The President shall call for regular committee reports and see that all committees function properly.

Section 2. Vice-President

- a. The Vice-President shall occupy the position of, and perform the duties of, the President, when for any reason, the President is unable to perform such duties.

Section 3. Secretary/Treasurer

- a. The Secretary/Treasurer shall conduct the business of the Club according to the direction of the President and the Board of Directors.

- b. The Secretary/Treasurer shall handle all funds & pay all bills, duly passed on by the Board of Directors. He/she shall keep an accurate account of all income and expense of the Club. He/she shall prepare a report for the Annual AIC Meeting showing all receipts and disbursements that have transpired since the last Annual AIC Meeting, along with a statement of the financial condition of the Club.
- c. The Secretary/Treasurer shall be the recording and corresponding officer of the Club. He/she shall keep accurate minutes of the Club, submitting those minutes to the newsletter editor for publication, and reading at subsequent meetings. He/she shall keep an accurate account of all board decisions, and submit a summary of those decisions to the newsletter editor for publication. He/she shall conduct the correspondence of the Club. He/she shall keep an up to date roster of the membership, notifying the newsletter editor of all new or lapsed memberships on a monthly basis, and shall provide all committee chairpersons with a current roster. He/she shall provide a list of unpaid members for the final issue of the newsletter each year, so that the newsletter editor may denote those members' newsletter as being the final issue unless dues are remitted. The Secretary/Treasurer shall, with the assistance of the newsletter editor, notify all members of all meetings.
- d. The Secretary/Treasurer shall maintain a permanent file of all minutes, correspondence, board decisions, financial records, and membership records of this Club, and pass such file on to the newly elected Secretary/Treasurer when the current term expires.
- e. The Financial Records of the Club shall be reviewed or audited upon request. Review or audit shall be conducted by a committee appointed by the President, and shall be presented at the Annual AIC Meeting.

Section 4. Directors At Large

- a. The Directors at Large shall have the responsibility of supervising the progress of all committees throughout the year.

ARTICLE III: COMMITTEES

Section 1. The President, with approval of the Board of Directors, shall appoint the Chairperson for each Standing and Special Committee of AIC.

Section 2. The Committee Chairperson shall appoint committee members. The President may appoint additional members, as he/she deems appropriate.

ARTICLE IV: MEMBERSHIP MEETINGS

Section 1. The Board of Directors shall give a report to the membership at the Annual Meeting of all AIC activity since the last Annual Meeting.

Section 2. Each Committee Chairperson shall give a report to the membership at the Annual Meeting of all activity in his/her committee since the last Annual Meeting.

Section 3. At all Meetings of the Members, members may vote in person or by written proxy, bearing a date not more than two (2) months previous to the date of the meeting.

Section 4. A quorum for business to be transacted at the Annual Meeting shall be twenty percent (20%) of the membership voting, either by proxy or in person. If the quorum is not met, the meeting shall be conducted in that board and committee reports will be given and discussion held, but no voting shall take place.

ARTICLE V: DISSOLUTION

In the event of dissolution of the Alpines International Club, the Board of Directors shall select, and donate any remaining Club funds to, a nonprofit organization whose main purpose is the benefit of the Dairy Goat Industry.