

CONSTITUTION AND BYLAWS OF THE INTERNATIONAL FAINTING GOAT ASSOCIATION

Article I: Title, Objects, Location

Section 1.1 Title

The Association shall be known as the International Fainting Goat Association, and shall at all times be operated and conducted as a non-profit corporation in accordance with the laws of the State of North Dakota providing for such organizations and by which it shall acquire all such rights as granted to associations of this kind.

Section 1.2 Objects

The purpose of the Association shall be to recognize the Fainting Goats as a distinct breed in order to protect their ancient, rare, and unique heritage; to collect, record, and preserve the pedigrees of Fainting Goats to maintain a breeding registry to be known as the IFGA Herd Book, and to stimulate and regulate any and all other matters such as may pertain to the history, breeding, exhibition, publicity, sale or improvements of this breed.

Section 1.3 Principal Place of Business

The principal place of business for the IFGA shall be in the state in which the current Registrar resides, but its members or officers may be residents of any state, territory or country. Business may be carried on at any place convenient to such members or officials that may be participating. The Headquarters of this Association may not be moved from the boundaries of the United States.

Article II Membership, Meetings, and Voting

Section 2.1 Membership

A) There shall be three (3) classes of membership:

1. Annual: Annual members shall pay dues upon joining, and annually for renewal on or before January 2nd (voting membership).
2. Life: Life memberships are no longer available. These members paid a onetime membership fee which was set by the Initial Board of Directors, and shall not pay any additional annual dues (voting membership).
3. Junior: Junior members are those that are under the age of eighteen (18) years old, pay dues upon joining and annually for renewal on or before January 2nd (non-voting membership).

B) Members may be individuals, partnerships, or corporations.

C) As a condition of membership in the Association each member shall agree to conform to and abide by the Bylaws, Rules and Regulations of the Association, and amendments or modifications thereto, which may from time to time be adopted.

D) Application for membership may be made by submitting to the Registrar of the Association an application in the form prescribed by the Board of Directors, accompanied by the established membership fees.

E) All goats shall be registered under a single herd name unless they are owned by a partnership. In the case of a partnership, a partnership agreement shall be placed on file with the current Registrar of record at the time of the herd's formation.

F) Only Annual and Life members shall be entitled to vote upon any matter submitted to a vote of the membership.

1. Each member shall only have one (1) vote.

2. Corporations or partnerships shall designate in writing, an individual officer, director, or member that shall exercise the rights on the behalf of that corporation or partnership, the rights and privileges of such membership, including the right to vote and hold office. Corporations or partnerships shall have only one (1) vote.

3. Husbands, wives, and children over the age of eighteen (18) years old are entitled to only one (1) vote. An exception to this rule would be in such cases where the spouse or children purchase a separate membership.

G) The Board of Directors shall have the power to accept or reject applications for membership, fix membership fees, and establish Rules and Regulations covering the rights and privileges of members, consistent with the provisions of these Bylaws.

H) The Board of Directors may provide for the issuance of a Certificate to the member evidencing membership in the Association.

I) Membership in the Association shall cease upon death, resignation, or expulsion of the member, except as may otherwise be provided in the Rules and Regulations of the Association.

J) Membership is not transferable.

K) Annual dues are payable on or before January 2nd of each year and must be remitted to the Registrar postmarked no later than January 31st. The dues amount shall be set by the Board of Directors and may be increased by the Board of Directors from time to time as deemed necessary.

Section 2.2 Annual Meetings OF The Membership

Although not required a regular annual meeting of the members may be held at such time and place as may be fixed by the resolution of the Board of Directors for the purpose of electing directors and for the transactions of such other business as may be brought before the meeting.

A) If an annual meeting is to take place, notice of the meeting shall be given by mailing written notice stating the date, time and place of such meeting to each member's last known address as it appears on the Association's records, not less than thirty (30) days prior to the date of such meeting. A list of members attending shall be taken and then forwarded to the Secretary for record.

B) If an annual meeting is not practical / feasible, members shall address concerns, questions, or other business via electronic means, regular mail or telephone to any Board Member to relay on to the rest of the Board.

C) The order of business of an Annual Meeting shall be:

1. Calling the meeting or order by the President
2. Reading minutes of previous meeting and acting thereon
3. Annual address of the President
4. Reports of committees and old business
5. Election of directors if applicable
6. Unfinished business
7. New Business

Section 2.3 Special Meetings of The Membership

The President and a majority of the Board of Directors may call special meetings of the members, by giving written notice to the membership of the date, time and place of such meetings and the purpose or purposes of the meetings at least fifteen (15) days in advance. Business transacted at any special meeting of members shall be limited to the purposes stated in the notice. A list of members attending shall be taken and then forwarded to the Secretary for record.

Section 2.4 Quorum and Proxies

For the purpose of election and transaction of other business, the quorum shall consist of (15) or more voting members or ten percent (10%) of the total voting membership present in person, which ever shall be the least.

Voting by proxy shall not be permitted.

Article III Directors

Section 3.1 Government

A Board of Directors shall govern the business and property of the Association. There shall be no less than three (3) or more than nine (9) directors, as established from time to time by the Board or majority vote of the members at any annual or special meeting.

The initial Board of Directors shall consist of seven (7) Directors: Three of whom are to serve for three year terms; two of whom are to serve for two year terms; and, two of whom are to serve for one year terms, with such terms to be determined by lot.

Directors elected to succeeding terms will be for a full three year term.

Directors shall be an Annual or Life Member of the Association for at least one year.

Section 3.2 Election

Elections will be held August 1st of each fiscal year. Elections for members of the Board of Directors may be conducted at the annual meeting or a vote by mail. Members may make nomination suggestions to the Nominating Committee for their review.

No less than thirty (30) days before the membership vote, the Board of Directors shall mail a list of the nominees and their resumes which will be approximately 200 words, to the members eligible to vote at that date.

The CPA firm, attorney, or other non-related organization who will tally the ballots shall be chosen by the Board of Directors.

Section 3.3 Geographic Distribution

Directors need not be citizens or residents of the United States of America.

It is declared to be the policy of the Association to have the various areas in which Fainting Goats are bred fairly represented on the Board of Directors, and it is hereby provided that no more than three (3) Directors may be residents of the same state of the United States of America or residents of the same foreign country. In this instance, the term residence is defined as the state or foreign country in which the headquarters of a particular goat operation is located.

Section 3.4 Vacancy

If a Director, during his term of office, shall die or resign, or shall he disperse his herd and cease to be an active breeder of fainting goats, or shall fail to attend three consecutive meetings, or otherwise fail to perform the duties of a Director, the Board of Directors may, after appropriate notice to such Director, remove him from office and declare a vacancy. The Board of Directors may then fill the vacancy by appointment of a new Director for the unexpired portion of the term.

Section 3.5 Rules and Regulations

The Board of Directors shall have the power to establish Rules and Regulations for the conduct of the members of the Association and for the conduct of the affairs of the Association consistent with the provisions of these Bylaws.

Section 3.6 Committees

The Board of Directors may, from time to time appoint standing or special committees which may include non-members of the Board of Directors. Standing or special committees appointed by the Board of Directors shall be charged with and limited to such responsibilities as the Board of Directors shall set forth by resolution.

Section 3.7 Annual and Regular Meetings of The Board of Directors

The regular annual meeting of the Board of Directors may be held either in person, via conference call, or other electronic means and no notice shall be required for any such regular meeting of the Board of Directors. The Board of Directors, by rule, may provide for other regular meetings at stated time and places, of which no notice shall be required.

At an annual meeting, the Board of Directors shall proceed to the election of officers of the Association if applicable.

The order of business of the Directors' meeting shall be the same as Section 2.2 (C), except that those parts that are not applicable will be omitted.

Section 3.8 Special Meetings of the Board of Directors

Special meetings of the Board of Directors shall be held whenever called by direction of the President or by two-thirds (2/3rds) of the Directors in office.

The Secretary shall give notice of each special meeting by mail, email, or telephone to each Director at least ten (10) days before the meeting; but any Director may waive such notice. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 3.9 Quorum

A majority of the whole number of Directors shall constitute a quorum at any meeting. In the absence of a quorum, a lesser number may adjourn any meeting from time to time, and the meeting may be held as adjourned, without further notice, if a quorum is obtained.

Section 3.10 Expenses

When the Directors meet for the transaction of Association business their expenses incurred for such meetings may be paid from the funds of the Association, as the Directors decide at each meeting.

Section 3.11 Action Without A Meeting

Any action, which may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Directors or all of the members of the committee entitled to vote thereon. Members of the Board of Directors may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment, by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.11 Action by the Board of Directors

Any action of the Board of Directors may be taken at a meeting to which a quorum is in attendance, at a conference call to which a quorum is in attendance, or by any other electronic means agreed upon by the Directors. Action taken at a meeting, conference call, or by electronic means will be decided by a majority vote. If action is to be taken electronically all matters must be discussed by the Board for a minimum of 3 days (72 hours). At the end of the 3 day discussion period, and assuming a motion and second have been made, the Board must be notified electronically of the motion and given a minimum of 2 days (48 hours) to cast their vote. If a Director fails to cast an electronic vote within 2 days said Director will be counted as a null vote and the votes actually cast will decide the issue.

Article IV Officers

Section 4.1 Officers

The Officers of the Association shall be decided by the Board of Directors and shall consist of the President, one or more Vice-Presidents, Secretary, Treasurer, and such other officers as the Board of Directors deem necessary.

Section 4.2 President

The President shall be the Chief Executive Officer of the Association, and shall preside at all meetings of the Board of Directors and members; shall be ex-officio member of all committees; shall maintain general supervision of the affairs of the Association; shall see that the Bylaws and Rules and Regulations of the Association are enforced; shall have a vote in the Board of Directors in case of a tie; and, shall perform such other duties as may be prescribed by the Board of Directors.

Section 4.3 Vice-President

In the absence of the President, the Vice-Presidents in order of their seniority, shall have the power and shall perform the duties of the President, and shall perform such duties as may be prescribed by the President and by the Board of Directors.

Section 4.4 Secretary

The Secretary shall keep or cause to be kept exact minutes of the meetings of the Board of Directors of the Association and shall perform such duties as directed by the President and by the Board of Directors. All secretarial records must be turned over to the Registrar at the end of each year.

Section 4.5 Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the business transactions of the Association, including account of its assets, liabilities, receipts, disbursements, gains, losses, and contributions. The books of account shall at all reasonable times be open to inspection by any Director. A current financial report of income and expenses will be sent to the President by the 20th of each month.

The Treasurer shall deposit moneys before the 20th of each month in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of the transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. The Treasurer records must be turned over to the Registrar at the end of each year.

Section 4.6 Recall of Officers or Directors

As outlined in the procedures for Recall of Officers or Directors any Officer or Director may be removed for malfeasance of office. Three (3) documented, written warnings will be issued by the President or Vice-President. At a Board meeting, the President shall

read the charges, and shall invite the defendant, if present, to speak on his/her own behalf. 2/3 of the Board of Directors must be present with 2/3 vote to pass.

Article V Discipline, Suspension, Expulsion

Section 5.1 Violations

Whenever a member of the Association, or any other person in interest, shall represent to the Secretary of the Association in writing (as outlined in the Procedures for Filing a Complaint With The Board of Directors) stating the facts upon which the complaint is based, that a member of this Association, or any other person who is a holder of a Certificate of Registration issued by this Association, has engaged in misrepresentation or misconduct in connection with the breeding, showing, registration, purchase or sale of fainting goats, or has willfully violated the Bylaws, Rules and Regulations of this Association, the Secretary shall present such charge to the Board of Directors at its next meeting. A copy of the Procedures for Filing a Complaint With the Board of Directors may be obtained at any time by contacting a member of the Board.

Section 5.2 Hearing

Upon receiving a complaint, the Board of Directors shall set a time and place for hearing the charge or charges against the member or holder of a Certificate of Registration. The Board of Directors shall cause a written notice to be mailed to the last known address of the accused person at least thirty (30) days before the date of such hearing. The notice shall state the nature of the charges against the accused.

At the time and place set for the hearing, the accused shall have the opportunity, in person or by counsel, to be heard and to present evidence in their own behalf and to hear and refute the evidence offered against him.

The decision of the Board of Directors shall be final and binding on all parties.

Section 5.3 Penalties

If the Board of Directors considers that the charges are sustained, it may suspend or expel such offender if a member of the Association, or impose such other appropriate penalties as it may decide and deprive him of all privileges in the official Record of the Association, including refusal to transfer any Certificate and Registration issued by this Association and cancellation of any registration of an animal standing in the name of the accused person. The Board of Directors, in its discretion, may also suspend and hold in abeyance during the pending of any complaint before it, the privileges of membership in the Association if the accused is a member of the Association, or the right to transfer any Certificate of Registration, if the accused is not a member.

Article VI Miscellaneous

Section 6.1 Determining Questions

In determining questions not covered by the Articles of Incorporation, Bylaws, Rules and Regulations, and the Rules of Registration, Robert's Rules of Order shall be used.

Section 6.2 Fiscal Year

The fiscal year for the Association shall commence on January 1 and end on December 31.

Section 6.3 Bonds

The Registrar or any other employee entrusted with monies of the Association shall be bonded and/or covered by fidelity insurance. Such bonds and/or insurance shall be in an adequate amount as set by the Board of Directors and shall be an expense of the Association.

Section 6.4 Audit

It shall be the duty of the Board of Directors to cause to be audited all claims upon the Association and to verify the accounts of the Registrar and Treasurer before they are submitted to the members.

Section 6.5 Nominating Committee

The Board of Directors shall appoint a nominating committee of three (3) members. The nominating committee will evaluate candidates according to guidelines established by the Board of Directors. Such committee shall consider all available candidates for the directorships and offices to be filled at the forth-coming meeting and shall submit a slate of candidates for election. Such submission shall be deemed a nomination of each person named. The committee may recommend one or more than one candidate for each vacancy to be filled.

At an annual meeting of members, if applicable, nominations may be made by members from the floor.

Section 6.6 Prohibition Against Political Activities

The Association shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 6.7 Distribution or Dissolution

In the event of the dissolution of the Association, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Association from any source, after the payment of all debts and obligations of the Association, shall be used or distributed exclusively for the purposes within the intentment of Section 501@ of the Internal revenue Code as the same now exists or as it may be amended from time to time.

Section 6.8 Registrar

A Registrar shall be employed by the Board of Directors to receive and verify entries for insertions in the Herd Book subject to the Rules and Regulations, and Rules of Registration of the Association; shall keep on file all documents constituting the authority for pedigrees and hold them subject to the inspection of any member of the Association. The Registrar shall deposit moneys before the 20th of each month in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. The Registrar shall perform all other duties properly ordered

by the President of the Board of Directors, or which should be pertained to the office of the Registrar.

The Registrar is to be a non-member of the Association and cannot own fainting goats, nor can the Registrar's immediate family members own fainting goats, while employed by the Board of Directors.

Article VII Amending the Bylaws

These Bylaws may be altered or amended by a vote of the majority of the members of the Board of Directors in attendance at any Board meeting and confirmed by a two-thirds (2/3rds) vote of the members voting.

A proposed change in the Articles of Incorporation and Bylaws when approved by the Board of Directors and confirmed by the membership will be published and forwarded to all members by mail or electronic means.

The current amended and approved Bylaws supersede all other versions of Bylaws.

Approved by a majority vote of the membership September 2009.