

Item #3 - By_Laws

BY-LAWS
OF
BITTERROOT DAIRY GOAT ASSOCIATION

ARTICLE I
GENERAL

SECTION 1. NAME. The name of the corporation is BITTERROOT DAIRY GOAT ASSOCIATION.

SECTION 2. PURPOSE. The BITTERROOT DAIRY GOAT ASSOCIATION is organized for the charitable purpose as stated in Article III of its Article of Incorporation.

SECTION 3. ACTIVITIES. BITTERROOT DAIRY GOAT ASSOCIATION and its activities shall be to promote interest and knowledge of registered dairy goat through educational activities and events. The corporation shall take no part in, or lend its support or influence to any political party or any candidate for political office. No substantial part of its activities shall involve the attempt to influence legislation.

SECTION 4. OFFICES. The principle office of the corporation shall be maintained at 1219 Hard Rock Road Corvallis, MT. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the corporation may require.

SECTION 5. DURATION. The corporation shall exist perpetually, unless voluntarily dissolved by the corporation or by operation of the laws.

ARTICLE II
MEMBERSHIP

There shall be membership to the corporation with voting input allowed on corporate decisions. No membership shareholders are allowed through the corporation.

ARTICLE III
BOARD OF DIRECTORS

SECTION 1. PURPOSE, POWER, AND DUTIES. The property, assets, business and affairs of the corporation shall be managed and controlled by the Board of Directors. The Board of Directors is vested with all the power of the corporation itself. The Board of Directors shall have general authority to sell, lease, mortgage, exchange, or otherwise dispose of the whole or any part of the property and assets of the corporation.

SECTION 2. NUMBER OF DIRECTORS. There shall be not less than three (3) or more than thirteen (13) directors. The initial number of elected directors shall be three (3). The number of directors may be altered by amendment to these By-laws, except that a director's term may be shortened by a change in the size of the Board.

SECTION 3. ELECTION, TERM OF OFFICE. Elected directors shall normally be elected by the Board of Directors at the annual meeting of the corporation which is to be held during the annual show of each year pursuant to notice of the time and date thereof given by publication not less than five (5) days before said meeting. The size of the board of Directors may be changed by action of the current directors.

SECTION 4. RESIGNATION AND REMOVAL OF DIRECTORS. Any director may resign by giving written notice of his or her resignation to the Board or to the chairman or secretary of the corporation. Such resignation shall take effect at the time specified in such notice, and the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed with or without cause, by a two-thirds vote of all directors then serving in office.

SECTION 5. VACANCIES. Vacancies on the Board, however arising, shall be filled by a majority vote of the elected directors at any meeting at which a quorum is present, except that if, due to a high number of vacancies on the Board, the number of directors required to constitute a quorum is greater than the number of a majority of the elected directors then serving in office, vacancies on the Board shall be filled by a majority vote of directors then serving in office. A vacancy shall be filled to serve the remainder of the unexpired term which has been vacated.

ARTICLE IV MEETING

SECTION 1. REGULAR MEETINGS. The regular meeting of the Board of Directors of the corporation shall be held at least annually. The business shall include reports of officers and committees, particularly as to the finances and activities of the corporation during the preceding year. A majority of the Directors shall constitute a quorum at all regular and special meetings of the Board and the acts of the Board of Directors. All meetings of the corporation, shall be governed by Roberts' Rules. of Order (Revised).

SECTION 2. SPECIAL MEETING. Special meetings of the Board of Directors shall be held at the location designated when notice of the special meeting is given and

may be called by the Chairman of the Board of Directors or at the request of any one directory unanimous consent of the Board of Directors. Special meetings of the Board may be held without notice at any time or place, and/or by conference call.

SECTION 3. DIRECTOR ACTION WITHOUT A MEETING. The directors may act on any matter generally required or permitted at a board meeting, without actually meeting. if: all the directors take the action, each one signs a written consent describing the action taken, and the directors file the consent with the records of the corporation. Actions taken by consents is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be referred to as a meeting vote in any document.

SECTION 4. PLACE OF MEETING. Meeting of the Board of Directors may be held at the principal office of the corporation or any other place. The notice of the meeting shall include the place and time of the meeting.

SECTION 5. NOTICE OF THE MEETING. Written, email, or telephone notice of the time and place or regular meetings shall be given to each director and member at least five (5) days prior to the date of such meetings. Written, email, or telephone notice of special meetings shall be sent to each director and member not less than two days prior to the date of such meetings.

SECTION 6. VOTING. At any meeting of the directors, every elected director presents in person or conference call at such meeting shall be entitled to one vote, and except as otherwise provided by law or by these by-laws, the act of a majority of the elected directors present in person any meeting at which a quorum is present shall be the act of the directors.

SECTION 7. COMPENSATION. Directors shall not receive any composition for their services, providing, however, they shall be entitled to reimbursement of reasonable expenses as provided by a majority of the directors.

ARTICLE V OFFICERS

SECTION 1. PRINCIPAL OFFICERS. The principal officers of the corporation shall be a Chairman, a Vice Chairman, a Treasurer and a Recording Secretary. The Chairman and Vice Chairman shall be elected from among the directors then serving in office

SECTION 2. TERM OF OFFICE. The offices of the corporation shall normally be elected at the annual meeting of each calendar year of the Board of Directors, by vote of the majority of the elected directors present in person at the meeting. An officer shall be elected to serve and shall hold office until the annual meeting of the following calendar year or until his or her successor shall have been elected and qualified, except in the case of death, resignation, or removal as provided for in these by-laws.

SECTION 3. REMOVAL OF OFFICERS. Any officer may be removed, with or without cause, at any time at any board meeting at which a quorum is present by a vote of two-third of the directors then serving in office.

SECTION 4. VACANCIES. Vacancies among the officers, however arising, shall be filled by a majority vote of elected directors present at any meeting of the board at which there is a quorum present. A vacancy shall be filled to serve the remainder of the unexpired term which has been vacated.

SECTION 5. CHAIRMAN. The Chairman shall be the chief executive officer and shall Preside at meetings of the Board of Directors or of the corporation. The Chairman shall preform all duties incident to the office, and in addition shall be an ex officio member of all committees.

SECTION 6. VICE CHAIRMAN. Due to the absence or inability of the Chairman, the Vice Chairman shall exercise the powers and preform the duties of the Chairman. The Vice Chairman shall also generally assist the Chairman and shall have such powers and preform such other duties as may from time to time be designated by the Chairman or by the Board. In the absence or inability of the Vice Chairman to act or lack of the Vice Chairman, the Treasurer shall preform the duties.

SECTION 7. TREASURER. The Treasurer shall act under the supervision of the Board and shall have charge and custody of and be responsible for, all the funds of the corporation and shall keep or cause to be kept, and shall be responsible for the keeping of accurate and adequate records of the assets, liabilities, and transactions of the corporation. He or she shall deposit, or cause to be deposited, all monies and other valuable effects of the corporation in the name of and to the credit of the corporation in such banks, trust companies, or other depositories as may be designated from time to time by the Board. He or She shall disburse, or cause to be disbursed, the funds of the corporation based upon proper vouchers for such disbursement. In general, he or she shall preform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the Chairman or by the Board.

SECTION 8. SECRETARY. The Secretary shall act as Secretary of, and keep the minutes of all meetings of the Board in one or more books provided for the purpose and shall see the minutes of the meeting of the Board are distributed to all members of the Board. He or she shall see that all notices are duly given in accordance with the by-laws and as required by law. He or she shall have charge of the books, records, and papers of the corporation related to its organization as a corporation and shall see that all reports, statements, and other documents required by law are properly kept or filed by the Treasurer. In general, he or she shall preform duties incident to the office of Secretary an such other duties as may from time to time to assigned to him or her by the Chairman of the Board.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS, OFFICERS, AND AGENTS

SECTION 1. INDEMNIFICATION OF DIRECTORS. The corporation shall indemnify any individual made a party to a proceeding because he is or was a director of the corporation, against liability incurred in the proceeding, but only if such indemnification is in accordance with the Montana Business Corporation Act.

SECTION 2. ADVANCE EXPENSE FOR DIRECTORS. The company shall pay for or reimburse, in advance of final disposition of the proceeding, the reasonable expenses incurred by a director who is a party to a proceeding by following the procedures of the Montana Code Annotated.

SECTION 3. INDEMNIFICATION OF OFFICERS AND AGENTS. The board of directors, by board resolution, may elect to indemnify and advance expenses to any officer or agent of the corporation, who is not a director of the corporation, to any extent consistent with public policy.

ARTICLE VII

CONTRACTS, LOANS, CHECKS, AND DEPOSITS: SPECIAL CORPORATION ACTS

SECTION 1. CONTRACTS. The board of directors may authorize any officer(s) or agent(s) to enter into any contract or to execute or deliver any instrument in the name of and on behalf of the corporation. The authorization may be general or specific. In absence of another designation, the chairman and the secretary shall make all corporate deeds, mortgages and instruments of assignment or pledge.

SECTION 2. CHECKS, DRAFTS, ETC. The board of directors shall authorize by resolution which officers (s) or agent(s) may sign and issue all corporation checks; drafts or other orders for payment of money, and notes or other evidence of indebtedness. The board of directors shall also determine by resolution the manner in which these documents will be signed and issued. Two signatures will be required for all checks. With 3 Board Members listed on the bank signature card.

SECTION 3. Deposits. The treasurer of the corporation shall deposit all funds of the corporation, whether contributions, donations, or otherwise, in bank and other depositories; the board of directors shall authorize by board resolution the exact location of the banks and depositories.

ARTICLE VIII

COMMITTEES

The Board of Directors may create and appoint such committees as may be necessary.

ARTICLE IX
FUNDING

The Corporation is authorized to solicit contributions to establish funds(s), which shall be used to carry out the purpose of the Corporation as set forth in the Article of Incorporation.

ARTICLE X
AMENDMENTS

These by-laws maybe altered, amended, or repealed in whole or in part at any duly organized meeting of the Board of Directors of the corporation, by a two-third vote of the elected directors then serving in office. Any proposal to amend these by-laws must be included in a notice mailed to all directors not less than thirty days prior to the meeting at which the amendment is to be approved.

ARTICLE XI
EXEMPT ACTIVITIES

Notwithstanding any other provisions of these by-laws, no director, officer, or representatives of this corporation shall take any action on behalf of the corporation not permitted to be taken by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization the contributions to which are deductible under the Section 170 (c) (2) of the such code and regulations as the now exist or may hereafter be amended.

The undersigned, as Chairman of the Bitterroot Dairy Goat Association, hereby certifies that the above and forgoing by-laws represent and are the by-laws of the Corporation duly adopted on October 12, 2016, by unanimous vote off all directors and members present.

Bitterroot Dairy Goat Association

BY Christine Nutt

Chairman Christine Nutt

Reviewed 2/25/2017 CN
Reviewed 1/25/2018 CN
Voted and Passed 2018 January 27th CN

Voted and Passed 2019 February 9th CN
Revised, Voted and passed 11/2/2019 CN
Reviewed, Voted and passed for 2021 on 11/14/2020 CN