

Bylaws of Northwest Cashmere Association (NWCA)

Established 1991

Bylaws Updated December 31, 2011

ARTICLE I - PURPOSE

1.1 MISSION

This Association is organized for the purpose of promoting the common interests of Cashmere goat producers in the United States and Canada. Its goals are to improve business conditions for growers, by collecting and disseminating information to members, by educating the public about cashmere goats and the industry, by pursuing other activities beneficial to the interests of Cashmere goat producers. In addition this association seeks to collaborate with similar non-profit organizations to conduct and encourage research and development to improve cashmere fiber and animal health among cashmere goats and to have and exercise all powers and authority customarily and legally granted to non-profit organizations under Section 501(c)(6) of the internal Revenue Code and under the laws of the State of Oregon.

1.2 Notwithstanding any other provisions of these articles, the Association is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under IRC 501(c)(6) or corresponding provisions of any subsequent Federal tax laws.

1.3 No part of the net earnings of the Association shall inure to the benefit of any member, trustee, director, officer of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association) and no member, trustee, officer of the Association or any private individual shall be entitled to share in the distribution of any of the Association's assets on dissolution of the Association.

1.4 No substantial part of the activities of the Association shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h) and does not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.

1.5 In the event of dissolution, all of the remaining assets and property of the Association shall, after payment of necessary expenses, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II - MEMBERSHIP

2.1 MEMBERSHIP

Membership is open to those who support the goals and purposes of this Association, pay annual dues and meets all the other requirements as outlined in these bylaws.

2.2 MEMBERS shall be entitled to full voice and vote at any meeting and by written ballot or e-mail ballot, concerning any and all business of the Association and may serve as officers and directors on the Board. Members will receive the NWCA Quarterly by e-mail, hard copy mailing is by special request only. Members will have their contact information on the printed membership rolls, on the club web-site, and available for distribution at club events. A member can place their business card ad in each NWCA Quarterly newsletter free of charge. A member may place a ¼ page farm ad once each year in the NWCA Quarterly free of charge.

Membership may be an individual or a farm. Any farm with a membership may be represented by owners of the farm, family members or employees of a farm. Each membership is entitled to one vote.

2.3 MEMBERSHIP APPLICATION

Application for membership shall be made in writing in the form and manner prescribed by the Association and shall be accompanied with payment of membership dues.

Application for membership shall be made with the Association Secretary, who will provide application forms upon request.

2.4 ANNUAL DUES

A. The Board of directors shall establish the amount of annual dues, which are to be reviewed periodically and if need be changed. Recommended dues changes shall be presented for approval to the general membership. The new dues shall take effect the immediate following calendar year.

B. The calendar year for annual dues shall be January 1st through December 31st. Renewal dues shall be due by January 31st. Dues not received by April 1st shall be considered in arrears, and no member in arrears shall be entitled to enjoy any privileges of membership.

C. Whenever a new member has made application and paid annual dues prior to August 1st they shall be credited with payment up to and including the last day of December of that year. When ever an applicant pays their annual dues after August 1st they shall be credited with payment for the following calendar year and shall be entitled to full member privileges from the date of payment.

2.5 TERMINATION OR REVOCATION OF MEMBERSHIP

A. Termination of Membership

A.1 Membership shall be terminated upon resignation by the member.

A.2 Membership shall be terminated when dues become five (5) months in arrears, unless prior arrangements have been agreed upon by the Board.

Membership may be reinstated by payment of dues, however the dues shall apply only to the current year even if paid after August 1st of the current year.

B. Revocation of Membership

Membership in Northwest Cashmere Association is a privilege, not a right, and may be revoked by the Board of Directors for good cause shown. Membership may be revoked for failure to abide by the rules and Code of Standards of the Association. The Code of Standards of the Association shall be deemed to include but not be limited to its Bylaws and Code of Standards. Complaints against a member of the Association shall be submitted to the Secretary, accompanied by a deposit of \$25.00. The Secretary shall submit the complaint to the Board of Directors for consideration at its next meeting, whether special or regular. Any Director or member having a financial interest in the outcome, or who is a Complainant or Defendant, shall be disqualified from participating in the decision of the Board of Directors. Any member may be suspended from membership, temporarily or permanently, by a two-thirds majority of those members of the Board of Directors voting upon a finding that the complaint is meritorious and warrants suspension of the privilege of membership.

B.1 The Secretary shall serve the member with a written copy of the complaint by certified or registered United States Mail, Return Receipt Requested, or have the member personally served by a person qualified to serve legal writs. If it is necessary to have a person served by a person qualified to serve legal writs, then the Complainant shall be notified of the additional expense and at that time the extra monies shall be paid before the complaint shall be served. This notification shall be served at least thirty (30) days prior to the Board of Directors consideration thereof, together with notice of the time and place of hearing. The hearing shall be informal and may be recessed from time to time. The Board of Directors' power to suspend membership shall include but not be limited to the power of reprimand and probate. If the Complainant or the Defendant is not satisfied with the Board's decision then they may petition to have the complaint heard at the next General Membership meeting. The decision, then found, shall be final and binding.

B.2 Upon revocation of membership, all privileges of membership cease automatically. Subsequent reinstatement of membership shall not serve to reinstate tenure in office forfeited by the revocation of membership.

B.3 The secretary shall provide the Complainant with an itemized statement of the expenses incurred in serving the complaint, and refund any remaining monies not used.

ARTICLE III - BOARD OF DIRECTORS

3.1 BOARD OF DIRECTORS

The general business of Northwest Cashmere Association shall be conducted and managed by a Board of Directors consisting of not less than four (4) and not more than seven (7) Directors. The Board shall consist of four (4) elected Directors, President, Vice-President, Secretary, and Treasurer. Up to three (3) appointees, to serve as additional Directors, may be selected

by the elected Directors by a majority vote. A quorum for the conduct of business shall not be less than a majority of the number of filled Board positions. Elections shall be held at the annual meeting designated for such purpose. The Directors, when elected, will serve until their successors have been duly elected and qualified. The size of the Board shall be set from time to time by resolution of the sitting members. If necessary, the positions of Secretary and Treasurer may be held by the same person.

3.2 VACANCY

Should a vacancy occur on the Board, such vacancy may be filled by the Board by a majority vote of the Directors. The Director so elected shall serve the remainder of the unexpired term of the Director replaced. This action shall not prevent this person from being elected to serve as a member of the Board at the next election for a new term.

3.3 CONFLICT OF INTEREST

No Director shall vote on any issue which may result in a monetary benefit to such Director, Director's family, or in any business in which Director may have a direct or indirect interest.

3.4 TERMINATION / REMOVAL

Upon termination of a Director's membership, for whatever reason, with or without cause, that Director's tenure of office will terminate automatically.

A. An elected Director may be suspended with or without cause, by a two-thirds vote of the remaining Directors. Such suspension shall remain in effect for a period of thirty (30) days unless sooner ratified or reversed by a majority vote of the general membership by mail ballot, or until the next membership meeting wherein such suspension may be ratified or reversed by a majority vote of the general membership.

B. Appointed Directors serve at the pleasure of the Board and may be removed from the Board by a simple majority vote of the remaining Board members.

3.5 ELECTED DIRECTORS

A. PRESIDENT

Term - The term of President shall be for one year, with the ability of being re-elected for further terms.

Duties - The President of NWCA shall preside at all meetings of the Board and of the membership. The President signs all contracts and other instruments of the Association. The President supervises the affairs of the Association according to and subject to the Bylaws and performs such other duties as are usually imposed upon such offices and such other duties as assigned. The President appoints Chairpersons of various working committees with the approval of the Board. The President, also with the approval of the Board, creates Ad Hoc committees when deemed necessary.

A.1 The President upon receiving a request from a Director to submit a proposition to the Board shall detail the subject matter and notify the Board in writing either by mail, facsimile or email. Each Board member

shall cast his or her vote for or against the subject being considered. The President shall declare the result and forward all papers to the Secretary who shall make the proper notes in the records. The President has no vote in the Board of Directors proceedings unless it is required to break a tie vote.

A.2 The President shall be responsible for the Board of Directors' report of the Board's activities. This report shall be presented at the general membership meeting so as to be included in the minutes and also reported in the Newsletter.

B. VICE PRESIDENT

Term - The term of Vice President shall be for one year, with the ability of being re-elected for further terms.

Duties - The primary duty of the Vice President shall be to assist the President and perform all duties of the President in his or her absence and such other duties as the Board of Directors imposes. If the Vice President is assuming Presidential duties then she/he has no vote in the Board of director's proceedings except to break a tied vote.

C. SECRETARY

Term - The term of Secretary shall be for one year, with the ability of being re-elected for further terms.

Duties - The Secretary shall be the corresponding and recording Director of the Association. The Secretary issues notice of all meetings the Bylaws require, keeps the minutes of the meetings, has charge of the Association documents and records, and signs with the President all instruments requiring his or her signature, prepares and distribute ballots at the annual elections of elected directors, and performs such other duties the Board of Directors may require.

D. TREASURER

Term - The term of Treasurer shall be for one year, with the ability of being re-elected for further terms.

Duties - The treasurer shall be the Association's chief fiscal and financial Director. The treasurer shall collect all dues and other monies due the Association and shall pay the bills, reporting the same in detail at each regular meeting of the Board of Directors and of the membership. All expenditures must be evidenced by receipts and invoices except those that are for workshops or shows where receipts are not issued. Any check drawn to the Treasurer for whatever reason shall be signed only by other authorized signers. Extra budgetary items will be paid upon vote of the Board, provided there are sufficient funds available. The Treasurer shall keep the books up to date and open for inspection upon reasonable request of any Board member. If any person of the voting membership wishes to examine the books, a request shall be submitted through the Board of Directors. Such a request shall not be denied. The Treasurer shall provide a current Profit and Loss statement to be published in the NWCA newsletter no less than two (2) times each year.

E. CONTRACTED SERVICES

No Board members shall be paid for services contracted by the Association.

F. CONTRACTS

The Board may authorize any Director or Directors, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

G. LOANS TO DIRECTORS

No loans shall be made by the Association to its Directors.

H. CHECKS AND DRAFTS

All checks, drafts or other orders for the payment of money, notes and other evidences for indebtedness issued in the name of the Association, shall be signed by such Directors or Directors in such manner as is from time to time determined by resolution of the Board.

I. DEPOSITS

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

ARTICLE IV ELECTIONS

4.1 ELECTIONS - Directors shall be elected at the annual membership meeting if a quorum is present.

The Board of Directors may establish a Nominating Committee to nominate candidates for election as Directors, but candidates may also be nominated for election from the floor of the Annual meeting. Nominations will be taken at the beginning of the meeting and a ballot shall be prepared and distributed by the Secretary to all eligible voters present. Votes will be cast secretly and counted at the end of the meeting. New Directors shall be announced and take office at the end of the meeting.

If a quorum is not present, this shall be noted in the minutes of the meeting, and the election shall be held by mail/email ballot to the general membership as soon as possible after the annual meeting. The existing Board of Directors shall appoint a committee consisting of at least three (3) people to count the returned votes and to announce the results to the Board, to the Nominees and to the general membership. The existing Board of Directors shall serve until their successors have been duly elected and qualified. Election voting results shall be made available to a member upon request. Proxy votes may be cast by those not present by the appointed Proxy presenting written authorization from the absent member.

4.2 TIED VOTES

In the event that the two leading qualified candidates for an office shall receive an identical number of votes as certified by the appointed Ad Hoc committee and neither candidate shall have withdrawn his or her name from

further consideration, the President shall immediately send a second run-off ballot containing only the names of the two tied candidates to those members entitled to vote in such election. The run-off ballots shall be marked and returned postmarked not later than fifteen (15) days following the postmark on the outgoing ballot, and counted by the previously appointed Ad Hoc committee.

4.3 NOMINATIONS

Any Voting Member in good standing is eligible to run for any Director position. Candidates may be picked by the Nominating Committee, may submit his or her own nomination, or be nominated from the floor at the annual meeting. Nominations shall include a brief biographical sketch of the Nominee. Nominations shall be received by the Nominating Committee or the Board of Directors thirty (30) days prior to the issuing of the quarterly newsletter so that entries may be listed in that newsletter for member consideration prior to the annual meeting. Candidates may send campaign literature to members of the Association prior to the annual election, and may disseminate campaign literature at the annual meeting prior to the election at their own expense.

ARTICLE V - MEETINGS

5.1 GENERAL MEETINGS

A. There shall be at least one annual Membership meeting in the fall of each year; elections of new Directors shall take place at this fall annual Membership meeting if a quorum is present.

B. The Board of Directors shall meet together at least once each year, at such time and place as shall be fixed by the Board. Telephone conference and e-mails can be considered a meeting of the Board.

5.2 SPECIAL MEETINGS

Special meetings may be called upon by thirty (30) days written notice by the President or by the Board of Directors. The business of the Special Meeting shall be described in the "Call".

ARTICLE VI - VOTING

6.1 VOTING

A. Any member of good standing may vote on any issue at any general membership meeting.

B. One annual Membership dues payment shall entitle one vote, therefore if a Membership includes more than one person named, but only pays one annual dues, they shall be entitled to one vote.

C. At all meetings, members may vote in person or by written proxy as long as the written proxy designates the issue, the vote and the written signature of the absent person, except that a written proxy shall not be cast for an amendment to the Bylaws.

D. A quorum of the Membership for the purposes of conducting business at the general membership meetings shall be thirty (30) percent of the Membership of the Association.

D1. Any motion presented before the membership, provided a quorum is present, shall pass or fail by a simple majority vote.

D2. If a quorum is not present then any motion that is designated by the attending Board of Directors as an issue shall be put forth in a ballot that shall identify and clearly delineate each issue to be decided. The Ballot shall include a brief argument for and against each such issue. The Board shall appoint an Ad Hoc Committee to submit the pros and cons of each such issue. This ballot shall be mailed/emailed to the general membership, or if the timing is correct, inserted in the quarterly newsletter. Proponents and opponents of any such issue have the right to provide additional arguments at their own expense.

E. Each ballot shall clearly allow voters to vote "for", "against", or "needs further discussion" on each issue set forth in the ballot. The answer receiving a simple majority of votes will carry and will constitute an act of the Association. Any issue receiving a majority of votes for "needs further discussion" shall automatically be placed on the agenda for the next general membership meeting and may not be subject to additional mail or newsletter balloting until after the next general membership meeting where the issue has been further discussed. Returned ballots must be postmarked not more than thirty (30) days following the postmark of the outgoing ballot, or in the case of the newsletter, not more than thirty (30) days from the postmark of the newsletter, in order-for the vote to be counted. The President or Vice President in the event the President shall be unable to act, shall have the right and duty to vote to break a tie on the mail ballot.

ARTICLE VII - OFFICIAL DESIGNATIONS

7.1 OFFICIAL LOGO

No individual or group may use the official logo of the Association for personal or private use.

7.2 OFFICIAL STATIONERY

No individual or group may use the official stationery of the Association for personal or private use.

7.3 OFFICIAL BANNER

No individual or group may use the official banner of the Association for personal or private use; except that if four or more members are going to gather for an exhibit or a show at a recognized fair or fiber presentation they may make application to the Board of Directors for sponsorship of the Association and use of the official banner. The Board shall decide, by a majority vote, if sponsorship and use of the official banner is appropriate to the occasion. The decision of the Board shall be final and the parties notified in a timely manner for the occasion. The expense of shipping the Banner to and from the occasion shall be borne by the group requesting it.

Use of the Official Banner is a privilege, not a right, and such use shall be subject to review.

7.4 PROMOTIONAL ITEMS

Promotional items with the NWCA logo, produced for NWCA for the purpose of being sold by NWCA for fund raising, are the exception to the Official Designation prohibitions. Such promotional items are used at the buyer's discretion.

ARTICLE VIII - AMENDMENTS

These Bylaws may be amended, altered, or repealed, in whole or in part, by a two-thirds (2/3) vote of the Members at any general membership meeting or by mailed/mailed ballot; provide, however, that no amendment to the Bylaws can occur without notice of the proposed amendment to the membership either in writing or in the newsletter at least thirty (30) days prior to the meeting or ballot at which the amendment will be voted upon. The notice shall set forth the time and place of the meeting at which the proposed amendment will be voted upon, or when the ballot will be mailed/mailed and returned. No proxy vote shall be cast or accepted in amendment of the Bylaws.

ARTICLE IX - NEWSLETTER

NWCA shall publish and circulate a newsletter not less frequently than twice each year to the general membership. Advertising rates are to be determined by vote of the membership.

ARTICLE X - CODE OF STANDARDS

Whereas, the Northwest Cashmere Association, NWCA, exists: (a) To promote the development of Cashmere goat herds in the United States and Canada; (b) To conduct and encourage research and development to improve fiber and animal health among Cashmere goats; (c) To disseminate information concerning the development, breeding, care, veterinary medicine, marketing and all other matters relevant to the production and enhancement of Cashmere goats and their fiber; and (d) To promote and regulate matters pertaining to history, publicity, breeding, exhibition and improvement of Cashmere goats.

Whereas, the members of the Northwest Cashmere Association, wishing the Association to be known and recognized for the honesty, integrity and forthrightness of its members, deem it advisable and necessary to adopt a Code of Standards to guide the membership in its inner dealings and with the general public.

NOW THEREFORE, BE IT RESOLVED that the members of the Northwest Cashmere Association be and are hereby bound by such membership to conduct them according to the following Code of Standards, to wit:

1. Members shall abide by all local, State and Federal regulations and statutes applicable to any aspect of the Cashmere industry.
2. Members shall not, knowingly, misrepresent the physical qualities, health or characteristics of an animal.
3. Members shall not represent or advertise an animal bearing Cashmere fiber as "purebred".

4. Members shall not misrepresent the pedigree or ownership of an animal.
5. Members shall bear in mind that whatsoever they do or say reflects upon the Association and their fellow members.

ANY PROVEN VIOLATION of this Code of Standards shall subject the member to sanctions of membership according to the procedure set forth in the Bylaws of the Association.

ARTICLE XII - ADOPTION

BE IT REMEMBERED THAT these Bylaws of the Northwest Cashmere Association were duly adopted by a majority of the members thereof this 23rd day of June in the year 2001. Amendments to these Bylaws adopted on the 31st day of December in the year of 2011.