

NAPgA By-Laws

ARTICLE I

Organization Name

SECTION 1. NAME

The name of this organization, which is a nonprofit corporation, organized and existing under the laws of the State of Idaho, is the NORTH AMERICAN PACKGOAT ASSOCIATION, Inc. (NAPgA)

SECTION 2. PRINCIPAL OFFICE

The Board of Directors is hereby granted full power and authority to determine the location of the principal office for the transaction of business of the Corporation.

ARTICLE II

Purposes and Objectives

SECTION 1. MISSION STATEMENT

The North American Packgoat Association is an organization established for promoting packing with goats. The organization seeks to further the pursuit of goat packing by sharing the knowledge, ideas, and experiences of its members, by promoting the use of packgoats to the public as a means of low impact wilderness transportation and recreation. Our mission is to promote the use and enjoyment of packgoats to improve, mentor, and encourage competency in the practice of goat packing among interested persons; to provide communication among and to disseminate information to interested users; to promote scientific study of the caprine species, their care, welfare and training; to urge recognition of goat packing as a low impact pack stock alternative; and, to establish traditions which will aid, perpetuate, and further the welfare of goat packing and the goats it employs.

SECTION 2. VISION STATEMENT

The North American Packgoat Association is dedicated to being the most respected and influential organization in promoting the preservation, education and training in the use of pack goats in North America.

We will accomplish this vision by looking to best available science while fostering a philosophy and demonstration of Best Management Practices and leave no trace ethics.

- NAPgA will strive to collaborate and work closely with public land managers, government agencies, and other wildlife organizations to ensure and allow the safe use of packgoats on public lands.

- NAPgA will use best available science as a guide in which to measure and develop our Best Management Practices that address wildlife and other resource concerns.
- NAPgA will educate, encourage and solicit active participation in the responsible use of pack goats by networking through our NAPgA website, annual conference seminars, and various social media.
- NAPgA will continue to be good stewards of public lands, by actively participating in Land Use Planning wherever goat packing is concerned.
- NAPgA will respect and comply with local Land Use Policy and regulations, wherever pack goats are used, and will encourage all goat users to do the same.

ARTICLE III

Membership

SECTION 1. ELIGIBILITY

The membership of this corporation, hereinafter referred to as the “Association” shall consist of such persons and corporations favorable to the purposes of the association as set forth in the Articles of Incorporation. No person shall be excluded from membership on the basis of sex, color, race, political association, or religious affiliation.

SECTION 2. CLASSIFICATION AND FEES

Section 2.1

1. Membership fees and classifications shall be set by the Board of Directors and shall be displayed on the NAPgA website.
2. Each adult member shall be entitled to one vote.

Section 2.2

- Honorary Life Member:** The association may elect to Honorary Life Membership persons who have rendered distinguished service directly or indirectly to the Association.
- Honorary Life Members shall not be obligated to pay any further dues to the Association.

SECTION 3. DUES

Membership renewal fees are due on the anniversary of joining.

SECTION 4. TERMINATION OF MEMBERSHIP

The membership may be terminated by:

- a. Resignation.** Any member in good standing may resign from the Association upon written notice to the Board. The Association is not obliged to refund any dues to the resigned member.
- b. Lapsing.** A membership will be considered lapsed and automatically terminated if such member’s dues remain unpaid by the end of the month in which they are due. No person may vote on any Association business whose dues are unpaid as of the date of that vote.
- c. Expulsion.** A membership may be terminated by expulsion. Their recommendation shall be brought to the Board of Directors who must ratify the recommendation for expulsion by a 2/3 vote.

SECTION 5. RIGHTS OF MEMBERS

The privilege of holding office and voting shall belong to all members in good standing except where specified otherwise in the Rules and Regulations. Membership may not be transferred and members shall have no property rights in the property of the Association.

ARTICLE IV

Administration

SECTION 1. BOARD OF DIRECTORS

The Organization shall be administered by a minimum 6 (six) member Board of Directors (the Board). The Board shall consist of the Officers and Directors elected by the general membership. The Board shall be empowered to represent the Organization and shall be charged with the administration of the business and affairs of the Organization.

SECTION 2. OFFICERS

The Officers, also known as the Executive Committee, shall be President, Vice-president, Secretary, and Treasurer. The Board, at its discretion and by a vote of two-thirds (2/3) majority of the Board Members voting, may appoint Honorary Officers to serve the Organization from time to time. The position of Treasurer may be filled by either an elected Board member, or by the appointment of a general NAPgA member. If the Board chooses to appoint a Treasurer, the appointment must be approved by a 2/3 majority of the Board and renewed annually at the first meeting of each calendar year. An appointed Treasurer shall serve at the pleasure of the Board and the appointment may be terminated at any time by a 2/3 vote of the Board.

- PRESIDENT:** The President shall be chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Association. He/She shall preside at all meetings of the members and of the Board of Directors. He/She shall be an ex-officio member of all standing committees and shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers as may be prescribed by the Board of Directors or by the By-Laws.
- VICE-PRESIDENT:** In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall act as a liaison between the Board of Directors and Committee Chairs. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors or by the bylaws of the Association.
- SECRETARY:** The Secretary shall keep or cause to be kept, the minutes of all meetings of the Directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Director's meetings, the number of members present or represented at a

members' meeting, and the proceedings thereof. He/She shall have such duties as provided for in the bylaws, or assigned by the Board of Directors

•**TREASURER:** The Treasurer, either in person or through an assistant or assistants, shall receive, receipt for, and keep all moneys, stocks, bonds, notes and other credits belonging to or coming to the Association, and shall keep regular, full and true accounts of all receipts and disbursements, and shall make detailed reports thereof to the Board of Directors and the President whenever called for. He/She shall perform such other duties in connection with the administration of the financial affairs of the Association, as the Board of Directors or the President shall assign to him. All moneys of the Association shall be kept in such bank or banks or other depositories as the Board of Directors from time to time may direct or approve. The Treasurer shall give such bond, with such security, as the Board of Directors from time to time may require.

SECTION 3. DUTIES OF THE BOARD OF DIRECTORS

The Board is responsible for carrying on the business of the Association; to take action on matters brought to their attention by the membership or the chairpersons of the committees of the Association; and to take any other action consistent with the Articles of Incorporation of this Association. A written record of all actions of the Board pertaining to matters of policy shall be kept and made available to the membership. Such records are to include the vote of each Director on each action.

SECTION 4. REMOVAL OR RESIGNATION BOARD OF DIRECTORS

Any Director may resign at any time upon giving such written notice to the Board of Directors.

The recall of Members of the Board of Directors shall be accomplished in accordance with the By-laws. If a two-thirds (2/3) majority of eligible members voting by person, proxy or telecommunications in a meeting vote to recall an incumbent, that position shall be considered vacant.

SECTION 5. VACANCIES

Vacancies in the Board of Directors may be filled by an appointment of the President ratified by a majority of the remaining Directors at any regular or special meeting or motion by email, and each Director so designated shall hold office for the unexpired term of his predecessor, and until his successor is elected at an annual election. A vacancy on the Board of Directors shall be deemed to exist in the case of death, retirement, resignation or removal of any Director, or if the authorized number of Directors is increased.

SECTION 6. COMMITTEES

The Organization shall provide for such Standing Committees, composed of voting Members, as it deems necessary to further the goals and objectives of the Organization.

Section 6.1. The Board of Directors shall provide for such Other Committees, composed of voting Members, to serve purposes that the Board determines to be appropriate.

Section 6.2. All Committees shall be established and function in accordance with these By-laws.

ARTICLE V

Election and Terms of Office

SECTION 1. TERMS OF OFFICE

All Officers and Directors shall serve a term of three (3) years or until their successors are elected. Expiration of the terms of the Members of the Board shall be so that not more than one-third (1/3) of the Members are elected in any one year. This section shall be suspended for the first five (5) years of the Organization in order to allow for the establishment of a one-third (1/3) rotation of Board Members.

SECTION 2. LENGTH OF TERM

The President may serve for only two (2) consecutive terms. After two (2) consecutive terms, the President must take a one-year (1) sabbatical before again running for the office of President. After two (2) consecutive terms, the President can continue to serve as an Officer or Director. Consecutive term rules do not apply to the Vice-President, Treasurer, Secretary or Board members.

SECTION 3. NOMINATIONS OF DIRECTORS

The Board shall appoint a Nominating Committee, composed of at least one (1) member of the Board of Directors and at least two (2) Members in good standing from the general membership.

Section 3.1

It is the duty of this committee to submit the official slate for the Association. Thirty (30) days notice shall be given to the general membership prior to emailing of the official ballots. Each nomination must be ratified by two other members in good standing. The Nominating Committee may establish other procedures and requirements as they determine appropriate.

SECTION 4. ELECTION OF OFFICERS

The officers of the Association shall be elected annually by a majority vote of the members of the Board of Directors, either in person, by proxy or telecommunications, and each shall hold his office until his successor shall be elected and qualify, unless prior thereto the term of such officer shall have been ended by death, resignation, removal or other disqualification.

Section 4.1 REMOVAL OR RESIGNATION OF OFFICERS

Any officer may be removed while in office by a majority of the Directors at any special meeting called for that purpose. Any officer may resign at any time upon giving such written notice to the Board of Directors.

SECTION 5. EXECUTIVE COMMITTEE VACANCIES

In the event of a vacancy in the office of President, the Vice-President shall assume the office of President until the next regular election. In the event of a vacancy in the office of Vice President, Secretary, Treasurer, or member of the Executive Committee, the Executive Committee shall appoint a member to fill the vacancy until the next regular election.

ARTICLE VI

Meetings

SECTION 1. BOARD OF DIRECTORS MEETING

Regular meetings of the Board of Directors shall be held at such time and place as are designated by the President or by a majority vote of the entire Board. Written notice of such meeting shall be emailed by the Secretary to each member of the Board at least 14 days prior to the date of the meeting. A quorum for a Board Meeting shall be a majority of the Board voting in person, by written proxy or telecommunications.

Section 1.2. The permanent Board of Directors shall meet on a minimum quarterly basis.

SECTION 2. ELECTIONS AND BUSINESS TRANSACTIONS

Elections and business transactions of the Association may be carried out through mail ballots or telecommunications.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Association may be called by the President or by a majority vote of the members of the Board of Directors or shall be called by the Secretary upon receipt of a petition signed by 10 percent of the members in good standing of the Association. Such meeting shall be held at such place, date and hour as may be designated by the initiator(s). Written notice of such meetings shall be emailed to all members in good standing by the Secretary at least 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting. The quorum for such a meeting shall be 10 percent of the members in good standing (in person or by proxy or through telecommunications).

ARTICLE VII

Parliamentary Authority

SECTION 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with this Charter or the Bylaws or Standing Rules of the organization.

ARTICLE VIII

Amendments

SECTION 1. The Charter and the By-laws of the Organization may be amended at any general or special meeting of the Organization, by an affirmative vote of not less than two-thirds (2/3) of the votes cast, a quorum being present, provided that previous notice of such amendments has been given to members, in accordance with the By-laws.

ARTICLE IX

Indemnification of Officers and Directors

SECTION 1. INDEMNIFICATION

a. **SCOPE**- To the fullest extent permitted by the Act, the Corporation shall indemnify any director or officer of the corporation made a party to a proceeding because the person is or was a director or an officer of the corporation against liability incurred in that proceeding; provided, however, no indemnification pursuant to this provision shall indemnify any director or officer from or on account of (1) any breach of the director's or officer's duty of loyalty to the corporation, (2) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law, (3) any unlawful distribution under Idaho law, or (4) any transaction from which the director or officer derived an improper personal benefit.

b. **LIABILITY OF DIRECTORS**- No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this section shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under Idaho law. No amendment that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission that occurs before the effective date of such amendment.

ARTICLE X

Dissolution

SECTION 1. In the event of the dissolution of the North American Packgoat Association (NAPgA), all remaining funds and assets are to be released to such other nonprofit organizations as are supportive of goatpacking and that operate in accordance with the purposes and objectives established in Article II of this document.

ARTICLE XI

Miscellaneous

SECTION 1. RULES AND REGULATIONS

The Board of Directors may from time to time adopt such Rules and Regulations, and such Procedures, as it may deem advisable, not inconsistent with these bylaws or with the Articles of Incorporation.

SECTION 2. FINANCIAL ACCOUNTS

All physical and online financial accounts shall be accessible by not less than two people, consisting of the Treasurer and one Board Member approved by a 2/3 majority of the Board of Directors.

Document prepared by the Interim Directors of NAPgA, 1/31/2001.

Article III, Section 3, Dues revised by 2/3 membership, 7/02/2002; and recorded in Board Meeting Minutes of 11/7/2002.

By-Laws revised by 2/3 membership, 8/31/2018 and vote recorded in the minutes of 10/2/2018. Board voted to adopt changes in meeting of 12/1/2018.

Changes were made to the following sections:

Article II: Purpose and Objectives

Article III: Membership, Section 2: Classification and fees, Section 3: Dues

Article IV: Administration, Section 2: Officers

Article V: Election and Terms of Office, Section 1: Terms of Office

Article XI: Miscellaneous, Section 1: Rules and Regulations, Section 2: Financial Accounts

Wording was updated throughout to reflect technological changes.

Changes recorded in Board Meeting Minutes of 12/1/2018.