

Constitution & Bylaws Year-End Report

DATE: August 31, 2016

COMMITTEE CHAIRPERSON: Christen Adels

COMMITTEE MEMBERS: George Altheide, June Bryan, Linda Campbell, David Funk, Noah Goddard, Caroline Lawson, Jennifer Mellett, Sheila Nixon, and Ruth Weaver

COMMITTEE OBJECTIVES FOR THE YEAR:

1. Review the Director Qualifications
2. Review the Timing of Director Installation
3. Review the Balloting Process
4. Review the National Show Ring Code of Ethics
5. Provide Constitution & Bylaws Restructuring Recommendations

NO BOARD ACTION REQUIRED

Discussion #1: Director Qualifications

Applicable Constitution or Bylaw Provision

Constitution Article V. Section 9 (Page 2 of the 2015 Guidebook)

Qualifications

- a. A Director must hold an individual membership in the Association and be a natural person at least twenty-one years of age;
- b. A Director must be domiciled in the District he/she is elected to represent.

Issue

Per the Constitution, these are the only requirements to be an ADGA Director. Should there be any additional requirements, such as (1) a certain length of time the person must be a member before he/she could run, or (2) is required to register a certain number of goats or register goats for "x" years" before he/she could run? This item was raised as a District could elect a representative who had just joined ADGA, or maybe had never registered animals, and therefore, would not be familiar enough with ADGA nor her programs to direct the Association.

Committee Consensus

The Association should set minimum standards. Beyond that, it shouldn't dictate who a district can elect to represent them. If a district wishes to elect a director who has no experience, that is the district's choice.

Committee Vote

Should there be additional requirements? Yes-0, No-8, Abstentions-0, Not Voting-2

Discussion #2: Timing of Director Installation

Applicable Constitution or Bylaw Provision

Bylaw Article II.D. (Page 12 of the 2015 Guidebook) D. Director shall assume office at the Annual Meeting.

Issue

When the Director first wins a Director seat in August, he/she is sent a Director packet with the non-profit Director's book and then takes his/her seat at the October Annual Meeting. For some Directors, this is the first time they have ever served as a Director, for any organization at all, so they are often unfamiliar with Robert's Rules and processes, and sometimes have no idea what happens at the meetings. Should there be changes to the timing of elections or assuming office so that the Director is able to go in on his/her first day and be an informed Director?

Committee Consensus

Since the minutes of each meeting are readily available online, it's relatively easy (and should be encouraged) for an incoming director to read those minutes to see how the meeting runs and what was discussed the previous year.

Committee Vote

Should there be any changes to the seating of a Director? Yes-0, No-8, Abstentions-0, Not Voting-2

Discussion #3: Balloting Process

Applicable Constitution or Bylaw Provision

Article VII. Elections (Pages 11-13 of the 2016 Guidebook)

Issue

There has been extensive discussion about the voting process. In particular, members have stated that the voting process is "complicated" and/or "unclear" and have pointed to the number of director ballots that are thrown out in each primary or general election when the process is not followed. Ballots have been thrown out due to (1) signature stub not in the outer envelope, (2) Signature stub not signed, (3) Ballot in outer envelope, (4) Ballot not in official ballot return envelope, (5) Ballot envelope not sealed, (6) No authorized signers in system, (7) Not an authorized signer, (8) No vote - member deceased, (9) more votes on ballot than allowed, and (10) Blank ballot. The link to the 2015 general election results, with the number of ballots not counted, is here: <http://adga.org/wp-content/uploads/2015/08/General-Election-final.pdf>

Some members have asked for ADGA to move to an online voting process, while others ask that the current, "complicated" voting process be made easier by the member only being required to put the ballot in one mailing envelope and then having the member sign the outside of the envelope.

Current Ballot Count Process

- The CPA opens the outside mailing envelope and verifies the member's signature on the signature stub. If the member's signature is not correct, if the signature stub is not in the mailing envelope, if the ballot is in the mailing envelope, or if the ballot envelope is not sealed, then the ballot is not counted.
- The sealed ballot envelopes are held until the appointed day when they are opened and counted.
- ADGA members may observe the vote count (Page 162 of the 2016 Guidebook)

Committee Discussion

- The current rules have been put in place because of previously aired member concerns regarding confidentiality of the member's vote.
- The signature stub and separate ballot envelope ensure confidentiality.
 - ❖ The signature stub is in a separate envelope so that how a member voted is not known.
 - ❖ The ballot is in its own sealed envelope so that the ballot cannot not be altered (such as if a member only voted for one and could have voted for two Directors.)
- There has been a suggestion that the member place their ballot in the envelope and then sign the envelope. If this is done, the member's vote will not be confidential.
- There has been a suggestion that the member place their ballot and signature stub in the same envelope. If this is done, the member's vote will not be confidential.

Committee Votes

No change is necessary to the current paper election process.

- Agree-8, Disagree-1, Abstentions-0, Not Voting-1

The ballot envelope and mailing envelope are to be self-sealing envelopes.

- Yes-8, No-1, Abstentions-0, Not Voting-1

Refer to the Information Management Committee the review of online voting systems and provide a recommendation to the Board of Directors.

- Yes-7, No-0, Abstentions-1, Not Voting-2

Discussion #4: National Code of Show Ring Ethics

Applicable Constitution or Bylaw Provision

International Association of Fairs and Expositions, National Code of Show Ring Ethics

Constitution: Article X, Section 2

Bylaws: Section 1. L. (Page 19)

Issues

- Whether ADGA should modify what is included in the Guidebook from the National Code of Show Ring Ethics given that the wording is currently "guidelines" rather than "rules", and there are some items listed which we may not want to include for ADGA members; and
- Whether a complaint may be considered against a person when the complaint is based upon a violation of the National Code of Show Ring Ethics.

Committee Discussion

- If we modify the Code in any way, then it will be an ADGA document.
- What are Fair Board issues versus ADGA issues? Who is going to be responsible for enforcing?
- What purpose does the Code currently serve? It seems to be just a placeholder in the Guidebook. Does ADGA really hold the position that "at any time an animal arrives on the fair or livestock show premises, all treatments involving the use of drugs and/or medications for the sole purpose of protecting the health of the animal shall be administered by a licensed veterinarian?" (Listed under Section 4 of the Code.)

Committee Vote

Should the National Code of Show Ring Ethics remain as is?

- Yes-7, No-1, Abstentions-0, Not Voting-2

The general consensus was that the Committee may revisit this issue next year.

Director Code of Ethics

The committee took a straw poll as to whether to start work to draft a Director Code of Ethics. A plurality of the committee recommended that, given the time requirements, it should be started by next year's Constitution & Bylaws Committee.

WORK TO BE COMPLETED BY NEXT YEAR'S COMMITTEE

1. Draft a Director Code of Ethics
2. Revisit the National Code of Show Ring Ethics
3. Propose amendments to the Constitution & Bylaws to permit online voting (if there is a referral from the IM Committee of an online voting system).
4. Provide Constitution & Bylaws restructuring recommendations.
 - ❖ ADGA's bylaws should provide the governance, such as the Board of Directors, Officers, Elections, Membership, Committees, and Complaints.
 - ❖ ADGA's offerings, such as shows and linear appraisal, would be more appropriately included in an Operations Manual.

CHAIRPERSON'S SIGNATURE: *Christen Adels*