

# Memo

To: Board Applicants  
From: Troy Veal, ABGA President  
Date: January 12, 2012  
Re: Nomination Form

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Thank you for your interest in serving on the ABGA Board of Directors. ABGA recognizes the dedication that is involved in serving the association. The Board of Directors is responsible for the effective governance of the organization including adherence to and vigorous pursuit of its mission, objectives and core values. As we continue to grow, the governance of ABGA will require a diverse set of knowledge and skills of the board members. Thank you for your willingness to bring forward your knowledge and skill, dedicate time, as well as energy to strengthen ABGA and the American goat industry.

Enclosed you will find a job description for a Board Member. The job description should provide you with general information as to your duties as a board member. Also enclosed is nomination information sheet and conflict of interest statement. Please complete the forms and return them to the ABGA office no later than March 1, 2012 to be considered for available positions in your region.

If you have any questions regarding the nomination sheet or the election process, please feel free to contact the ABGA office at 325-486-2242. Thanks again for your interest in serving the association.

**American Boer Goat Association  
1207 South Bryant Blvd. Suite C  
San Angelo, Texas 76903  
Phone: (325) 486-2242 Fax (325) 486-2637**



# American Boer Goat Association

## Board of Director Responsibilities

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### **GENERAL INFORMATION:**

Position: Board Member

Volunteer: (non-paid position)

Part Time: Minimum of fifteen hours monthly (meetings, preparation, consultation)

Term: Directors are elected by the membership. Directors serve for a three-year term

### **AUTHORITY AND RESPONSIBILITY OF THE BOARD OF DIRECTORS:**

The Board of Directors manages the affairs of the American Boer Goat Association. As a member of the Board, a director pledges to act in accordance with the bylaws, code of ethics and other rules, regulations and resolutions adopted by the Board and/or membership. The Board of Directors shall exercise ordinary business judgment in managing the affairs of the ABGA.

Pursuant to Section 3.10 of the Bylaws (Revised Oct 2004), "The act of the majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board, except as otherwise specifically provided by law, by the Articles of Incorporation, or by these bylaws." Therefore, unless (i) otherwise provided by the Bylaws or other rules, regulations or resolutions; or (ii) the Board of Directors otherwise gives specific authority, directors are not authorized to act individually in the direction of staff or volunteers or to act as spokesperson for the ABGA.

The Board of Directors is responsible for the effective governance of the organization including the adherence to and vigorous pursuit of its mission, objectives and core values.

### **QUALIFICATIONS:**

Knowledge and abilities in one or more areas of leadership in managing the affairs of ABGA: implementation of overall association policies, financial oversight; general understanding of ABGA programs; member representation.

### **GENERAL REQUIREMENTS:**

- Commitment to the work of the organization
- Willingness to serve on at least one committee and actively participate
- A time commitment of minimum of fifteen hours per month (includes Board preparation, meeting & committee meeting time)
- Attendance at Board meetings
- Attendance at Annual General Meeting
- Be up-to-date on issues relevant to the association
- Be informed about services provided by ABGA and publicly support them
- Prepare for and participate in the discussions and the deliberations of the Board
- Be aware and abstain from any conflict of interest
- Willingness to learn
- An understanding of the role of an individual board member in relation to the action of the board
- Establish overall goals, objectives and priorities for ABGA in meeting the needs of the membership and accomplishing its mission
- Recommend policy to the Board
- Promote ABGA membership through networking, etc.
- Monitor and evaluate the effectiveness of ABGA through a regular review of programs and services
- Participate in the recruitment of new Board members
- Encourage a positive working relationship between the board, membership and staff
- Evaluate, review and make decisions regarding the performance and employment of the Executive Director.



# American Boer Goat Association

## Board Candidate Nomination Form

*Return to ABGA office no later than March 1, 2012*

### I. Personal Information

<b>Name - Legal Name</b>		
<b>Spouse's Name</b>		
<b>Home Address</b>		
<b>City, State Zip</b>		
<b>Home Telephone</b> ( ) -	<b>Home Fax</b> ( ) -	<b>Cellular</b> ( ) -
<b>Work Telephone</b> ( ) -	<b>Work Fax</b> ( ) -	<b>E-Mail Address</b>
<b>Children (List Names)</b>		<b>Are you 19 or older?</b> Yes      No
<b>ABGA Member #</b>	<b>How long have you been a member of ABGA?</b>	

### II. Employment Information

<b>Employer</b>	<b>Employer's Address</b>	<b>Present Job Title</b>
		<b>Occupation</b>
<b>Present Job Description</b>		

### III. Volunteer Participation

Organization / Event	Title/Position	Organization / Event	Title/Position

### IV. ABGA Committee Participation

Committee	Member or Chairman	Dates of Service

### V. ABGA Board Participation

<b>Have you served as an ABGA Director in the past? If yes, give office held and dates of service.</b>	<b>Yes</b>	<b>No</b>

Name: \_\_\_\_\_

**VI. Goat Industry Participation (Field days, Educational events)**

Organization / Event	Dates	Purpose of Organization / Event

**VII. Personal skills/knowledge that will aid in my service as an ABGA director. (check all that apply)**

Goat Producer	General Agriculture	Goat Meat Industry	International Marketing
Exhibiting	Accounting	Investments	General Marketing
Insurance	Legal	Member Education	Youth Development
Goat Research	Genetic Evaluation	Communication	Strategic Planning
DNA Parentage Testing	Performance Programs	Breed Standards	EPD Programs
Judges Training	National Shows	Sanction Shows	Bylaws
Other: _____			

**VIII. What areas of the ABGA association / board work are of particular interest to you?**

ABGA Policy	ABGA Financial	Goals and Objectives	Strategic Planning
Board Structure	Youth Program	Performance Programs	ABGA Marketing
ABGA Education	Industry Development	Member Services	ABGA Rules
Other: _____			

**IX. Education / Training**

Type of School	Name and Location of School	Year Graduated	Field of Study
High School			
Tech. School			
Undergraduate			
Graduate			
Other			

**X. ABGA Service Information**

**Are you aware of any conflicts of interest that would hinder you from serving the association?**

Yes    No    If yes, give details

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Name: \_\_\_\_\_

The board of directors spends a minimum of 15 hours per month on association work. Depending on your level of involvement and commitment, this time might increase. Do you see this as a problem?– Please Explain.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**XI. Military Service**

Are you or have you ever been a member of the Armed Forces of the United States:      Yes      No		
<b>Branch</b>	<b>Dates of Service</b>	<b>Type of Discharge</b>

**XII. Employment History**

<b>Employer</b>	<b>Position</b>	<b>Dates</b>	<b>Location</b>

**XII. References**

<b>Name</b>	<b>City</b>	<b>Telephone</b>	<b>Relationship</b>
		-   -	
		-   -	
		-   -	

**XIV. Other Information.**

Have you or a family member been removed or denied membership in a breed association or breed registry?  
Yes      No      If yes, give details

\_\_\_\_\_

\_\_\_\_\_

Have you been convicted in a criminal proceeding or been named subject of any pending criminal proceeding (excluding traffic violations)?    If yes, give details      Yes      No

\_\_\_\_\_

\_\_\_\_\_

## Certification of Applicant

I hereby certify that the foregoing and any attached statements are true, accurate and complete. I agree that any misstatement, misrepresentation, or omission of a fact may result in my disqualification for the ABGA Board of Directors. Please allow my name to stand for nomination to the ABGA board of directors.

I am willing to commit my time to serve as a director of the ABGA. If elected to the ABGA Board of Directors, I will act at all times in an honorable, ethical and legal manner in my dealings with the public. I will support at all times the honest and truthful promotion of the Boer goat industry. I will refrain from using unfair, dishonest or unethical means to win advancement for myself, business associates or friends. I will at all times support the registry and promote the exchange of general useful information. I will comply with applicable governmental regulations.

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Applicant's Signature

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Date

**American Boer Goat Association  
1207 South Bryant Blvd. Suite C  
San Angelo, Texas 76903  
Phone: (325) 486-2242 Fax (325) 486-2637**

# AMERICAN BOER GOAT ASSOCIATION

## CONFLICTS OF INTEREST POLICY

**A. Purpose.** The purpose of this Conflicts of Interest Policy is to protect the interests of American Boer Goat Association (the “Association”) when it is considering entering into a transaction or arrangement that might benefit the private interest of a director of the Association. In addition, this policy is intended to protect the interests of the Association with respect to competitive activities by directors of the Association. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable organizations.

### **B. Definitions.**

1. **Compensation.** “Compensation” includes direct or indirect remuneration as well as gifts or favors that are substantial in nature.
2. **Competing Entity.** A “competing entity” is an organization of any legal form (other than a formal Affiliate of the Association) which as an organization is engaged in a competitive activity.
3. **Competitive Activity.** A director is engaged in a “competitive activity” if he or she is a member of the governing board or serves as an officer of an organization (other than a formal Affiliate of the Association) that registers Boer Goats. An organization (other than a formal Affiliate of the Association) is engaged in a “competitive activity” if it registers Boer Goats.
4. **Governing Interest.** A director has a “governing interest” in a competing entity if he or she is a member of the board of directors, board of trustees, or other governing board or is a named officer of a competing entity.
5. **Interest.** A person has an “interest” if the person (i) is engaged in a competitive activity or (ii) has, directly or indirectly, through business, investment, or family,
  - a. an ownership or investment or governing interest in a competing entity or any entity with which the Association has a transaction or arrangement, or
  - b. a compensation arrangement with a competing entity, the Association, or with any entity or individual with which the Association has a transaction or arrangement, or
  - c. a potential ownership or investment or governing interest in, or potential compensation arrangement with, a competing entity or any entity or individual with which the Association is negotiating a transaction or arrangement.

6. **Interested Person.** Any director of the Association who has a direct or indirect interest (as defined above) is an “interested person”.

**C. Procedures.**

1. **Duty to Disclose.** An interested person must disclose to the board the existence and nature of his or her competitive activity and/or other interest and, in connection with a proposed transaction or arrangement, must disclose the existence and nature of his or her interest to the directors and members of the executive committee considering the proposed transaction or arrangement. Having an interest in a competing entity or being engaged in a competitive activity is a conflict of interest. Serving as a judge, paid or unpaid, in a competition sponsored by an organization engaged in a competitive activity is not an “interest” or a “competitive activity” for purposes of this policy.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the competitive activity and/or interest, the interested person must leave the board or executive committee meeting while the interested person’s competitive activity and/or interest is discussed. If any activity or interest is not automatically a conflict of interest, the remaining board or executive committee members will decide if a conflict of interest exists pursuant to Part C3, below.
3. **Procedures for Addressing the Conflict of Interest Other than being Engaged in a Competitive Activity or Having an Interest in a Competing Entity.**
  - a. The management of the Association shall present to the board or the executive committee the alternatives it investigated, including alternatives which would not result in a conflict of interest with the interested person. Thereafter, the President will, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - b. After exercising due diligence, the board or executive committee will determine whether the Association can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not result in a conflict of interest.
  - c. If a more advantageous transaction or arrangement is not reasonably available under circumstances that would not result in a conflict of interest, the board or executive committee must determine by a majority vote of the disinterested directors (i) whether the transaction or arrangement is in the Association’s best interest and for its own benefit and (ii) whether the transaction is fair and reasonable to the Association, and the board or executive committee will make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

#### 4. **Violations of Conflicts of Interest Policy**

- a. If the director discloses to the board the existence of a competitive activity or a governing interest in a competing entity, or if the board determines that such an interest exists, the board shall either (i) request in writing that such director cease such activity or resign from the Board or (ii) remove such director from his or her position.
- b. If the board or executive committee has reasonable cause to believe that a director has otherwise failed to disclose actual or possible conflicts of interest, it will inform the director of the basis for such belief and afford the director an opportunity to explain the alleged failure to disclose. If, after hearing the response of the director and making such further investigation as may be warranted in the circumstances, the board or executive committee determines that the director has in fact failed to disclose an actual or possible conflict of interest, it will take appropriate disciplinary and corrective action.

**D. Records of Proceedings.** The minutes of the board and the executive committee must contain

1. the names of the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the board's or executive committee's decision as to whether a conflict of interest in fact existed; and
2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith; and
3. in connection with a proposed business transaction a finding (a) that a more advantageous transaction or arrangement is not reasonably available under the circumstances that would not give rise to a conflict of interest, (b) that the transaction or arrangement is in the Association's best interest and for its own benefit, and (c) that the transaction or arrangement is fair and reasonable to the Association.

**E. Annual Statements.** Each director shall, within thirty (30) days after each annual meeting of the board, sign a statement in the form of Exhibit A. Such statements shall also be signed and submitted to the Association by any person desiring to be considered for election as a director of the Association. Such signed statements shall be filed with and maintained by the Secretary of the Association.

\* \* \*

**EXHIBIT A**

**Annual Conflict of Interest Policy Statement**

The undersigned person is [check the appropriate box]:

- a director of the American Boer Goat Association (the “Association”); or
- a candidate for director of the Association.
- a. The undersigned has received the Association’s Conflicts of Interest Policy (the “Policy”).
- b. The undersigned has read and understands the Policy.
- c. The undersigned has no governing interest in a competing entity.
- d. The undersigned is not engaged in a competitive activity.
- e. The undersigned agrees to comply fully with the Policy.
- f. The undersigned understands that the Association is an organization that must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- g. This certification is given pursuant to Part E of the Policy.

Date: \_\_\_\_\_

\_\_\_\_\_

signature

\_\_\_\_\_

print name