

American Donkey Association

BYLAWS

Organized: September 22, 2014

Adoption of Bylaws: November 13, 2014

Amended: February 28, 2015

Amended September 24, 2015

Article I. Name

- 1.01** The name of this organization shall be: “American Donkey Association” (ADA).

Article II. Area of Organization

- 2.01** The area of this organization shall be (1) that geographic area in which this organization has members and (2) from which it is willing to entertain applications from interested parties.

Article III. Purpose

- 3.01** The purpose of this organization shall be to foster and promote education, activities, and camaraderie among members to enhance the Donkey breeds through:
- A.** The development and exchange of ideas through education, including programs, articles, discussions and sharing of thoughts,
 - B.** The establishment and oversight of highly professional ADA sanctioned shows and “training shows” offering classes in halter and performance with respected and qualified judges. Shows are to be operated at a high level of ethics and professional standards. For Miniature Donkey shows, we will follow the rules outlined by the National Miniature Donkey Association, except for exceptions outlined under the ADA Show Rules.
 - C.** Participating in performance and community activities enhancing the image of Donkeys to the Full public.
 - D.** Offer encouragement to others, offer a fun and social environment and assist newer farms to operate a successful operation. Maintain a high level of ethics and standards.
 - E.** Introduce donkeys to a larger population of potential enthusiasts along with developing and promoting new positive ways for owners and potential enthusiasts to interact with donkeys.

Article IV. Governance

- 4.01** Governance of this organization shall be through a Board of Directors initially consisting of a minimum of nine members, with a maximum of 15. All Board members must have Full Member status with the ADA. At the initiation of the ADA, five Directors shall be appointed for two-year terms and four Directors shall be appointed for one-year terms. Thereafter, all terms for Directors will be two years.
- 4.02** Following the initial identification of Directors associated with the formation of the ADA, all subsequent nominations for filling expiring terms of Directors will be approved by the voting Members of the organization through a ballot process at the Annual Meeting.

The Board of Directors shall appoint a Nomination Committee consisting of the President and two Board Members 60 days prior to the Annual Meeting. Nominations for vacant Board positions will be approved by the Board of Directors and placed on the ballot for selection by the voting Membership. In addition to the slate of nominees approved by the Board of Directors for the ballot, there will also be opportunity for write-in candidates advanced by the voting Member. A list of candidates and their Resumes, if provided by the candidate, must be sent to all Full Members at least 30 days prior to the Annual Meeting. Candidates receiving the highest number of votes from the voting Membership at the Annual Meeting, in person, or other method approved by the Board of Directors will assume their Board positions at the first Board meeting following the Annual Meeting.

- 4.03** Should a vacancy occur within the Board of Directors prior to the completion of a Board member's term, the remaining Board members through majority vote will select an individual with Full Member status to fill the remaining unexpired term of the vacating Board member.

Article V. Officers

- 5.01** Officers must be sitting Board members of the ADA and shall be selected by majority vote of the Board of Directors at the first Board meeting following the Annual Meeting. The Officers shall consist of a President, Vice President, Secretary, and Treasurer.
- 5.02** Officers shall be selected by the Board of Directors to fill a one-year term.

Article VI. Membership

- 6.01 Classes of Membership.** There may be six classes of membership: Full, Family, Youth, Lifetime, Associate and Corporate. Dues will be set by the Board of Directors for each class of Membership for each calendar year. If dues are not paid by 2/28, the dues will be rendered late and the membership will no longer be valid. If dues are received after 2/28, the membership will be considered for reinstatement. Dues received after 9/1 of any year will include the next year's membership at no additional cost.

- A. Full Members.** A Full Member has full voting rights and is expected to participate in two ADA activities per year and considered to be in good standing upon payment of dues. If dues are not paid by 2/28, the dues will be rendered late and the membership will no longer be valid. If dues are received after 2/28, the membership will be considered for reinstatement.

To be a Full Member requires the applicant to be sponsored by two existing Full Members and voted on by the Board of Directors for acceptance. If a potential Full Member does not know two existing Full Members for sponsors the application will be forwarded to the Membership Committee for further consideration. No one is discouraged or will be prohibited from applying for Full Membership simply because they do not know any current Full Members.

- B. Family Members.** A Family Membership can be for a Full Membership or an Associate Membership. All individuals that live in the same residence qualify for a

Family Membership and are entitled to the full benefits and privileges of the respective Membership they are eligible for. The Family Membership may include all adult individuals and children living in a household as of January 1 of the membership year. An individual not yet 18 years old as of January 1 of the membership year may not vote, hold office or be a committee chair person of ADA. If dues are not paid by 2/28, the dues will be rendered late and the membership will no longer be valid. If dues are received after 2/28, the membership will be considered for reinstatement.

- C. Youth Membership.** An individual not yet 18 years old as of January 1 of the membership year may apply for a Youth Membership separate from a Family Membership. No Youth Member may vote, hold office or be a committee chair person of ADA, except with respect to a Youth Committee, should one be established and be operationally active. If dues are not paid by 2/28, the dues will be rendered late and the membership will no longer be valid. If dues are received after 2/28, the membership will be considered for reinstatement.
- D. Associate Membership.** All benefits of a Full Member are available to an Associate Member except for the right to vote, hold office or serve on a committee. Dues will be set by the Board of Directors for each calendar year. If dues are not paid by 2/28, the dues will be rendered late and the membership will no longer be valid. If dues are received after 2/28, the membership will be considered for reinstatement.
- E. Lifetime Membership.** Lifetime Membership may be available to any Full Member, or former Full Member, by an action of the Board of Directors in recognition of long and exceptionally meritorious services to the organization. All rights of Full Membership will be available to Lifetime Members. Cost of a Lifetime Membership will be determined by the Board of Directors.
- F. Corporate Sponsor.** Corporate Sponsor is intended to provide a means for equine related businesses to support the Club. Corporate Sponsor has no voting rights or other Membership rights.

6.02 Election to Membership.

- A. Full Membership.** As stated in 4.01A, all prospective members are to meet the qualifications outlined above and are to be voted on by the Board of Directors.
- B. Youth Membership.** As stated in 4.01B, all prospective members are to meet the qualifications outlined above.
- C. Associate Membership.** As stated in 4.01C, all prospective associate members are to meet the qualifications outlined above.
- D. Lifetime Membership.** These are special situations covered in Section 4.01D. Above.

- E. **Corporate Sponsors.** These will be approved by the Board of Directors and costs of Membership will be determined by the benefit to the Club and the Corporate Sponsor.

6.03 Privileges of Membership - Voting

- A. All matters which call for the vote of each Full Member shall be decided by the majority vote, in person, email ballot, digital voting or other method approved by the Board of Directors. All ballots will be distributed at least 30 days prior to the election.
- B. You must be a Full Member to serve on the Board of Directors or be an Officer.

6.04 Termination of Membership

Termination of Membership may be rendered for the following reasons:

- A. Lack of payment of dues.
- B. Deliberate violation of club rules or disregard for subject By-Laws.
- C. Inappropriate behavior contrary to the club's Purpose as determined by the Board of Directors.
- D. Termination of a membership will require a 2/3 vote by the Board of Directors.

Article VII. Meetings

- 7.01 All ADA meetings are to be conducted in accordance with guidelines from "Roberts Rules of Orders" unless in conflict with these By-Laws in which case these By-Laws will prevail.
- 7.02 Board of Director Meetings shall be held every other month, starting with February of each year (February, April, June, August, October and December) or more frequently, if required on dates and at locations approved by the Board of Directors. These meetings will handle the operational needs of the club, with the Secretary capturing minutes from each meeting and keeping a record of attendance. Minutes from the prior meeting will require review, corrections, if applicable and acceptance of the subject minutes. The Treasurer's report will be submitted and reviewed, corrected if applicable and accepted.
- 7.03 The Annual Membership Meeting for all Members shall be held the 2nd Saturday of November each year for the election of directors and the transaction of any other proper business.
- 7.04 Special Membership meetings may be called by the President or by not less than 2/3 vote of the Board of Directors in attendance at meeting. Such meeting must be held within 60 days but not less than 20 days from when it is announced.

- 7.05** A quorum for Membership meetings will be determined by fifty percent plus one of all Full or Lifetime Members being present at the meeting. Representation at the meetings for the purpose of a quorum can also be in the form of a completed ballot and/or proxy provided to the Board Secretary at or before the meeting; attendance by computer, phone or other electronic device may also be permitted at the discretion of the Board of Directors.
- 7.06** Acceptable methods and alternatives for voting by Full Members at Membership meetings will be determined by the Board of Directors and distributed to Full Members with all ballots including election of Board of Directors and By-Law Amendments. If necessary, it will be acceptable for any or all voting to be concluded and votes counted prior to any Membership meeting with results announced at the meeting.

Article VIII. Committees

- 8.01** Activities of the club shall be carried on by committees, devoted to area of interest within the club's Purpose. Each committee shall be composed of such number and organized in such a manner as the Board of Directors may determine. The Committee Chairpersons shall appoint the members of the committees. In all cases committees shall exercise their powers subject to the direction and control of the Board of Directors.
- 8.02** All Committee Chairpersons and committee members shall serve for the calendar year in which they are appointed.
- 8.03 Committees – All Committee Chairpersons are to be approved by the Board of Directors**
- A.** The Executive Committee shall consist of the four Officers of the Board of Directors and the Immediate Past President. The Executive Committee shall meet in special session at the call of the President and regularly as determined by a majority vote of its members as may be necessary in conducting the business of the ADA. It is understood, however, that governance of this organization is through the entire Board of Directors and not merely through its Officers or Executive Committee.
 - B.** The Executive Show Committee is responsible for all activities necessary to run ADA shows. The Committee shall choose a Local Show Manager for each show.
 - C.** The Public Relations Committee Chairperson and Committee shall ensure effective communications of ADA. This includes all publicity.
 - D.** The Membership Chairperson and Committee shall oversee all Membership drives and maintain activities to encourage participation from all Members.
 - E.** Other committees as deemed necessary by the Board of Directors with all Committee Chairpersons appointed by the Board of Directors.

Article IX. Dissolution of Club

9.01 Upon dissolution of the club, the Board of Directors shall, after paying or making provision for payment of liabilities of the club, dispose of all of the assets of the club exclusively for the purposes of the club in such manner--- or to such organization or organizations organized and operated exclusively for donkey charitable or donkey educational purposes as shall at the time qualify as an exempt organization or organizations under section 501 (C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)—as the Board of Directors shall determine.

Article X. Amendments

- 10.01** Amendments to the By-Laws may be introduced at any meeting of the Board of Directors by any Board Member present. Upon a motion, seconded and approved by 2/3 vote of the Board Members present, a Special Meeting of the Full Membership will be scheduled to vote on the Proposed Amendments. Such meeting must be held within 60 days but not less than 20 days from when it is announced. Any amendment to the By-Laws will require a favorable vote of at least 2/3 of the Full Members present at such meeting. Determination of a quorum and voting procedures shall be in conformance with those set forth in Article VII.
- 10.02** Amendments to the By-Laws may also be introduced at any meeting of the Full Membership by any Full Member present. Upon a motion, seconded and approved by 2/3 vote of those Full Members present, a Special Meeting of the Full Membership will be scheduled to vote the Proposed Amendments. Such meeting must be held within 60 days but not less than 20 days from when it is announced. Any amendment to the By-Laws will require a favorable vote of at least 2/3 of the Full Members present at such meeting. Determination of a quorum and voting procedures shall be in conformance with those set forth in Article VII.
- 10.03** Any notice for a “Special Meeting” for the purpose of amending the By-Laws must include the wording of the section or sections of the By-Laws to be revised as it stands before and as it will be amended.

Article XI. General Provisions

- 11.01 Signatures on Checks.** All checks or demands for money shall be signed by such Officer or Officers or such Person or Persons as the Board of Directors designate.
- 11.02 Fiscal Year Determination.** The fiscal year of ADA shall be December 31st.
- 11.03 Seal.** ADA shall not have a corporate Seal.
- 11.04 Chapters.** At its discretion the Board of Directors may designate regional clubs or assist in the creation of new clubs to be designated as Chapters of ADA. Benefits and obligations of Chapters will be established by the ADA Board of Directors.