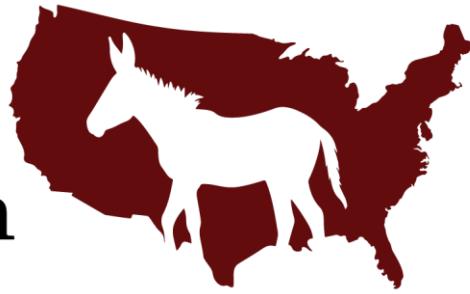


American Donkey Association



American Donkey Association

BYLAWS

As amended 29 Jan 2025

Organized: September 22, 2014

Adoption of Initial Bylaws: November 13, 2014

Amended:

February 18, 2015

September 24, 2015

June 17, 2020

January 29, 2025

Article I

1. NAME

1.1. The name of this organization shall be: "American Donkey Association" (ADA).

Article II

2. AREA OF ORGANIZATION

2.1. The American Donkey Association shall operate throughout North America. Membership may be from any global area.

Article III

3. PURPOSE

3.1. The purpose of this organization shall be to preserve, protect and promote all donkey breeds through meaningful programs and educational activities.

Article IV

4. GOVERNANCE

4.1. Governance of this organization shall be through a Board of Directors that are geographically representative of the membership and consisting of a minimum of nine members. The maximum number of board members shall be 15.

4.1.1. All Directors must have Member status with the ADA.

4.1.2. Directors shall be elected for a two (2) year term.

4.1.3. There shall be no more than one (1) Director from a membership.

4.1.4. Director's terms shall be staggered so that approximately one-half of the board is elected each year.

4.2. At the Annual Meeting, Directors will be approved by a simple majority of the votes cast by the Membership through a Board approved ballot process.

4.2.1. 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 open Board positions shall be presented to the Board of Directors and, if approved by the Board, placed on a ballot for selection by the voting Membership. In addition to the approved slate of nominees, there shall also be an opportunity for write-in candidates.

4.2.2. A list of candidates and their resumes, if provided by the candidate, must be sent to all 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.

- 4.3. 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 may select an individual with member status to fill the remaining unexpired term of the vacating Board member.
- 4.4. A Director may only be removed prior to the completion of that Director's term through a recommendation to the membership by the Board of Directors and subsequent vote of the membership.
 - 4.4.1. Such recommendation shall require a two-thirds (2/3) majority vote of a quorum of the Board of Directors prior to proposal to the membership.
 - 4.4.2. The full membership of the ADA shall then be asked by the Board to vote in support of the removal of the Board member. A two-thirds (2/3) majority of cast ballots of the ADA membership in support of the removal shall be required before the Board member shall be removed.
 - 4.4.3. The vote shall be conducted as a Special Membership meeting subject to the requirements of Paragraph 7.5 of these bylaws.

Article V

5. OFFICERS

- 5.1. 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.
- 5.2. Officers shall be selected by the Board of Directors to fill a one-year term.
- 5.3. Officer's duties shall be in accordance with Addendum 1 to these Bylaws. This Addendum may be modified by a two-thirds (2/3) majority vote of the Board of Directors at any time.

Article VI

6. MEMBERSHIP

- 6.1. **Classes of Membership:** There shall be four (4) classes of Membership: Member, Youth, Honorary, and Affiliate.
 - 6.1.1. **Member:** This is the general class of membership. A Member class membership may be an individual or include all persons residing in a single household. The name and contact information for each individual to be included in the membership must be provided upon joining the ADA and at each membership renewal. Where there is more than one person associated with a Member class membership, a primary contact shall be designated for the purpose of conducting ADA business. Household persons that are not yet 18 years old shall be subject to the limitations of a Youth class membership. A Member class

membership shall have one (1) vote per membership for each question put before the membership.

- 6.1.2. Youth: An individual not yet 18 years old as of January 1 of the membership year may apply for an individual Youth class membership. No Youth member may vote, hold office or be a committee chairperson of ADA, except with respect to a Youth Committee should one be formed.
- 6.1.3. Honorary: An Honorary class membership may be available to any member, or former member, by an action of the Board of Directors in recognition of long and exceptionally meritorious services to the organization. An Honorary class membership shall have one (1) vote per membership for each question put before the membership.
- 6.1.4. Affiliate: An Affiliate class membership is intended to provide a means for an entity or individual to support the ADA. An Affiliate class membership has no voting rights or other Membership privileges.

6.2. Membership Dues: Dues will be set by the Board of Directors for each class of membership for each calendar year.

- 6.2.1. The membership period is January 1 to December 31 of each year.
- 6.2.2. Membership dues are payable by January 31 of the membership year.
- 6.2.3. If dues are not received by February 28 of the membership year the membership will be terminated.
- 6.2.4. If dues are received after February 28, the membership may be considered for reinstatement.
- 6.2.5. New memberships starting after November 1 of any year will include the remainder of the current year and the following year's membership.

6.3. Privileges of Membership

- 6.3.1. All matters which call for the vote of each Membership shall be decided by a majority vote. Ballots may be cast in person, email, digital voting or other method approved by the Board of Directors. All ballots will be distributed at least 30 days prior to the election.
- 6.3.2. You must be a member to serve on the Board of Directors or be an Officer.

6.4. Termination of Membership:

- 6.4.1. Termination of membership may be rendered by a 2/3 vote of the Board of Directors for the following reasons:
 - 6.4.1.1. Deliberate violation of organization rules or disregard for these Bylaws.
 - 6.4.1.2. Inappropriate behavior contrary to the organization's purpose as determined by the Board of Directors.
- 6.4.2. A membership shall be terminated for failure to pay appropriate membership dues.

Article VII

7. MEETINGS

- 7.1. All ADA meetings are to be conducted in accordance with guidelines from "Roberts Rules of Orders" unless in conflict with these Bylaws in which case these Bylaws will prevail. All meetings may be conducted in person or through telephonic means such as but not limited to telephone, internet or other electronic methods as approved by the Board of Directors.
- 7.2. Unless otherwise specified herein, all matters put to a vote of a quorum of the Board of Directors or Membership shall require a simple majority vote of cast ballots to be accepted.
- 7.3. The Board of Directors shall meet every other month or more frequently, if required on dates and at locations approved by the Board. These meetings shall address the operational needs of the ADA.
 - 7.3.1. A quorum shall be constituted when the number of Board members present equals fifty (50) percent plus one (1) of the total number of Board members.
 - 7.3.2. The Secretary or designated alternate shall capture minutes of each meeting and keep a record of attendance. Minutes from the prior meeting shall require review, corrections, if applicable, and acceptance of the subject minutes.
 - 7.3.3. The Treasurer's report will be submitted and reviewed, corrected if applicable, and accepted.
- 7.4. An Annual Membership meeting for all memberships shall be held the 2nd Saturday of November or other date as set by the Board each year for the election of Directors and the transaction of any other appropriate business.
 - 7.4.1. A quorum shall be constituted when the number of memberships participating through attendance, ballot submission, proxy submission or other Board approved method in the Annual Membership meeting equals or exceeds the lesser of twenty-five (25) memberships or twenty (20) percent of the total number of current voting memberships.
 - 7.4.2. The Secretary or designated alternate shall capture minutes of each meeting and keep a record of attendance. Minutes from the meeting shall require review, corrections, if applicable, and acceptance of the subject minutes by the Board of Directors.
 - 7.4.3. Memberships may participate in person, through electronic means established by the Board or through the submission of a ballot or proxy.
 - 7.4.4. Where a membership has multiple individuals, participation of any number of individuals shall represent one (1) membership.
- 7.5. A Special Membership meeting may be called by the President or by not less than 2/3 vote of the Directors in attendance at a Board of Directors meeting. Such called meeting must be held within 60 days but not less than 20 days from when it is announced.

- 7.5.1. A quorum shall be constituted when the number of memberships participating through attendance, ballot submission, proxy submission or other Board approved method in the Special Membership meeting equals or exceeds the lesser of twenty-five (25) memberships or twenty (20) percent of the total number of current voting memberships.
- 7.5.2. The Secretary or designated alternate shall capture minutes of each meeting and keep a record of attendance. Minutes from the meeting shall require review, corrections, if applicable, and acceptance of the subject minutes by the Board of Directors.
- 7.5.3. Memberships may participate in person, through electronic means established by the Board or through the submission of a ballot or proxy.
- 7.5.4. Where a Membership has multiple individuals, participation of any number of individuals shall represent one (1) membership.
- 7.6. Acceptable methods and alternatives for voting at Membership meetings will be determined by the Board of Directors and distributed to Members with all ballots including election of Board of Directors and Bylaw 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

8. COMMITTEES

- 8.1. Activities of the ADA shall be carried on by committees, devoted to the areas of interest within the ADA's purpose. Each committee shall be composed of such number and organized in such a manner as the Board of Directors may determine. In all cases committees shall exercise their powers subject to the direction and control of the Board of Directors.
 - 8.1.1. Committee Chairs shall be appointed and approved by the Board of Directors.
 - 8.1.2. Committee Chairs shall appoint the members of the committees.
- 8.2. All Committee Chairs and committee members shall serve for the calendar year in which they are appointed.
- 8.3. Standing Committees:
 - 8.3.1. The Executive Committee shall consist of the four Officers of the Board of Directors and one (1) additional Board member selected by vote of the Board. The Executive Committee shall meet in special session at the call of any Executive Committee member to conduct emergent business of the ADA. There shall be no more than one (1) Executive Committee member from a single household.
 - 8.3.1.1. It is understood that governance of this organization is through the entire Board of Directors and not merely through its Officers or Executive Committee.

- 8.3.1.2. The Secretary or designated alternate shall capture minutes of each Executive Committee meeting and keep a record of attendance.
- 8.3.1.3. Minutes from Executive Committee meetings shall be distributed to the full Board of Directors after review and corrections, if applicable, by the Executive Committee.
- 8.3.2. The Show Committee is responsible for all activities necessary to plan and run ADA shows. The Committee shall choose a Local Show Manager for each show.
- 8.3.3. The Membership Chairperson and Committee shall plan and oversee all membership drives and maintain activities to encourage participation from all Members.
 - 8.3.3.1. The Membership Chairperson shall be responsible to maintain accurate and complete membership records.
- 8.3.4. Other committees as deemed necessary by the Board of Directors with all Committee Chairpersons appointed by the Board of Directors.

Article IX

9. DISSOLUTION OF ORGANIZATION

- 9.1. Upon dissolution of the ADA, the Board of Directors shall, after paying or making provision for payment of all liabilities, dispose of all remaining assets exclusively to the benefit of other organization(s) dedicated to donkey preservation, protection or public education. Any such organization must be qualified and recognized under section 501(C)(3) of the Internal Revenue Code.

Article X

10. AMENDMENTS

- 10.1. Amendments to the By-Laws may be introduced at any meeting of the Board of Directors by any Board Member. Upon a motion, seconded and approved by a 2/3 vote of the Board, a Special Meeting of the 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.
- 10.2. Amendments to the By-Laws may be introduced at any meeting of the Membership by any Member present. Upon a motion, seconded and approved by a 2/3 vote of those Members present, a Special Meeting of the 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.
- 10.3. Any amendment to the By-Laws will require a favorable vote of at least 2/3 of the Members participating in the vote. Determination of a quorum and voting procedures shall be in conformance with those set forth in Article VII.
- 10.4. 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

11. GENERAL PROVISIONS

- 11.1. **Fiscal Year Determination:** The fiscal year of ADA shall end December 31st.
- 11.2. **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.
- 11.3. **Budgets:** The President, with the assistance of the Treasurer, shall prepare a proposed annual ADA budget for the upcoming fiscal year for presentation to the full Board of Directors at least 30 days prior to the end of the organization's current fiscal year. All Committee Chairs shall present to the President and Treasurer a proposed Committee budget for all activities or events proposed for the upcoming fiscal year as directed by the President. Such Committee budgets will include income and expenses in such detail as to provide sufficient information on which to base a decision regarding inclusion in the ADA proposed budget. Once the President and Treasurer have prepared a proposed ADA budget for the upcoming fiscal year, it shall be presented to the full Board of Directors for consideration of approval.
- 11.4. **Chapters:** At its discretion the Board of Directors may designate regional organizations or assist in the creation of new organizations to be designated as Chapters of ADA. Benefits and obligations of Chapters will be established by the ADA Board of Directors.
- 11.5. **Seal:** ADA shall not have a corporate Seal.

Officers Duties American Donkey Association

President: The President is the Chief Executive Officer of the Club and the person responsible for leading its Officers, Board and Members in the direction set by the Board. The President shall:

- Preside over all meetings of the Executive Committee, Board of Directors and Membership Meetings;
- Coordinate with the Board of Directors on strategies and goals to meet the objectives of American Donkey Association;
- Prepare Agenda for all Executive Committee, Board of Directors and Membership Meetings, Agendas will be circulated to appropriate members at least 3 days prior to the scheduled meeting;
- Present new ideas to the Officers and Board of Directors to continue the objectives of ADA;
- Schedule and conduct operational meetings every other month or more frequently, if required on dates and at locations approved by the Board of Directors;
- Conduct the Annual Meeting each year for the election of officers and directors and the transaction of any other proper business;
- Ensure that all meetings are handled in accordance with Robert's Rules of Order;
- Provide guidance and support to Officers and Committee Chairpersons.

Vice President: The Vice President will preside over meeting and duties of the President if the President is unavailable or unable to perform the duties of the President. In addition, the Vice President shall:

- As delegated by the President, assist in strategies and goals to meet the objectives of the American Donkey Association.
- Attend meetings or organization functions on behalf of the Club as requested by the President;
- Provide assistance and support for other Officers and Committee Chairpersons as requested by the President.
- Suggest Agenda items to the President for meetings as appropriate.

Secretary: The Secretary shall handle all official correspondence of the Club and shall keep minutes of all meetings of the Executive Committee, Board of Directors and Membership meetings. The Secretary shall:

- Record pertinent discussions and motions from operational meetings. The Secretary is to capture minutes from each meeting and maintain a record of attendance.
- Circulate Draft Minutes of all meetings to the Officers within one of the meeting occurrences.
- Keep in Master File minutes from all routine Regular and all Special operational meetings of the Board of Directors, Executive Committee and Membership.

- Keep in archives copies of all Organization documents, as well as copies of all corporate documents to be filed with the state and any other governmental entities.
- The Secretary is to produce and file with appropriate governmental agency, all required routine annual corporate paperwork.
- Work with the Treasurer at each year-end period to ensure all appropriate licenses and/or corporate fees are paid as required by the various governmental agencies.
- Suggest Agenda items to the President for meetings as appropriate.

Treasurer: The Treasurer is the Chief Financial Officer of the organization. The Treasurer shall:

- Maintain the finances of ADA through the directive of the Board of Directors.
- Collect ADA revenues from memberships, sales of product or services or donations. Incoming funds are to be properly documented (origin, purpose and amount) and deposited into the appropriate ADA account(s).
- Pay expenses with receipt of acceptable documentation (invoice(s), Minutes from the Board of Directors or other documentation deemed to be acceptable), however, the documentation must be clear the purpose, amount and payee.
- Prepare a Treasurer's report monthly to be submitted to the Board of Directors.
- Submit a Treasurer's Report at every Board of Director meeting to include a current Balance Sheet, a Profit/Loss Statement and a reconciliation of the ADA account(s). ADA will follow the cash method of accounting. A copy of the report is to be made available to every Director.
- Submit a Treasurer's report to be made available to all "Full" Members at the Annual Meeting.
- Work with the Secretary at each year-end period to ensure all appropriate licenses and/or corporate fees are paid as required by the various governmental agencies.
- Make all records available for review in the event the Board of Directors chooses to have the records reviewed by a third-party accountant,
- Suggest Agenda items to the President for meetings as appropriate.