

SOUTHWESTERN DONKEY AND MULE SOCIETY
A Club for Donkey and Mule Lovers

The Southwestern Donkey and Mule Society (SDMS) was formed in 1973 in order to promote family activities and further the development of donkeys and mules in the Southwestern United States.

SDMS is a not-for-profit organization, acting in the best interest of all donkey and mule lovers and operated on a voluntary basis by its dedicated members. The primary concern of SDMS is the promoting and showing of donkeys and mules.

SDMS extends an open invitation to all members to express their opinions and to feel free to contribute of themselves in order to achieve our goal.

**CONSTITUTION AND BY-LAWS
OF
THE SOUTHWESTERN DONKEY & MULE SOCIETY**

Article I: Name and Purpose

Section 1: Name

This organization, considered non-profit, shall be known as the Southwestern Donkey & Mule Society (herein after called the "Society").

Section 2: Purpose

This purpose of the Society shall be to create, stimulate, and maintain interest in Donkeys and Mules by promoting family activities, educating the public, providing information for members, and supporting those who wish to engage in Society activities, and to formulate, coordinate, sanction sponsor activities for Society members.

Section 3: Events

The Society may sanction and sponsor events and shows as it deems necessary. It is recommended that shows sanctioned by the Society use the current Texas Donkey & Mule Rule Book. In instances when shows are held in conjunction with other organizations, the rules established by them, in addition to the current Texas Donkey & Mule Rule Book, will govern; and if need be, supersede the Texas Donkey & Mule Rule Book. The Society reserves to its Show Committee and Hearing Committee, the final and absolute right to interpret these rules and arbitrarily settle and determine all matters, questions, and difference in regard to, or arising out of a violation of the rules. All exhibitors and entries in said shows and events shall be subject to the By-laws of the Society.

Article II: Membership

Section 1: Members

Membership in the Society shall be by application to the Treasurer, together with one year's dues as provided in these By-Laws. Upon acceptance of application and dues, the Society shall provide an official membership card and the applicant shall be entitled to all rights and privileges of the Society. Any person or persons owing debts or unpaid bills to the Society will be ineligible for membership and participation in any Society shows until such time that the indebtedness is settled satisfactorily.

Membership will consist of the family unit, a couple and any children under the age of 18 years, and will entitle the adults to one (1) vote each on all business of the Society requiring approval of the membership, and one subscription to the Society Newsletter, *Mule News and Donkey Tales*.

Section 2: Dues

Annual dues shall be recommended by the Board of Directors and shall become effective only upon the vote of the majority of the membership present at a regularly constituted meeting preceded by at least thirty (30) days notice of the proposed change. All dues shall be payable on January 1st of each year. Dues must be paid prior to the beginning of any show for which points are to count towards year end awards. **Dues paid after October 1st shall apply to the remainder of the calendar year and also shall be applied to the following year in its entirety.**

Section 3: Lifetime Members

Lifetime membership in the Society shall be by application to the Secretary, together with \$200.00 lifetime membership dues. The Society shall provide an official membership card and certificate of Lifetime Membership and the member shall be entitled to rights and privileges discussed in Section 1. Lifetime members do not pay annual dues. The Society may designate a certain person or persons as lifetime members of the Society for outstanding service to the Society. Such designation will require a majority vote of the Board of Directors.

Article III: Board of Directors

Section 1:

The business affairs of the Society shall be managed and controlled by the Board of Directors which shall consist of the elected Officers and Board Members during their terms of office.

Section 2:

The Board of Directors of the Society shall consist of a President, Vice-President, Secretary, Treasurer, Show Chair, Show Coordinator, Points Keeper, and a total of six at-large directors. At least two directors shall represent miniature donkey members and two shall represent the large donkey and mule members. Each officer will be elected for a two (2) year term. Each director will be elected for a two (2) year term. The Immediate Past President may serve a term of two years on the Board of Directors as a non-voting member. The Parliamentarian shall serve as a non-voting member of the Board of Directors. The Parliamentarian's duties shall be as prescribed by the most current edition of the Robert's Rules of Order. He/she will reference and carry out the final recommendation on all matters regarding parliamentary procedures of the Society. The Parliamentarian will chair the By-Laws Committee.

Section 3:

All directors must attend the General Membership meetings and Board of Directors meetings. Any officer or director who is unable to attend any SDMS Board meeting must notify the President or Secretary prior to the beginning of said meeting. Unless excused by a simple majority of the Board members present, any Board member absent from two consecutive scheduled meetings of the Board shall be automatically dropped from membership on the Board of Directors.

Section 4:

Any vacancy occurring in the Board of Directors by way of resignation, impeachment, death or any other reason not covered elsewhere in the bylaws will be filled by a vote of the remaining Board Members. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or a special meeting of members called for that purpose. In the event that director positions for either the miniature donkeys or large donkey and mules are unable to be filled, the vacancy(s) will be filled by the next nominee(s) with the most votes or by appointment of the Board of Directors if there are no additional nominee(s) to choose from.

Section 5:

A regular meeting of the newly elected Board of Directors shall be held without notice other than listed in by-laws immediately after and at the same place as the annual meeting. The Board of Directors may have other meetings called at the request of the President or any two directors. Emergency meetings may be held via e-mail or conference call.

Section 6:

To transact Society business at any Board of Directors meeting, a simple majority of Board Members present and voting is required.

Section 7:

No more than one person identified as a voting member in a given family membership may serve as an officer. Another member of the same family may serve on the Board of Directors during the same time period. The Board shall consist of adult members in good standing and not classified as youth participants.

Section 8:

Each year one to two youth members may be elected or appointed as advisors to the Board of Directors. The youth must be fourteen years of age by December 1 of the previous year to be elected as an advisor.

Article IV: Officers

Section 1:

The officers of the Society shall be a President, Vice-President, Secretary, Treasurer, and Show Chair. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. These assistant officers may include, but not limited to the Parliamentarian, Show Coordinator, and Points Keeper.

Section 2: Election of Officers

The officers to be elected by the membership shall be elected at the year-end general membership meeting of the club. Each officer shall hold office for two years or until his/her successor has been duly elected. An officer elected and serving his entire two (2) year term shall be eligible for re-election.

Section 3: Removal of Officers

The general membership may call for impeachment proceedings against an officer, a Director or the entire Board of Directors of this Society. An impeached officer or Director shall not be elected or appointed to either position for a period of not less than two years.

Impeachment of Officer or Director:

Any member may submit to the President of the Board of Directors a petition, signed by at least 50 active members or 34% of the active membership whichever is the greater number, for impeachment of a specified officer or Director of the Board. The petition shall name the active member submitting the petition (petitioner), the name of the officer or Director accused, state the reason(s) for such action, and cite confirming facts to support that such action should be instituted.

Upon receiving the petition at a regular Board of Directors meeting and after confirming that the petition contains the aforementioned requirements, the President shall direct the Secretary to transmit notice of the pending action to all active members at their last known address at least 15 days prior to the general meeting at which such action is to be voted. The designated meeting shall be within 60 days of the date the petition is presented to the Board. In addition, the President shall direct the Secretary to transmit to the accused officer or director a certified – return receipt notice notifying that officer or director of the pending action and requesting his presence at the designated meeting at which such action is to be voted to show cause for why such action should not be instituted.

The President shall preside at the meeting designated for such action to be voted, except if the accused officer is the President or if the President is ill. In those events, the Vice President shall preside at the meeting.

Following discussion of the case, not to exceed twenty (20) minutes each of the parties of the petitioner and the accused, the presiding officer shall require a vote by printed ballot. A 2/3 majority of the members present and voting shall approve the impeachment.

Impeachment of the Entire Board of Directors:

Any member may submit to the President a petition, signed by at least 60 active members or 40% of the active membership whichever is the greater number, to impeach the entire Board of Directors. The petition shall name two members as petitioners, name each director, state the reason(s) for such action, and cite confirming facts to support that such action should be instituted. Upon receiving the petition at either a general meeting or a regular Board of Directors meeting, the Presiding Officer, after confirming that the petition contains the aforementioned requirements, shall direct the Secretary to transmit notice of the pending action to all members at their last known address at least 15 days prior to the special meeting

at which such action is to be voted. The designated special meeting shall be scheduled by the Officer receiving the petition within 60 days of the date the petition is presented.

The petitioners shall name a member, other than the petitioners or an accused director, to preside at the meeting designated for such action to be voted. Following discussion of the case, not to exceed thirty (30) minutes each by the parties of the accused, represented by the President, and the petitioners, the presiding member shall require a vote by secret ballot. A 2/3 majority of the members present and voting shall approve the impeachment.

Section 4: Authorization

The president, vice-president, secretary, treasurer, show chair, or any other member approved by the Board of Directors has the authority to enter into contracts and approve disbursement of funds as authorized by the Board of Directors. All allocation of funds must be approved by the Board of Directors prior to disbursement. All requests for reimbursements, with approval prior to the expenditure, must be submitted with a receipt within 60 days of the event to the Treasurer to be considered valid.

Section 5: Transfer of Records

The transfer of financial records, contracts and any other documents of the Society must be made available to new officers at the Annual Meeting.

Section 6: President

The President shall be elected at the annual membership meeting by a majority of the voting members present for a term of two year. He/she shall chair the Board of the Society and be subject to control of the Board of Directors. He/she shall in general, supervise and manage the business affairs of the Society. He/she, when present, shall preside at all meetings of the general membership and of the Board of Directors. He/she shall be authorized access to all Society bank accounts with the same authority as the Treasurer.

Section 7: Vice President

In the absence of the President or in the event of his/her death, inability or refusal to act, the vice-president shall have all the duties of the president and when doing so shall have all the powers of and be subject to all the restrictions upon the President. The vice-president shall perform such other duties from time to time as may be assigned to him/her by the president or the Board of Directors.

Section 8: Secretary

The secretary shall keep an accurate record of all annual business, regular, and special meetings of the Society, and shall have the responsibility, upon being notified by the president, of calling meetings and notifying members thereof, as well as any other duties delegated to him/her by the president or the Board of Directors. The secretary shall keep a record containing the names and addresses of all members and to update this list as needed; he/she will make this list available at all meetings for sign-in and updating. He/she shall oversee the publishing of the Society's official newsletter and website. The Secretary shall perform such duties from time to time as may be assigned by the President or the Board of Directors.

Section 9: Treasurer

The treasurer shall have custody of all funds associated with the Society and shall co-sign all checks to pay all debts of the society with the prior approval of the Board of Directors. He/she shall have the authority to open/close bank accounts on behalf of the Society as needed. The treasurer, president, and vice president shall be the authorized signatures on any Society account. Two signatures are required for checks written on Society accounts and one of the signatures must be the treasurer. He/she shall keep an accurate record of all the receipts and disbursements of the Society and give a report thereof when called upon to do so by the President or the Board of Directors, showing the financial standing. At the membership meetings, he/she shall give a report of the Society's assets and financial standing. The financial records shall be reviewed by the Audit/Budget Committee a minimum of four (4) times during each fiscal year or at any time deemed appropriate by the Board of Directors. Whenever possible the audit will be conducted in

conjunction with a Board of Directors Meeting. The treasurer shall work in conjunction with the Show Committee and the Audit/Budget Committee and propose an annual budget for the following fiscal year. The proposed budget should be prepared and circularized to the Board of Directors at least 30 days prior to the annual meeting. The Board of Directors shall discuss and approve the annual budget at the Society's annual meeting. At the end of each elected or appointed term, the Treasurer shall be prepared to transfer records at the annual meeting. All records are the property of SDMS, and all financial documentation must be the original as submitted to the treasurer. If the retiring treasurer desires to make copies of records/receipts that have been in his/her custody before turning over to the new treasurer, this will be done at the expense of the retiring treasurer and SDMS will not under any circumstances reimburse or be charged for this expense. The treasurer is responsible for filing the IRS tax return and providing proof of the filing to the Board of Directors. The treasurer shall perform such duties from time to time as may be assigned by the President or the Board of Directors.

Section 10: Show Chair

The show Chair shall be the Society's official representative in scheduling, arranging, and coordinating all sponsored and sanctioned events. This would include, but not be limited to, handling all publications/correspondence in relation to events, obtaining awards, and hiring judges approved by the Board of Directors. He/she shall chair the Show Committee and as such direct, coordinate, and present all actions and or recommendations to the Board of Directors for approval. In situations where an immediate response is deemed necessary, the Show Chair may expedite actions with approval from a majority of the Board of Directors and notification of the President, via phone, e-mail, or mail.

A. Show Coordinator

The Show Coordinator shall be responsible for all on-site activities for any SDMS sponsored or sanctioned event. He/she shall obtain workers, ring stewards, announcers, and other personnel required. He/she will also be responsible for stall assignments, entry check-in, trail courses, patterns, and any other on-site actions associated with the smooth execution of the event. The Show Coordinator shall be under the direction of the Show Chair and perform any duties assigned by the Show Chair. He/she shall also assist in the delegation of duties for the show committee.

B. Points Keeper

The Points Keeper shall have the responsibility of keeping an accurate record of all points accumulated by members competing during the show season, January to December, to determine year-end awards. He/she shall keep an accurate record of show results and be responsible for posting/having points posted on the Web site. He/she shall determine High Point and Reserve High Point for each designated division at each show. He/she shall be responsible for corresponding with members concerning point standings for awards and for keeping points current on the website. The Points Keeper shall be under the direction of the Show Chair and perform any duties assigned by the Show Chair. He/she shall also assist in the delegation of duties for the show committee.

Article V: Nomination and Election of Directors and Officers

Section 1: Candidate Requirements

A person wishing to hold office or directorship must be an adult member in good standing for at least one year prior to the election. Nominations will be provided by the elections committee and by nomination from the floor. The nominee will be provided an opportunity to accept or decline the nomination, if accepted the nominee will be allowed a three minute period to identify themselves and state their goals if elected. Debate is allowable on all nominations. If a nominee declines the nomination they may not be re-nominated for that position in the same calendar year.

Section 2: Election of Officers and Directors

The election of Officers and Directors shall be held at the Annual Meeting with Officers elections being held in even numbered years and the At-large Directors elections held in odd numbered years.

Section 3: Nomination of Officers and Directors

The Elections Committee will make nominations for each position that needs to be filled. Nominations may also be accepted from the floor at the Annual Meeting.

Section 4: Voting Procedure

In the event that there is more than one candidate voting shall be by secret ballot. In the event of a tie, the winner will be determined by a flip of the coin made by the chair or acting chair of the election committee.

Section 5: Voting Privileges

At any meeting of the members held in accordance with the foregoing provisions of this notice, the membership attending such meeting shall constitute a quorum for all purposes. To exercise Voting Privileges, a member must be physically present at a meeting and such privileges cannot be delegated to a proxy. Each adult member in good standing will be entitled to one (1) vote on all business of the Society requiring membership approval.

Article VI: Voting and Elections

Section 1: Election Responsibility

The Election Committee shall be responsible to conduct all elections where secret ballot or otherwise are employed. The presiding officer or the Chair of the meeting shall conduct all other elections.

Section 2: Ballots Required

Secret ballots shall be required for the following elections:

- a. Annual election of members of the Board of Directors.
- b. Impeachment of Officer or Directors.
- c. Secret ballots may be required for any election by vote of the Board of Directors or as required under Robert's Rule of Order, most current revision.

Section 3: Eligibility to Vote

- a. Only an adult member is eligible to vote. A member shall be given a secret ballot only after the presentation of his/her current membership to a member of the Election Committee.
- b. Any officer of the Society or any member of the Elections Committee may challenge any person's eligibility to vote when attempting to vote during any election.

Section 4: Balloting Results

Secret ballots shall be counted at the meeting of the election. Results shall be presented in writing by the Chair or acting chair of the Elections Committee to the presiding officer at the meeting. The presiding officer shall read the election results to the members present at the meeting. If there are no objections from the membership, the presiding officer will declare the election certified and valid. The Chair of the Elections Committee, may seek permission from the membership present, to destroy all secret ballots.

Article VII: Meetings

Section 1: Annual Meeting

The Annual Meeting shall be held after the final show of the season and before January 1 at such place as shall be determined and announced by the Board of Directors. The Annual Meeting will be held immediately following the Awards Banquet. During the meeting officers and required directors shall be elected as provided by these by-laws. The Board will also present any other item deemed appropriate to the general membership for their vote. The in-coming President will appoint members to any special or standing committees at that time. Said officers, directors, and members will begin their duties immediately following the annual meeting.

Section 2: Board of Directors Meetings

The SDMS Board of Directors will meet regularly to carry on the business of the society no less than 4 times per year including the Annual Meeting. Meetings shall be held on a date and place determined by the Board that is convenient to the majority of the membership. There is to be not less than 10 days official notice to the board members and general membership of the date and place of this meeting. Notification to the general membership may be done by e-mail, posted on the Society web site, or in the Society Newsletter. Board meetings shall be open to all of the general membership

Section 3: Show Committee Meetings

To carry on the business of the Society relating to shows, events, and activities, regular Show Committee meeting will be held. Show Committee meetings will be held as needed and can be in conjunction with other meetings, with notice provisions to follow those of the Board of Directors meetings.

Section 4: Special Meetings

Special meetings, for any purpose, of the membership of this Society may be called by the President, a majority of the Board of Directors, or, at the request by petition of at least 50 active members or 34% of the active membership whichever is the greater number. The time, place, and purpose of the meeting shall be announced to the members not less than 10 days or more than 30 days before a meeting.

Section 5: Notice of Meetings

Notice of the Annual Meeting shall be given not less than 30 days prior to the time of the meeting. All reasonable effort will be made to include in the notice as much of the meeting's agenda as is known at the time of publication of the notice. Notice shall be deemed to be delivered when it, or the issue of Mule News and Donkey Tales, the Society's newsletter, containing such notice shall be posted on the Society's website, e-mailed, deposited in the U.S. mail, addressed to the members not less than 30 days before a meeting.

Article VIII: Order of Business

Section 1: Annual Meeting

The order of business shall be as follows:

- President's Call to Order
- Reading of the Minutes of the Previous Meeting
- Treasurer's Report
- Report of Committees
- Old Business
- New Business
- Constitution/By-Laws Amendments (if applicable)
- Election of Officers and/or Directors (when applicable)
- Certification of Election
- Installation of Officers/Directors
- Adjournment

Section 2: Board Meetings

The agenda and order of business for Board Meetings shall be similar to Section 1, but can be adjusted and set by the Presiding Officer.

Section 3: Agenda Items

At the Annual Meeting and all regular Board Meetings members may have items placed on the agenda for Board action by providing the item in writing to any Board member prior to the start of the meeting.

Article IX: Committees

Section 1:

The President, with approval from the Board of Directors, shall appoint any and all special committees as deemed necessary. The disbandment of said committees must meet with the approval of the Board of Directors. All committees serve for two (2) years and may be reappointed by the incoming President.

Section 2: Standing Committees

These committees serve a two (2) year term or at the pleasure of the President and Board of Directors.

Elections Committee

The Elections Committee shall be made up of five (5) members selected by the Board of Directors. The committee shall select one of the five (5) members to be the Chair.

The Election Committee shall determine and solicit at least one (1) candidate for each office and directorship and shall notify such nominees and obtain their acceptance for such nominations. At least ten (10) days prior to the election of officers and directors, the Chair of the Elections Committee shall submit a list of nominees selected by the committee to all members unless the list has already been published in the newsletter, via email or posted on the Web site. Along with the list the committee shall submit a brief biography of each nominee for office. The election committee is charged with running and tallying the votes at the annual meeting.

Hearing Committee

The Hearing Committee shall be appointed by the President with the approval of the Board. It will be chaired by the Vice-President and have a minimum of five (5) members including the Vice-President. The purpose of this committee will be to hear all protests and grievances associated with sanctioned shows and rule accordingly. Their decision is final.

Show Committee

The Show Committee shall be made up of the Show Chair, Show Coordinator, Points Keeper, two (2) Directors and a minimum of four (4) members from the general membership. The committee shall execute all duties assigned to the Show Chair and other duties assigned by the Board of Directors.

Scholarship Committee

The Scholarship Committee shall be made up of five (5) members appointed by the President with the approval of the Board of Directors. The committee shall select one (1) of the five (5) members to be the Chair.

The committee shall accept scholarship applications and select winners after an interview process. The committee will follow the guidelines established by the Society. The number of scholarships and the amount of each shall be decided by the Board of Directors prior to the selection of scholarship winners.

Policy and Bylaws Committee

The committee shall consist of the Parliamentarian who is the chair and a minimum of four (4) members appointed by the President with approval from the Board of Directors. The committee shall be responsible for drafting of policies, proposed Bylaw changes and amendments thereto. It shall also be responsible for proper adherence to all existing policies and regulations by the Officers, Board of Directors and committees in the performance of their duties, giving due notice of violations and/or improper proceedings to the Board of Directors.

When requested by the President, the committee shall advise on drafting of motions or other statements in addition to the above.

Audit/Budget Committee

The committee shall consist of a Chair and minimum of two (2) members appointed by the president with the approval of the Board of Directors. The committee shall conduct at least four (4) audits per year and any other time it is directed by the Board of Directors. Whenever possible an audit will be conducted in conjunction with a Board of Directors Meeting. The committee shall also assist in the preparation of the Society's budget for each fiscal year.

Youth Committee

A youth committee may be created by the Board of Directors under such terms and conditions as may be deemed appropriate and shall exist at the pleasure of the Board.

Article X: Disciplinary Action

Section 1: Members

In cases of unsportsmanlike conduct, arguing, knowingly violating the Rules and Regulations of the policies of the Society, and for actions unbecoming a member of the Society, a member and/or their family may be disqualified from Society activities for a period of one (1) year. The Board of Directors, upon recommendation of the Hearing Committee, may withdraw membership from an individual and/or their family for serious misconduct. No prepaid dues and/or entry fees shall be refunded.

Section 2: Non-Members

Non-members, when at Society sponsored events, will be governed by the same rules, regulations and policies, and will be subject to the same disciplinary actions as members.

Article XI: Bylaws and Rules of Order

Section 1: Governing Authority

These By-Laws are the supreme law of the Society and shall be adhered to at all times. Any action not in accordance with these By-Laws is null and void.

Section 2: Amendments to By-Laws

Amendments to these By-Laws shall be adopted by a 2/3 vote of the members present and voting provided that notice in writing of such proposed amendments is transmitted to each member of the Society at his last known address at least 30 days prior to the meeting at which it is to be voted. All members of the Society are eligible to vote on By-laws changes.

Section 3: Rule of Order

Robert's Rules of Order, most current edition shall be the parliamentary authority for all matters of procedure not specified by these bylaws.

Article XII: Funds and Disbandment

The Southwestern Donkey and Mule Society shall not disband nor cease to exist without a majority vote taken of the entire membership.

Section 1: Funds

No part of the net earning of the corporation shall insure to benefit of, or be distributable to, its members, trustees, officers, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public

office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other not permitted to be carried on –

(A) by a corporation exempt from Federal income tax under Section 501 (C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or

(B) by a corporation, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2: Disbandment

Should S.D.M.S. disband or cease to exist, all claims against the Society shall be promptly processed and all assets remaining shall be paid to an equine non-profit organization or charity to be decided by a general membership vote.

(S.D.M.S. is not a tax exempt organization by the State of Texas and donations are not tax deductible. It is, however, a registered not-For-Profit Organization under the IRS).

Article XIII: Adoption

These preceding By-Laws were established and ratified by a 2/3 majority vote of the voting members present at an Annual Meeting of the Southwestern Donkey and Mule Society, and witnessed by the following members of the Executive Committee:

Date: _____

President

Vice-President

Secretary

Treasurer

Show Chair

Show Coordinator

Points Keeper