

MID AMERICAN DORPER BREEDERS BY-LAWS

I. NAME, PURPOSE & FACEBOOK PAGE

A. Name

This association is a non-profit organization called the *Mid American Dorper Breeders*, hereinafter referred to as MADB.

B. Purpose

To work together to promote the positive attributes of Dorper sheep in the South Central region of American Dorper Sheep Breeders' Society (ADSBS) as defined in February 2017; while educating the members, providing information for new potential growers and working toward profitability for producers and the Dorper Society. Revenue generated is to be used for programs to conduct normal business of the association, provide scholarships to qualifying youth, educate and select judges who know and embrace the Dorper breed standards and to promote the Dorper breed, or any opportunities that may be presented for the Association to evaluate.

C. Facebook Page

A Facebook Page will be available to help promote Dorper sheep. It should contain general, promotional, and historical information about Dorper sheep. MADB news, updates, calendar of events, meeting notices, education information, and a list of active members and current MADB board members. The page admin(s) shall have final approval before anything is posted to the page. The page admin(s) will be appointed by the MADB board.

D. Facebook Group

A Facebook group will be available to develop a network of Dorper breeders in the South-Central region. The general public shall be allowed to post to the group with any information pertaining to Dorper sheep. Posts with Dorpers or related items for sale will be allowed. Any members posting inappropriate information or rude conduct will be removed and/or banned from the group. The group admin(s) will be appointed by the MADB board.

E. Website

A website will be available to help promote Dorper sheep. It should contain general, promotional, and historical information about Dorper sheep, MADB news, updates, calendar of events, meeting notices, educational information, and a list of active members and current MADB board members. The page admin(s) shall have final approval before anything is posted to the page. The page admin(s) will be appointed by the MADB board.

II. MEMBERSHIP & DUES

A. Membership

Membership is open to anyone interested in Dorper sheep. Only one membership per immediate family will be allowed (father, mother, guardian and children under 18 years of age). Prospective members must be at least 18 years of age and shall be deemed a member in good standing upon receipt of payment of annual dues. Payment of annual dues qualifies

all other immediate family members living within the same domicile (including students attending school away from home) to receive benefit from MADB. However, only one vote per family, and to enter certain events you must also be a member of the *American Dorper Sheep Breeders' Society*.

B. Revoked Membership

Any member or members causing conflict or bad influence in the MADB organization at the meetings or elsewhere will be given a written notice, signed by a simple majority of the currently elected Board of Directors asking them to change their attitude and think positive on helping the MADB organization to get bigger and better, if not, there will be a second written notice, finally after the third notice, and they will be barred for one year and one day from any of the MADB organization's events of any form.

C. Dues

Current annual membership dues will be \$20. Annual dues will be established each year by vote of the members present at the Annual Meeting. Dues are payable on or before January 1st of each calendar year. These dues should be payable to the Secretary/Treasurer by mail utilizing the membership form found on the MADB Facebook Page or one acquired from the Secretary/Treasurer. Each new member joining between November and January will not have to pay dues again until January of the following year. All monies will be deposited into a bank account. In the event MADB terminates, any money in the account will be donated to the *American Dorper Sheep Breeders' Society*.

III. MEETINGS

A. Regular Meetings

Regular membership meetings shall be held quarterly at such place as the President directs, generally the meetings will be a conference call. Regular meetings may be rescheduled provided ample notice is given to the members. Regular meetings will be held to conduct association business in an open format. If an emergency or decision impacting the business of the association requires an immediate decision, then electronic methods for contacting the general membership may be utilized to conduct the particular issue requiring resolution. The Board shall make every effort to have membership meetings at MADB Club activities and Dorper events within our area.

B. Annual Meeting

The business year will be January 1 to December 31. The Annual Meeting of the members shall be held in conjunction with the Mid-America Show and Sale. The purpose of the Annual Meeting is to elect officers and to transact such other business as may come before the meeting.

C. Special Meetings

Special meetings of the members may be called by the President, or by a simple majority of the Board.

D. Notice of Meetings

A notice, stating the place, day and hour of the quarterly membership meeting, shall be given by the Secretary, by emailing, regular mailing or published on the MADB Facebook Page and MADB website.

E. Board Meetings

Board meetings shall be held at least bi-monthly. The President or a simple majority of the Board members may call a special Board meeting to conduct the business of MADB. An agenda for Board meetings including but not limited to the following items: Time to Call Meeting to Order, Roll Call of Members, Roll Call of Guests, Review of prior Meeting Minutes, Financial Statements, Digital Media Report, New Business, Old Business, Member Forum, Adjourn Time, shall be provided to Board members two days in advance of scheduled meetings.

F. Quorum

A quorum for the Board shall be a simple majority of the elected Board members. A quorum will be required for the Board to conduct any business for the MADB club. A Board member may be considered part of the quorum if the member is in attendance at meetings via any electronic media or may vote via electronic media as long as vote is sent to a majority of the Board members. The President shall declare a Quorum before conducting any business on behalf of MADB.

G. Rules of Order

Roberts Rules of Order shall govern all meetings held on behalf of MADB.

IV. OFFICERS and BOARD MEMBERS

A. General

Governing control of MADB shall be vested in the currently elected and non-compensated Board of Directors. The elected officers of MADB shall consist of the Past President, President, Vice President, Secretary/Treasurer, Reporter, and up to four at large Board members from anywhere within the MADB geographic area. The Secretary/Treasurer and Reporter shall serve for two years or until their successors are elected and qualified. The Secretary/Treasurer and Reporter shall be elected in alternating years, so that both positions are not elected in the same year. The President and Vice President will serve one-year terms. The Vice President will succeed the President by confirmation vote unless he or she declines the office. The outgoing President will be a one-year term and duties are to assist the incoming officers. The at-large Board members will serve two-year terms. In the case where current at-large Board member is elected to serve to a named office "Vice President, Secretary/Treasurer or Reporter", there shall be a member nominated and voted to fill the remainder of the Board term for that at-large seat.

These five officers and up to four at-large members will constitute the Board of Directors of MADB.

Starting with the 2018 Election year, an officer must have served at least one year on the MADB Board.

B. Digital Media Administrator

The Board of Directors will appoint a Digital Media Administrator to maintain the Facebook Page, Facebook Group, Website and Email account. This position will serve two-year terms with no set limits on terms; this position is not a voting Board Member.

Only current Officers and the Digital Media Administrator shall have full administrative privileges to the Facebook Page, Facebook Group, Website and Email address.

C. Vacancies

In case a vacancy shall occur in any of the said offices, the Board of Directors shall by simple majority, elect a person to fill the said vacancy until the next annual meeting.

D. Nomination and Election of Officers

The Board of Directors will also act as the Nomination Committee. The Nomination Committee will make known its recommendations at least thirty days prior to the election of Board members. The floor shall be open to the general membership for nominations of members to the Board at the Annual Meeting.

Election of Officers shall take place at the Annual Meeting, and shall be by written ballot. The Secretary shall supervise the tallying of the ballots and report the results to the membership at that meeting. If the Secretary is unable to perform this function, either because of absence or for reasons of conflict of interest, then the Board of Directors will appoint another Officer of MADB to supervise the vote tally. The Past President shall verify the tally of votes. If the Past President is unable to verify the tally, the current Board members will appoint someone to verify the tally. Any member of MADB whose name appears on the ballot will not be allowed to participate on the vote tallying. Election of Officers shall be by a majority of the members casting ballots. All members of the Board shall be voted on and accepted by the membership, even if there is an office of succession. The vote on Board members to offices of succession can be a simple voice vote of acceptance. The sequence of voting shall be Past President, President, Vice President, Secretary/Treasurer, Reporter, and At-Large Members.

E. Removal of Board Members

A Board member may be removed by a unanimous vote of the current members of the Board or by a vote of 75% of the current membership.

V. DUTIES OF THE ELECTED OFFICERS

A. Past President

The out going President will assist other Board members as needed.

B. President

The President shall preside at all meetings of the members and Board and shall perform the duties usually appertaining to this office. The President may call special meetings of members under the provision of III, C.

C. Vice President

In the absence of the President, the duties usually appertaining to that office shall be performed by the Vice President.

D. Secretary/Treasurer

The Secretary/Treasurer shall attend all meetings of the members and Board and shall record all minutes and votes in a book kept for that purpose. The Secretary/Treasurer shall keep an up-to-date roll of all MADB members and forward that information to the Digital Media Administrator as necessary. The Secretary/Treasurer shall give notice of all meetings of the members and shall perform all duties incident to this office, or as required by the majority of the Board. The Secretary/Treasurer shall have custody of MADB's financial and meeting records. The Secretary/Treasurer shall be subject to such conditions and restrictions as may be made by the Board, have custody of all monies, debts, obligations belonging to the MADB debts. The Secretary/Treasurer shall sign all contracts, checks, drafts, notes or any other orders for payment of money. The Secretary/Treasurer shall give a report on the financial status of MADB at the Annual Meeting and at any other meeting of the Board. No obligation, debt or other liability shall be incurred by the Secretary/Treasurer without the specific prior approval of the majority of the Board. A majority of the Board may appoint an Assistant Secretary/Treasurer to act in the absence or incapacity of the Secretary/Treasurer. The President, the Secretary/Treasurer and one other Board member may approve any obligation, debt, or other liability up to \$200.00. The majority of the Board must give prior approval for any obligation, debt or other liability up to \$1,500.00 incurred by the MADB. The general membership must approve any obligation, debt or other liability exceeding \$1,500.00. The Secretary/Treasurer shall provide at all meetings a financial report and an accounting of the business conducted from the prior meeting for approval by the members of the Board and/or membership. The Secretary/Treasurer shall maintain the official copy of the By-Laws of MADB.

In the absence of the Secretary/Treasurer from any of said meetings, a Secretary/Treasurer pro-tempore shall be appointed by the presiding Officer.

E. Reporter

The Reporter shall attend all meetings of the members and the Board. The Reporter shall record the happenings of all meetings and events of MADB for presentation to the membership and Board. The Reporter shall submit articles to the ADSBS reporting information about MADB. The Reporter shall assist the Digital Media Administrator by providing information to be posted to the MADB Facebook Group and Page and the MADB website. The Reporter shall produce a quarterly newsletter for MADB. The Reporter shall maintain a historical accounting of the MADB.

F. At-Large Board Members

The At-Large Board Members will assist the Board Officers as needed and provide assistance by chairing committees as appointed by the Board. These Board members will assist with any other promotional duties that may arise.

VI. COMMITTEES

The President and Board of Directors shall outline the duties and responsibilities of committees. All reports or actions taken by a committee must be approved by the majority of that committee and by the Board.

VII. AMENDMENT OF THE BY-LAWS

Board Members, or 20% of the membership in good standing, may propose an amendment to the By-Laws. The Board will make a report including any proposed By-Law changes to the membership 30 days before any vote for approval of said changes. All proposed By-Law changes will be presented to the membership. A positive vote by a simple majority of current dues paying members or an unanimous vote by the Board members shall constitute approval, and the amendments(s) shall be incorporated into the By-Laws immediately. Amendment of the By-Laws can also be presented and approved at a Special Meeting called by the President, or by the majority of the Board as long as all provisions of this section of the By-Laws are honored.

VIII. LIMITATION OF LIABILITY

MADB will in no event and under no circumstances be responsible or liable for any loss, injury, or damage that may occur to livestock exhibitors, livestock handlers, livestock trainers, their livestock, their property, and/or the general public. Each exhibitor, handler, or trainer will be solely responsible for any consequential or other loss, injury or damage done to, or occasioned by, or arising from, any animal or article exhibited by him or her or representing parties of him or her and for its description.

Nothing herein shall constitute members of the MADB as partners for any purpose. No member, officer, agent, or employee of MADB shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of MADB. Nor shall any member, officer, agent, or employee be liable for his acts or failure to act under these by-laws, excepting only acts or omissions to act arising out of his/her willful misfeasance.

In no event shall MADB, the officers, directors, employees, or volunteers be liable for any direct, indirect, special, incidental, consequential, exemplary or punitive damages either actual or perceived, including, without limitation, loss of revenue, or anticipated profits caused to any member for actions, inactions or decisions made by the Board of Directors. In no event shall the total liability of MADB to members for any and all damages, losses, and causes of action including negligence or otherwise arising from your dealings with the MADB exceed, in the aggregate, \$100.00.