

I, Susan Reese, as Chairperson of the Bylaws Committee, propose these changes to our THCDA Bylaws. Our organization has seen many changes over the past years and it has become necessary to revise the Bylaws to ensure the rights of all members are protected, and ensure the THCDA Board of Directors can conduct the necessary business of our Association in a manner consistent with the Bylaws and requirements of our non-profit tax status. These amendments are endorsed by our Bylaws committee consisting of Bob Yelverton, Justin Marschall, Chris Summers and Susan Reese.

TEXAS HILL COUNTRY DORPER ASSOCIATION BY-LAWS

Proposed Revised Bylaws, 2018

I. NAME, PURPOSE, & WEBSITE

A. Name

This association is a non-profit organization called the *Texas Hill Country Dorper Association*, hereinafter referred to as “THCDA”, or as “the Association”.

B. Purpose

To work together to promote the positive attributes of Dorper sheep 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. Website

A website will be available to help promote Dorper Sheep. It should contain general, promotional, and historical information about Dorper sheep, THCDA news, updates, and calendar of events, meeting notices, and a list of active members.

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 acceptable upon receipt of payment of annual dues and fees as may be required. Payment of annual dues qualifies all other immediate family members living within the same domicile (including students attending school away from home) to participate in Association events. 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. Dues

Current annual membership dues are \$25. Annual dues will be established each year by vote of the members at the annual meeting. Dues are payable on or before October 1. All monies will be deposited into a bank account. In the event THCDA terminates, any money in the account will be donated to the *American Dorper Sheep Breeders' Society*.

III. MEETINGS

A. Officer/ Directors Meeting

The Board of Directors will conduct bi-monthly business meetings. All actions will require majority approval from the Board of Directors.

B. Annual Meeting

The business year will be October 1 to September 30. The annual meeting of the members shall be held in conjunction with the Show and Sale. The purpose of the annual meeting is to collect dues, elect officers and to transact such other business as may come before the meeting.

C. Special Board of Directors Meetings

Special meetings of the Board of Directors may be called by the President, or by the majority of the Board of Directors.

D. Quarterly Meetings

In addition to the Annual meeting, at least 3 other meetings of the membership (one per quarter of the year) will be called to conduct the purposes of the Association, under the provisions of I,B. A notice stating the place, day, and hour of the quarterly membership meeting shall be given by the Secretary, by email, regular mail, or be published on the THCDA website.

IV. OFFICERS & DIRECTORS

A. General

The directors of THCDA shall consist of the five elected officers: President, Vice President, Secretary, Treasurer, and immediate past President, plus two appointed Liaisons to the Board.

1. The President and Secretary will serve concurrent 2 year terms with elections for these positions being held during ODD number years. (2017, 2019, 2021...)
2. The Vice President and Treasurer, will serve concurrent 2 year terms with elections for these positions being held during EVEN number years.(2018, 2020, 2022...)
3. The Liaison appointed by the President shall serve the same term as the Vice President
4. The Liaison appointed by the Vice President shall serve the same term as the President

B. Vacancies

In case a vacancy shall occur in any of the elected offices, the Board of Directors shall elect a person to fill the said vacancy until the next annual meeting. If there is more than one remaining year in the term of the vacant office, an election at the annual meeting will be held to fill the vacancy for the following year.

V. DUTIES OF THE ELECTED OFFICERS

A. Past President

The out-going President will assist other officers as needed and provide assistance to the Show and Sale Committee as well serve on the Board of Directors for a 2 year term.

B. President

The President shall preside at all meetings of the Association and shall perform the duties usually pertaining to this office. The President may call special meetings of Directors under the provisions of III, D. The President shall appoint 1 Liaison to the Board of Directors.

C. Vice President

In the absence of the President, the duties usually pertaining to that office shall be performed by the Vice President. The vice president shall appoint 1 Liaison to the Board of Directors.

D. Secretary

The Secretary shall attend all meetings of the members and Officers and shall record all minutes and votes in a book kept for that purpose. The Secretary shall give all notice of quarterly membership meetings and shall perform all duties usually pertaining to this office. The Secretary shall maintain THCDA's historical records. In the absence of the Secretary from any of said meetings, a Secretary pro-tempore shall be appointed by the presiding Officer.

E. Treasurer

The Treasurer shall, subject to such conditions and restrictions as may be made by the Officers, have custody of all monies, debts, accounting, and obligations belonging to the THCDA. All contracts, checks, drafts, notes or any other orders for payment of money shall be signed by the Treasurer. The Treasurer shall receive all dues, maintain a record of current members, and provide the current list of members to the Secretary and the Webmaster. The Treasurer shall give a report on the financial status of THCDA at the annual meeting and, if so requested, at any other meeting of the Officers. The Treasurer will submit such annual reports as required by law to the Internal Revenue Service and the Comptroller of the State of Texas. A majority of the Officers may appoint an Assistant Treasurer to act in the absence or incapacity of the Treasurer. The majority of the officers must give prior approval for any obligation, debt or other liability over \$500 incurred by the THCDA.

A Financial Manager will be selected from the Association membership to support the Treasurer, provide continuity for this position whenever the election of new officers occurs, and provide an independent audit.

F. Appointed Liaisons to the Board

The two positions of Liaison to the Board are intended to broaden the decision-making group and provide membership input to the Board of Directors. These persons will establish and maintain communication for mutual understanding and cooperation of the members, will be part of the 7-person Board of Directors that will conduct business of the THCDA, and assist the officer in the performance of their duties.

VI. COMMITTEES

The President and/or Board of Directors shall outline the duties and responsibilities of the Association committees. All reports or actions taken by a committee must be approved by the majority of the Board of Directors. At least 1 member of the Board of Directors shall sit on each committee.

Standing Committees of the THCDA are:

- A. Show and Sale Committee
- B. Education/Promotion Committee
- C. Advertising Committee
- D. Website Committee
- E. Bylaws Committee

VII. BUSINESS OF THE ORGANIZATION

The Board of Directors will make all Business decisions for the Association. When new business is proposed, the Board of Directors will determine whether it can be addressed by the board or will require investigation by a committee. If the scope of a standing committee covers the proposal, that committee will review the proposal. If no standing committee is appropriate to review the proposal, an ad-hoc committee will be appointed by the President.

VIII. AMENDMENT OF THE BYLAWS

The current Bylaws will be maintained by the Secretary and made available on the THCDA website. At the first Board meeting after the Annual meeting, the Board of Directors shall appoint a Bylaws committee to review the Bylaws on an ongoing basis throughout the year. Any current member may propose an amendment to the Bylaws. Notice of the proposed change(s) shall include the proposer's name and rationale for offering the amendment. The Bylaws Committee will make a report including

any proposed Bylaws changes to the Board of Directors. Any and all proposed Bylaws changes will be presented for a vote by the membership no later than the next subsequent Association meeting, following the report of the Bylaws committee.

The proposed Amendment(s) to the Bylaws may be approved in either of the following manner:

1. At A Meeting: The President may call a meeting of the Association, specifically including the vote in the agenda of the meeting. The notice of said meeting, and the content of the proposed Amendment(s) must be provided to members 30 days in advance of the meeting. A simple majority of members (50% of the current members +1 member) constitutes a quorum for the purpose of voting. If a quorum is present at said meeting, any Director or member of the Bylaws committee may call for the vote to approve the proposed Amendment(s). A majority of the members at the meeting is required to approve the Amendment(s).
2. By Email or Physical Mail: The Association Secretary will distribute an announcement of the proposed Amendment(s) and provide ballot for response via email to those members who have emails included in their membership info. For members who have no email, the Secretary will mail ballots and self-addressed, stamped envelopes for those members to vote on the proposed Bylaws change(s). Members shall ensure their email and physical mailing address is current and up to date on the website to ensure their ballot is delivered to them. Members will be given a specific timeframe as to when their ballot must be returned in order to be counted. Ballots will be returned to the Secretary, or if that poses a conflict of interest, to the Chairperson of the Bylaws Committee. The ballots that are received within the specified time frame will be counted and preserved by the Secretary. The Bylaws committee will review the Secretary's count. If a simple majority of the votes submitted are positive, the Amendments(s) shall be incorporated into the Bylaws.

Revisions to the Bylaws that constitute a significant change in the purposes or membership of the Association, or might otherwise change the non-profit status of the Association, will be reported by the Treasurer to the IRS and the Comptroller of the State of Texas.