

Constitution and Bylaws
Hill Country Mini Milkers

CONSTITUTION

Preamble

For the purpose of developing and promoting the Miniature Dairy Goat, in cooperation with other organizations generally promoting dairy goats, we, the members of the Hill Country Mini Milkers, do hereby adopt this Constitution and Bylaws as the fundamental law of the dairy goat breed association known as the Hill Country Mini Milkers.

Article I – Name

The name of this association shall be the Hill Country Mini Milkers (herein referred to as HCMM).

Article II – Purpose

The HCMM is a non-profit corporation under the Texas Non-Profit Corporation Act whose purpose shall be to A. Develop and promote Miniature Dairy Goats, B. Cooperate with other organizations with similar interest in Miniature Dairy Goats. C. Encourage the breeding and raising of high-quality Miniature Dairy Goats in Texas. D. Educate the public as to the value of the Miniature Dairy Goat and dairy goat products. E. Educate club members and the public in all phases of goat husbandry. F. Formulate publicity and educational programs and other activities in the interest of helping Miniature Dairy Goats. Promote and encourage the exhibition of all Miniature Dairy Goats in Texas. H. Develop youth interest in and knowledge of Miniature Dairy Goats by partnering with school organizations such as FFA and 4-H programs. E. Encourage any manner of lawful business to raise money for the above purposes. G. Receive donations, bequests, and devises of property, both real and personal.

Article III – Location

The home office of this association shall be the address of the current association Secretary, or another location designated by the HCMM Board of Directors.

Article IV – Membership

Section 1: Application for membership, accompanied by annual dues, may be requested through the association by any individual, family, farm, legal business, or corporation engaged in the breeding, sale, or promotion of miniature dairy goats. Members agree to abide by, and be bound by, the Constitution and Bylaws of HCMM, now in force and which may hereafter be amended by a majority membership vote of HCMM.

Section 2: The HCMM shall offer individual and honorary memberships. Members will receive discounted entry fees for all shows and programs sponsored by Hill Country Mini Milkers.

- a. An individual member must be at least 18 years of age and is entitled to one (1) vote when HCMM business is being conducted.
- b. Honorary Membership – Honorary membership may be bestowed by the Board or Directors, with a majority membership vote, upon any person or entity that in the opinion of HCMM has made exemplary contributions, promoted the breed association in an extraordinary way, or made valuable strides in advancing the miniature dairy goat. Honorary members shall not be required to pay any dues but will retain the right to vote.

Section 3: No Officer, Officer, or Member of HCMM shall sign any notes, make any verbal agreements, or agree to any action that commits HCMM to any indebtedness unless specifically requested by the Board of Directors, and documented in the minutes, at a regular business meeting.

Article V – Voting

Section 1: Individual and Honorary Members with dues paid in full at the time of voting, no outstanding financial obligation to the HCMM, and otherwise in good standing are entitled to one (1) vote each in polls or formal membership votes called by a HCMM Board Officer under the approval of the BOD.

Section 2: Given the widespread geographic locations of members, membership votes for open positions for Directors on the BOD shall be cast by electronic ballot as designated by the Secretary, using an online polling or election app chosen by the Board in an open meeting prior to the opening of any nomination period for elections. The Secretary shall set a cutoff date and time for votes to be received and/or recorded, and that date and time will end at 11:59PM Central Time, on the date chosen. The terms of the election and the link to the voting site will be emailed and posted on social media to all members in good standing at least three days prior to the election. Reminder emails will be sent to the same membership list three days prior to the close of the election and a final email reminder shall be sent one day prior to the close of the election. All these emails shall become a part of the permanent record archives of the HCMM.

- a. In the event that no member nominates himself or another to an open position, the Secretary will send out a new email requesting nominations for the open position. That email will become part of the permanent record archives of the HCMM. If after the new email is sent there are still no members nominated to run, the Board may appoint an interim Officer until the next regular election or choose to conduct business with the remaining Board members if no eligible candidate is available, at their discretion.
- b. If only a single candidate is nominated for any position, at the close of the nomination period that candidate will be considered elected by acclamation.

Section 3: Results of membership votes: Voting results shall be made available to the membership in a members' only forum of the Board's choosing, set at the same time as the designation of the voting methods. Voting results shall be made a part of the permanent record archives of the HCMM.

Article VI – Board of Directors

Section 1: The HCMM Board of Directors (BOD) shall consist of three (3) officers (President, Vice-President, Secretary/Treasurer), Any Individual Member in good standing is eligible to run for a BOD position.

Section 2: The HCMM Board members will be elected directly by the membership to the Board by officer position (President, Vice-President, Secretary/Treasurer). The term Officer, as used in the HCMM Constitution and Bylaws, shall be a person elected by the membership to oversee the affairs of this dairy goat association.

- a. In the event of a resignation or other opening prior to the next regular election, the BOD shall appoint an interim Board member until the next regular election is held, with the exception of an opening created by the recall of a sitting Board member. That circumstance shall be filled as described in subsection c. of this Section.
- b. The Board of Directors shall determine amongst themselves whether to appoint the interim Member to a specific post or if a new organizational meeting needs to be held. In any case, these decisions shall be valid only until the next regular election is held.
- c. In the event of recall of a member or members of the Board, vacancies shall only be filled by a special election. That election will not be for a full term, but only for the remaining duration of the current vacancy term. The process to conduct a special election shall be the same as outlined in Section V of this Article. Members elected in a special election must run again at the next regular election.

Section 3: The Secretary will notify the membership of the upcoming election and the means of voting and call for nominations to open Officer positions at least 30 days prior to the formal election.

- a. Individual Members may declare their intent to run, or nominate another Individual Member in good standing, for an Officer position.
- b. Nominations for open Officer or BOD positions will cease 20 days prior to the scheduled election.

c. All persons nominated to Officer positions must declare their formal intent to run in writing via email to the Secretary at least 15 days prior to the scheduled election. If nominated for a BOD position, nominees must agree in writing to be bound by the terms set out by the governing documents of HCMM. The Secretary's email shall be listed in a prominent place on the contact page of the HCMM website and any private member forums on social media and shall be kept current. Any intent emails shall become a part of the permanent record archives of the HCMM.

Section 4: The BOD shall make every effort to engage the membership in decisions that affect the organization as a whole. The BOD shall act on behalf of the membership whenever sufficient time does not exist for action by majority vote of the membership. All decisions may be revised or amended by members utilizing the following procedure.

- a. A signed (paper or web document) petition may be made to the Secretary, by no less than ten percent (10%) of the voting membership to repeal or amend an action by the BOD, or to recall a sitting Board member. Upon receipt, the Secretary shall send materials for a referendum vote to all members in good standing within thirty (30) days via email with instructions on the voting process. A two-thirds (2/3) majority of the votes cast is required to repeal or amend a Board action, or to recall a sitting Board member. The right to petition ceases ninety (90) days after the notification of a Board action in the following, The HCMM newsletter/email or any other HCMM social media pages or forums.
- b. The right to recall a Board member is not subject to the right to petition restrictions. The right to recall a Board member is reserved to the membership until 120 days prior to the expiration of the term of the Board member. At that time, the term will be subject to the regular upcoming election and the need to recall is moot.
- c. The results of the referendum vote will be formally reported to the membership by email, as well as in the next scheduled newsletter or membership meeting, or on the Social Media venues, after the vote is received. Voting results shall be made a part of the permanent record archives of the HCMM.

Section 5: In the case of a tie vote for an Officer position, the candidate with the longest continuous membership in the association shall be declared elected.

Section 6: Those elected to the HCMM BOD shall serve a two-year term, BOD members may be re-elected for their positions at the end of their term. There are no term limits. Members may serve for as long as they are willing and as long as they continue to be re-elected.

Section 7: Directors must at least 18 years of age and must maintain their HCMM membership in good standing throughout their tenure on the Board of Directors.

Section 8: The Secretary shall keep a formal record of how each Officer votes on association issues. How each Officer voted shall be disclosed to the membership when Board actions are published. Voting results and meeting minutes shall be made a part of the permanent record archives of the HCMM.

Section 9: The President shall serve as the Chairman of the Board and shall have a formal vote on BOD issues only in the case of a tie vote.

Section 10: Newly elected Directors shall assume their duties immediately after the election results are announced

Section 11: Any Officer who fails to show up or request leave for three (3) consecutive meetings shall be considered to have resigned from their position on the Board, and the remaining Directors may fill the opening in the manner of their choosing.

Article VII – Officers

The Officers of HCMM shall be the President, Vice-President, and Secretary/Treasurer elected to the BOD by the membership.

Article VIII – Committees

The President, with approval of the BOD, shall create those Standing and Special Committees necessary for the orderly operation and the progress of the association. All committees will have at least one Board

member assigned for oversight and/or participation. The President with approval of the BOD, can also dissolve Committees when their function no longer is needed.

Article IX – Membership Meetings

Section 1: The annual meeting of HCMM may be held in conjunction with the American Dairy Goat Association (ADGA) Annual Meeting or in any other place designated by the BOD.

Section 2: The membership shall be notified by the Secretary as to the location (if an in-person meeting) and time of the annual membership meeting at least 90 days in advance of said meeting.

Section 3: Special meetings of the membership may be designated by the BOD or called by a signed (post mark or electronic) petition submitted to the HCMM Secretary from at least 20% of the membership. The Secretary shall notify the membership by e-mail at least 30 days prior to the special meeting being held. The business of the special meeting will be limited to the topic(s) stated in the call to meeting. Meeting notices and meeting minutes shall be made a part of the permanent record archives of the HCMM.

Article X – Liability

The property or personal assets of Members, Directors, and Officers shall not be subject to the payment of association debts to any extent whatsoever.

Article XI – Parliamentary Authority

All parties eligible to participate in HCMM meetings shall adhere to Robert's Rules of Order in all aspects except when inconsistent with the HCMM Constitution/Bylaws or inconsistent with any special rules of order HCMM may formally adopt.

Article XII – Dissolution

In the event of the dissolution of Hill Country Mini Milkers (HCMM), the BOD shall select and donate any remaining monies to a non-profit organization whose main purpose is to support and benefit the dairy goat industry. Evidence of the donation shall be presented to the membership.

Article XIII – Amendments

Section 1: An amendment to the Constitution may be proposed by three (3) Directors or by signed petition of 25% of the membership. A proposed amendment shall be submitted to the Constitution Committee (appointed by the President) for examination and approval as to form and legality. The Constitution Committee in turn will submit its precise conclusions and recommendations in writing to the BOD within sixty (60) days of receiving the proposed amendment.

Section 2: An amendment approved by the Constitution Committee and BOD shall be submitted by the HCMM Secretary to give to the membership for a vote via email containing the language of the amendment and the instructions on how to submit votes and the deadline for vote submission. The vote may be done by email, or by electronic balloting via the Internet. Voting will end no longer than thirty (30) days after the membership has been given the ballot. The Constitution Committee will tally the votes and results will be published to the membership by the HCMM Secretary. A two-thirds (2/3) majority of the votes cast is required to amend the HCMM Constitution. Voting results and correspondence shall be made a part of the permanent record archives of the HCMM.

Ratified: 09/21/2022

By: Kerry O'Neal
HCMM Board Officer

Hill Country Mini Milkers BYLAWS

Preamble

We, the HCMM members, do hereby adopt these bylaws for the purpose of providing clarity and direction to the members, allowing for implementation of the HCMM Constitution.

Article I – Membership

Section 1: Application for membership or renewal shall be by completing the form on the HCMM website and submitting payment via the PayPal link. Alternately, a check can be sent to the Secretary/Treasurer by request.

Section 2: Annual dues shall be set by a majority vote of the BOD. Applications for new and renewed memberships shall include payment of annual dues. Those joining HCMM after October 1st of any given year will pay dues that include the next year, taking them to December of the following year.

Section 3: The membership year shall be from January first through December thirty-first of each calendar year. Dues of members left unpaid on March first shall be considered in arrears and the membership shall lapse. No Member in arrears shall be entitled to enjoy any privileges of membership.

Section 4: Termination of Membership: Memberships may be terminated:

- (a) by resignation. Any member in good standing may resign from HCMM with written notice to the Secretary.
- (b) by allowing one's membership to lapse. Membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after March 1.
- (c) Upon review and majority vote by the HCMM BOD a member found liable for or guilty of abuse or neglect of an animal in a civil or criminal court may be expelled from membership and denied use of its services.
- (d) Upon review and majority vote by the HCMM BOD, a member demonstrating conduct detrimental to the organization may be expelled from membership and denied use of its services.

Section 5: Code of Conduct for Members

HCMM seeks to represent itself and dairy goats in a positive light in the general community. This effort requires that all HCMM members act in accordance with the highest social and ethical standards, and with certain basic principles. While HCMM does not seek to dictate all relationships and interactions between its members or between its members and the community, these standards and principles should govern those relationships and interactions at all times.

In keeping with our purpose, all HCMM members shall follow this Code of Conduct in all HCMM activities and in any other activities in which they may be seen as representing HCMM. This includes in-person interactions, telephone communications, USPS, e-mails and similar media, social media, and any other modes of action or communication.

- (a) Show respect for your fellow HCMM members at all times.
- (b) Always show respect and appreciation for the volunteers who give their time to help the club and/or event(s).
- (c) Never yell, taunt, or threaten physical violence upon another member of the club, a volunteer or event exhibitor or spectator.
- (d) Never use abusive or vulgar language, or make racial, ethnic or gender-related slurs or derogatory comments at club events.
- (e) Never make unwanted sexual or physical contact with other members, a volunteer or event exhibitor or spectator.
- (f) Any person so offended or witness to such an incident should report violations of the Member Code of Conduct policy to the Board of Directors in writing.

Section 6: Consequences of Member's Behavior:

If a member does not abide by the Code of Conduct, generally stated above, the HCMM has an obligation to the members to address the accused member. Some rules of conduct are recommended strongly; others, if regularly flaunted, will imperil an individual's continued membership; while others are strictly mandated, such that even a single violation would be cause for immediate termination of membership.

The petitioner should document the incident, in writing, to the Board of Directors. In turn the Board of Directors will request from the accused a written statement of the situation. The accused member has 30 days to respond to the allegations either by mail or email, as requested by the Board of Directors. Upon receipt, the Board of Directors will review all written correspondence, and vote based on the facts presented. If the member involved is a Board Member, that Board Member shall abstain from voting. The results of such incidents will be published in the next newsletter.

The Board of Directors, with a majority vote, will - depending on severity of offense - make a determination of:

- a. No Action Required
- b. Written Warning
- c. Suspension of Membership for a determined length of time
- d. Terminate membership completely

Article II – Duties and Responsibilities of Directors

Section 1: President

a. The President, as Chief Executive Officer and Chairman of the BOD, of HCMM shall maintain supervision over the affairs of HCMM in line with this Constitution and Bylaws. The President shall preside at all HCMM meetings and shall report to and advise the members regarding the old and new business of the association.

b. The President shall appoint all Special Committees. The President shall be an ex-officio member of all committees.

c. The President will preside over voting within the BOD.

d. The President shall not act independently of the BOD. HCMM business conducted by the President must be fully disclosed and approved by the BOD prior to committing HCMM to any actions or indebtedness.

Section 2: Vice-President

a. The Vice-President shall perform the duties of the President, when for any reason the President is unable to perform such duties.

b. The Vice-President may act on HCMM business affairs under the direction of the President.

c. The Vice-President shall serve as ex-officio member of any committees as designated by the President.

Section 3: Secretary/Treasurer

a. The Secretary/Treasurer shall conduct the business of the association under the direction of the President and the BOD.

b. The Secretary/Treasurer shall keep accurate minutes of the association's activities and meetings.

c. The Secretary/Treasurer shall conduct the association's correspondence and maintain files of all correspondence as part of the permanent record archives of the HCMM.

d. The Secretary/Treasurer shall maintain an up-to-date roster of the membership.

e. The Secretary/Treasurer shall send welcome information to each NEW member

f. The Secretary/Treasurer shall maintain custody of the general funds, including membership dues, and shall disburse these funds as authorized by the vote of the membership and/or the BOD.

g. The Secretary/Treasurer shall record all income and expenditures and produce a report of such, to be published annually in the newsletter and emailed to all members.

h. The Secretary/Treasurer shall receive and process all new and renewing memberships. Accurate records of the payment of membership dues must be available upon request to the BOD at all times and any member upon written request.

i. The Secretary/Treasurer shall be responsible for training a successor prior to formally vacating the position. In the event that a successor cannot be procured prior to vacating, detailed instructions shall be left with the President to be given to the new Secretary/Treasurer upon assuming office.

Section 4: Board of Director Meetings – The President shall call meetings of the Board of Directors that are necessary for the operation of HCMM. BOD meetings shall occur at least quarterly and more frequently if needed to address current business.

Article III – Committees

Section 1: The President shall call special committees that are necessary for the operation of HCMM.

Section 2: The association shall accept nominations for Committee Chairs at the same time Nominations for Officers on the Board of Directors. The Board of Directors shall appoint Committee Chairs to Standing Committees within 30 days of the BOD election.

Section 2: Standing Committees

- a. **FUNDRAISING COMMITTEE:** The Fundraising Committee will organize, publicize (in coordination with the officers and Communications Committee), and hold fundraising activities for HCMM for the purpose of funding future HCMM shows and other club events and activities. Examples include but are not limited to raffles, donations, yearly membership drives, silent auctions, merchandise for sale, and sponsorships.
- b. **VOLUNTEER COMMITTEE:** The Volunteer Committee will be responsible for recruiting and organizing volunteers at HCMM events and for the club in general. Examples include but are not limited to show related volunteers (ribbon runners, raffle table, etc...) and recruiting and assigning volunteers to specific committees.
- c. **EDUCATION COMMITTEE:** The Education Committee will be responsible for creating, printing and distributing educational material for events, clinics and other club activities. Examples include but are not limited to the following: obtaining, printing and producing handouts for speakers at show seminars; setting up and organizing clinics and speakers at shows; lunch and learns at shows; brochures and pamphlets for the club in general. This committee will also be charged with planning, organizing, and conducting educational programs to benefit HCMM members.
- d. **HOSPITALITY COMMITTEE:** The Hospitality Committee will be responsible for refreshments and food related activities of HCMM at shows and other events. Examples include but are not limited to the following: shopping, stocking and manning food booth at shows; providing snacks, lunch, and drinks for the judge/s; food distribution at Lunch and Learns.
- e. **COMMUNICATIONS COMMITTEE:** The Communications Committee will be responsible for HCMM communications including but not limited to Facebook, email, the website newsletter, newspaper articles, other show promotions and social media. This committee will also be charged with identifying and developing projects and activities to enhance the Miniature Dairy goat breeds. Recruiting new breeders and encouraging participation in HCMM programs. Coordinate website and social media content. The HCMM website will be maintained for the purpose of disseminating HCMM information, and is to be kept updated regularly, and maintained by the current webmaster.
- f. **CONSTITUTION AND BYLAWS COMMITTEE:** The Constitution and Bylaws Committee will propose amendments and additions to the Constitution and Bylaws not under the jurisdiction of other committees. It will approve as to form all proposed amendments to the Constitution and upon request, review as to form all proposed amendments and additions to the Bylaws.
- g. **SHOW COMMITTEE:** Serve as Show Chairman, oversee and recruit the Show Secretary, Show Chairman, Ring Stewards, and Ribbon Handlers. The Show Committee will conduct at a minimum one MDGA sanctioned show each year. Show duties may vary from show to show.

Section 3: Committee chairpersons shall report directly to the President regarding committee activities, discussion issues, resolutions, and recommendations.

Section 4: A summary of committee activity will be prepared by each committee chairperson, in cooperation with the HCMM President, at least on a semi-annual basis, if deemed necessary by the President. These reports will be made available to the membership.

Article IV – Website

Section 1: A website administrator shall be appointed by the President. The website is a primary source of association information for both members and non-members.

Section 2: The website must be up-to-date and shall be subject to ongoing review and approval by the HCMM BOD. HCMM BOD shall maintain primary administrative control of all website and social media pages.

Section 3: The club’s newsletter, the club’s website & the club’s social media page(s) are the official means for publishing information to the club members & the public.

Article V- Social Media

Section 1: The association will maintain open social media pages for communication with members in a near real time atmosphere. Members will maintain a civil, polite, cooperative tone on all communications viewable by the general public, in an effort to present a favorable, welcoming community for new breeders. Members who fail to conduct themselves appropriately after being reminded of their consent to abide by the terms of their membership may have their ability to post on HCMM social media restricted, either temporarily or permanently.

Section 2: There will also be a private social media page open to BOD members only, for BOD business discussions, ideas, thoughts, and developments, prior to being presented to the membership. All private BOD correspondence is to remain private until approved, ready for release by the BOD.

Ratified: 09/21/2022

By: Kerry O'Neal
HCMM Board Officer