

By-Laws of
Chisholm Trail Dorper Association

Article I - Name

The name of this corporation is Chisholm Trail Dorper Association (CTDA). The CTDA is a non-profit corporation organized under Texas law on March 22, 2017. The registered office of the Corporation is the Chisholm Trail Dorper Association, P.O. Box 607, Thorndale, Texas 76577. Future locations may be determined from time to time by the Board of Directors of the Corporation and shall be the principal office and place of business.

Article II – Purposes

The purpose of the corporation is to:

- Promote and improve the Dorper Sheep
- Maintain a member directory
- Provide information on Dorper Sheep to any interested persons
- Support breed research and performance testing programs
- Generate growth in membership
- Provide opportunities for our youth to be involved with the Dorper breed
- Provide marketing opportunities to our membership
- Provide educational opportunities to our membership

Article III – Seal

The Board of Directors may adopt a seal, which shall constitute the corporate seal of the Corporation. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, manually reproduced, or rubber-stamped with indelible ink.

Article IV – Membership

1. Membership is open to any reputable person, firm, corporation, or other business entity interested in advancing the purposes and objectives of the Association and agreeing to uphold and comply with its bylaws and the Rules and Regulations/Code of Ethics (RRCE). Interested persons may apply to the board for membership in one of the categories described below. On completion of the application form provided by the secretary and the payment of the membership fee, such applicant shall be admitted as a member.
 - 1.1 Voting Members:
 - a. The member meets with, understands and agrees to abide by the qualifications of general membership. (see Article IV.1 above)
 - b. The member has paid in full the current annual membership fee.
 - c. If the member is a partnership or limited company, one individual shall be identified and designated at the time of membership to exercise the rights and privileges of their voting membership. The secretary must receive any change in this designation in writing at least 10 days prior to any vote being exercised by the member.
 - d. Privileges of a voting member shall include the right to vote, hold office, register and transfer animals for “Active Member” fees, as well as any other privileges that may be offered to voting members.
 - 1.2 Non-Voting Members:
 - a. Honorary Members: The Association, by ordinary resolution at a general meeting may appoint Honorary Members of Association, if the Board of Directors has, by prior resolution thereof, named the proposed member or members and recommended that such appointment be made for a term. Such members shall have no right to vote, no right to hold office, no right to registration and no right to give notice to amend these bylaws.

- b. Associate members: Associate members shall be individuals, partnerships or limited incorporated companies who may apply for membership and are accepted as Associate Members by the Board of Directors and pay their membership fee. Such membership shall have no vote, no right to hold office, no right to registration and no right to give notice to amend these bylaws.
 - c. Junior Members: Junior members shall be those individuals who have not yet attained the age of 22 years (as of January 1 of the year of membership), who may apply for Junior Membership and are accepted as Junior Members and who pay the prescribed membership fee. Privileges of a Junior Member shall include the right to register and transfer sheep for Active Member fees as well as other privileges that may be offered Junior Members by the Association. Junior Members are not entitled to vote or hold office or to give notice to amend these bylaws.
2. The membership fees shall be determined by the Board of Directors of the CTDA and must be renewed annually.
 3. Any voting membership may be revoked for failure of the member to uphold the membership obligations. A vote of two-thirds of the Board is required to revoke membership of a member. In such case, a member shall be given thirty (30) days notice in writing of the date of the hearing set for determining if membership shall be revoked and such member shall be afforded a reasonable opportunity to present his/her contention that he/she continues to qualify for membership. After revocation of membership, a vote of two-thirds of the Board shall be required to reinstate any person or entity whose membership has been revoked. Any member whose membership has been revoked shall have no claim against the association or any interest in the property or assets of the association. See RRCE for further details.

Article V – Meetings

1. An annual meeting of the members of the society shall be held at a time and place designated by the Board of Directors for the purpose of fixing the number of Directors for the ensuing year, electing the Directors and officers, reviewing the current financial report, and to consider such other business as may properly come before the meeting. General dates and locations of annual meetings will be published three months in advance. Other meetings of the members shall be held at the call of the President, any three Directors, or 30% of the members. At least 30 days notice shall be given to each member of the specific time and place of all annual and special meetings. Notice shall be by regular mail or email such as is acceptable to members. Members must submit input for the agenda of the annual meeting 20 days prior to the meeting. Input should be submitted to the Association Secretary or a board member.
2. Each member present shall be entitled to one vote. An entity membership or membership listed under a farm name shall be entitled to one vote by its representative.
3. The quorum for the transaction of business at any properly called meeting of the members shall be twenty percent of those entitled to vote who are present in person or by proxy. Members holding proxies must so indicate to the President at the beginning of the meeting.
4. Membership and board meetings will be run according to Robert's Rules of Order.

Article VI – Board of Directors

1. Governing control of the Corporation shall be vested in the Board of Directors which shall consist of no less than three nor more than seven persons who are voting members of the Corporation in good standing.
2. Directors shall be elected by mail-in ballots prior to the annual meeting of the members of the Corporation. At the annual membership meeting, at least three Directors will be elected, two for two terms years and one for three each years. Thereafter Directors shall serve for terms of three years or until successors are duly elected and seated. Thus, at least two Director positions will be available for election each year. Director terms will begin January first of the

- year following election. Should the number of nominees for yearly openings be equal to the number of openings, no ballot is required, Directors will be seated by acclamation.
3. Directors shall serve for three years, with the option of serving a second term for three years. No director may be re-elected to the Board after serving two successive terms unless a waiting period of one year has passed since the termination of the second term.
 4. The Directors shall meet at least once annually to consider such business as may properly come before them. They may establish regular meetings in which case no notice is required. Special meetings may be called by the President or at the written request of any Director delivered to the Secretary, who shall give written notice to each Director of the time, place, and purpose of the special meeting. As a matter of courtesy to Board members and general members, board meeting agendas will be posted on the ADSBS website between 30 and 15 days prior to each board meeting.
 5. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board or committee by means of conference telephone or similar communication equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.
 6. A majority of the Board of Directors present in person or by proxy shall constitute a quorum for the transaction of business. Any act taken by a majority of the Directors, present at a meeting at which a quorum is present, including removal of any Director and election of his/her successor, shall constitute an act of the Board of Directors. If a vacancy on the Board is caused by death, resignation, or removal of a Director, the Board may elect a successor to fill the vacancy until the next annual meeting of members.
 7. The Board of Directors, by resolution adopted by a majority of the Directors then in office, may designate from among the Board members and other CTDA members (except in the case of an executive committee) one or more Committees each consisting of one or more Directors, with such duties as the Board may see fit. It may also designate from among its members an Executive Committee consisting of three or more Directors that can make recommendations to the entire Board for approval. Other committees and their functions are outlined in the RRCE.
 8. The Board of Directors shall have the authority to charge membership, registration, transfer and other fees in such amount, as the Board in its discretion deems appropriate within the guidelines of the RRCE of the organization.
 9. Two members of the same family or business cannot serve on the board at one time.
 10. Members may not nominate themselves for the board.
 11. Directors serve without compensation.
 12. The board must approve reimbursement of director expenses for regional meetings and mailings in advance.
 13. The board shall meet prior to the membership meeting to approve the agenda and then meet following the membership meeting to act on issues referred to the board at the membership meeting.
 14. When elected, board members agree to follow the ***duties of the director***, which are found in the RRCE.
 15. The Officers and the Board of Directors will, with the help of the Finance Committee, develop, approve and follow an annual budget.
 16. The Officers and the Board of Directors will develop and follow a Strategic Plan.
 17. The time and place of Board meetings along with the agenda will be published two weeks in advance.

Article VII - Officers

1. Officers of the Corporation shall consist of a President, a Vice-President, Executive Secretary & Treasurer. Officers shall be elected by the members of general membership vote at the annual meeting. Each Officer of the Corporation shall serve a term in office of two fiscal year of the Corporation (January 1 through December 31) and until his/her successor is duly elected and qualified. Officers may succeed themselves. A waiting period of one year must elapse before an officer may be reelected to the same position.
2. The positions of Executive Secretary & Treasurer shall be voted on by the general membership shall serve a term of two fiscal years.
3. Any Officer may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose for conduct detrimental to the interest of the Corporation, for the lack of sympathy with its objectives, or for the refusal to render reasonable assistance in carrying out its purposes. Any Officer proposed to be removed shall be entitled to at least 15 days' notice in writing by certified mail of the meeting of the Board of Directors where such removal is to be considered and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

4. For the first year the vice-president and treasurer will have a one year term and their offices will be voted on at the annual meeting in January 2018.

Article VIII – Duties and Authority of Officers

1. President – The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the members and of the Board of Directors, shall have the general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect.
2. Vice-President – The Vice-President, or if there shall be more than one, the Vice-Presidents in the order determined by the Board of Directors, shall, in the absence of or in the case of the disability of the President, perform the duties and exercise the powers of the President and shall perform other such duties and have such other powers as the Board of Directors may from time to time prescribe.
3. Executive Secretary – The Executive Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the Board of Directors in a book kept for that purpose, and shall give required notices of meetings of the Board of Directors, and shall perform like duties for the meetings of the members and for the executive committee. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision she/he shall be. She/he or an Assistant Secretary designated by the Board shall have authority to affix the corporate seal to any instrument requiring it and when so affixed, it may be attested by this signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the same. The Secretary shall have such other powers and duties as are prescribed by law or by the Board of Directors.
4. The Executive Secretary or a Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. She/he shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of all his/her transactions as Treasurer and of the financial condition of the corporation.
5. The Board of Directors will appoint the Executive Secretary. The BOD will review the position and job description annually.

Article IX – Indemnification

1. The Directors, Officers, and employees of the Corporation may be indemnified by the Corporation against all expenses actually and necessarily incurred, including any judgment or award by such person or organization in connection with the defense of any action, suit, or proceeding to which such person or organization has been made a party by reason of being or having been such Director, Officer or employee, unless such person or organization is adjudicated in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The corporation shall carry liability insurance, which will indemnify its officers, directors and members serving in an official capacity for their actions on behalf of the corporation. The editor of the newsletter is considered a non-voting member of the board to allow liability coverage of that person.

Article X – Amendments to the By-Laws

1. Amendments to the by-laws may be proposed at any time by any ADSBS member to the Board of Directors or by any of the Board members. The Board shall review the proposed amendment and make any modifications it deems appropriate. A majority vote of the Board members in favor of the amendment constitutes adoption by the Board on behalf of the ADSBS. Amendments adopted by the Board will be presented to the membership at the next annual general meeting for ratification by a majority vote.

Article XI – Standard of Type

This organization will follow the ADSBS standards as revised by the CTDA on May 10, 2017. These standards and procedures for registration are found in the RRCE.

Article XII – Fiscal Year

1. The fiscal year of the Association shall be from January 1 to December 31. At each Annual Meeting an auditors report shall be presented for the previous year and there shall be presented to the Annual Meeting, balance sheet and statement of the receipts and expenditures for the preceding fiscal year. The Auditors of the Association shall be appointed at each Annual Meeting. The Board of Directors may fill any casual vacancy in the office of the auditors.

2. Membership is due each January 1st. The fees and membership dues of the Association are set annually by the Board of Directors and changes are to be approved by a majority of the membership at the annual General meeting. Fees and dues are payable to the American Dorper Sheep Breeders Society and forwarded to the Registrar.

Article XIII – Committees

1. Committee Chairperson will be appointed by the president and/or vice-president of the corporation.
 - a. Youth
 - b. Promotion
 - c. Marketing
 - d. Education
2. Committee chairperson will oversee a committee of at least three volunteers. This team will work internally to organize their events, sales, etc. and report back to the officers with updates.
3. Committee chairperson has the authorization to approve payments up to \$500 in any one instance without a member vote.

XIV– Dissolution of Organization

1. In the event that the organization dissolves, the net assets will be donated to an organization with similar goals and objectives as determined by the Board of Directors.