



**Bylaws  
of the  
Rio Grande Mule & Donkey Association  
a New Mexico Nonprofit Organization**

**Last Revised March 2010**

**ARTICLE 1  
Principal Office and Purpose**

**Section 1, Principal Office**

**The Principal office of the Rio Grande Mule and Donkey Association (RGMDA) for the transaction of business shall be located in the county of residence of the RGMDA Secretary, State of New Mexico.**

**Section 2, Principal Purpose**

**A. The principal and primary purposes for which RGMDA is formed are:**

- 1. To establish an association for the prevention of cruelty to donkeys, mules and other equines and to foster interest in and appreciation of donkeys and mules.**
- 2. To encourage community involvement through sponsorship of contests, shows and exhibition of donkeys and mules.**
- 3. To generally encourage public interest in all factors pertaining to their history, breeding, exhibition, publicity, sale, raising or improvement of the donkey and mule breeds.**
- 4. To encourage and promote club functions such as trail rides, shows, educational clinics, etc.**

**B. The general purposes and powers are:**

- 1. To promote, foster and encourage community and individual participation in recreational activities.**
- 2. To receive contributions of all types from individuals, organizations, corporations and others to support the purposes of RGMDA.**
- 3. Notwithstanding any of the above statements of purposes and powers, RGMDA shall not engage, except to an insubstantial degree, in any activities or exercise any powers that are not in furtherance of the primary purpose of this organization.**
- 4. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the organization except such powers as are specifically denied to non-profit corporations.**

## **ARTICLE II**

### ***Chapters***

#### **Section 1. Chapters**

**The RGMDA acts as one entity, however, due to the fact that it welcomes membership from all over the state of New Mexico, subsidiary chapters may be formed in various locations and approved by the Board of Directors and general membership for the purpose of allowing members to more easily attend meetings, organize local events, and support activities in their individual areas. Each chapter may be represented on the Board of Directors as specified in these Bylaws.**

**All approved chapters shall remain under these Bylaws of the RGMDA, governed by the Officers and Board of Directors elected and appointed by the general membership.**

**Chapter Meetings will be conducted monthly by either the RGMDA President, Vice President, or in their absence by the elected Chapter Chairman which will be nominated and elected by a majority vote in each chapter.**

**All monies received by any chapter shall be submitted in a timely matter and controlled by the RGMDA Treasurer, unless otherwise designated by the Board of Directors. Chapter expenses must be submitted and approved by the Board of Directors for reimbursement or payment and reimbursements for approved expenses shall be made in a timely fashion by the treasurer.**

**Each Chapter shall have an appointed person taking meeting notes and list persons present or have a sign in sheet at each meeting which will be submitted on a timely basis to the RGMDA Secretary and newsletter editor, either by e-mail or by postal mail. Any monies taken in shall be reported in these minutes.**

Each approved RGMDA chapter shall be considered as a part of the whole RGMDA club with all benefits, restrictions, and guidelines of the club. Any chapter activities should be submitted in advance to the Board of Directors for approval. All members of the RGMDA may attend and participate in any chapter meeting or activity.

**Removal of a Chapter:** A chapter may be dissolved or removed for just cause after a review by the Board of Directors and by 2/3 --majority vote of the general membership.

## **Officers**

### **Section 1. Officers**

The Officers of RGMDA shall be a President, Vice President, Secretary, Treasurer, and any such other officers as may be appointed in accordance with the provisions in Section 4 of this article.

### **Section 2. Board of Directors**

The Board of Directors shall consist of the Officers named above plus one member elected at-large from each chapter if possible for a minimum of 7 Board members.

### **Section 3. Qualifications, Election and Term of Office**

The Officers and Board Members shall be chosen by the general membership. Such election shall take place during the 4<sup>th</sup> quarter of the year. Each elected Officer and Board Member shall take office on January 1 of the following year and shall serve for a term of one year or until a successor is duly elected and qualified.

### **Section 4. Subordinate Officers/Committees, etc.**

The Board of Directors may appoint such other committees and committee members as the business of the organization may require, each of whom shall hold their position for such period, have such authority, and perform such duties as are provided in the Bylaws or as the board may from time to time determine. These should regularly report back to the respective committee chairpersons and Board of Director.

### **Section 5. Removal and Resignation**

Any Board Member may be removed, with cause, by a two-thirds vote of the elected Board of Directors. Any Board Member may resign at any time by giving written notice to the Board.

### **Section 6. Vacancies**

**A vacancy in any office, Board of Directors position, or committee chairperson, because of death, resignation, removal or any other cause shall be filled by appointment by the elected Board and shall serve out the remainder of the term.**

#### **Section 7. Quorum**

**A quorum of the Board of Directors shall consist of 2/3 of the elected Board Members.**

#### **Section 8. Place of Annual Meeting**

**An annual meeting shall be held during the fourth quarter of each year at a place decided upon by the Board. The general membership shall be notified in the newsletter of date, time and place. Additional meetings may be called during the year as needed.**

#### **Section 9. Monthly Meetings**

**Each chapter shall hold a monthly meeting, unless replaced by a general meeting of all chapters which should be done at least, but not limited to, once a year. The general membership shall be notified in the newsletter of date, time and place.**

#### **Section 10. Board of Directors Meetings by Telephone, E-mail or via the Internet**

**Any meeting of the Board may also be held by telephone, E-mail or via the Internet at which all or certain Board Members are not physically present at place of meeting.**

#### **Section 11. Fees and Compensation**

**Elected and appointed Board Members shall receive no compensation for their services, but may receive such reimbursement for expenses by resolution of the Board.**

#### **Section 12. Powers of the Board Members**

**The Board of Directors shall have the power to act on behalf of the RGMDA and to appoint committees and to adopt such rules and regulations as are not inconsistent with these Bylaws or the laws of New Mexico.**

#### **Section 13. President**

**The President shall be the chief executive officer or Chairman of the Board. The President, Vice President or other qualified person appointed by them shall preside at all meetings of the members and at all meetings of the Board of Directors. He/She shall be ex-officio member of all the standing committees and shall have such other powers and duties as may be prescribed by the Board of Directors or Bylaws.**

#### **Section 14. Vice President**

**In the absence or disability of the President, the Vice President shall perform all the**

duties of the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or by the Bylaws.

#### **Section 15. Secretary**

The Secretary shall keep at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors meetings, the number of members present, and the proceedings thereof.

The Secretary shall be the co-ordinator in keeping the State Corporation License, Club Insurance and keep the Corporate records and Board of Directors Meeting Minutes for the RGMDA.

The Secretary shall keep at the principal office a membership register showing the names, addresses, phone numbers, and any pertinent data of the members.

The Secretary shall give notice of all the meetings required by the Bylaws and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

#### **Section 16. Treasurer**

The Treasurer shall keep, maintain and reconcile adequate and correct accounts of the business transactions of the association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and memberships. The book of account shall, at all reasonable times, be open to inspection by any Board Member.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the association and such depositories as may be designated by the Board of Directors, He/She shall disburse the funds of the association and make reimbursement payments in a timely fashion as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the association, provide a monthly treasurer's report to the general membership, and shall have such other power and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

### **ARTICLE III Fiscal Year**

#### **Section 1. Fiscal Year and Auditing of Accounts**

RGMDA shall conduct its affairs on the fiscal year basis to begin on January 1 and end

on December 31 of the same year. An annual auditing of the accounts of the association shall be made by the Treasurer and an auditing committee assigned by the Board of Directors. At the close of each fiscal year and/or at such times as the Board shall direct, the result of said audit shall be reported at the next annual meeting of the members.

## **ARTICLE IV Members**

### **Section 1. Classes of Membership**

The Association shall have 3 classes of membership, as follows:

- A. Household membership - defined as persons living in the same household**
- B. Corporate/Sponsor Membership - a business, organization, private individual, couple or family who wishes to sponsor the club's activities. A Corporate/Sponsor Member shall receive free advertising and recognition for the current year through ads in the newsletter whenever possible, on the club website, mention at shows, meetings, and other events throughout the year**
- C. Honorary Life Members who, by merit of outstanding service to RGMDA and/or the Mule/Donkey industry, may be voted a life time voting membership by a two-thirds majority vote of the general membership at an annual meeting.**

### **Section 2. Admission to Membership**

An application for membership shall be deemed accepted upon presentation to any Board Member or the Treasurer. Dues must accompany the application.

**Removal of a Member - - Any general club member may be removed for cause by a 2/3 majority vote from the Board of Directors. Dues may or may not be refunded as deemed appropriate by the Board.**

### **Section 3. Membership Dues**

Dues must be paid yearly at the first of each year or at such time as a new member joins. The Board of Directors shall set the amount of dues for the following year as deemed appropriate.

### **Section 4. Assessments**

Other than dues, no members shall be subject to any assessments.

### **Section 5. Voting**

- A. Eligibility to Vote: Members must not be delinquent on dues and must be 18 yrs of age or older.**

**B. A Household membership will consist of no more than 2 votes. - Corporate/Sponsor membership shall consist of no more than 2 votes.**

**C. Manner of Casting Votes : Voting may be by voice, show of hands, written or absentee ballot, except for the annual election of officers. (see below)**

**D. Requirement for Majority Represented: An affirmative vote of a simple majority of members in attendance at the meeting shall be the act of the general membership.**

**E. Nomination of Officers shall be taken and all considered by a nominating committee appointed by the Board of Directors. The Nominating Committee shall consist of one representative from each chapter when at all possible. Current Board of Directors members are not eligible for the nominating committee. The Nominating Committee shall also seek nominations for a chapter representative from each chapter.**

**Prior to the 4<sup>th</sup> quarter all-state meeting, individual chapters will select a chapter representative to represent them on the Board of Directors for the following year. These representatives chosen will be ratified by the general membership by a majority show of hands at that all-state meeting**

**Election of New Officers: President, Vice President, Secretary, and Treasurer. The election of these new officers shall be held in the 4<sup>th</sup> quarter of the year, and shall be by paper ballots, mailed to qualified members. These ballots will be mailed to the RGMDA post office box, then turned over to the appointed Election Committee which is appointed by the Board of Directors. The Election Committee will verify that all ballots are from RGMDA members eligible to vote. This committee shall conduct a fair and honest count of verified ballots and report their findings in writing to the Board of Directors, the general membership and to the club Secretary who will keep the results on file with the club records.**

**F. Election of Board Members shall be by simple majority and show of hands.**

**Election of Chapter Representatives shall be by simple majority and show of hands.**

## **ARTICLE V Miscellaneous Provisions**

### **Section 1. Construction of Bylaws**

**On all questions as to the construction of the meaning of the Bylaws, the decision of the Board shall be final.**

### **Section 2. Amendment or Repeal of Bylaws**

**The power to repeal or amend these Bylaws and adopt new Bylaws is hereby**

designated to the Board of Directors.

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**Amendment I to By-Laws ..... August 28, 2009**

In accordance with the current By-Laws the following amendments were proposed, discussed, voted upon, and approved by a quorum of the Board of Directors on this date:

**OLD:**

**Section : Voting**

- E. Nominations for officers and chapter representatives shall be taken and all considered by a nominating committee appointed by the Board of Directors.  
Election of new officers, President, Vice President, Secretary and Treasurer, shall be by paper ballots, mailed to the club post office box, and verified as eligible by an Election Committee appointed by the Board of Directors. This election shall be held in the 4<sup>th</sup> quarter of the year. Representatives from each chapter should be considered, if at all possible. Current Board of Directors members are not eligible.
- F. Election of Board Members shall be by simple majority and show of hands.  
Election of Chapter Representatives shall be by simple majority and show of hands.

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**NEW:**

**Section 5: Voting**

- E. Nominations for officers shall be taken and all nominations considered by a Nominating Committee appointed by the Board of Directors. If at all possible, representatives from each chapter should be considered for nomination.  
This election shall be held in the 4<sup>th</sup> quarter of the year.  
Election of new officers, President, Vice President, Secretary and Treasurer, shall be by ballot.  
Ballots will be distributed to eligible voting members via email or U.S. Mail as determined by member's current method of receipt of the RGMDA Newsletter.
  - I. Recipients of email ballots may respond by completing the ballot and returning it via email, or by printing off the ballot, completing it and returning it by U.S. Mail to the RGMDA Post Office box.
  - II. Recipients of mailed ballots will complete the ballot and return it by U.S. Mail to the RGMDA Post Office box.
  - III. The Board of Directors will appoint an Election Committee. The Election Committee will verify returned ballots as eligible and valid; count the votes for nominated members; and report the election results to the Board of Directors for announcement to the members.
- F. Election of Chapter Board Members and Chapter Representatives shall be conducted by the respective chapters at a chapter meeting.
  - I. These elections shall take place and be completed concurrent with the election of new RGMDA Officers.
  - II. These elections shall be determined by simple majority and show of hands.

- III. Each Chapter will notify the Board of Directors of their results for announcement to all RGMDA members.

**Amendment II to By-Laws .....March 26,2010**

**Section 1, Officers Term Limits**

**A.** Officers will be limited to no more than 2 consecutive 1 year terms with a 1 year hiatus from the office required before an individual may run for the same post again.

**Section 5, Voting**

**G.** Members may vote via e-mail.