

**AMENDED  
CORPORATION BY-LAWS**

*Spotted Saddle Horse Breeders' and Exhibitors' Association*

**ARTICLE I**

**TITLE, OBJECTIVES, LOCATION, CORPORATION SEAL**

**Section 1. TITLE:** This Association shall be known as the Spotted Saddle Horse Breeders' & Exhibitors' Association, and shall at all times be operated and conducted as a non-profit association in accordance with the laws of the State of Tennessee, providing for such organizations and by which it shall acquire all such rights as granted to associations of this kind.

**Section 2. OBJECTIVES:** The objective and purposes of this Association shall be to collect, record and preserve the pedigrees of the Spotted Saddle Horses and to maintain a registry thereof, which shall include, but not be limited to the right to maintain a stallion registry, to sponsor and/or affiliate shows promoting and/or exhibiting this breed, including competitive events for pleasure classes, to promote the best interest of such shows and of the exhibitors and sponsors who make them possible, to promulgate, issue and enforce rules and regulations governing the exhibiting, judging, sale, registration and breeding of the Spotted Saddle Horse, to license and/or appoint judges, DQP's and other appropriate show personnel and to adjust disputes relating to Association activities which may arise from time to time between management, exhibitors, judges, DQP's or any other officials of such shows, to adjudicate questions of violations of rules and regulations promulgated hereunder and to inflict penalties for such violations in accordance with such rules and regulations, to sponsor educational and promotional programs, promoting this breed and promoting the competency of officials connected therewith, to protect and promote the welfare of the Spotted Saddle Horse insofar as Association finances will permit, and to stimulate, promote and regulate any and all other matters as may pertain to the history, breeding, exhibiting, publicity, sale of and improvement of the breed.

**Section 3. PLACE OF BUSINESS:** The principal place of business of the Association shall be Shelbyville, Bedford County, Tennessee, but its members or officers may be residents of any state, territory or country.

**Section 4. CORPORATE SEAL:** The seal of the Association shall be in Charge of the Secretary and shall be in the form impressed herein immediately below.





## ARTICLE II

### MEMBERS

**Section 1.** Members of the Association will be admitted, retained, suspended, expelled or re-admitted and otherwise regulated in accordance with such rules and regulations as the membership may adopt. In all matters governed by a vote of the members, each member in good standing shall be entitled to one (1) vote.

**Section 2.** The regular Annual Banquet and meeting of the members shall be held at a place designated by the Board of Directors on a Saturday in January in each year at or before the hour of 10:00 A.M. for the purpose of transacting such business as may be brought before the meeting. Members shall not be required to be present to vote, but may vote by mail ballot in accordance with the provisions hereof.

Notice of the annual meeting shall be given by mailing written notice stating the time of such meeting to each member's last known address as it appears on the Association's records not less than thirty (30) days prior to the date of such meeting.

Any voting matter pertaining to a total membership vote including, but not limited to elections and By-law changes will be done by mail ballot to eligible voting members only. Voting at a meeting of the Association shall be in person.

Members in good standing, willing to serve on the SSHBEA Board of Directors or as a SSHBEA Officer, shall notify the SSHBEA in writing by October 15 of each year of their desire to serve. Write-in names will be accepted and tabulated, provided all other eligibility requirements are met. There will be no charge to the eligible member for this listing. Only those persons who have declared their interest and/or willingness to serve as a director or officer will be printed on the official ballot, however, there will be space on the ballot to list any write-in candidates. Only official ballots will be accepted.

A ballot packet will be mailed to each SSHBEA member on or before October 30 of each year. This packet shall include voter instruction and a list of all eligible members who have expressed to the credential committee a willingness to serve on the SSHBEA Board of Directors or in a SSHBEA Officer position and who have met all eligibility requirements as set forth herein. The ballot must be postmarked by November 30 of that year and be returned to the CPA office designated by the SSHBEA. The candidate who receives the highest number of votes for each respective office shall be considered the winner.

There shall be a Credentials Committee composed of five (5) members and a representative from the Accounting firm, appointed by the Board of Directors. The duties of the committee shall be as follows: (a) determine the eligibility of members to vote; (b) keep a true record of the same; and (c) issue ballots. The ballots shall serve as credentials and only members who have been issued can vote at a meeting.



The Credential Committee shall meet at the place where the meeting of the Association is to be held, at least one hour before the meeting begins. It shall issue printed ballots to each member and each ballot shall bear a ballot number. Each ballot will have written on it the number of votes the member is entitled to cast.

The decision of the Credentials Committee shall be final unless changed by the Association.

### ARTICLE III

#### DIRECTORS

**Section 1.** The business and property of the Association shall be managed by the Board of Directors and controlled by the membership.

In order to qualify for an Officer or the Board of Directors, a person must be a dues paying member of the Association in good standing for at least three (3) consecutive years. Board of Directors and Officers shall be elected by mail ballots, and the winners shall be announced at the Annual Membership Meeting.

**Section 2.** Directors shall serve for terms of (3), limited to fifteen (15) Directors and five (5) Officers. In the event a vacancy in the Board of Directors shall occur, the following procedure shall be used:

1. Upon receipt of notice of resignation, death or judicial decree of mental incompetence, the Association shall deem a vacancy to have occurred.
2. The vacancy shall be filled using the tabulated ballots from the previous year election. The individual receiving the highest number of votes after all directors positions were filled from the previous election, if eligible at that time, would fill the vacancy.
3. In the event that the individual receiving the most ballots is not eligible at that time to fill the vacancy, or refuses to accept the position, the next candidate with the next highest votes would be given the opportunity for acceptance if all the previous requirements are met.
4. If no candidates are remaining after filling all vacancies from the previous year election, a notice will be sent to the members with a ballot form included for the use of electing a replacement director.
5. Ballots which are postmarked within 30 days of the date of the mailing will be counted.



If no ballots are received within 30 days, the Board of Directors shall be authorized to fill the vacancy until the next regular election.

No person shall be eligible to be a Director for more than two (2) full consecutive terms, however, a Director may serve more than two non-consecutive terms.

**Section 3.** The regular meeting of the Board of Directors shall be held immediately following the annual members' meeting, and no notice shall be required for such regular annual meeting of the Board. The Board of Directors shall meet at least twice annually, once following the regular annual meeting on the 2<sup>nd</sup> Saturday in January and one more time. Provided, however the second meeting may be at such other time as fixed by resolution of the Board of Directors. The Board, by rule, may provide for other regular meetings at stated times and places.

**Section 4.** Special meetings of the Board of Directors shall be held whenever called by direction of the President or a majority of the members of the Board.

The Secretary shall give notice of each special meeting by mailing or telephoning the same to each director at least 15 days before the meeting; but any Director may waive his own notice. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

**Section 5.** A majority of the number of Directors shall constitute a quorum for the transaction of business, but if at any meeting of those present may adjourn the meeting from time to time until a quorum shall be present.

**Section 6.** At meeting of the Board, business shall be transacted in such order as the Board may determine.

**Section 7.** The written contracts of the Association which are duly authorized shall be executed in behalf of the Association jointly by the President, Vice President and attested by the Secretary and the Corporate Seal. By appropriate resolution the Board may delegate the execution of contracts relating to routine operations of the Association to other persons or person.

**Section 8.** Any Director who shall fail to attend two (2) consecutive regular meetings of the board shall be automatically removed from the Board of Directors except that, upon written request by the Director who has failed to attend two (2) consecutive regular meetings, the Board may provide a procedure authorizing a waiver of such automatic removal under circumstances sufficient to excuse such absence. The position shall be filled in accordance with this article. Any Director who shall miss more than (50) % of the Board Meetings, excused or unexcused, shall not be eligible for re-election.

**Section 9.** The Board of Directors shall have the power and authority to make,



amend, repeat and enforce such rules and regulations, not contrary to law, or the corporate charter, or these By-laws, as they may deem necessary concerning the conduct, management and activities of the Association, the admission, classification, qualification, suspension, expulsion and/or discipline of members, including the right to levy fines, removal of Directors and/or Officers and any other applicable or appropriate subject relating to the purpose of the Association.

Said rules and regulations shall be promulgated and published at least 30 days prior to their effective dates.

## ARTICLE IV

### OFFICERS

**Section 1.** The Officers of this association shall be:

A *President*, who shall preside over all meetings of the Board of Directors, and all membership meetings, and only votes to break a tie.

A 1<sup>st</sup>. *Vice-President*, who shall perform the duties of the President in the absence of the President.

A 2<sup>nd</sup> *Vice-President*, who shall perform the duties of the 1<sup>st</sup>. Vice President in the absence of the 1<sup>st</sup>. *Vice-President*.

A *Secretary*, who shall record and preserve minutes of all meetings of the membership, Board of Directors, etc.

A *Treasurer*, who shall perform the usual duties of a corporate treasurer.

The offices of Secretary and Treasurer may be held by the same person, at the discretion of the Board, and the person holding both offices shall be designated Secretary-Treasurer.

The immediate Past President shall serve a one (1) year term in an advisory capacity and is entitled to engage in discussions and deliberations and does not have the right to vote.

**Section 2.** All Officers shall be elected by the membership and shall serve for terms of one (1) year until the election and qualifications of his/her successor.

The Board of Directors shall be authorized to fill any vacancies in the Officers, any Officer appointed to fill a vacancy shall serve the remainder of the term of the office whose vacancy he was appointed to fill.



The regular election for Officers shall be conducted by the membership by mail ballot.

## ARTICLE V

### OTHER COMMITTEES

Other committees, permanent, temporary or special, may be created by the Board of Directors. Such committees shall have such powers and responsibilities as may be delegated to them by said Board of Directors.

## ARTICLE VI

**Section 1. TREASURER:** The Treasurer shall be responsible for all money turned over to him/her from any source. He shall disburse same only upon itemized demands and upon order by the Board. The Board by appropriate resolution shall be empowered and authorized to grant to the Treasurer the specific right to expend fund for the routine operation of the affairs of the Association, under such term and provisions and limitations as provided therein. He shall account for same by itemized statements in detail to each annual meeting of members, to the Board of Directors at each regular meeting or at any special meeting when so demanded. Also, he shall cause to be submitted at the first meeting following the annual meeting of the members, a detailed budget of the proposed and anticipated expenditures for the forthcoming fiscal year of the Association. Upon approval of the said budget or its modification, it cannot be exceeded in the total amount set forth by more than five (5) percent without majority vote of the Board.

**Section 2. SURETY BONDS:** The Board and the Treasurer and all other Officers or employees of the Association who may have the handling of any fund and other valuable assets of the Association shall give a surety bond at such limits required by the Board to be furnished at the expense of the Association for the faithful discharge of his/her duties.

**Section 3. AUDITING OF ACCOUNTS:** This Association shall conduct its affairs on the fiscal year basis.

An annual commercial auditing, or review, of the accounts of the Board and the Treasurer on such terms as directed shall be made by a certified public accountant at the close of each fiscal year and shall be reported to the Board and to the next meeting of the membership. Such accountant shall be a disinterested person and not a member of the Association.

**Section 4.** The President shall act as Chairman of any meeting of the members, but in his absence, at any meeting regularly called pursuant to the By-Laws, any other Officer may call the meeting to order and act as Chairman, precedence being given to the



order of Officers listed herein. The Secretary of the Association shall act as Secretary of all meeting of the members, but in the absence of said Secretary, the Directors may appoint any person to act as Secretary.

**Section 5.** Whenever in the By-Laws the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right to vote. Voting members shall be a member in good standing of the Spotted Saddle Horse Breeder's & Exhibitors Association, 18 years of age and over with a horse registered with the S.S.H.B.E.A. (Exception: Charter Member)

It shall be the duty of every member to keep the Secretary informed of his correct mailing address. When any notice to a member is required by these By-Laws, such notice shall be sufficient if sent to his last known mailing address by first class U.S. Mail.

**Section 6.** A Special Meeting of the Association may be called by the President of the majority of the Board of Directors, or by notice signed by not less than 20% of the members in good standing. A special meeting is called by sending a copy of the call to every member of the Association at is last known mailing address by first class U.S. mail at least 15 days before this meeting. The call shall specify the place, date and time the meeting is to be held and the purpose for which it is to be convened.

**Section 7.** At the annual meeting of the Association it may transact any business permitted by the By-Laws that may arise, but at a Special Meeting it may transact only such business as is specified in the call and permitted by the guidelines of the By-Laws.

## ARTICLE VII

### MEMBERS AND NON-MEMBERS OBLIGATIONS

Any person who applies for any membership in the Association and any non-member who applies for any other privilege, by so applying agrees and binds himself to abide by the Charter, By-Laws and all other lawful rules and regulations of the Association, so far as they are applicable to him.

## ARTICLE VIII

### DISCIPLINE

Any member of this Association and any non-member who exercises any of the privileges thereof or engages in any activities encompassed thereby, including but not limited to buying, selling, breeding, registration, exhibiting or other activities relating to the Spotted Saddle Horse may be disciplined for violation of any rule and/or regulation promulgated and published under the authority of the By-Laws. Discipline shall be administered in accordance with said rule and regulations and penalties shall be specified

therein. Subject to review by the Board as to said rules and regulations, general responsibility for discipline is delegated to the Board and to such other committees and/or divisions as may be designated.

## ARTICLE IX

### AMENDMENTS

By-Laws may be adopted, amended or replaced by the members by mail ballot only.

Any proposed amendment to these By-Laws must be submitted in writing to the Board and Officers at least thirty (30) days prior to the date of the meeting.