

SSHBEA CORPORATION BYLAWS

“UNDER REVISION – PROPOSED CHANGES IN RED or black”

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 associations of this kind.

Section 2. OBJECTIVES: The objective and purposes of this Association shall be to collect, record and preserve pedigrees of 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 Spotted Saddle Horses, to license and/or appoint judges, DQPs and other appropriate show personnel and to adjust disputes relating to Association activities which may arise from time to time between management, exhibitors, judges, DQPs 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 Secretary shall be in charge of the corporate seal of the Association and shall be in the form impressed herein immediately below.

ARTICLE II: MEMBERS

Section 1. *Members of the Association must be current or previous owners or co-owners of a SSHBEA registered horse.* Members 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. *“Good standing” shall be defined as a person at least 18 years of age, current on Association dues, payments and filing required reports as of October 1st annually, who conducts him/herself in accordance with the SSHBEA Rule Book, as well as State and National laws, and who is not currently incarcerated or convicted of unlawful actions*

All members, especially the Board of Directors and Officers, shall conduct themselves, at all times, in accordance with the standards set forth in the SSHBEA Rule Book's Code of Ethics.

Section 2. The regular annual banquet and meeting of the membership shall be held on a Saturday in January at a time and place to be designated by the Board of Directors ~~in each year at or before the hour of 10:00 AM~~ for the purpose of ~~transacting~~ **discussing** such business as may be brought before the meeting.

Notification of the date & time of the annual meeting shall be by written notice to each member's last known mail **or email** address as it appears on the Association's records at least thirty (30) days prior to the date of such meeting.

Any voting matter requiring a vote by the membership, including but not limited to elections and Bylaw changes, will be done by printed **or electronic** ballot sent to eligible members. ~~Voting at a meeting of the Association shall be in person.~~ **"Unless a majority is present, there shall be NO voting by the membership at the annual meeting, to ensure all eligible members may exercise their right to vote as guaranteed in Article II, Section 1. This includes, but is not limited to, any year end awards."**

Members in good standing who are willing to serve on the SSHBEA Board of Directors or as an Officer shall notify the SSHBEA in writing of their desire to serve prior to October 15 of each year. Only eligible persons who have declared their interest and/or willingness to serve as a Director or Officer will be listed on the official ballot, however, there will be space on the ballot to ~~list any write-in~~ **add an additional, previously undeclared candidate.** Such candidates will be accepted and tabulated, provided all other eligibility requirements are met. Only official ballots will be tabulated.

Elections may be conducted by a CPA or a neutral, qualified third party vendor. The official ballot packet may be mailed **or made available electronically** to each eligible SSHBEA member on or before October 30th of each year. The packet shall include voter instructions and a list of all eligible candidates who have expressed a willingness to serve on the SSHBEA Board as either an Officer or Director and who have met all eligibility requirements set forth herein.

The ballot must be completed and returned, whether postmarked or electronically transmitted to the CPA or the neutral, credentialed third party vendor, by November 30 of that year in accordance with voter instructions. The candidate who receives the highest number of votes for each respective office or category shall be considered the winner.

MOVE CREDENTIALS COMMITTEE TO ARTICLE V, OTHER COMMITTEES

ARTICLE III: BOARD OF DIRECTORS

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

To be eligible to serve on the Board of Directors (and/or as an Officer), a person must have been an Association member in good standing for at least three (3) consecutive years. No person shall be eligible to serve as a Director for more than two (2) full consecutive terms, however, a Director may serve more than two non-consecutive terms.

The Board of Directors shall be elected by ballots, **either printed or electronic**, and the results shall be announced at the Annual Membership Meeting.

Section 2. Directors shall serve terms of three (3) years and the number of Directors shall be limited to fifteen (15) Directors ~~plus five (5) Officers will be elected.~~ *(Move to Article IV)* In the event a vacancy on 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's election. The individual receiving the next highest number of votes after the Directors positions were filled from the previous election, if still eligible, would fill the vacancy.
3. In the event that individual is not eligible to fill the vacancy or declines to accept the position, the next candidate in line according to votes received would fill the vacancy if eligible, with the process repeated until the vacancy is filled.
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.~~
6. ~~If no ballots are received within 30 days,~~ the Board of Directors shall be authorized to fill the vacancy until the next regular election.

Section 3. The first regular meeting of the Board of Directors shall be held *immediately* following the annual members' meeting and ~~no notice shall be required~~ **advanced notice will be provided at least 15 days prior** to this first regular meeting of the Board. The Board of Directors shall meet *at least* twice annually, ~~once following the regular annual meeting on the 2nd Saturday in January and one additional 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 mail, **email**, 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 and Officers shall constitute a quorum for the transaction of business, but those present may adjourn a meeting from time to time until a quorum shall be present.

Section 6. At a 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 on behalf of the Association jointly by the President and 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 member of the Board of Directors who *resigns or* fails to attend two (2) consecutive meetings of the Board *whether in person, via conference call or video, or any other technology which may be available,* shall be automatically removed from the Board of Directors *and shall not be eligible for re-election in the next annual election.*

The vacancy shall be filled in accordance with Article III, Section 2. The Board may authorize a waiver of such automatic removal under circumstances sufficient to excuse such absence, if the Director in question provides a written request and explanation for the absence. Any Director who misses 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, the corporate charter, or these Bylaws, as they may deem necessary concerning the conduct, management and activities of the Association. This includes the admission, classification, qualification, suspension, expulsion and/or discipline of members, including the right to levy fines, removal of Directors, which includes 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. *Duly elected Officers will serve a one-year term and work in conjunction with the Board of Directors, managing the business and property of the Association. To be eligible to serve as an Officer, a person must have been an Association member in good standing for at least three (3) consecutive years. An Officer is not required to be serving a Board of Director's term. Officers shall be elected annually by printed or electronic voting, and the results shall be announced at the Annual Membership Meeting.*

Officers, with the exception of the President, shall be entitled to vote on items brought before the Board of Directors, and shall be included when determining if a quorum is present.

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 1st. *Vice-President*, who shall perform the duties of the President in the absence of the President (and, when serving as President, only votes to break a tie).
- A 2nd *Vice-President*, who shall perform the duties of the 1st. Vice President in the absence of the 1st. *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.

- *Immediate Past President* shall serve a one (1) year term in an advisory capacity engaging in discussions and deliberations but does NOT vote, unless he/she currently serving a term as a Director.

Section 2. Any Officer who resigns or fails to attend two (2) consecutive meetings of the Board whether in person, via conference call or video, or any other technology which may be available, shall be automatically removed from office and shall not be eligible for re-election in the next annual election.

The vacancy shall be filled in accordance with Article III, Section 2. The Board & remaining Officers may authorize a waiver of such automatic removal under circumstances sufficient to excuse such absence, if the Officer in question provides a written request and explanation for the absence. Any Officer who misses more than 50% of the Board Meetings, excused or unexcused, shall not be eligible for re-election.

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. Recommended committees may include:

- **Budget Committee:** To assist/aid the Treasurer to develop an annual budget, adding depth to the Association's financial management
- **Credentials Committee:** (moved from Article II) The Board of Directors may appoint a Credentials Committee, whose duties shall be to: (a) determine the eligibility of members to vote and (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 a ballot 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 VI

Section 1. TREASURER: The Treasurer shall be responsible for all money turned over to him/her from any source. The Treasurer 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. The Treasurer shall account for same by itemized statements in detail to the Board of Directors at each regular meeting or at any special meeting when so demanded, and at each annual meeting of members. The Treasurer shall submit a detailed budget of proposed and anticipated expenditures for the Association's forthcoming fiscal year (January 1st-December 31st) at the ~~first~~ **second** Board of Directors meeting following the annual meeting of the members. 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 of Directors.

Section 2. SURETY BONDS: The Board, the Treasurer and all other Officers or employees of the Association who manage funds 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: The Association shall conduct its affairs on the fiscal year January 1st – December 31st. 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 **CPA or neutral qualified individual** at the close of each fiscal year and shall be reported to the Board and at 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/her absence, at any meeting regularly called pursuant to the Bylaws, 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 Bylaws, the term *member* or *members* ~~shall be used, unless otherwise specified,~~ it shall mean a ~~person having the right to vote. Voting members shall be~~ a SSHBEA member in good standing, 18 years of age and over, **current or previous owner or co-owner of a** SSHBEA registered horse, with voting privileges.

It shall be the duty of every member to keep the Secretary informed of his/her correct mailing address, **phone number, and email address**. When any notice to a member is required by these Bylaws, such notice shall be sufficient if sent to his last known mailing address by first class U.S. Mail **or email address**.

Section 6. A Special Meeting of the Association may be called by the President or a 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~~ notifying every member of the Association at their last known mailing address by first class U.S. mail **or by email** at least 15

days before this meeting. The notification shall specify the place, date and time of the meeting as well as the purpose for which it is to be convened.

Section 7. At the annual meeting of the Association, any business that may arise and is permitted by the Bylaws may be transacted, but at a Special Meeting only such business as specified in the notification and permitted by the guidelines of the Bylaws may be transacted.

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, Bylaws and all other lawful rules and regulations of the Association, so far as they are applicable to him/her.

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 Bylaws. Discipline shall be administered in accordance with said rule and regulations. 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

Bylaws may be adopted, amended, or replaced only by a mail or electronic ballot of all eligible members during the annual election of Officers and Directors. Proposed amendment to these Bylaws must be submitted in writing to the Board and Officers prior to October 15th annually so they may be included with the mail ballots for the election of Directors and Officers.

#