

# South Caroling Walking Horse Association By-Laws

## **Article I - Association**

**Section 1:** The association shall be known as the South Carolina Walking Horse Association (the Association). It shall be incorporated as a non-profit organization in accordance with the laws of the State of South Carolina

**Section 2:** The Association is organized for the purpose of:

- a) Exhibiting Tennessee Walking Horses registered in the Tennessee Walking Horse Breeders and Exhibitors Association (Country Pleasure Horses exempt).
- b) Encouraging and promoting the exhibition of Tennessee walking Horses at bona fide South Carolina Walking Horse sanctioned and affiliated shows.
- c) Declaring a bona fide South Carolina Tennessee Walking Horse Grand Champion. The Association is to have full jurisdiction as to the method of declaring such a State Champion. This method may include, but is not exclusive to points earned and show winnings.
- d) Promoting ride-a-thons and any other outside activities and events to create enthusiasm, use and pleasure from the riding of Tennessee Walking Horses, as the Association deems advisable, including educational clinics and seminars.
- e) Assisting civic organizations or other interested parties in helping put on horse shows where sufficient classes are offered or related activities that the Board of Directors determines advisable and/or beneficial.

**Section 3:** The principle place of business of the Association shall be listed as the address of record with the Secretary of State

**Section 4:** There shall be no capital stock. In lieu of stock certificates, membership cards shall be issued to all members. The President and Secretary of the Association shall sign membership cards.

**Section 5:** The corporate seal of the Association shall have inscribed thereon the name of the Association with the words "Corporate Seal."

**Section 6:** The bylaws of the Association may be amended by the following process: Prospective amendments shall be submitted to a standing or specially appointed bylaws committee which shall consider the amendment and make a recommendation at the next regular meeting of the full Board of Directors. The Board of Directors shall consider and vote upon the amendment and shall publish the proposal and the result of the vote to the general membership, by email or other mailing at least 15 days prior to the general membership meeting. The membership will be notified at least 30 days in advance of a general membership meeting. At the general membership meeting, the amendment may be approved or disapproved by a majority of the members voting in person.

**Section 7:** All preceding conflicting by-laws or regulations will hereby be repealed when an amendment takes place.

## **Article II – Members and Membership**

**Section 1:** All persons or organizations interested in Tennessee Walking Horses may become active members of the Association.

**Section 2:** All members of the Association are encouraged to become members of the Tennessee Walking Horse Breeders and Exhibitors Association.

**Section 3:** Each member shall pay annual membership dues as set forth by the Board of Directors. Annual membership and dues shall run for the fiscal year of January 1<sup>st</sup> to December 31<sup>st</sup>. Any person joining the Association at any time during the fiscal year shall be charged the full amount of the annual dues for whatever portion remains of the fiscal year. A membership is effective only after the membership application and payment in full has been received.

- **Individual Membership** - Individual membership shall be issued to such persons who have applied and have been accepted by the Board of Directors. Individual members may attend membership meetings and shall have one vote. Individual members 18 years of age or over shall be eligible for election to the Board of Directors.
- **Family Membership** - Family membership (including husband, wife and any children under the age of 18) shall be issued on the same basis of qualifications and acceptance of an individual membership, but two votes shall pertain to each family membership. Any family member that is 18 years of age or over shall be eligible for election to the Board of Directors.

**Section 4:** The President shall designate a Membership Chairperson or Treasurer to collect the annual dues.

**Section 5:** Members (in good standing) in the Association shall obtain voting rights when they apply for membership prior to April 30<sup>th</sup> of each year. Members shall be sent a ballot 30 days prior to the Awards Banquet. The ballots will be mailed back to a designated location and post marked no later than the date set forth by the Board of Directors. The results shall be announced at the Awards Banquet.

**Section 6:** An individual must be a member of the Association by April 30<sup>th</sup> of each year to be nominated as a member of the Board of Directors.

**Section 7:** An annual general membership meeting shall be held when & where designated and called by the President upon 30 days written notice to each member or at any time designated by a majority of the Board of Directors.

**Section 8:** Members present at the any general membership meeting shall constitute a quorum.

**Section 9:** There shall be no proxy votes in the Association. However, votes may be conducted by electronic means, if deemed sufficiently secure by the Board.

**Section 10:** Roberts Rules of Order shall govern the conduct of any general membership meeting.

### **Article III Board of Directors and Officers**

**Section 1:** The Board of Directors shall consist of a working Board of a maximum of fifteen (15) active members in good standing. The Board will be elected by the majority vote of the general membership at the end of each fiscal year for the following year. In order to qualify as a nominee, he/she has to be a current member, over the age of 18 and must have joined prior to April 30<sup>th</sup>. Each nominee will sign a commitment letter, stating he/she has read the SCWHA By-laws, understand the requirement for Board of Directors meeting attendance and expected to participate in the planning, fund raising and running of the SCWHA State Championship show. Any nominees that were not elected to the Board will serve as alternates, being ranked by the number of votes received. In the event that the alternates are depleted, the Board will have the authority to appoint any member at large in good standing to fill any vacancy.

**Section 2:** A regular term of office for the Board of Directors shall be for a period of three years and so staggered that one third of its membership shall be elected annually. After a 3-year term is served, a Director may run for the Board again if he/she is nominated. Eligibility is regained after serving each 3-year term.

**Section 3:** The Board of Directors meets approximately six to eight times per year. Board members are expected to attend all meetings. Should any Board member be unable to attend a meeting, it is his/her responsibility to notify the President prior to the meetings as to the reason for such absence. Excused absences include 1) conducting official business of the Association, 2) extenuating circumstances, such as direct work/employment obligations, serious illness or death in the family or 3) unforeseen legitimate reasons. After an accumulation of 3 absences in a calendar year, the Board of Directors will determine if the absences are excused or unexcused and will review the eligibility of the Board member in question to remain in his/her position. If the Board of Directors feels that the absences are unexcused, the Board member will automatically be relieved of his/her position.

**Section 4:** The President will be elected at the final board meeting of the fiscal year from the existing Board of Directors. He/she must have served one year or more on the Board. He/she must also have at least one year left of his/her term as a Director. The President shall hold office for the period of one year commencing January 1<sup>st</sup> of the calendar year for which

they were elected. The President may be re-elected for a consecutive term for a total of two terms. The President shall preside at all meetings of the Association and of the Board of Directors. He/she will conduct the business of the Association in accordance to the By-Laws and other rules and regulations of the Association. He/she shall be ex-officio member of all committees.

**Section 5:** The immediate past President of the Association shall serve as an advisor to the Board of Directors; however, this position shall not prevent the fulfillment of the remainder of the term that he/she was initially elected.

**Section 6:** The Vice President will be nominated & elected at the first Board meeting of the year from within the Board of Directors. He/she must have served one year or more on the Board and shall perform the duties of the President if the President is absent from any meeting. In the event that the office of President is vacated, the Vice President will fulfill the remaining term of the President. If for any reason the Vice President is unable to serve as President, the Board of Directors can vote a new President into office in accordance to Article III, Section 4. The requirements and term limits for the Vice President are the same as the President.

**Section 7:** The Secretary shall be nominated & elected at the first Board meeting of the year from within the Board of Directors. He/she shall keep the minutes of all meetings, and shall be ex-officio Secretary of all committees. He/she shall be required to make a report of the activities at each meeting of the Association and have such available for the Directors at the following meeting. He/she shall also be required to keep all minutes recorded and/or received from the previous meetings of previous years, to be the sole property of the Board of Directors. The Secretary shall turn over to his/her successor the complete and accurate records of all transactions & minutes within 30 days of the new Secretary taking office.

**Section 8:** The treasurer shall be nominated & elected at the first Board of Directors meeting of the year from within the Board of Directors. The Treasurer shall keep and safeguard the records and funds of the Association, to be the sole property of the current Board of Directors. He/she shall be required to provide a copy of current bank statements and a profit and loss statement at each Board meeting. The Treasurer is required to turn over all records to his/her successor within 30 days of the new Treasurer taking office.

**Section 9:** The Board of Directors shall be empowered by the membership at large to transact any business or decide policies. The Board of Directors may hold meetings at any time or place for any purpose pertaining to the welfare of the Association. The President or a quorum of Directors may call meetings. The quorum of Directors shall consist of one half of the current Board of Directors plus one to be present at the meeting. All meetings of the Board of Directors will be open to the membership, with the exception of any topics that may be considered in Executive Session and in confidence. Should any member or members wish to address the Board, he/she shall submit the matter in writing to the Board and request a time to address the Board at a meeting. The Board shall at the beginning of a meeting set an agenda, which allocates a specific time and time limit for that address. The matters brought forth to the Board will be addressed no later than the following Board of Directors meeting.

**Section 10:** Roberts Rules of Order shall govern the conduct of Board of Directors meetings.

Bylaws amended March 3, 2018.