

**South Carolina Walking Horse Association
Governing By-Laws**

Article I - Association

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

Section 2: Purposes: The Association is organized for the purposes of:

- a) Exhibiting Tennessee Walking Horses registered in the Tennessee Walking Horse Breeders and Exhibitors Association, and other gaited horses.
- 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.
- 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: Place of Business: The principal place of business of the Association shall be listed as the address of record with the Secretary of State

Section 4: Membership: 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: Seal: The corporate seal of the Association shall have inscribed thereon the name of the Association with the words "Corporate Seal."

Section 6: Amendment of Bylaws: 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 or electronically.

Section 7: Conflicting Provisions: All preceding conflicting by-laws or regulations will be repealed when an amendment takes place.

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Article II – Members and Membership

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

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

Section 3: Membership; Dues: 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 from January 1st to December 31st. 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.
- **Academy Membership**- Academy memberships shall be issued to members 17 years of age and under. Academy memberships allow the students to show the horse owned by the academy for points within the High point program. Academy members do not have voting rights and will only benefit from the high point program. Academy memberships also fill the membership requirement for scholarship eligibility.

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

Section 5: Voting Rights: Members (in good standing) in the Association shall obtain voting rights when they apply for membership prior to April 30th of each year. Members shall be sent a ballot for the election of the directors 30 days prior to the Awards Banquet.

Section 6: Annual Meeting: 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: Quorum: Members present at any general membership meeting shall constitute a quorum.

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Section 9: Voting Methods: There shall be no proxy votes in the Association. However, votes may be conducted by electronic means, if deemed sufficiently secure by the Board. Acceptable forms include emails and text messages. All electronic votes taken by the board of directors must be submitted to the President and/or the Secretary via email and/or text message communication.

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

Article III-- Board of Directors and Officers

Section 1: Composition of Board: 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 calendar year for the following year. To qualify as a nominee, he/she must be a current member, over the age of 18 and must have joined prior to April 30th of the year nominated. Any nominees that were not elected to the Board will serve as alternates, being ranked by the number of votes received. If the alternates are depleted, the Board has the authority to appoint any member at large in good standing to fill any vacancy.

Section 2: Term; Re-Election: 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.

Section 3: Attendance: 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 contact the director directly in question to determine the cause of the absences. If the Board of Directors determines that the absences are unexcused, the Board member shall be relieved of his/her position.

Section 4: Election of President; Duties: 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 at some previous time. 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 1st of the calendar year for which they were elected. The President may be re-elected for a consecutive term for a total of three 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 with the By-Laws and other rules and regulations of the Association. He/she shall be an ex-officio member of all committees.

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Section 5: Past President as Advisor: 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 for which he/she was initially elected.

Section 6: Election of Vice-President; Duties: 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 at some previous time. He/she shall perform the duties of the President if the President is absent from any meeting. If 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 with Article III, Section 4. The term limits for the Vice-President are the same as the President.

Section 7: Election of Secretary; Duties: 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 the 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. The secretary shall be charged with ensuring the integrity of the voting protocols in relation to the association. The secretary shall safeguard all records pertaining to voting.

Section 8: Election of Treasurer; Duties: The Treasurer shall be nominated and 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: Conduct of Board Meetings: 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.