

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

*Amended January 09, 2010*

## **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 exhibiting Tennessee Walking Horses registered in the Tennessee Walking Horse Breeders and Exhibitors Association to encourage and promote the exhibition of Tennessee Walking Horses and declare 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. This association will promote and sponsor ride-a-thons and any other outside activities and events to create enthusiasm, use and pleasure from riding of Tennessee Walking Horses as the Association deems advisable.

**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. Membership cards shall be signed by the President and Secretary of the Association.

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

**Section 6:** Any by-laws may be amended at any regular or called meeting of the members upon 30 days written notice of each member of record.

**Section 7:** All preceding conflicting by-laws or regulations are hereby repealed.

## **Article II Officers**

**Section 1:** The Board of Directors shall consist of a working board of fifteen (15) active members in good standing elected by the majority vote of the general membership at the final annual meeting of the Association. Election shall be by secret ballot. Prior to the election, each nominee will sign an affidavit stating they have read the SCWHA By-laws, understand the requirement for Board Meeting attendance and expected to participate in the planning, fund raising and running of the SCWHA State Championship show.

**Section 2:** The Board of Directors meets approximately 6 to 8 times per year. All Board Members are expected to attend all meetings. Any Board Member missing two consecutive meetings per calendar year shall come under review by the Board of Directors to determine status of membership on the Board. The President will contact the Board Member to determine the cause of the absenteeism. When the Board Member reaches a second absence, they will be contacted by telephone; or if necessary, in writing by the President. The Board Member will be required to respond to the President with 10 days of notification. Any resigning Board Member shall have his/her position filed by their successor in accordance with the By-Laws. It is the responsibility of the Board Member to contact the President regarding all absenteeism.

**Section 3:** 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. A term limit of two consecutive regular terms (six years) shall be set for all the Board of Directors. As an ex-member of the Board, he/she shall be eligible for re-election after a minimum of one year.

**Section 4:** The immediate past president of the Association shall serve as advisor to the Board of Directors.

**Section 5:** The fiscal year of the Association shall be from January 1<sup>st</sup> to December 31<sup>st</sup>. The Awards Banquet will serve as the final annual general membership meeting. The meeting will take place after the end of the fiscal year.

**Section 6:** The President shall preside at all meetings of the Association and of the Executive Committee and conduct the business of the Association in accordance with the By-Laws and other rules and regulations of the Association. He/She shall be ex-officio member of all committees. The President will be elected at the final board meeting of the year. He/She will be elected from the current Board of Directors, must have had at least one year experience on the board and must have at least one year left on his/her term. The President will serve a one year term with one re-election making a total of two terms. He/She will be eligible for re-election after one year out.

**Section 7:** The Vice President shall perform the duties of the President when the President is absent from any meeting. The requirements and term limits for the Vice President are the same as the President.

**Section 8:** The Secretary 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. He/She shall also be required to turn over 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 is elected at the first Board of Directors' meeting of the year and must be a current Board Member.

**Section 9:** The Treasurer shall keep and safeguard the records and funds of the Association and he/she shall be required to provide a copy of the current bank statements and a profit and loss statement at each board meeting of the Association. The Treasurer is required to turn over all records from present and previous year's meetings to be the sole property of the current Board of Directors. The treasurer is elected at the first Board of Directors' meeting of the year and must be a current Board Member.

**Section 10:** 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. Meetings may be called by the President or a quorum of the Board of Directors. The quorum of the Board of Directors shall consist of one half of the board members plus one present at the meeting, and such a quorum shall decide upon any questions which may come before the meeting. All meetings of the Board of Directors will be closed meetings attended by the 15 appointed Directors. Any issues to be brought to the Board by a member of the Association must be submitted to a Board Member and will be addressed at the next scheduled board meeting.

**Section 11:** In the event the office of the President is vacated; the Vice President will complete the President's term. The Board of Directors will fill the vacated Vice President's office. All other vacancies will be filled by the Board of Directors.

**Section 12:** The nominating committee shall consist of five members, appointed by the Board of Directors. It shall be the duty of the committee to nominate regular members in good standing as candidates to be elected members of the Board of Directors. The election of the members of the Board of Directors shall proceed in accordance with these By-Laws.

**Section 13:** The order of business of the Board of Directors shall be:

1. Call to Order
2. Roll Call
3. Reading and disposal of minutes
4. Reading and disposal of Treasurer's Report
5. Report of Officers, Directors and Committees
6. Election (if any)
7. Unfinished Business
8. New Business
9. Adjournment

#### **Article III-Members**

**Section 1:** The annual meeting (Awards Banquet) of the members of the Association shall be held where designated and called by the President upon 15 days written notice to each member or at any time designated by a majority of the Board of Directors.

**Section 2:** All Board of Directors shall be elected by the members (in good standing) of the Association. The current Board of Directors shall mail a ballot to all members 45 days prior to the annual meeting (Awards Banquet). The ballots will be mailed back to a designated location and post marked no later than the date directed by the Board of Directors. The results shall be announced at the annual meeting (Awards Banquet).

**Section 3:** Members present at the annual membership meeting (Awards Banquet) shall constitute a quorum. The members present shall decide any question that may come before the annual meeting.

**Section 4:** There shall be no proxy votes in this Association.

**Section 5:** The order of business of the annual membership (Awards Banquet) shall be:

1. Call to order
2. Reading and disposal of minutes
3. Reading and disposal of Treasurer's Report
4. Report of Officers, Directors and Committees
5. Election (if any)
6. Unfinished Business
7. New Business
8. Adjournment

#### **Article IV-Membership**

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

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

**Section 3:** The President shall designate the Membership Chairperson or Treasurer to collect the annual dues.

**Section 4:** Each member shall pay annual membership dues as set forth by the Board of Directors.

**Individual Membership-**Individual membership shall be issued to such persons who have applied therefore 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 or to any office of the Association. Junior members shall not be eligible for any office of the Association until such member has reached the age of 18.

**Family Membership-**Family membership (including husband, wife and any children under the age of 18) may be issued on the same basis of qualifications and acceptance for member of a family holding this type of membership who is 18 years of age or over shall be eligible for election to the Board of Directors or any other office of the Association, but two votes shall pertain to each family membership.

**Section 5:** Annual 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.

**Section 6:** All annual dues must be paid by April 1<sup>st</sup> or persons will be dropped from the membership roll.

**Section 7:** An individual must be a member of the Association by the date of the annual Spring Fling of the prior year before voting status or eligibility to become a member of the Board of Directors is achieved.

**These By-Laws were amended at the Annual Membership Meeting on January 10, 2010.**