

BY-LAWS -- MID-SOUTH QUARTER HORSE ASSOCIATION, INC.

ARTICLE I - NAME

The name of this association shall be MID-SOUTH QUARTER HORSE ASSOCIATION, a not for profit corporation chartered under the laws of the STATE OF TENNESSEE.

ARTICLE II - OBJECTIVES

The objectives of this association shall be to promote interest in the American Quarter Horse through educational programs, competitive horse shows and team activities, and to take action as necessary to protect the rights of the members.

ARTICLE III - MEMBERSHIP

Section 1 - Qualifications for Membership

- a. Membership in this association will be extended to those applicants who:
 1. Complete the membership application form.
 2. Pay current dues.
- b. Membership shall become effective after the applicant's dues have been received by the Treasurer

Section 2 - Classes of Membership

- a. There shall be two (2) classes of membership - Individual & Family.
A family membership shall be entitled to two (2) votes, which may be cast by any two (2) members, parents and unmarried children less than eighteen (18) years of age in the same household.
- b. Any member whose dues and/or assessments have not been paid for a period of one (1) year is automatically terminated, and the member must apply as a new applicant.

Section 3 - Rights and Obligations of Members

- a. **Members are entitled to:**
 1. Review all notices, Bylaws, and standing rules (purposed amendment) provided on the website
 2. Inspect the association's records, at a reasonable time, upon request.
 3. Vote in association election, subject to limitation under "Elections" in the bylaws.
 4. Vote on all matters brought before the membership except those in which they have a direct or pecuniary interest.
 5. Have a hearing in case of suspension or expulsion for any cause other than non-payment of dues and/or assessments.
 6. To nominate or be nominated for office.
- b. **Members have an obligation to:**
 1. Be loyal to the association and its elected officer.
 2. Accept majority rule on decisions.
 3. Pay dues and assessments as approved by the membership.
 4. Attend all possible meetings, participate in discussions, submit proposals for action, and participate in voting (however, they cannot be required to vote).

5. Promote the objectives of the association.
6. Invite potential new members.
7. Resign from any office or appointment that they cannot carry out in good faith with the association's objectives.
8. Insist on enforcement of these bylaws and the rules of Parliamentary law.

ARTICLE IV - EXECUTIVE BOARD

Section 1 - The direction and supervision of the affairs of this association shall reside in its Executive Board, subject to the following limitations:

- a. Expenditures of, or commitments to spend, any amount not previously addressed by the Board prior to each show shall require approval of the Board.

Section 2 - The Executive Board shall be composed of the following (10) elected officers.

President
Vice President
Secretary
Treasurer
6 Directors

Section 3 - Meetings of the Executive Board will be called and presided over by the President, or they may be called by any five (5) members of the Board with reasonable notification to all others.

Section 4 - A quorum for meetings of the Executive Board shall be five (5). A majority of the legal votes cast at an Executive Board meeting with a quorum present shall be sufficient to pass any measure properly brought before the meeting.

Section 5 - Any officer may be replaced by the Executive Board for failure to attend three (3) unexcused consecutive meetings of the association or Executive Board.

ARTICLE V - ELECTION AND TERMS

Section 1 - The Officers shall be elected for a term of one (1) year or until their successors are elected. Terms will begin on the first (1st) day of January following election.

Section 2 - Regular elections shall be held in November each year with due notice to members and the date and place to be decided by the Executive Board.

Section 3 - The Executive Board shall select a Nominating Committee in November of each year. This committee shall consist of three (3) members, of which no more than one (1) may be from the present Executive Board. The President shall not be a member of the Nominating Committee nor shall he/she interfere with their search for able, willing candidates.

Section 4 - At the time of the election, and after the Nominating Committee has reported its slate of candidates, additional nominations from the floor shall be allowed. ALL nominees must agree to serve if elected before the votes are taken for that position. This agreement may be verbal if the nominee is present, or in their own handwriting, or by phone verification to a member of the Nominating Committee or by e-mailed to a member of the Nominating Committee

Section 5 - Election shall be by the Australian ballot (all offices and nominees on one (1) ballot). In offices with more than two (2) candidates, a majority of the legal votes cast shall elect. In case of a tie vote, or when no majority can be attained, then balloting shall continue until it appears that there is a deadlock, in which case, the membership may vote to recess or hold an adjourned meeting in an attempt to secure more voting members, or they may vote to decide the election to that office by casting of lots by the candidates involved.

Section 6 - Only members whose dues have been paid as of September of the current year shall be eligible to vote in elections. The Secretary shall have at the election meeting an accurate list of the paid-up members for verification.

Section 7 - No absentee ballots shall be allowed. Proxy voting is allowed only in elections. Members eligible to vote may designate their proxy to another member who is eligible to vote, however, no proxy holder may vote more than three (3) proxies. No proxy holder shall transfer any proxy to another member. Proxy form must be signed with a clearly identifiable signature and the member's name printed or typed underneath the signature. Each form must be authenticated by the Election Committee for minutes of the meeting

Section 8 - All elected Offices shall have paid their dues by the first horse show of the new year or forfeit their office and a replacement elected. All Officers must be at least 18 years of age.

Section 9 - If a vacancy should occur in the Executive Board, the balance of the term shall be filled by appointment of the President with approval of the Executive Board.

Section 10 - Only one (1) director can be elected from each family membership or individual memberships of the same mailing.

ARTICLE VI - DUTIES OF OFFICERS

Section 1 - President - The duties of the President are:

- a. To call and preside over all meetings of the Executive Board and the membership.
- b. To administer the operation of the association as directed by bylaws, and other actions of the Executive Board and the membership.
- c. To appoint such committees and task forces as necessary to carry out actions.
- d. To act as ex-officio member of all committees except the Nominating committee.
- e. To sign checks.
- f. To possess a master set of association bylaws to be passed on to his successor.
- g. To perform such other duties as are customary to the office.

Section 2 - Vice President - The duties of the Vice President are:

- c. To act as President in the absence of the President, except that the Vice President cannot modify or change rules or customs established by the President.
- d. To become President automatically upon the death or resignation of the President. In case of the President's extended absence or suspension, the Executive Board shall meet and authorize the Vice President to the position of Acting President until (1) the President returns (2) the annual election, or (3) a special election is called by the Executive Board to fill the position.
- e. To sign checks.
- f. To perform such other duties as may be assigned from time to time.

Section 3 - Secretary - The duties of the Secretary are:

- a. To make and maintain a permanent record of minutes of all membership and Executive Board meetings (including motions and their disposition, important actions taken and reports) and to furnish copies promptly to the President and Vice President.
- b. To have available at every meeting an updated copy of the minutes, bylaws, standing and special rules, current membership list, list of committees and committee person, and a copy of the Parliamentary authority specified in these bylaws.
- c. To maintain a current list of members in good standing and to furnish a copy to the President.
- d. To tabulate and publish point standings and year-end award winners on the website.
- e. To coordinate with Web Master all communications to be posted to the website and insure website is kept up to date.
- f. To maintain correspondence and permanent file of letters with Headquarters of the AQHA, as well as other correspondence of a permanent nature.
- g. To maintain a master set of association's Charter of Incorporation, bylaws and standing special rules in a special binder.
- h. To pass on all records of the office to his/her successor by the end of his/her term of office.
- i. To call any meetings to order in the absence of the President and Vice President and to hold an election for a temporary chairperson, then relinquishing the floor to the new chairperson pro tem.
- j. To furnish proper notice of meetings to the members of executive Board as appropriate.
- k. To send out all official notices.

Section 4 - Treasurer - The duties of the Treasurer are:

- a. To be custodian of the association's funds in a bank authorized by the Executive Board.
- b. To maintain up to date financial statement and make it available for inspection at any reasonable time upon request by any member.
- c. To pay bills authorized by the Executive Board or membership.
- d. To make an abbreviated report of assets and liabilities at each meeting of the membership and the Executive Board with copies to the President and the Secretary.
- e. To sign checks
- f. To secure new signatures on the bank's authorized signatures cards whenever there is to be a change in the signatures.
- g. To cooperate with the President in the annual December audit and January report of the financial

accounts of the association. A non-member auditors(s) may be utilized when authorized by the Executive Board of the membership.

- h. To turn over all financial records to his successor by the end of their term.
- i. To call any meeting to order in the absence of the President, Vice President, and the Secretary and to hold an election for a temporary chairperson pro tem, then relinquishing the floor to then new temporary chairperson.
- j. Provide any form required by Federal government for payment of duties rendered to the Federal and/or state and to individual rendering the duties.

Section 5 - Directors - The duties of the Directors are such as may be assigned from time to time by the members of the Executive Board.

ARTICLE VII - MEMBERS

Section 2 - Regular meetings shall consist of any necessary business, committee reports, and educational programs.

Section 3 - Special meetings may be called by the President or the Executive Board. The purpose of these meetings shall be stated in the notification and only this stated business may be transacted at the special meeting. Except in cases of emergency, at least three (3) days notice shall be given.

Section 4 - A quorum for any regular or special meeting of the membership shall be at least ten (10) members entitled to vote.

ARTICLE VIII - PARLIMENTARY AUTHORITY

Section 1 - The four basic principles of Parliamentary law are:

- Courtesy and Justice for all;
- Consider one thing at a time;
- The minority must be heard!
- The majority must prevail!

Section 2 - The rules contained in Robert's Rules of Order Newly Revised 1970 Revision shall govern this association in all cases not covered by the Charter of Incorporation, these bylaws, and any standing rules of order adopted by the association.

- a. Standing rules are those operating procedures of a semi-permanent nature established by the membership or the Executive board and can be adopted at any meeting by a majority of legal votes cast. (They may be suspended for a meeting by majority of legal votes cast). To resend or amend them requires a two-thirds (2/3) vote at a meeting or a majority vote if previous notice given.

Section 3 - The advice of a non-member certified, or registered Parliamentarian may be engaged at the discretion of the President or the membership.

ARTICLE IX - AMENDMENT OF BYLAWS

Section 1 - These bylaws may be amended by two-thirds (2/3) of legal votes cast by members in good standing at any regular or special meeting provided that the proposed amendment has been submitted in writing to the membership at least twenty (20) days before the meeting.

Section 2 - Bylaw amendments adopted shall be published on the association website as soon as possible after adoption.

Section 3 - Two permanent master copies of the bylaws shall be maintained by the President, and the Secretary and passed forward to their successors.

Section 4 - When copies of the entire set of bylaws are issued to members, they shall bear the date of the last amendment.

Adopted: March 17, 1980

Revision: September 21, 2006

Revision: December 8, 2009

Amended: November 27, 2020