

**AMENDED AND RESTATED BYLAWS OF  
THE AMERICAN SADDLEBRED HORSE ASSOCIATION OF GEORGIA, INC.**

**Article I – Organization**

- A. **Name of the Organization**  
The name of this organization shall be the THE AMERICAN SADDLEBRED HORSE ASSOCIATION OF GEORGIA, INC. (the “Association”).
- B. **Corporate Standing**  
This Association is incorporated under the laws of the State of Georgia as a nonprofit corporation and is in good standing with the Office of the Georgia Secretary of State.
- C. **American Saddlebred Horse Association Charter Club**  
This Association is a Charter Club of the American Saddlebred Horse Association and shall abide by all applicable rules and regulations thereof.

**Article II – Purposes**

The purpose of the Association are:

- (i) to safeguard the integrity of the American Saddlebred breed;
- (ii) to promote the use of Saddlebreds; and
- (iii) to expand the public’s knowledge of American Saddlebred horses.

**Article III – Membership**

- A. **Membership**
- 1. Membership in this Association shall be open to all persons interested in the American Saddlebred Horse breed.
  - 2. A Member is a person or entity who:
    - a. has applied for membership on an application provided by the Association;
    - b. whose annual membership dues are current; and
    - c. who is in good standing with the Association.

## B. **Membership Categories**

Membership shall be divided into the following categories:

1. Senior Members – Senior Members are those individuals eighteen (18) years and older.
2. Junior Members – Junior Members are those individuals seventeen (17) years and under as of November 1 of the Membership Year.

Junior Members are not entitled to vote on Association matters, except those explicitly permitted by these Bylaws.

3. Family Members – Family Members shall be defined as parents, and their minor children who have not reached their eighteenth (18) birthday.

Family Members shall be entitled to two votes as long as the voters have reached their eighteenth (18) birthday prior to November 1 of the Membership Year.

At the option of the Family Member, the two votes may be assigned to the same person.

4. Organizational Members. Organizational Members are entities, other than individuals, that have met the membership requirements described herein.

Organizational Members shall be entitled to one vote by a representative who has reached his/her eighteenth (18) birthday prior to November 1 of the Membership Year.

Each Organization Member must identify its representative before January 1 each year.

## C. **Membership Year**

1. The Membership Year shall begin on the first day of November and end on the last day of October of each year.
2. Memberships must be renewed each year on an application provided by the Association.
3. Renewing Members whose annual membership dues are not received by the Association at or before the Annual Meeting will be dropped from the membership at the Annual Meeting and immediately will lose all rights

and privileges of membership in the Association, including the right to vote for Directors of the Association.

4. New Members, including former Members dropped from the membership for non-payment of annual membership dues, may apply for membership in the Association at any time during the Membership Year.

**D. Member Addresses**

Each Member shall provide the Association with a mailing address and, if available, an email address. It shall be the responsibility of each Member to report mailing or email address changes to the Association.

**E. Amount of Annual Membership Dues**

The amount of annual membership dues may be adjusted by a simple majority vote of the Board of Directors.

**F. Disciplinary Action**

1. The Board of Directors, upon two-thirds (2/3) majority vote, may suspend or terminate the membership of any Member at any time if the Board of Directors determines that the Member has not complied with the provisions of these Bylaws.
2. The Board of Directors may take disciplinary action against a Member only after providing the Member with reasonable notice and holding a hearing at which the Member shall have a reasonable opportunity to present evidence in his/her defense.
3. Before any action by the Board of Directors under this Section, the matter shall first be considered by the Ethics Committee. Pursuant to its duties as described in these Bylaws, the Ethics Committee shall seek to resolve the alleged non-compliance before it is formally addressed by the Board of Directors.

**Article IV – Meetings**

**A. Quorum**

A quorum of the Board of Directors must be present to conduct business at any meeting held pursuant to these Bylaws, including the Annual Meeting and all meetings of the Board of Directors. A simple majority of the Board of Directors shall constitute a quorum.

**B. Representation of Diverse Constituencies**

The Organization shall endeavor to select Directors such that the interests of all Members are well represented.

**C. Voting and Proxy**

Any vote of a member of the Association may be given by such member in person or by proxy in writing. Said proxy shall be filed with the Recording Secretary of the meeting before being voted. Said proxy shall entitle the holders thereof to vote at any and all adjournments of such meeting, but shall not be valid after the final adjournment thereof.

**C. Notice**

Notice of any meeting conducted pursuant to these Bylaws shall be provided to each Member in person, by telephone or in a writing delivered personally, mailed, emailed or transmitted by facsimile. Such notice shall state the date, time, location and purpose of the meeting.

**D. Annual Meeting**

1. The Annual Meeting of the Association shall be held each year on a date and at a time and location established by the Board of Directors.
2. Notice of the Annual Meeting shall be provided to Members of the Association not less than twenty (20) days prior to the date of the Annual Meeting.

**E. Regular Meetings**

1. Regular meetings of the Board of Directors shall be held at a time and location established by the Board of Directors.
2. The Board of Directors may vote by simple majority to change the date of regular meetings.
3. Notice of regular meetings of the Board of Directors shall be provided to Members of the Association not less than ten days prior to the date of each regular meeting.

**F. Special Meetings**

1. Special meetings of the Board of Directors may be called at the request of the President or any five Directors.

2. The date, time, location and purpose of each special meeting shall be established by the person(s) to call the meeting.
3. Notice of special meetings of the Board of Directors shall be provided to Members of the Association not less than ten (10) days prior to the date of each special meeting.
4. Under extraordinary circumstances, the President may schedule a meeting with less than ten (10) days notice (“Emergency Meeting”). In the event of an Emergency Meeting, the Corresponding Secretary shall issue notice of the Emergency Meeting as soon as possible.

**G. Telephonic Meetings**

Meetings of the Board of Directors may be held by telephone conference or by other means of communication whereby all Directors participating in the meeting can hear each other simultaneously. Participation in a meeting by telephone conference or by other permissible means of communication shall constitute presence at the meeting for purposes of these Bylaws.

**H. Meeting Minutes**

Minutes shall be kept of each meeting conducted pursuant to these Bylaws, and shall be transcribed within thirty (30) days of the date of such meeting. Copies of meeting minutes shall be made available to any Member of the Association upon written request.

**Article V - Board of Directors**

**A. Qualifications of Directors**

Directors must be Senior Members or representatives of Organizational Members of the Association as described in Article III B(4) and must be in good standing with the Association.

**B. Number of Directors**

1. The Board of Directors shall consist of seventeen (17) members.
2. The Georgia Chapter of the United Professional Horseman’s Association shall appoint a member of that organization who is a Member of this Association to be a member of the Board of Directors.
3. The immediate past president of this Association shall be a member of the Board of Directors.

4. The five (5) Officers elected pursuant to Article VI shall be members of the Board of Directors.
5. Ten (10) other Members of the Association shall be elected to serve two (2) year terms on the Board of Directors.
6. The ten (10) elected Directors shall be divided into two (2) groups with five (5) Directors in each, consistent with Article V, C. The Association shall conduct elections each year to fill the expiring Director positions.

**C. Term of Office for Directors**

1. Each Director shall be elected for a term of two (2) years.
2. A Director whose term has expired may continue to serve until his/her successor takes office.
3. To the extent possible, terms shall be staggered so that the terms of only one group of five (5) Directors expire each year.

**D. Election of Directors**

At the Annual Meeting, the Association shall elect members of the Board of Directors who shall hold office for a period of two (2) years. The term begins on November 1 following the Annual Meeting. The term shall end two (2) years thereafter or until their respective successors have been duly elected and qualified, or unless otherwise terminated sooner under provisions in the Bylaws.

**E. Powers and Authority of the Board of Directors**

All property and affairs of the Association shall be managed by the Board of Directors. The Board of Directors shall exercise all of the powers of the Association, subject to any restrictions imposed by law, the Articles of Incorporation of the Association or these Bylaws. The Board of Directors is authorized to act in the name of the Association only when convened in accordance with these Bylaws.

**F. Vacancies on the Board of Directors**

Any vacancies on the Board of Directors shall be filled for the balance of the unexpired term by a two-thirds (2/3) majority vote of the Board of Directors.

**G. Compensation**

No Director of the Association shall, by reason of his/her office, be entitled to receive any salary or compensation from the Association, but nothing herein shall

be construed to prevent a Director from receiving compensation from the Association for duties performed other than as Director so long as such compensation is authorized by a simple majority vote of the disinterested Directors.

**H. Chairperson of the Board of Directors**

The President of the Association, by virtue of his/her office, shall be Chairperson of the Board of Directors.

**I. Voting by Directors**

1. Each Director shall be entitled to one vote on the Board of Directors.
2. Any vote of a Director may be given by such Director in person or by proxy as described in Article IV, B.

**J. Removal of Directors**

1. Any Director may be removed from office by a unanimous vote of the disinterested Directors.
2. Prior to any vote for removal, a Director shall be provided with reasonable notice and a hearing will be held at which the Director shall have a reasonable opportunity to present evidence in his/her defense.

**Article VI – Officers**

**A. Qualifications of Officers**

1. Only members who are eligible to vote on Association matters may serve as Officers.
2. To provide for executive continuity, the nominee for President will have served a term as Officer or member of the Board of Directors prior to his/her election as President.

**B. Number of Officers**

There shall be five (5) officers: a President, Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer of the Association.

**C. Term of Office**

1. Each Officer shall be elected for a term of one (1) year.

2. An Officer whose term has expired may continue to serve until his/her successor takes office.

**D. Election of Officers**

At the Annual Meeting, the Association shall elect a President, Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer who shall hold office for a period of one (1) year beginning November 1 of the year after which they were elected. The term shall end on October 31 of the following year or until their respective successors have been duly elected and qualified, or unless otherwise terminated sooner under provisions in the Bylaws.

**E. Powers and Authority of Officers**

The Officers of the Association shall have the following powers, authority and duties:

1. President

- a. The President shall be the chief executive officer of the Association and the Chairperson of the Board of Directors.
- b. The President shall, when present, preside at meetings of the Board of Directors.
- c. The President shall, in general, be responsible for enforcing observance of all policies established by the Board of Directors.
- d. Except as otherwise provided in the Articles of Incorporation of the Association or these Bylaws, the President may appoint Executive Committees, consisting of any Officer(s) or other Director(s), and other Committees, consisting of any Senior Member(s), for such purposes as delegated by the President.
- e. The President shall appoint the Chairperson of any and all Committees and shall specify the duties of each Chairperson.
- f. The President may execute, together with the Recording Secretary or any other Officer duly authorized by the Board of Directors, contracts or other instruments authorized by the Board of Directors to be executed, except where such execution is in conflict with applicable law or expressly has been delegated by the Articles of Incorporation of the Association, these Bylaws or the Board of Directors to another Officer or agent of the Association.

- g. The President, with the assistance of the Recording Secretary, shall properly complete, keep and file all books, reports, papers, certificates and other records of the Association as required by law, the Articles of Incorporation of the Association or these Bylaws.
- h. The President shall see that an annual financial review of the Association, as required by the American Saddlebred Horse Association, be performed by the Treasurer.
- i. The President shall have such other and further powers and authority as may reasonably be construed as belonging to the chief executive officer of any organization.
- j. The Organization shall seek, but shall not mandate, a term limit such that no one serves as President for more than two consecutive terms.

2. Vice President

- a. The Vice President shall, in the event of any absence or inability of the President to serve in office, perform the duties of the President, and when so acting shall have all the powers and authority and be subject to the same restrictions imposed upon the President as if the Vice President had been duly elected President under these Bylaws.
- b. The Vice President shall be responsible for obtaining facilities to hold meetings.

3. Recording Secretary

- a. The Recording Secretary shall be the official custodian of records of the Association, and shall assist the President in properly completing, keeping and filing all books, reports, papers, certificates and other records of the Association as required by law, the Articles of Incorporation of the Association or these Bylaws.
- b. The Recording Secretary shall have charge of the record and the seal of the Corporation and shall have in general the power to perform all duties incumbent to the office of Recording Secretary of the Association.
- c. The Recording Secretary shall record the minutes of all meetings.

4. Corresponding Secretary

- a. The Corresponding Secretary shall attend to all correspondence of the Association and shall present copies of such correspondence at meetings of the Association.
- b. The Corresponding Secretary shall provide notice to Members of the Association, Directors and Officers as required under these Bylaws.

5. Treasurer

- a. The Treasurer shall be the principal accounting and financial Officer of the Association.
- b. The Treasurer shall have charge of all monies and securities of the Association, and shall be solely responsible for such monies and securities.
- c. The Treasurer shall receive and retain all receipts of the Association.
- d. The Treasurer shall receive and give receipts for monies due and payable to the Association, from any source, and shall deposit such monies in the name of the Association in banks, trust companies, or other depositories selected in accordance with these Bylaws.
- e. The Treasurer shall be a signatory on all checks, drafts, other orders of payment of money, notes or other evidence of indebtedness issued in the name of the Association.
- f. The Board of Directors shall approve all bills over Five Hundred Dollars (\$500.00) and both the President and the Treasurer shall sign all checks for amounts over One Thousand Dollars (\$1,000.00).
- g. The Treasurer shall prepare and present to the Board of Directors a written account of the finances of the Association for each Board meeting, and shall perform all other duties incident to the office of Treasurer of the Association.
- h. The Treasurer shall prepare a budget and see that an annual financial review of the Association, as required by the American Saddlebred Horse Association, be performed.

**F. Compensation**

No Officer of the Association shall, by reason of his/her office, be entitled to receive any salary or compensation from the Association, but nothing herein shall be construed to prevent an Officer from receiving compensation from the Association for duties performed other than as an Officer so long as such compensation is authorized by a simple majority vote of the disinterested Directors.

**G. Removal of Officers**

Any Officer may be removed from office by a two-thirds (2/3) majority vote of disinterested Directors, when sufficient cause exists for such removal. Sufficient cause shall include, but not be limited to, activities that grossly undermine the purposes of the Organization. Prior to any vote for removal, an Officer shall be provided with reasonable notice and a hearing held at which the Officer shall have a reasonable opportunity to present evidence in his/her defense.

**H. Vacancies**

A vacancy in any Officer position of the Association shall be filled by the Board of Directors and those so appointed shall serve until their successors have been duly elected and qualified except as otherwise provided therein.

**Article VII – Committees**

The Chairperson of all standing committees shall be appointed by the President and may be a member of the Board of Directors but must be a member of the Association.

**A. Ethics Committee**

**1. Purpose of Ethics Committee**

- a. The Ethics Committee shall seek to assure that the actions of Members, including Officers and Directors, comport with these Bylaws.
- b. Before a Member, Officer or Director is subject to Board actions under Articles III(F), V(J), or VI(G) of these Bylaws, the Ethics Committee shall seek to communicate with the relevant Member, Officer, or Director regarding alleged activities that might lead to action under Articles III(F), V(J), or VI(G) and shall attempt to remedy the activity that has raised the potential for discipline or removal.

- c. The Ethics Committee shall seek to address and remedy potential violations of the Association's Conflict of Interest policy before the alleged violation is considered by the Board of Directors.
- d. The Ethics Committee shall be available for Members to report violations of these Bylaws or other Association policies in a confidential manner.

2. Ethics Committee Membership

- a. The Chairperson of the Ethics Committee may, at his/her discretion, appoint additional members to the Ethics Committee.
- b. The Chairperson of the Ethics Committee shall notify the President within thirty (30) days of the addition of a member to the Ethics Committee.
- c. The number of members on the Ethics Committee shall be left to the discretion of the Chairperson of the Ethics Committee.

3. Confidentiality of Ethics Membership Activities

- a. Meetings of the Ethics Committee shall be closed to those who are not on the Ethics Committee, except as provided herein.
- b. The contents of meetings of the Ethics Committee shall be deemed confidential. The President and members of the Ethics Committee shall be the only individuals with access to this information, except as provided herein.
- c. The President may attend meetings of the Ethics Committee.
- d. A Member, Director, or Officer who is alleged of acting in a manner that could prompt actions pursuant to Articles III(F), V(J), or VI(G) of these Bylaws may attend meetings related to his/her alleged actions.
- e. A Member, Director, or Officer who is alleged of acting in a manner that could prompt actions pursuant to Articles III(F), V(J), or VI(G) of these Bylaws may waive confidentiality of Ethics Committee information related to his/her alleged actions.
- f. Confidentiality of information produced or derived by the Ethics Committee is waived if it is presented to the Board of Directors as part of the processes described in actions pursuant to Articles III(F), V(J), or VI(G) of these Bylaws.

**B. Junior ASHAG Committee/Junior Members Committee**

1. Junior ASHAG is intended to promote the enjoyment of American Saddlebreds by Junior Members.
2. All Junior Members may be members of Junior ASHAG.
3. Officers
  - a. The following Officer positions shall be filled by members of Junior ASHAG: President, Vice President, and Secretary
  - b. The ASHAG President shall select an ASHAG Member to serve as Advisor and Treasurer for Junior ASHAG.
4. Election of Officers
  - a. On the same day and at the same location that the Organization selects its Officers and Directors, Junior ASHAG shall elect its Officers.
  - b. In order to be eligible to vote for Junior ASHAG officers or to be elected a Junior ASHAG Officer, one must be a member in good standing of Junior ASHAG, with all dues paid.
  - c. The President, Vice President, and Secretary positions shall be elected by secret ballot. Each Junior ASHAG member is permitted to vote for one (1) individual for each officer position.
  - d. No more than one (1) Officer shall ride at any individual barn. "Riding at a barn/stable" shall mean: (1) take lessons at the barn/stable, (2) own a horse boarded at the barn/stable, or (3) be related to anyone who works at the barn/stable.

**C. Nominating Committee**

1. The Nominating Committee shall seek and identify qualified candidates for Board of Director and Officer positions.
2. On or before September 1 of each year, a Nominating Committee consisting of five (5) Members shall be appointed by the Board of Directors.

3. The Nominating Committee shall nominate Members of the Association over eighteen (18) years of age, and in good standing with the Association to be elected Members of the Board of Directors and possible Officers of the Association.
4. The Nominating Committee's recommendations shall be presented to the Membership at least thirty (30) days before the election.
5. Nothing herein contained shall prevent nominations from the floor for the election of Members of the Association in good standing. Upon the closing of nominations, the election of the Members of the Board of Directors and Officers shall proceed in accordance with these Bylaws.
6. Nominations from the general Membership also shall be accepted.

**D. Horse Show Committee**

1. Purpose of Horse Show Committee
  - a. The Horse Show Committee shall identify and approve certain horse shows that the Association will sanction and endorse. These sanctioned shows shall be used for identifying high point winners within the Association's membership each year.
  - b. The Horse Show Committee shall record and compute points earned at Association sanctioned horse shows for the purpose of determining the annual Association high point winners each year.
2. Horse Show Committee Membership
  - a. The President shall nominate Members to the Horse Show Committee, including a Chairperson for the committee.
  - b. The Board shall have the authority to approve the nominees with a simple majority vote.
  - c. The number of members on the Horse Show Committee shall be left to the discretion of the President.

**E. Ad Hoc Committees**

The Board of Directors may establish ad hoc committees, including but not limited to committees for publicity, as it may deem necessary.

**F. The Duties of Committees**

The powers and duties of each committee shall be defined by these Bylaws and by the Board of Directors of the Association. All actions of the Committees shall be subject to the approval of the Board of Directors and the Committee shall unless otherwise so stated, report to the Board of Directors through the President of the Association.

**Article VIII - Conduct of Directors, Officers, and Committee Members**

**A. Discharge of Duties**

A Director, Officer, or Committee Member shall discharge his/her duties to the Association:

- (i) in good faith;
- (ii) with the care a reasonably prudent person would exercise under similar circumstances; and
- (iii) in a manner he/she reasonably believes to be in the best interest of the Association.

**B. Duality of Interest**

1. Any duality of interest on the part of any Director, Officer, or Committee Member shall be disclosed promptly to the Board of Directors.
2. A Director, Officer, or Committee Member having a duality of interest with respect to a particular matter shall not vote or otherwise influence that matter, but shall be counted for purposes of determining a quorum for any meeting of the Board of Directors at which the matter is considered or voted upon.
3. The minutes of any such meeting shall reflect that a duality of interest with respect to a particular matter was disclosed by the interested Director, Officer, or Committee Member, that the interested Director, Officer, or Committee Member abstained from voting on the matter and that a quorum was present at the meeting with the inclusion of the interested Director, Officer, or Committee Member.
4. Each Director, Officer, or Committee Member of the Association shall be advised of his/her obligations upon taking office.

**C. Good Faith Reliance on Information**

In the discharge of any duties to the Association, a Director, Officer, or Committee Member is entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, if prepared and presented in accordance with applicable law, the Articles of Incorporation of the Association and these Bylaws by:

(i) another Director, Officer, or Committee Member of the Association whom he/she reasonably believes to be reliable and competent;

(ii) legal counsel, a public accountant or other person whom he/she reasonably believes to be reliable and competent, and to possess appropriate experience or expertise; or

(iii) A Director, Officer or Committee Member is not acting in good faith if he/she has knowledge making reliance unwarranted.

**D. Loans to Directors or Officers Prohibited**

No loans shall be made by the Association to any of its Directors, Officers, or Committee Members. Any Director, Officer, or Committee Member who assents to or participates in the making of any loan in violation of this Paragraph shall be personally liable to the Association for the full amount of the loan.

**E. Unlawful Distributions**

Any distribution made in violation of applicable law, the Articles of Incorporation of the Association or these Bylaws shall be deemed an Unlawful Distribution for the purposes of these Bylaws.

**Article IX – Finances**

**A. Fiscal Year**

The Association's fiscal year shall begin on the first day of May and end on the last day of April of each year.

**B. Indebtedness**

No loan shall be contracted on behalf of the Association. No evidence of indebtedness shall be issued in the name of the Association unless authorized by the Board of Directors.

C. **Payments**

All checks, drafts, other orders of payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by the Treasurer subject to the limitations set in Article VI, E(5).

D. **Expense Reimbursement**

Any expense authorized by the Board of Directors may be reimbursed by the Association only upon petition to the Treasurer for such reimbursement. A valid petition to the Treasurer must include written receipts of the expenses for which reimbursement is sought.

**Article X – Miscellaneous**

A. **Seal**

The seal of the Association shall be in circular form and shall have inscribed thereon the name of the incorporation and the word “SEAL”. Said seal may be used by causing it, or a facsimile thereof, to be impressed or affixed, or otherwise reproduced.

B. **Amendments to Bylaws**

These Bylaws may be altered, amended or repealed by and only by the members of the Association in the following way:

Notice of the proposed alteration, amendment or repeal shall be given in the notice of the meeting of the general membership whether such meeting be annual or special, and it shall be done at such meeting by the affirmation vote of two-thirds (2/3) of those general members present and voting.

C. **Dissolution of the Association**

In the event of dissolution of the Association, all funds, assets and other property of the Association shall be distributed at the direction of the Board of Directors and in accordance with applicable law. Such distribution shall be accomplished within six months of dissolution of the Association.

As amended and adopted by the Board of Directors, \_\_\_\_May\_\_\_\_ 2009.