

BYLAWS OF THE AMERICAN SADDLEBRED HORSE ASSOCIATION OF GEORGIA, INC.

Accepted by a vote of the General Membership as of December 31st 2019

ARTICLE I – ORGANIZATION

Organization Name - The name of this organization shall be THE AMERICAN SADDLEBRED HORSE ASSOCIATION OF GEORGIA, INC. (referred to herein as “ASHAG” or “the Association”).

Corporate Standing - ASHAG is incorporated as a not-for-profit organization under the laws of the State of Georgia, and will remain in corporate standing via annual registration with the Georgia Secretary of State.

Association Affiliation - ASHAG is a recognized Charter Club of the American Saddlebred Horse Association (ASHA), and shall abide by any and all applicable processes, rules and regulations thereof.

Fiscal Year - The financial accounting year of the Association shall begin on the first day of January and end on the last day of December of each year, in accordance with the Articles of Incorporation.

ARTICLE II – PURPOSE

The Purpose, Charter and Objectives of the Association are as follows:

1. To promote and support personal and public enjoyment of the American Saddlebred horse for competition, sport, therapy and companionship;
2. To expand knowledge of the American Saddlebred breed and support equine industry welfare and growth in the State of Georgia;
3. To encourage sportsmanship and fellowship among professional and amateur horse enthusiasts across the state and southeast region.

ARTICLE III – MEMBERSHIP

A. Membership Status

Membership in ASHAG is open to any individual, organization or business entity that has an interest in supporting the defined purpose and objectives of the Association. A “Member” is any individual or entity that has applied for membership and remains “in good standing” in accordance with these bylaws. Membership status at a given point in time is defined based on the following designations:

Membership-Active – Member is current with application on file and annual membership dues paid in full. An Active Member is considered to be in good standing throughout these bylaws.

Membership-Inactive – Member is not current on renewal and payment of dues or has outstanding un-paid show, banquet, auction or other fees due to ASHAG. Program participation is “on hold” and points are NOT being accrued for inactive members or their nominated horses. To become a Member in good standing, an inactive member must renew their membership and submit payment for dues and any outstanding dues, fees, invoices or other obligations.

“Membership-Suspended” – Member is suspended from participation in all ASHAG activities due to a documented and communicated “disciplinary action”. Suspended Members are not considered in good standing until any terms outlined in the disciplinary action plan are completed and approved by the Board.

B. Membership Category

Membership shall be divided into categories with data requirements, dues and fees as defined on an official Application-Renewal Form, and voting rights as defined by category. Annual dues amounts may be adjusted to sustain association operations prior to the start of any competition year (based on a majority vote of the Board of Directors), but shall remain consistent throughout that competition year.

1. **Senior Membership** - Senior Members are individuals eighteen (18) years of age and older. Each Senior Member in good standing is entitled to one (1) vote.
2. **Junior Membership** - Junior Members are seventeen (17) years of age and under as of the beginning of the defined competition year. Junior Members are NOT entitled to vote on association matters (unless explicitly permitted within these bylaws).
3. **Family Membership** - Family Membership may include up to (2) spouses, partners, parents or guardians and their minor children (age 17 years and under). Each Senior Family Member is entitled to (1) vote (Family Member votes may optionally be assigned to one Senior Member).
4. **Sustaining Membership** - Sustaining Members may be individuals, groups, business entities, or affiliate organizations or their representatives who wish to support ASHAG. Sustaining Members are NOT entitled to vote or compete in high-point or other ASHAG competitive program(s).

C. Membership Term

A member’s annual term is aligned with the ASHAG “competition year” as documented on the application form and begins on the date that a membership application-renewal and annual dues payment is received-recorded. Membership expires at the end of each competition year and must be renewed annually.

Members whose annual dues are not received by the beginning of the competition year shall be considered to be “inactive” and will lose program competition eligibility and voting rights until their renewal application is received and annual dues are paid in full.

New or former members (unless suspended) may apply for or renew membership at any time during the year, at which time they become eligible for ASHAG program participation (including points accrual) and obtain voting rights in accordance with their selected membership category.

D. Membership Identification

Each Member shall provide the Association with a legal mailing address that will be used to identify home state and region for communications and program reporting. Members shall also provide a phone number and email address to be used for Association business and communications such as newsletters, surveys, and/or voting-related activities.

It shall be the sole responsibility of each Member to report changes to their identification, address and contact information to the Association as applicable to ensure that they receive ASHAG benefits and communications.

ARTICLE IV – MEETINGS

A. Quorum and Representation

Meetings shall be managed in accordance with “Robert’s Rules of Order”. It shall be the responsibility of the President or a designated Director to maintain order during meetings. A “quorum” of the Board of Directors must be present to conduct business at any meeting held pursuant to these bylaws. A simple majority based on the number of board positions currently filled shall constitute a quorum. The Directors shall represent, communicate and make decisions based on the interests of all Members, regardless of region, affiliation or constituency.

B. Voting and Proxy

A formal vote may be provided by an eligible voting member in person, by electronic vote or email response, or by proxy. Said proxy, if filed with any Director PRIOR to a vote being commenced, shall entitle the holder to vote on behalf of that director at that specific meeting.

C. Notice of Meetings

Notice of any meeting conducted pursuant to these bylaws shall be provided in writing, which may be delivered electronically via email, in person, mailed, or transmitted by facsimile. Such notice shall state the date, time, location and purpose of the meeting.

Regular Board and Annual Membership meeting dates and locations will also be posted on the Association website. Meetings may be conducted face-to-face or via teleconference. Teleconference meeting notices will include a call-in number and password to enable remote participation as applicable.

D. Annual Membership Meeting

An Annual Meeting of the Association shall be held each year on a date and time and at a location established by the Board of Directors, to be communicated to members in advance. Notice of the Annual Meeting shall be provided to all Active Members via electronic mail communication not less than fifteen (15) days prior to the date of the Annual Meeting.

E. Regular Board Meetings

A minimum of six (6) regular meetings of the Board of Directors will be scheduled each year at a time and location (or via teleconference) as established by the Chairperson of the Board. Notice of regular meetings of the Board of Directors shall be provided to board members not less than fifteen (15) days prior to the date of each regular board meeting. Unless there is an emergency or urgent communication need, an agenda and other information or reports will be made available to attendees electronically, prior to any scheduled meeting.

F. Special Meetings

“Special Meetings” of the Officers, Board of Directors or any operational committee may be requested and scheduled at the request of any association Member in good standing. Notice and details for any special meeting shall be provided by the requestor to required participants prior to the date of any special meeting. In extraordinary circumstances, the President may schedule an “Emergency Meeting” with minimal notice, in which case details will be provided to required participants as soon as is feasible.

G. Format and Minutes

Meetings may be held face-to-face, by telephone conference call or other means of communication whereby all participants in the meeting can hear and provide input in an orderly manner. Participation in a meeting by telephone conference call or by other permissible means of communication shall constitute presence at the meeting for the purpose of these bylaws.

Meeting minutes shall be recorded for regular Meetings of the Board and the Annual Membership Meeting. Minutes will note attendees and absentees (excused or unexcused), whether or not a quorum was present, and details of any assigned proxies.

Board Meeting minutes will be transcribed and distributed by the Secretary within fifteen (15) days of meeting conclusion to be reviewed and approved with consent from a majority of participating Directors. After approval, Board Meeting minutes shall be published electronically and made available on the Association Web Site.

ARTICLE V - Board of Directors

A. Director Positions-Qualifications

The Board of Directors shall consist of a total of twelve (12) Members, to include four (4) **Corporate Officers**, the immediate **Past-President**, and the current association **Program Director** (a non-elected voluntary position appointed by the Executive Committee).

One to two (1-2) of the Director positions MAY be appointed by the Georgia Chapter of the United Professional Horsemen's Association (UPHA) and/or the American Saddlebred Horse Association (ASHA) as **Charter Club Representatives**. Said appointees MUST be Active Senior Members of ASHAG as well as current members in good standing of the UPHA and/or ASHA in order to be able to vote and perform as ASHAG Board Members.

The remaining Board Members shall be pre-qualified and nominated by the Elections Committee and elected via a general membership vote to serve (based on the following qualifications):

1. Director candidates shall be Senior Active Members who are eligible to vote and reside in any of the Southeast Region states that support the Association.
2. Directors shall be available to attend bi-monthly teleconferences, scheduled face-to-face strategic planning meetings, the Annual Membership Meeting, Awards Banquet and other Association events.
3. Directors shall be willing to volunteer their support (time and labor) at Association-sponsored and partner or affiliate horse shows, clinics and ASHA promotional events.
4. Directors shall be willing to lead, participate and/or provide input on operational committees, and to represent ASHAG interests with farms and riding stables within their region.
5. Upon election or designation, contact information for each Director shall be made available to general membership on the Association web site.
6. Any Director determined NOT to be in good standing has thirty (30) days to resolve any issues, after which time he/she shall be deemed to have voluntarily resigned from the Board of Directors.

B. Term of Office for Directors

To the extent possible (to maintain operational continuity), Director terms and elections shall be staggered such that the terms of 50% or fewer of the Directors expire each year.

Each Director shall commit to serve for a term of (2) years (or the remaining portion of an interim opening term) unless the position is resigned voluntarily or terminated or eliminated under the provisions in these bylaws.

Director terms shall begin and end in alignment with the Association corporate year. A Director whose term has expired may be invited to continue to serve by the Executive Committee or asked to assist until his/her successor is identified or elected and is able to complete necessary training or turn-over.

No Director shall serve more than (3) consecutive terms in the same position without a break unless specifically requested to extend his or her term or assume an interim position opening by the Executive Committee.

C. Election of Directors

A general election will be held when and if needed to fill position openings resulting from term expirations, voluntary resignations, and/or other terminations from the Board of Directors. Prior to scheduled expiration of each term, an Elections Committee will accept and pre-qualify nominations for board positions and communicate candidate name and qualifications to all Active Members of the Association.

Active Members with voting eligibility shall be given the opportunity to vote on and elect a President, Vice-President, Secretary, Treasurer and other Directors, who shall hold office until their respective successors have been duly appointed or nominated, elected and qualified.

If a Director position cannot be filled due to a lack of interested or qualified candidates or becomes open due to a resignation or termination, the Officers shall nominate and the Board shall vote on and select a replacement, without the need for a general election.

D. Powers and Authority of Directors

All strategic and operational affairs of ASHAG shall be collectively managed by the Officers and Board of Directors of the Association, and Directors shall exercise all powers subject to any restrictions imposed by law, the Articles of Incorporation, and these bylaws. A member of the Board of Directors is only authorized to act in the name of or on behalf of the Association when and as requested by the President or Executive Committee.

E. Board of Director Openings

Any interim opening on the Board of Directors must be filled for the balance of the unexpired term within (60) days. Nominations shall be solicited internally and interim candidates shall be appointed with pre-approval of the Executive Committee and a simple majority vote of the current Board of Directors.

F. Chairperson Role

The President of ASHAG, by virtue of the office, shall be considered Chairperson of the Board of Directors. In his or her absence during a meeting or vote, the Vice-President, Secretary, Treasurer or Past-President shall assume any Chairperson responsibilities.

G. Voting by Directors

Each Director shall be entitled to one (1) vote on any operational and strategic issues. Any vote may be given in person, via teleconference, or by delegated "proxy" as communicated in advance to the President, Secretary or another Director.

H. Director Compensation

No Director shall by reason of his/her office be entitled to receive a salary or other personal compensation from the Association. Exception: any Director who performs a service NOT associated with his or her board responsibilities may be compensated for that un-related service as determined and pre-authorized by the Executive Committee.

I. Director Non-Performance

Any Director who is absent from three (3) scheduled meetings during any one year of their term without prior notification and proxy delegation shall be deemed to have voluntarily resigned from his or her position.

Prior to any vote for removal due to non-performance, a Director shall be notified of the issue by the President and a confidential closed meeting will be facilitated to provide him/her with the opportunity to present special circumstances or supporting information.

ARTICLE VI – Officers

A. Officer Positions-Qualifications

A total of (4) ASHAG Officer positions will be filled: President, Vice-President, Secretary and Treasurer. Each Officer is also an ASHAG Corporate Officer and a member of the Board of Directors, with the same roles, rights and responsibilities as other Directors and additional corporate and association responsibilities. The four current Officers along with the Past-President shall comprise the standing ASHAG “Executive Committee”.

1. Senior Members with voting rights who reside in the State of Georgia and are current members of the American Saddlebred Horse Association are eligible to serve as Corporate and Charter Club Officers.
2. Officer candidates must be Active Members in good standing with both ASHAG and the ASHA at the time of nomination and they must remain so throughout their term of service.
3. Contact information for each Officer shall be reported to the Secretary of State, ASHA, and all ASHAG Members on the Association web site (to meet corporate and charter club requirements).
4. President candidates shall have served at least one term as an Officer or Director for ASHAG, ASHA or another breed-specific Charter Club (to provide for executive leadership expertise).
5. Treasurer candidates shall have experience with industry-standard accounting practices, processes, systems and tools (to be able to meet financial reporting requirements).

B. Powers and Authority of Officers

The powers and authority of the Corporate Officers of the Association shall include but are not limited to the following roles, responsibilities and duties (which are subject to change based on the operational needs of the Association and the recommendations of the Board):

President - The President is the Chief Executive Officer of ASHAG and the Chairperson, leader and facilitator of the Executive Committee and Board of Directors.

- a) The President shall be responsible for enforcing compliance to these bylaws and observance of all policies and processes as established by the Board of Directors.
- b) The President may appoint committees, assign committee leaders, and facilitate development of committee charters and duties, for such purposes as determined by the Executive Committee.
- c) The President may execute or assign for execution any contracts or other operational instruments, except where such execution conflicts with or is delegated by the Articles of Incorporation or these bylaws to another Officer or Agent of the Association.
- d) The President shall ensure that the Secretary completes, maintains and files minutes, newsletters, reports, papers, certificates and other historical association records.
- e) The President shall ensure that the Secretary obtains copies of and records the execution of any contracts or instruments completed by the Officers or Directors.
- f) The President shall ensure that an annual Financial Review is performed per corporate requirements and results communicated by the Treasurer and filed by the Secretary.
- g) The President shall have additional powers and authority as may reasonably be construed as belonging to the Chief Executive Officer of any not-for-profit corporation.

Vice-President - The Vice-President shall, in the event of any absence or inability of the President to serve, assume all duties of the President, and when so acting shall have all powers and authority and be subject to the same restrictions imposed upon the President.

- a) The Vice-President shall be responsible for organizing, managing or delegating leadership of association-sponsored programs, competitions, events and activities.
- b) The Vice-President shall coordinate and lead Association Membership Drives and promotional events with assistance from other Directors and Members.

Secretary - The Secretary is the custodian of association records and shall be responsible for properly completing and filing minutes, newsletters, reports, papers, certificates, and other records as required by law, the Articles of Incorporation, or these bylaws.

- a) The Secretary shall maintain all physical and electronic forms and certificates, including the Seal of the Corporation (with the exception of financial tools, reports and records).
- b) The Secretary shall record the minutes of all board meetings and publish them for review to board members and general membership.
- c) The Secretary shall finalize approved meeting minutes and make them available to general membership via an electronic mail communication and web site posting.
- d) The Secretary shall respond to internal and external inquiries, requests and documents and shall present copies of such correspondence for review-approval as applicable.
- e) The Secretary is responsible for maintenance of any publication tools and services and for the production and distribution of any Association newsletters, directories or other publications and physical mailings.

Treasurer - The Treasurer is the principal accountant and Chief Financial Officer of ASHAG. It is not required for the Treasurer to be a CPA by profession, but formal bookkeeping and financial reporting experience is highly recommended for candidates for this position.

- a) A computerized industry-standard corporate accounting system shall be procured and maintained by the Treasurer for reporting of corporate and Association financial status.
- b) The Treasurer shall have sole charge of all association credit, monies and securities and shall be responsible for transaction execution and accounting for all financials.
- c) The Treasurer shall review, approve payment of and retain all financial receipts, invoices, bank and credit card statements, etc. for the Association.
- d) The Treasurer shall receive invoices and provide payment for monies due and accounts payable from any source, and shall deposit sales and other receivables and monies in the name of ASHAG in banks, trust companies or other depositories.
- e) The Treasurer shall be a signatory on all checks, drafts, withdrawals, notes, or other evidence of indebtedness as issued in the name of the Association.
- f) The Treasurer shall prepare an annual budget and ensure that financial requests and committee expenditures fall within approved budget guidance as approved by the Board of Directors.
- g) The Treasurer shall facilitate an Annual Financial Review, and present a written account of Association financial status and performance to budget at each regular Board and Annual Membership Meeting.

ARTICLE VII – Committees

Committee needs and appointments may vary by year and “ad-hoc” committees may be defined and leaders appointed as necessary. Standing committees are also required to support the strategic plans and operational requirements of the Association.

A committee Chairperson role may be pre-defined as an officer responsibility or it may be defined and appointed by the President with agreement from the Board. Members may be enlisted from within general

membership (Board membership is not a requirement). Any Committee Chairperson and all committee members must be current senior Active Members in good standing with the Association.

For each standing or ad-hoc committee, the goals, objectives, powers and duties of such committee shall be clearly defined. A committee charter (purpose), chairperson role and responsibilities, expected deliverables or planned results, budget (if applicable), and member names shall be documented, communicated and maintained on the Association web site.

All plans and actions of the committee shall be subject to general approval of the Board of Directors and the committee shall, unless otherwise so stated in its charter, report to the Board through the President. Budgets and financial expense and recovery plans shall be submitted to the Treasurer by the Chairperson for budget compliance review and pre-approval. Actual committee expenditures and requested reimbursements or payments over \$500.00 must additionally be pre-approved by the Board of Directors.

ARTICLE VIII - Membership Conduct

A. Discharge of Duties

A Director, Officer, or Committee Member shall discharge his/her defined duties 1) in good faith; 2) with the care that a reasonably prudent person would exercise under similar circumstances; and 3) in a manner that the/she reasonably believes to be in the best interest of the Association.

B. Duality of Interest

Any duality of interest on the part of a Director, Officer, or Committee Member, once determined, shall be disclosed promptly to The Board of Directors.

A Director, Officer, or Committee Member having a duality of interest with respect to a specific matter shall not vote or otherwise influence that matter, but his/her attendance shall be counted for purposes of determining a quorum for any meeting at which that matter is to be voted upon.

The minutes of any such meeting shall reflect that a duality of interest with respect to a specific matter was 1) disclosed by the interested Director, Officer, or Committee Member; 2) the interested member abstained from voting on the matter, and 3) a quorum was present at the meeting with the inclusion of the interested member.

C. Good Faith Reliance on Information

In the discharge of any association duties, an Officer, Director, or Committee Member is entitled to rely in good faith on information, opinions, reports, or statements as prepared and presented in accordance with applicable law, the Articles of Incorporation and these bylaws by:

- 1) another Director, Officer, or Committee Member whom he or she reasonably believes to be reliable and competent; or
- 2) Legal Counsel, an Accountant, Consultant or other individual whom he or she reasonably believes to be reliable and competent and to possess appropriate professional experience or expertise.

A Director, Officer, or Committee Member is not acting in good faith if he or she has any un-disclosed knowledge or personal experience that would make this reliance unwarranted or unreliable.

D. Sanction or Disciplinary Action

The Association will recognize and may support sanctions or disciplinary actions as levied against an individual or group by any of the following affiliate organizations:

- a) The United States Equestrian Federation (USEF)
- b) The American Saddlebred Horse Association (ASHA)
- c) The American Hackney Horse Society (AHHS)
- d) The United Professional Horseman Association (UPHA)

Consideration may also be given to any other equine-related association responsible for representing the interests and protecting the welfare of competitors and horses. An individual or group who is suspended from participation or competition as a result of a disciplinary action by a recognized entity shall NOT be considered to be in good standing with the Association. In addition:

1. The Board of Directors, with a majority vote, may suspend or terminate association membership at any time if it determines that a member has not complied with the provisions of these bylaws.
2. Before disciplinary action is taken, said Member will be notified by the President and a confidential internal hearing will be held, at which time said Member shall have the opportunity to present special circumstances in his/her support.
3. Details of the non-compliance may also be provided to an Ethics Committee that will seek to resolve any issues with the Member before they are addressed by the Board or its Officers in a closed meeting.

ARTICLE IX – Financials

A. Liabilities and Debts

No capital asset purchase, donation, sponsorship, scholarship, gift or loan shall be committed or contracted on behalf of the Association, and no instrument or evidence of indebtedness shall be issued in the name of the Association, unless pre-authorized by the Treasurer and the Board of Directors.

B. Payments and Receipts

Any and all checks, drafts, card charges and other forms of payment for invoices, operating expenses or other indebtedness issued in the name of the Association shall be pre-approved, signed, submitted and accounted for by the Treasurer and/or the President.

C. Reimbursements and Refunds

Association expenses that have been pre-authorized by the Board of Directors may be reimbursed to the Payer upon petition to the Treasurer. A reimbursement petition must include written receipt(s) from suppliers indicating date of expense, line items as appropriate, clear business purpose, and “pay to” instructions. Requests for refunds to be made to members, vendors, or contractors must also be submitted to the Treasurer with business justification for payment and accounting.

D. Unlawful Distribution of Funds

No personal or business loans or promissory notes shall be made or accepted by or on behalf of the Association to any of its Directors, Members, Partners, Affiliates or other Parties. Any Member who assents to or participates in the making of any loan in violation of this paragraph shall be deemed to be personally liable to the Association for the full amount of the loan, and that Member’s term of office or membership shall be suspended or terminated.

Any distribution of funds made in violation of applicable law, the Articles of Incorporation, or these Association Bylaws shall be deemed an Unlawful Distribution, and legal action by the Association may be initiated.

Article X – Miscellaneous

A. Corporate Seal

The corporate seal of ASHAG shall be in circular form and shall have inscribed thereon the registered name of the corporation and the word “SEAL”. Said corporate seal may be used by appropriate agents of the Association by causing it, or a facsimile thereof, to be impressed or affixed, or otherwise reproduced, on an official document.

B. Amendments to Bylaws

These bylaws may be altered or amended when and as deemed necessary by any Director or Association Member in good standing, in accordance with the following “Bylaw Amendment Process”:

1. Proposed changes shall be presented to the Board of Directors for initial feedback. If accepted, a Bylaws “DRAFT-1” shall be created and presented for Executive Committee and Board review, editing and consensus (a potential re-iterative process based on complexity).
2. Upon Board approval and acceptance, an updated “DRAFT-2” will be published electronically to all Active Members in good standing for a review and feedback period of no less than fifteen (15) days. NOTE - After the designated feedback deadline, a lack of written or electronic response from any member shall be considered and recorded as an affirmative response from that Member.
3. Any feedback will be considered and additional changes may be made. An updated “DRAFT-3” MAY be re-published to Members, and electronic voting will be conducted for at least fifteen (15) days.
4. After the voting period has expired, if an affirmative vote from a majority of all respondents is received, the modifications will be formally accepted and “FINAL” Association Bylaws will be electronically communicated to Active Members and re-published on the Association web site and with the ASHA.

The above Bylaws Modification Process will be audited to ensure that it is conducted in a consistent manner and that all membership input received according to defined process guidelines is given due consideration.

C. Association Dissolution

In the event of dissolution of the Association, all liabilities will be addressed and all funds, assets and other property of ASHAG will be distributed at the sole discretion and direction of the Board of Directors in accordance with applicable corporate law and professional guidance. Such distribution of assets shall be accomplished within six (6) months of association dissolution.

***** Amended and Recommended by the Board of Directors this 22nd day of November, 2019 *****

Approval (Affirmative) Response – Lori Schmidt (Treasurer) – Meeting 11/03/2019
Approval (Affirmative) Response – Kay Henderson (President) – Meeting 11/03/2019
Approval (Affirmative) Response – Kitty Bell (Vice-President) – Meeting 11/03/2019
Approval (Affirmative) Response – Tiffany Smith (Secretary) – Meeting 11/03/2019
Approval (Affirmative) Response – Mallory Sanders (Past President) – Meeting 11/03/2019
Approval (Affirmative) Response – Chris Jarriel (Director) – Email 11/21/2019
Approval (Affirmative) Response – Larry Schmidt (Director) – Email 11/22/2019
Approval (Affirmative) Response – Julia McCann (Director) – Email 11/22/2019
Approval (Affirmative) Response – Kaye Bedell (Director) – Email 11/22/2019
No Response (Assumed Affirmative) – Ann Eaker, Brian Reimer, Patty Fennessy