**Southeast Stockhorse Association**

**BY-LAWS**

Adopted August 25, 2018

**ARTICLE I - NAME, PURPOSE, LOCATION**

Section 1: Name

The name of this organization shall be the Southeast Stockhorse Association (SESHA) and shall at all times be operated and conducted as a non-profit organization in accordance with the laws of the State of Mississippi wherein it is incorporated.

Section 2: Purpose

To promote the versatile horse and rider through education and skill development of equine disciplines.

Section 3: Location

The association shall be organized in the state of Mississippi. Its members shall be from any state and the principal place of business shall be the address of the current duly elected secretary, but business may be carried out at the place convenient to the participating officers and members.

**ARTICLE II - MEMBERSHIPS**

Section 1: Membership is open to any individual of good character and reputation that has an interest in versatile horses and the promotion of the versatile horse; who subscribe to the aims of this organization; abide by the rules and regulations and assist in furthering its purposes and objectives. Membership in the organization shall be in accordance with the rules and regulations currently adopted by the Board of Directors. Membership categories include the following:

a) Individual membership is for any individual over the age of 18.

b) Youth membership is for any individual 18 and under but youth members have no association voting rights.

c) Members of the organization shall be admitted, retained, and expelled in accordance

 with the rules and regulation of the SESHA along with any other that the Board of

 Directors may, from time to time, adopt.

d) Each member of the SESHA shall pay annual membership dues to the SESHA.

 Said dues are due and payable at the commencement of each fiscal year. The fiscal

 year of this association shall be January 1 thru December 31 of each year.

e) Any member may be dropped from the membership for conduct and action detrimental

 to the interest of the SESHA upon decision of the Board of Directors

 after due investigation by and hearing by the Board of Directors.

f) Whenever it is established that a member knowingly or willfully violated any rule of

 by-laws of the SESHA sponsored or sanctioned event, or has failed to

 honor any financial obligation owed to the SESHA this member may be disciplined

 by being suspended or expelled, placed on probation by the SESHA or other

 appropriate action by the SESHA. Said person shall be given not less than fifteen(15)

 days written notice of a time and place for hearing on such accusations by the Officers

 of this association.

g) Every person alleged to have committed any violations will have the opportunity, in

 person by counsel or by designated representative, to be heard and to present evidence

 on his or her own behalf and to hear and refute evidence offered against him or her.

h) After all interested parties have been heard by the Board of Directors, by a majority

 vote of the Board of Directors, they may impose such penalties as deem appropriate

 under the circumstance. These general guidelines for disciplinary action as set out in

 the NRHA rulebook are adopted if not otherwise provided for herein.

Section 2: Membership Rights

The following are recognized as equal rights, interest and responsibilities for all members:

a) With the respect to the organization and its property.

b) To vote in person at all general membership meetings.

c) To hold office and committee assignments, except as otherwise limited hereinafter.

d) Any member who is delinquent in dues or obligations to the organization shall not

 have the right to vote.

e) Any member of the association holding office who is delinquent in dues or any other

 financial obligations will be removed from office automatically.

**Note: Whenever the term member or members is used within these by-laws, unless otherwise specified, it shall mean a member or members having the right to vote.**

**ARTICLE III - Board of Directors**

Section 1: The business and property of the SESHA shall be managed and controlled by the Board of Directors and the elected officers of the SESHA.

Section 2: All Board elected Directors will serve for one (1) year and can be re-elected with no term limits. Nominations for board positions will come from a nomination committee and be voted on by the general membership. This policy will insure consistency between boards.

Section 3: The Board of Directors shall consist of the President, Vice-President, Secretary/ Treasurer, and two (2) Directors

Section 4: Requirements for Directorship

1. No two members of any family may sit on the Board of Directors at the same time.
2. Persons elected to the Board of Directors will be members in good standing and will pay their dues prior to taking office.
3. All Board of Directors must be an active member of the SESHA.

Section 5: Removal of a Director

The following are causes for the dismissal from the Board of Directors:

a) If a Director misses two (2) consecutive meetings without due cause, (due

 cause will be determined by the Board), he/she can be dropped from the Board

 and replaced at the next meeting of the Board.

b) If any Director or officer fails to properly discharge his or her duties, he/she

 may be removed from the Board by a majority vote of the Board of Directors.

c) In case of any vacancy in the Board of Directors by death, resignation,

 unauthorized absence, disqualification, increase in number or other cause, the

 Board of Directors may elect a successor by a majority vote.

Section 6: Power and Authority of Board

The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations (not contrary to law of the Certificate of Incorporation or these By-Laws) as they may deem expedient concerning:

a) Conduct, management, and activities of the organization.

b) Admission, classification, qualifications, suspension and expulsion of members.

c) Removal of officers.

d) Regulations governing the procedure of officer/Director suspensions or removal.

e) Fixing and collecting of dues and fees.

f) Expenditure of monies.

g) Auditing of books and records.

h) Awarding of champions.

i) Conducting of shows, contests, exhibitions, races, sales and social functions and

 other details relating to the general purposes of the association.

j) Determining the location of each SESHA show.

**Note: Power and authority of the Board of Directors is subject to revision at any regular or special meeting of the board. A written Notice of Intent to Revise (to propose revisions or amendments to any rule or regulations) must be mailed to the President, Secretary, and all the Board of Directors at least thirty (30) days in advance of the meeting.**

**ARTICLE IV - OFFICERS AND DUTIES**

Section 1: Officers

Officers of the organization shall be President, Vice President, Secretary / Treasurer, and such other officers as may be authorized by the Board of Directors. The same person may hold 2 or more board positions.

Section 2: Requirements for Officers

1. No two members of any family or firm may serve as officers at the same time.
2. Persons elected to an officer's position will pay their dues before taking office and must be current in all obligations.
3. Persons elected to an officer’s position must be a current member of the SESHA.

Section 3: Written Contracts

The President or Vice-President will execute all contracts on behalf of the organization. Contracts are to be attested by the Secretary/Treasurer

Section 4: Presidential Duties

a) The President shall be the Chief Executive Officer of the organization and shall

 preside at all the Board of Directors and general membership meetings.

b) The President shall see that the by-laws, rules, and regulations of the organization

 are enforced.

c) The President shall perform all other duties that may be prescribed by the Board of

 Directors.

d) The President shall serve as Show Manager. He or she shall be responsible for all aspects of the show including, stalls, shavings, cows, trail obstacles, arena dirt, coordination with facility, contract judges, clinicians, ect

d) The President votes only to break a tie.

Section 5: Vice Presidential Duties

a) Preside in the absence of the President.

b) Perform such duties as prescribed by the President.

c) Succeed the President should the office be vacated prior to the regular election.

d) The Vice President shall be responsible for sponsorship and membership. He or she shall be responsible for contacting and coordinating sponsorships, responsible for contacting members and increase membership.

Section 6: Secretary/Treasurer Duties

The Secretary/Treasurer shall be directly responsible to the President and the Board of Directors for the operation and management of the business office, which duties include:

a) Keeping and maintaining for review, minutes of all club meetings including

 any committee meetings and Board of Directors meetings.

b) Serve as custodian of all organization records including the financial report.

c) Maintain and keep current organization roster including names, addresses, and

 elected position of all members.

d) Prepare reports and correspondence as required by the President.

e) Notify members of regular and special meetings in accordance with

 notification procedures within the by-laws.

f) Serve on the Board of Directors with voting privileges.

g) Be directly responsible of the President and Board of Directors for all proper

 record keeping to meet requirements of the organizations, State, and Federal

 government.

h) Submit his/her record for an annual audit by an outside licensed auditing

 firm. Such auditor shall be disinterested and not a member of the organization.

i) Return a Treasurer's report at each board meeting or at such other times as the President or Board of Directors may require.

j) Disseminate pertinent organization information.

k) Shall relinquish the SESHA checking account and the SESHA certificate of

 deposit account to the new organization Treasurer by January 1 of each year.

l) Shall relinquish all organization records to the new organization Secretary by

 January 1 of each year.

m) Shall maintain the SESHA checking account and be responsible for preparing

 the checks to pay all SESHA bills.

n) Send out membership notices, banquet reservation forms, and class sponsorship

 forms to each SESHA member.

o) Be available to answer all telephone inquiries concerning the SESHA and to

 promote the organization to interested parties.

p) Shall prepare the judge contracts for all SEHA shows and shall make the

 hotel and travel arrangements for the judges for each show.

q) Shall prepare all other show arrangements necessary for each SESHA show.

r) Shall be responsible for coordination with the show secretary and keeping the show points

Section 7: Board Member #4 Duties

1. Responsible for planning Social Events
2. Responsible for maintaining the Website information
3. Responsible for maintaining Social Media

May head a committee to fulfill these duties.

Section 8: Board Member #5 Duties

1. Responsible for Youth membership
2. Responsible for Youth events and activities.
3. Responsible for Youth awards.
4. Responsible for organizing a youth committee.

Section 9: Surety Bonds

The Secretary/Treasurer and all officers and employees of the organization, who may have the handling of any funds of the organization, shall give a surety bond to be furnished at the expense of the organization for the faithful discharge of his/her duties, if so required by the Board of Directors.

Section 10: Vacancies

The Board of Directors may fill any vacant position or office of the organization for the un-expired term.

**ARTICLE V - COMMITTEES**

Section 1: Association Committees

The Board of Directors may empower general or specific committees as necessary to meet the management need of the organization. A committee will have two or more members at least one of which is a Director. The Board will maintain responsibility for the actions of each committee.

Section 2: Executive Committee

There is hereby created and Executive Committee consisting of the organization officers: President, Vice President, and Secretary/Treasurer.

The Executive Committee will make organization decisions, when time and circumstances of any unusual or emergency nature preclude the meeting of, and decisions by, the entire Board of Directors.

**Note: All actions of the Executive Committee are subject to revision or amendment by the Board of Directors at any regular or special meeting of the Board of Directors.**

Section 3: Nominating Committee

There shall be a Nominating Committee for the nomination of offices, consisting of the elected Directors. They must nominate at least one candidate for the office of President, Vice-President, and Secretary/Treasurer. Organization President shall serve as Chairperson or shall designate the Chairperson of the Nomination Committee.

**ARTICLE VI - ELECTIONS**

Section 1: Officer Election Procedures

The ballot for the organization officers will be selected by the Nominating Committee at the October board meeting.

Any person nominated must have previously consented to such nomination in writing to the nominating committee. The ballots will then be prepared by the organization Secretary, validated by the organization President and mailed by November 15th. The ballots will then be mailed back to the organization secretary, presented to the Board of Directors for tabulation by the December general assembly meeting. The newly elected officers and Board of Directors will be announced at the December general assembly. Quorum will consist of the simple majority of the return ballots.

Section 2: Notice of Meeting

Notices of the December general assembly must be mailed to members in good standing no later those ten (10) days prior to the meeting. Such notice may be in the form of the organization's newsletter. The notice shall state the time and place of the meeting and include the names of newly elected officers and Board of Directors.

**ARTICLE VII - MEETINGS**

Section 1: General Membership Meetings

a) There shall be held at least one general membership meeting during each

 calendar year in December. The Board of Directors shall set the time and

 place of such meetings.

b) Notices will be mailed stating the time and place of such meetings to the last

 known address of each member in good standing no less than ten (10) days

 prior to the meeting date. If special topics are to be discussed and/or voted

 upon, members will be notified of these topics in this notice.

c) Members (in good standing) attending the general membership meetings shall

 constitute a quorum.

Section 2: Special Meetings

a) Special meetings of the members may be held at such time and place as may

 be designated in writing by direction of the President or by a majority of the

 Board of Directors or by notice signed by not less than twenty percent (20%)

 of the members then in good standing, except to revise any action of the Board

 of Directors, (then see Article III, Section 6).

b) Notice of each special meeting indicating briefly the reason for the meeting

 shall be given in the same manner as provided for the general membership

 meetings.

c) Only business listed on the Notice agenda can be voted upon at this special

 meeting.

d) Members attending a special meeting of the membership held in accordance

 with the foregoing Notice provisions shall constitute a quorum of the

 members.

Section 3: Board of Directors Meeting

a) The Board of Directors shall meet every other month dates to be predetermined.

 From time to time a meeting may be cancelled by a majority vote of the Board of

 Directors if there is no pertinent business to address.

b) The Secretary shall give notice of each meeting by placing a list of the dates for the

 Board of Directors meeting in the newsletter. Unless otherwise indicated in the

 notice, any business may be transacted at a Board of Directors meeting. At any

 general or special meeting of the Board of Directors, a quorum shall consist of a

 majority of four (4) Board of Directors.

c) All Board members shall conduct themselves in a business like manner. Any

 abusive language, disorderly conduct, verbal harassment, or disruption of said

 meeting shall constitute reason for dismissal from the board meeting by the

 organization President.

d) Any member having a question, complaint or suggestion may request to be

 heard at any board meeting. In order to make a presentation to the board, the

 member must first request in writing to the organization President his/her

 intention to address the board. This request must be made ten (10 days prior to

 the board meeting.

**ARTICLE VIII - RULES**

The Board of Directors is responsible for establishing the rules consonant with supplementary to the Articles of Incorporation and by-laws for the general administration of business of the organization. The rules shall be published and distributed to the members, with revisions published when sufficient changes to the rules warrant a new publication. The Board of Directors must conduct an annual review of the rules with a view toward updating.

**ARTICLE IX - AMENDMENTS**

Section 1: Amendment Procedures

Amendment to the bylaws must be presented to the organization Secretary at least 90 days prior to the annual December general assembly meeting. Written notice of the proposed amendments will be sent out in our newsletter or by special mailing to the membership at least 30 days before the annual meeting. These amendments will be considered and voted on at the annual general assembly meeting and must be passed by the majority of the members voting in person. Quorum at the meeting shall consist of a majority of voting membership, which is present. New bylaws approved at the December general assembly meeting will take effect January 1st of the following year and will be mailed to each member or posted on the association social media or website.

**ARTICLE X - INDENMIFICATION**

Each Director, officer and committee person of the organization shall be indemnified by the association against all cost, expenses and liabilities reasonably incurred by him/her in connection

with/or resulting from any action, suite or proceeding to which he/she may be made a part by reason of his/her being or having been a Director, officer or committee person of the organization except in relation to matters which shall/or have been occasioned by the willful misconduct or dishonesty of such officer, Director or committee person. The foregoing right indemnification shall cover amounts paid in settlement of any such action, suite or proceeding when such settlement appears to be in the interest of the organization. The foregoing rights shall be in addition to any other rights to which such director, officer or committee person maybe entitled as a matter of law.

**ARTICLE XI - DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision of the payment of all the liabilities of the corporation, dispose of all the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for agriculture purposes as shall at the time qualify as exempt organization or organizations under section 501.c (5) of the Internal Revenue Code of 1954 as the Board of Directors shall determine.

**ARTICLE XII - ORDER OF BUSINESS**

Roberts Rules of Order shall be the prevailing guidelines for the conducting of meetings.

a) Call to Order

b) Roll Call of Membership

c) Election of Officers and Directors

d) Reading of Minutes of Previous Meeting

e) Treasure's Report

f) Communications and Notices

g) Reading of Reports and Statements

h) Unfinished Business

i) New or Miscellaneous Business

j) Adjournment