

BYLAWS OF
THE AMERICAN SADDLEBRED HORSE ASSOCIATION OF VIRGINIA, INC.
REVISED 2023

A Non-Stock Corporation, Incorporated Under the Provision of Chapter 2 of Title 13.1 of the Code of Virginia

ARTICLE I - NAME

The name of this corporation shall be "The American Saddlebred Horse Association of Virginia, Inc." which hereafter will be referred to in these by-laws as the "Corporation."

ARTICLE II - PURPOSES

The members of this Corporation have voluntarily associated themselves together into an organization designed to carry out the following purpose(s):

- A. Promote the breeding, raising, training, sales, and exhibiting of the American Saddlebred Horse in the Commonwealth of Virginia/West Virginia and elsewhere, and to promote other activities and events of any nature to create enthusiasm, use, pleasure, and interest in the American Saddlebred Horse.
- B. To encourage and educate youth and adults interested in the American Saddlebred Horse. To promote higher standards for showmanship and sportsmanship through better communication with those interested in the breed.
- C. To cooperate with educational institutions, government agencies, civic organizations and the general public to promote the horse industry and the American Saddlebred Horse breed.
- D. To cooperate with and assist horse show managers and organizations who promote shows in the selection and spacing of classes of the American Saddlebred Horse, and to develop better horse shows throughout the Commonwealth of Virginia/West Virginia; to further the objectives of the organization, but not for profit of the individual members, and shall possess and exercise any and all other powers conferred by laws on like organizations.

ARTICLE III - MEMBERSHIP

Section 1. **MEMBERSHIP IN THE CORPORATION** is open to adults and young persons who are interested in the promotion and advancement in Virginia/West Virginia of the American Saddlebred Horse and who shall comply with the by-laws. The Corporation shall have five classes of membership as defined below:

- A. **Individual Members** - Individual members shall be residents of the Commonwealth of Virginia/West Virginia, shall have full voting rights, and shall pay dues as determined by the Board of Directors.

- B. Youth Members - Youth members shall not have reached their eighteenth (18) Birthday as of December 1. Youth members shall pay dues as established for this class of membership but shall not be entitled to vote or to hold office in the Corporation, except as otherwise provided.
- C. Patron Members - Patron members shall be non-residents of Virginia/West Virginia. They shall have full voting rights and shall pay dues as determined by the Board of Directors.
- D. Family Members - for parents, their children under eighteen (18) and children over eighteen (18) years old but under twenty-one (21) who remain at home. Family members shall be residents of the Commonwealth of Virginia & West Virginia, and shall have full voting rights, and shall pay dues as determined by the Board of Directors.
- E. Lifetime Members - Individual, Family, or Patron members shall have the option of purchasing a Life Time Membership. Lifetime Members shall have full voting rights and shall pay dues as determined by the Board of Directors.

Section 2: Termination of Membership Any member may resign his/her membership upon giving notice in writing to the secretary. The Board of Directors shall have the power to exclude from further membership any member who fails to comply with the reasonable and lawful requirements of the by-laws and may cancel the membership of such member without liability.

Section 3: Liability Except for debts lawfully contracted between a member and the Corporation, no member shall be liable for the debts of the Corporation.

ARTICLE IV - MEETING OF MEMBERS

Section 1: Fiscal Year: The fiscal year of this corporation shall begin on the first day of January and end on the last day of December in each year.

Section 2: Annual Meeting: The annual meeting of the members shall be held during the first quarter following the close of the fiscal year at a time and place designated by the Board of Directors.

Section 3: Special Meetings: Special meetings of the membership may be called at any time by the president. The president shall call such a meeting whenever requested by ten (10) percent of the membership of the Corporation. No business shall be transacted at special meetings of the members other than that stated in the notice of the meeting.

Section 4: Notice of Meetings: Notice of the meetings of the members shall be prepared by the secretary and mailed to each member at his/her address, as it appears on the membership list not less than ten (10) days prior to the date of the meeting. Such notice shall state the place, time, and purpose of the meeting.

Section 5: Quorum: Twenty percent (20%) of the members entitled to vote, when present in person at meetings of members shall constitute a quorum for the transaction of business. A majority of such quorum shall decide any question coming before any such meeting.

Section 6: Voting Rights:

- A. Any person who is a member at the time of the Annual Meeting will be entitled to vote.
- B. Each member shall be entitled to one vote upon any question presented before any meeting of the membership. Members shall not have the right to vote proxy.

Section 7: Order of Business: The order of business at annual membership present at such meeting shall be as follows:

- A. Call to Order
- B. Roll Call for Quorum
- C. Proof of Notice of Meeting
- D. Reading and Disposal of Minutes
- E. Reports of Committees
- F. Election of Directors and Officers
- G. Unfinished Business
- H. New Business
- I. Adjournment

ARTICLE V - DIRECTORS

Section 1: NUMBER AND QUALIFICATIONS: The business of this Corporation shall be managed by a Board of Directors of not less than ten (10) or more than thirty (30) members elected from the membership and shall be included as Appendix I of these by-Laws. Each director shall be resident of the state of Virginia/West Virginia. The qualification and number of directors for each zone for any given year shall be determined by the membership at the previous meeting.

Section 2: THREE (3) OR FOUR (4) DIRECTORS, EACH OF WHOM SHALL BE ELECTED TO THE OFFICE OF PRESIDENT, VICE-PRESIDENT, AND SECRETARY and/or TREASURER shall be elected by the entire membership of the association for a one-year term. The offices of Secretary and Treasurer may be combined at the discretion of the Board of Directors. Two (2) directors shall be elected by the membership for a one-year term. The youth members from among their group shall elect One (1) director. The remaining directors shall be elected for one-year terms by the membership of the zone, which they will represent. Appendix I to these by-Laws specifies the geographical boundaries of the zones and the number of the directors representing each zone. The immediate Past President of the association shall be an ex officio director.

Section 3: **REMOVAL OF DIRECTORS**: At any meeting of the membership of the Corporation called for the purpose of the removing any director, such Director may, by vote of the majority of all members present entitled to vote, be removed from office for cause. The Director against whom such action is proposed shall be informed in writing of the charges against him at least thirty (30) days before the date of such meeting, and at such meeting, opportunity shall be given him to present witnesses and be there in person or by counsel to answer thereto and disapprove such charges. The members shall elect a Director from the membership of the Corporation to fill the unexpired term of any Director removed for cause.

Section 4: **OUTSTANDING FINANCIAL OBLIGATION**: No one shall be allowed to hold Office or Board membership if they have an outstanding financial obligation to ASHAV of more than 90 days in length or at the time of nomination.

Section 5: **VACANCIES**: Vacancies on the Board of Directors except in cases of removal for cause as hereinbefore provided, shall be filled for unexpired terms by the remaining members of the Board.

Section 6: **MEETINGS OF THE BOARD**:

1. Regular meetings of the Board shall be held at such time and place as a majority of the Directors may from time to time determine. Conference Calls can also be held.
2. Special meetings of the Board may be held at the call of the President or of majority of the Board of Directors. Written notice and or email of all meeting shall be given to all of the Directors at least four days before the date of such meetings, or if all of the Directors shall be present at such meetings or shall in writing waive notice and fix a time and place of meeting, then no period of time need elapse between the date of call and date of meeting.

Section 7: **QUORUM**: Five Directors or twenty-five percent (25%) whichever is larger, is necessary to constitute a quorum for the transaction of business, and a majority of the members of the Board present at any meeting thereof shall decide any question coming before any such meeting.

Section 8: **EXECUTIVE COMMITTEE**: The Executive Committee shall consist of the officers of the Corporation. The Executive Committee shall have powers as authorized by the Board of Directors.

Section 9: **NOMINATING COMMITTEE**: The President shall, each year prior to the date of the annual meeting, appoint a nominating committee composed of at least one member of each zone who shall prepare a list of members to be nominated as directors and officers for the next year to fill vacancies caused by expiration of terms of office as herein provided.

Section 10: **COMPENSATION OF DIRECTORS**: The Directors and officers shall serve without compensation.

ARTICLE VI - DUTIES OF DIRECTORS

Section 1: MANAGEMENT OF THE BUSINESS: The Board of Directors shall be responsible for the general supervision and control of business and affairs of the Corporation and shall make all necessary rules and regulations not inconsistent with law or these by-laws for the management and guidance of the officers, employees, and agents of the Corporation.

Section 2: DEPOSITORIES: The Board of Directors shall have the power to select one or more banks to act as depositories for the funds and to determine the manner of receiving, depositing, and disbursing the funds, the form of checks in addition to whom authority shall be delegated for signing checks, the treasurer.

Section 3: SURETY BONDS AND INSURANCE: The Board of Directors shall require officers, agents, and employees charged by the Corporation with responsibility for the custody of any of its funds or property to severally give adequate bonds in such amounts and with such sureties thereof and premiums to be paid by the Corporation. The Board of Directors shall provide for adequate workmen's compensation and insurance for all employees and shall provide for adequate public liability insurance.

Section 4: ACCOUNTING SYSTEM: The Board of Directors shall require that an accounting system be installed which shall be adequate to meet the requirements of the Corporation and it shall be the duty of the Board of Directors to require the keeping of proper records of all receipts and disbursements, including accrued items of income or expense and liabilities incurred, and contributions received from contributors.

Section 5: AUDITS: Immediately after the close of the fiscal year, and at such other times as they shall deem it advisable, the Board of Directors may secure the services of a competent and disinterested auditor or accountant to audit the books and records of the Corporation who shall make a report thereon or the Board of Directors may appoint an auditing committee in lieu of or in addition to an accountant or auditor as herein provided. The Board of Directors shall cause an annual statement to be prepared and submitted to the members at their annual meeting as a part of the annual report, said annual statement to include at least:

1. A balance sheet showing the assets, liabilities, and net worth of the Corporation as of the close of the fiscal year.
2. A statement of income and expense incurred during that period.
3. A statement of the membership of record as of the close of the period.

Section 6: BOOKS OPEN TO MEMBERS: The Boards of Directors shall keep the books of account open to the inspection of any member upon request to the Board.

Section 7: MINUTES OF THE MEETINGS: The Board of Directors shall cause to be kept a complete and detailed record of all its actions and proceedings and of the meetings and proceedings.

Section 8: **VACANCIES:** The Board of Directors shall have power to fill vacancies in any office for the remainder of that office.

ARTICLE VII - DUTIES OF OFFICERS

Section 1: **DUTIES OF THE PRESIDENT:** The duties of the President shall be:

1. Preside over all meetings of the members and of the Board of Directors.
2. Call special meetings of the membership and of the Board of Directors.
3. Sign all papers and instruments as he/she may be authorized or directed to sign by the Board of Directors.
4. Appoint members to all committees established by the Board. The membership of such committees shall be subject to approval by the Board.
5. Perform all acts and duties usually performed by an executive and presiding officer and as instructed by the Board of Directors.

Section 2: **DUTIES OF THE VICE-PRESIDENT:** The Vice-President shall, in the absence of the President, perform the duties of the President, provided that in the case the vacancy of disability of the President be permanent, then he/she shall complete the term for which the President shall be elected.

Section 3: **DUTIES OF THE SECRETARY:** The secretary shall be the recording officer of the Corporation. The secretary shall:

1. Keep a complete record of all meetings of the members, of the Board of Directors and the Executive Committee, in a minute book especially provided for that purpose.
2. Have general charge and supervision of and safely keep records of the Corporation.
3. Keep the Corporation seal and affix it to all instruments, which require such seal when instructed to do so by the Board of Directors or the members.
3. Sign all papers and instruments as he/she may be authorized or directed to do so by the Board of Directors.
4. Serve all notices required by law and these by-laws or as directed by the Board of Directors or President.
5. Make a full report of all matters pertaining to the office to the members at the annual meeting and shall make such special reports as may from time to time be requested by the President or Board of Directors.
6. Shall make all reports required by law and shall perform such other duties as may be required.

Section 4: **DUTIES OF THE TREASURER:** The Treasurer shall be the custodian of the funds of the corporation, and it shall be his/her duty to:

1. Have custody of all money belonging to the Corporation, deposit the same in such bank as may be directed by the Board of Directors and keep a full and complete record of all receipts and disbursements.
2. Pay out no money except by check or credit card and as directed by the Board of

Directors or their designee.

3. Make a report of the: financial condition to the members at their annual meeting and such other financial reports as shall be required by law and by the Board of Directors.

ARTICLE VIII - ACTIVITIES

All activities and events of the Corporation, either of a fund-raising or non-fund-raising type, shall be under the control and direction of the Board of Directors. The President or the President with the consent of the Board of Directors shall name all committee chairpersons for such activities and events. Such chairperson shall, whenever requested, present to the Board of Directors an up-to-date report of activities.

All monies collected in connection with such activity or event, either in advance or at the time activity or event, shall be deposited with the Corporation's duly elected Treasurer.

Section 1: FINANCIAL OBLIGATIONS: No one shall be allowed to participate in ASHAV activities if they have an outstanding. Financial obligation of more than 90 days in length or at the time of the event.

ARTICLE IX-AMEMDMENTS

These By-Laws may be amended by a two-thirds vote of the members present at a meeting of the Association regularly called or held, provided that all members are notified of the proposed change at least ten days prior to the meeting.

Any proposed amendment to these By-Laws must be submitted in writing to the Board of Directors at least thirty (30) days prior to the date of the meeting for ratification.

ARTICLE X - DISSOLUTION

Upon dissolution of this Corporation and after payment of all debts, the remaining assets, if any shall be transferred to a charitable or non-profit organization for the purposes of promoting the American Saddlebred Horse as specified by the Board of Directors.