



## **HDRHA BY-LAWS**

### **ARTICLE I. TITLE, OBJECTIVES, LOCATION:**

**Section 1.** Title. This organization is incorporated under the laws of the State of Georgia and shall be known as the Heart of Dixie Reining Horse Association and shall at all times be operated as a non-profit association in accordance with the laws of the State of Georgia and the United States of America.

**Section 2.** Objectives. To promote and encourage the showing of reining horses and to develop and disseminate informational material deemed desirable to provide exhibitors and spectators a better understanding of a proper performance of the reining horse in the show arena.

**Section 3.** Place Of Business. The principal office of the Association shall be Ringgold, Georgia or as the Board of Directors shall designate.

**Section 4.** Upon the Dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively to the REINING HORSE FOUNDATION (NRHA).

### **ARTICLE II. OFFICERS**

The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and two (2) elected Directors/Members at Large. In addition, there shall be one Youth

Counsel Advisor, of whom will serve an indefinite term at the pleasure of the Board of Directors and/or the individuals. A co-Youth coordinator and/or co-Affiliate Liaison may be named at the board's discretion. These appointments will be reviewed annually following the general election meeting and election of new officers. The officers of the Corporation shall hold office for a period of two (2) years until their successors are elected and qualified.

## ARTICLE III. ELECTION OF OFFICERS

**Section 1.** The election of officers for the following year shall be held at the final Association show for each calendar year unless the final show is determined by the board to be too late in the year for this timing to be practical, in which case the board shall decide on a date for board elections that is in the best interest of the ongoing business of the club. Board elections may be held by online voting, however written ballots will be made available to those who want to vote in this manner. To have continuity in the offices of the Association, elections shall be staggered and shall be as follows: In odd years, the positions of Vice President, Treasurer, and one (1) Director/ Member at Large shall be elected. In even years, the positions of President, Secretary, and one (1) Director / Member at Large shall be elected.

**Section 2.** Nominations for the offices open for election shall be submitted at the Board meeting prior to elections. Written nominations may be made in writing by forwarding the motion by mail or email to the President and/or Secretary in odd years and to the Vice President and/or Treasurer in even years before the nomination deadline. Any member of the Association in good standing may make nominations or be nominated for office. Motions for nomination must have a second.

**Section 3.** It is highly recommended that any nominee has attended at least one meeting of the board during the year and have served in a volunteer position during the year, volunteered in at least one HDRHA show and/or actively participated on a committee.

**Section 4.** Actual elections will be proctored by members of the board who are not running for a board position in that election year. The election of officers shall be by written or electronic ballot or by both, at the discretion of the Board. The election of officers shall be audited by the Board of Directors.

## ARTICLE IV. DUTIES OF OFFICERS

**Section 1.** The President shall be the Executive Officer of the Association. He shall preside over all meetings of the Board of Directors and membership meetings. He shall have general and active management of the powers of the Association except as hereinafter limited. He shall be the Ex Official member of all committees. The President shall serve as Chairman of the Board of Directors and manage the affairs of the Association and shall see that all orders and resolutions of the Board are carried into effect; subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred upon the President, to any other officer or officers of the Association. He shall execute bonds, mortgages, and other contracts requiring execution on behalf of the Association. He shall have the authority to appoint a committee to assist him in the operation and management of the Association.

**Section 2.** It shall be the duty of the Vice-President to perform all the duties of the President, in case of his absence and/or disability.

**Section 3.** It shall be the duty of the Secretary to maintain true and accurate minutes of Board of Directors meetings and general membership meetings and to make the same available to members upon request. The Secretary will also maintain membership records and perform such other secretarial duties as may be deemed necessary.

**Section 4.** The Treasurer shall maintain true and accurate records of all financial transactions of the Association. He will make a report on the general financial status of the Association at each meeting. He will be responsible for filing all financial reports required by law.

**Section 5.** The Directors shall be charged with the daily operational responsibilities of the Association, including but not limited to, decisions necessary for continuity and those requiring immediate attention. Any action taken by the Directors without presentation at the monthly meeting, or action permitted by these By-Laws, requires a quorum of the Vote. For the purpose of these By-Laws, a quorum shall consist of five (5) Board members. The Directors/ Members at Large of the Association shall not, without prior approval of the Board of Directors, bind the Association to any long-term contractual obligations. For the purposes of these By-Laws, a long-term contractual obligation is defined as any contractual agreement which requires expenditures of funds on behalf of the Association that shall be in effect for a period more than one (1) year. Further, the Directors/ Members at Large shall not have the authority to bind the Association to any agreement, debt, obligation, or expenditure more than a reasonable or customary cost, without the prior approval of the Board of Directors. No expenditure of one thousand (1,000) dollars or more is permitted to one (1) person, partnership, corporation, or out of the same transaction during the period of the year without prior Board of Directors approval.

**Section 6.** Removal. Any officer elected by the membership may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby. However, such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 7.** Vacancies. If the office of any Officer, or Director/ Member at Large , one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired time in respect of which such vacancy occurred. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the remaining members of the Board no less than a quorum, and each person so elected shall be a Director until the successor is elected by the membership, who may make such election at the next annual planning meeting of the membership, or at any special meeting duly called for that purpose and held prior thereto.

## **ARTICLE V. DIRECTORS**

**Section 1.** The business of this Association shall be managed by its Board of Directors. The Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer and two (2) elected Directors/ Member at Large. All members of the Board of Directors must be members of the Association. The four officers must also be members of NRHA.

**Section 2.** While the Board of Directors shall have general charge of the affairs, finances, and property of the Association, all members have the right to attend all meetings, participate in all discussions, and vote on all matters.

**Section 3.** In addition to the powers and authorities these By-Laws expressly confer upon them, the Board of Directors may exercise all such powers of the Association and do all such lawful acts that are not prohibited by statute or by these By-Laws.

**Section 4.** The Board of Directors shall be empowered to fill vacancies on the Board. Any vacancy occurring in the Board may be filled by the affirmative vote of most of the remaining directors. A director elected to fill a vacancy shall serve the unexpired term of his predecessor.

**Section 5.** The meeting of the Board of Directors may be held at such a place within the State of Georgia or elsewhere, as the majority of Directors from time to time may appoint, or as may be designated in the notice calling the meeting. Any meeting outside the State of Georgia shall be considered solely for the convenience of the Board of Directors and shall not be considered as conducting business in the jurisdiction where the meeting takes place. Special meetings of the Board of Directors may be called by or at the request of the President. Meetings may be conducted by conference call or video meeting. The person or persons authorized to call special meetings of the Board of Directors may fix a place, either within or without the State of Georgia, as the place for holding any special meetings of the Board of Directors. Notice of any special meeting may be called by the President on two (2) days' notice to each Officer/ Director/ Member at Large, either personally or by mail, e-mail or text; special meetings shall be called by the President in like manner and on like notice on the written request of most of the Directors in office. If said notice is mailed, such notice shall be deemed to be delivered when delivered to the Post Office Box. If notice is sent by way of e-mail or text, it is deemed to be delivered when e-mail or text is transmitted. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meetings of the Board of Directors need be specified in a notice, or waiver of notice of such meeting.

**Section 6.** A quorum of the Officers/ Directors/ Member at Large in the office shall be necessary to transact the business of the Association. A quorum for the purposes of these By-Laws is defined as five (5) members of the Board of Directors. Once it is established that a quorum exists, a majority of such quorum shall then decide upon any question that may come before the meeting and shall be binding as though the full Board of Directors was sitting.

**Section 7.** Any Officer/ Director/ Member at Large who misses more than four (4) scheduled meetings per year, without reasonable excuse, may be removed for cause.

**Section 8.** An Officer/ Director/ Member at Large of the Association shall stand in a fiduciary relation to the Association and shall perform his or her duties as an Officer, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, an Officer/ Director/ Member at Large shall be entitled to rely on good faith information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared by any of the following: 1.

One or more officers or employees of the Association whom the Director reasonable believes to be reliable and competent in the matters presented; 2. Counsel, public accountants, or other persons as to matters which Director reasonably believes to be within a professional and expert competence of such person; 3. A Committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which a Director reasonably believes to merit confidence. A Director shall not be acting in good faith if he or she has knowledge concerning the matter in question that would cause his reliance to be unwarranted. In discharging the duties of their respective positions, the Director shall always use the skill and diligence a person of ordinary prudence would use in similar circumstances. So long as the Director uses such skill and diligence as a person of ordinary prudence would use under similar circumstances, he or she shall not be held personally responsible for any actions taken on behalf of the Association.

## ARTICLE VI. REGULAR MEETINGS

**Section 1.** The regular meetings of the Association shall be held at a time and place designated by the Board of Directors or as provided in Article XI, section 4. Notice of the annual planning meeting will be given to the membership to meet all-time restraints as set forth in these by-laws. Notices of the annual planning and other general membership meetings will be printed in the Association's newsletter if available or sent to the members by e-mail. Notices will also be available on the association's website if possible or shared through social media.

**Section 2.** A special meeting of the membership may be called by the Board of Directors to be held at a time and place designated by the Board of Directors. Notice for special meetings will be made in the newsletter if available, by special e-mail, and on the association's website. This notice will be made at least seven (7) days prior to the meeting. Business transacted at all special meetings shall be confined to the objects stated in the call and notice of the meeting and matters germane thereto.

**Section 3.** At any meeting of the Association, the members present shall constitute a quorum regardless of the number present.

## ARTICLE VII. MEMBERSHIP

**Section 1.** Membership is open to any individual of good character and reputation that has an interest in reining horses and the promotion of the reining horse.

**Section 2.** Members shall be admitted and retained in accordance with the rules and regulations of both the National Reining Horse Association (NRHA) and the Heart of Dixie Reining Horse Association (HDRHA). Membership in NRHA is not required to be a member of HDRHA.

**Section 3.** Each member of the Association shall pay annual membership dues to the HDRHA. Said dues are due and payable at the commencement of each fiscal year. The fiscal year of this Association shall be January 1 through December 31 of each year. Memberships paid in the 4th quarter of the fiscal year shall be in effect for the entire following fiscal year.

**Section 4.** Members are not required to attend scheduled meetings. However, all members may attend, participate in, and vote at all meetings.

## ARTICLE VIII. NRHA AFFILIATION AND NRHA AFFILIATE LIAISON APPOINTMENT

This Association will maintain an affiliation with the NRHA. It will submit annual dues and required paperwork to the NRHA and comply with the NRHA Rules and Regulations as published in the NRHA Handbook.

The Board of Directors may, at their pleasure by majority vote, appoint individual(s) to serve as NRHA Affiliate Liaison(s). These individuals, along with Officers, will represent HDRHA in NRHA phone calls and webinars, attend Affiliate Summit meetings either in person or by phone, and attend to the details of the North American Affiliate Toolbox, planning events and tracking progress toward Gold Affiliate Level status throughout the year. These individuals will have the full privileges of voting board members and will also participate in other board volunteer activities as needed.

## ARTICLE IX. MISCELLANEOUS PROVISIONS

**Section 1.** All checks or demands for money and notes of the Association shall be signed by such officer or officers or their designees, as the Board of Directors may from time to time designate.

**Section 2.** Whenever written notice is required to be given to a person, it may be given to such person, either personally or by sending a copy thereof through the mail, by e-mail, private message or text message, to his or her physical address or email address appearing on the books of the Association membership list or supplied by him to the Association for notice. If a notice is sent by mail or by e-mail, private message or text message, it shall be deemed to have been given to the person entitled thereto when it is deposited in the United States Mail or transmitted with electronic receipt notice. Such notice shall specify the place, day and hour of the meeting and/or hearing and in the case of a special meeting of the membership, the general nature of the business to be transacted.

**Section 3.** Whenever any written notice is required by statute, or by the By-Laws of this Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether if before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting of the membership, either the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person, at any meeting, shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to a transaction of any business because the meeting was not lawfully called or convened.

**Section 4.** One or more of the Directors may participate in a meeting of the Board, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

## ARTICLE X. INDEMNIFICATION

The Association shall indemnify each of its Directors, Officers, employees, and committee members whether then in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she was a director, officer, or employee of the Association. The individual shall no right to reimbursement, however, in

relation to matters as to which he or she has been adjudged liable to the Association for negligence or misconduct in the performance of his or her duties, or was derelict in the performance in his or her duty as a director, officer or employee by reason of willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of his or her office or employment. The right to indemnity for expense shall also apply to expense of suits which are comprised or settled if the court having jurisdiction of this matter shall approve such settlement. The foregoing right of indemnification shall be an addition to, and not exclusive of, all other rights which such director, officer, or employee may be entitled.

## **ARTICLE XI. AMENDMENTS**

Amendment to the By-Laws must be presented to the Board of Directors at least thirty (30) days prior to the monthly meeting and written notice of the proposed amendments will be given to the membership at least fourteen (14) days before voting on said amendment. These amendments will be considered and voted on at a monthly meeting and must be passed by the majority of the members voting in person.

## **ARTICLE XII. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1.** Contracts. The Board of Directors may authorize any officer or officers, agent or their designees, to enter any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. This authority in no way conflicts with the authority of the President to enter into Agreements as set forth under the obligations and duties of an officer.

**Section 2.** Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 3.** Checks, Drafts, etc. All checks, drafts or other order for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4.** Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.