

**2012
By-
Laws**

**GEORGIA DRAFT HORSE
ASSOCIATION**

Georgia Draft Horse Association

2012 BYLAWS

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ARTICLE I – The Corporation

1. The name of this Corporation shall be THE GEORGIA DRAFT HORSE ASSOCIATION.
2. The registered office of this Corporation shall be as designated in the Articles of Incorporation of the Corporation or in any amendment thereto. The Board of Directors shall have authority to change the registered office of the Corporation from time to time, and any such change shall be registered by the Secretary with the Secretary of State. The Corporation may have such other offices, including its principal business office, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II – Nonprofit Organization

1. **Nonprofit Organization.** This Corporation is organized and shall be operated exclusively for agricultural, educational and social purposes, all as contemplated and permitted by Sections 501 (c) (5) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
2. **Purposes.** This Corporation is organized and shall be operated to support and promote the Draft Horse; to establish friendly relationships between members and promote the exchange of knowledge and ideas pertaining to Draft Horses; to be a clearinghouse for information on Draft Horses in the State of Georgia; and to do such other deeds as may be to the best interest of Draft Horses and/ or members of this Corporation.

ARTICLE III - MEMBERSHIP

1. **Open Membership.** Membership shall be open to any person interested in the breeding, showing, use or promotion of Draft Horses. Although membership is to be unrestricted as to residence, the primary purpose is to be representative of the State of Georgia.
2. Members shall be classified as individual, family, junior and honorary as qualified hereinafter.
 - a. Individual members. All persons over the age of 18 years who subscribe to the purposes of the Corporation.
 - b. Family Members. All married couples over the age of 18 years, and their children under the age of 18, who jointly subscribe to the purposes of the Corporation and have paid their dues for the present fiscal year. They shall have all the rights, privileges and benefits except that only those over 18 years of age have the right to vote or hold elected office. Family memberships are limited to two votes per membership unit. Once children reach the age of 18 it is expected they subscribe to an individual or appropriate membership.
 - c. Junior Members. All persons under the age of 18 years who subscribe to the purposes of the Corporation and have paid their dues for the present fiscal year. They shall have all the rights, privileges and benefits of regular members except the right to vote or hold elected office.

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d. Honorary Members. Honorary lifetime membership may be conferred upon an individual for outstanding services to the Corporation or Draft Horses in general. Nominations for honorary membership may be made at any meeting of the general membership. The vote must be unanimous. They shall have the rights, privileges and benefits of regular members except the right to vote or hold elected office.

3. Applications. Membership applications shall be filled out by prospective members. The application shall provide that the applicant agrees to abide by these By- Laws; and shall state the name, address, telephone number, occupation and specific Draft Horse related interests of the applicant. Accompanying the application, the prospective member shall submit dues for the current year. All applications are to be filed with the Secretary.

4. Termination. Termination of membership may be obtained:

a. By resignation.

b. By lapsing, which occurs if such member's dues remain unpaid thirty days after the first day of January. In no case may a person be entitled to vote whose dues are unpaid.

c. By suspension and revocation. Any member disturbing the harmony of the Corporation may, after thorough investigation by the Board of Directors and the unanimous vote taken by same at any meeting called to discuss said investigation (at which a quorum is present), shall have his or her membership suspended. His or her membership will then be revoked by a majority vote of the members at a regular or special meeting called for that purpose.

ARTICLE IV - DUES

1. Amount. Membership dues shall be as follows until amended by the Board of Directors:

a. Individual Dues \$10.00

b. Family Dues \$15.00

c. Junior Dues \$ 5.00

d. Honorary members shall not pay dues.

2. Due Date. During the month of December the Treasurer shall send to each member a statement of his or her dues for the coming fiscal year. No member shall vote whose dues are not paid for the current fiscal year. Dues must be paid on or before January 1st. of each year.

ARTICLE V - FISCAL YEAR

1. Fiscal Year. The fiscal year of the Corporation shall be from January 1st through December 31st of each year.

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ARTICLE VI - MEETING OF MEMBERS

- 1. Meeting Place.** Meetings of the members shall be held at the place designated by the President of the Board of Directors.
- 2. Annual Meeting.** The annual meeting of the Corporation shall be held each year either in the month of March or at such time as designated by the Board of Directors. Written notice of the meeting shall be mailed by the Secretary at least five (5) days but no more than thirty (30) days before the meeting, excluding the day of the meeting.
- 3. Special Meetings.** Special meetings may be called by the President; by a majority vote of the Board of Directors, or by written petition of one-third (1/3) of the members in good standing. Written notice of special meetings shall be given in the same manner as the annual meeting but, in addition, the purpose of the special meeting shall also be included in the notice.
- 4. Quorum.** The members in attendance at all regular and special meetings that have been announced as required by Article VI, Sections .02 and .03 shall constitute, of themselves, a quorum of the membership. Provided, however, that at least ten percent (10%) of the members are then in attendance. For mail-in balloting only, a minimum of twenty percent (20%) of the members in good standing are required in order to constitute a quorum.
- 5. Voting.** Each individual member will be entitled to one vote. Family memberships are entitled to two votes. Voting shall not be cumulative. Voting may be done by proxy if pursuant to Section 6.06. Voting may be done by mail.
- 6. Voting by Proxy.** The appointment of a proxy shall be in writing filed at or before the meeting with the person who has been designated to act as Secretary of the meeting. The authority of a proxy ceases eleven (11) months from the date of appointment. An appointment of a proxy terminates all prior appointment when the appointment has been filed with the Secretary of the meeting. Authority of a proxy is not terminated by the death or incapacity of the maker unless written notice of the fact of death or incapacity is given to the Corporation before the vote has been cast or the authority otherwise exercised.

ARTICLE VII - DIRECTORS

- 1. Board.** A Board of at least seven (7) directors shall manage the business of the Corporation.
- 2. Qualification.** To be a member of the Board, the person must be a member of the Corporation and a resident of the State of Georgia.
- 3. Terms of Office.** A director shall hold office for the three- year term for which he or she has been selected and until his or her successor has been selected and has qualified, or until he or she has been removed.
- 4. Regular Meetings of the Board.** Except where these By-Laws prescribe otherwise:
 - a. A meeting of the Board of Directors may be held at any place, within or without the State of Georgia, designated by the President or the Board;
 - b. Notice of every meeting shall be given at least five (5) days in advance of such meeting;

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c. An act of the majority of the Directors present at the meeting at which a quorum is present is the act of the Board.

5. Vacancies. The remaining members of the Board, though less than a quorum, shall fill any vacancy occurring on the Board. A person so elected shall hold office until his or her successor has been selected.

6. Informal Action by Directors. Any action which may be taken at a meeting of the directors may be taken without a meeting a notice thereof if a consent in writing setting forth the action so taken, shall be signed by all the directors entitled to vote. The action is effective when signed by the required number of directors, unless a different effective date is provided in the written action.

7. Telephone Meetings. Any director, or other member of any committee created by the Board of Directors, may participate in any meeting by the Board, or of any committee, by means of conference telephone or other communications equipment, provided all persons participating in the meeting are able to simultaneously hear each other, participation thereby constitutes presence in person at such meetings.

ARTICLE VIII - OFFICERS

1. Offices. The Board of Directors shall elect persons to exercise the functions of the offices of President, First Vice President, 2nd Vice President, and Secretary/ Treasurer and may elect or appoint any other officers and agents deemed to be necessary. Unless a separate Chairman of the Board is elected, the President shall also be the Chairman of the Board. The President of the Corporation shall be its Chief Executive Officer and the Treasurer of the Corporation shall be its Chief Financial Officer.

2. Qualifications. Such officers must be a Director and be a resident of the State of Georgia.

3. Term of Office. Such officer shall hold office for a period of one year until his or her successor is elected and qualifies; provided, however, that any officer may be removed with or without cause by the affirmative vote of a majority of the whole Board of Directors, irrespective of any contractual obligations of employment.

4. President. The President shall have the responsibility for the active management of the business of the Corporation. In the absence of the Chairman of the Board of Directors, the President shall preside at all meetings of the members and all meetings of the directors. He or she shall be the Chief Executive Officer of the Corporation, and shall see that all orders and resolutions are carried into effect. He or she shall be an ex officio member. He or she shall perform all duties usually incident to the office of President, and such other duties as may from time to time be assigned to him or her by the Board of Directors.

5. First Vice President. The First Vice President shall have such powers and shall perform such duties as may be specified in these bylaws or prescribed by the Board of Directors or by the President. In the event of the absence or disability of the President, the First Vice President shall succeed to his or her powers and duties in the order designated by the Board of Directors.

6. Second Vice President. The Second Vice President shall have such powers and shall perform such duties as may be specified in these bylaws or prescribed by the Board of Directors or by the President. In the event of the absence or disability of the First Vice President, the Second Vice President shall succeed to his or her powers and duties in the order designated by the Board of Directors.

7. Secretary. The Secretary shall be the Secretary and shall attend all meetings of the members and the Board of Directors. He or she shall act as clerk thereof and shall record all of the proceedings of such meetings in the minute book of the

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Corporation. The Secretary shall also notify the members of the meetings, handle all correspondence of the Corporation, keep a roll of all members with current addresses and perform such other duties as set forth in these By-Laws.

8. Treasurer. The Treasurer shall keep accurate accounts of all monies of the Corporation received or disbursed. He or she shall deposit all monies, drafts and checks, in the name of and to the credit of the Corporation in such banks and depositories as the Board of Directors shall designate from time to time. He or she shall have the power to endorse for deposit all notes, checks, drafts received by the Corporation. He or she shall disburse the funds of the Corporation as authorized by the Board of Directors. He or she shall render to the President and the Board of Directors, whenever required, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation and shall perform such other duties as may be prescribed by the Board of Directors from time to time. All payments of approved expenditures shall be made by check signed by the Treasurer and/or President.

9. Secretary/ Treasurer. Offices of Secretary and Treasurer may be held by the same person.

ARTICLE IX - NOMINATIONS AND ELECTIONS

1. Required for Candidacy. No person may be a candidate in a Corporation election who has not been nominated. In order for nomination to be valid, person being nominated must accept nomination.

2. Procedure. Nominations for vacant Board positions are to be made by the general membership to the nomination chairman by November 15th, each year. Said nominations will be mailed to membership along with ballots on or before December 1st. Absentee Ballot must be returned to the Secretary postmarked on or before January 1st. **NOTE:** Ballots are to include a reminder that voting is done by paid members only and member signature is required on each mail in ballot.

3. Elections. Elections shall take place at the January meeting. All members in good standing shall have one vote either by attending the January meeting or by mail in ballot. The nominated candidate(s) receiving the greatest number of votes for vacant positions shall be declared elected. The Board then meets to elect its officers. Newly elected officers and directors assume their offices immediately after election.

ARTICLE X - COMMITTEES

1. Creation and Authority. The President each year may appoint standard committees and their respective chairmen to advance the work of the Corporation. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it in particular projects.

2. Termination. Any Committee appointment may be terminated by a majority vote of the Board upon written notice to the appointee.

ARTICLE XI - AMENDMENT

1. Procedure to Amend By-Laws. The procedure to amend by members shall be:

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a. The Board of Directors may propose the amendment to the bylaws by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the members; or

b. Any five (5) members may set forth a proposed amendment by the petition by them subscribed, which petition shall be filed with the Secretary of the Corporation.

2. Notice. Notice of the meeting of the members, stating the purpose including the proposed amendment, shall be given to each member entitled to vote on the proposed amendment, and to each officer and director regardless of his or her voting rights. If notice required by this clause has been given, the proposed amendment may be adopted at any meeting of members.

3. Quorum. By-Laws may be amended only by two-thirds (2/3) vote of the regular members in good standing.

ARTICLE XII - DISSOLUTION

1. Vote. The Corporation may be dissolved at any time by written consent of not less than two-thirds (2/3) of the members voting.