

BYLAWS  
OF  
SOUTHERN STATES PERUVIAN HORSE CLUB

ARTICLE 1  
Name and Offices

1. Name

The name of this organization shall be the Southern States Peruvian Horse Club.

2. Offices

The principal office of the organization shall be located within the boundaries of the State of Georgia. The Board of Directors shall designate the place of business for the organization. Other locations may be designated as is appropriate for the purpose of conducting the business of the organization.

ARTICLE II  
Members and Meetings of Members

1. Membership

The membership of the Organization shall consist of such person or persons, upon submitting an application for membership, as approve by a majority of the members of the Organization.

2. Rights of Members

Owner/Breeder Members have the right to vote in the affairs of the organization. One(1) vote per each Owner/Breeder Membership. The right of a Member to vote and all his right, title, and interest in or to the Organization, if any, shall cease on the termination of said membership. No Member shall be entitled to share

in the distribution of the assets of the Organization.

Proxy voting in any form for any purpose is not allowed in the organization.

3. Resignation of Members

Any member may resign from the Organization by delivering a written resignation to the President or Secretary of the Organization.

4. Annual Meeting

The annual meeting of the members of the Organization shall be held during the last month of the fiscal year at a time, date, and place to be determined by the Officers of the Organization.

5. Special Meetings

Special meetings of the Members may be call at any time by the Officers or by a 1/3 majority of the Members of the Organization. Any meeting called for shall be given not less then fourteen (14) nor more than sixty (60) days after the request is made. A call for the meeting shall be made by the Secretary of the Organization or a person designated by the Officers of the Organization.

6. Place

Meetings of Members may be held at a time and place designated in the notice to Members of said meeting and designated by the Officers of the Organization.

7. Notices

Except as may otherwise be provided in Section 5 of this Article, a notice of each meeting of Members, shall be mailed to each Member having the right to vote at such meeting, at his address as it appears on the records of the

Organization, not less than fourteen (14) nor more than sixty (60) days before the date set for the meeting. The notice shall state the purpose of the meeting and the time and place it is to be held. Such notice shall be sufficient for that meeting and any adjournment thereof.

8. Quorum

At any meeting of the Members of the Organization the presence of 1/3 of the Members in person shall be necessary to constitute a quorum for all purposes except as otherwise provided by law. The act of the majority of the Members present at any meeting at which there is a quorum shall be the act of the full membership, except as may be otherwise specifically provided by law or by these Bylaws.

9. Voting

At every meeting of the Members, each Member shall be entitled to vote in person. Each Owner/Breeder Member of the Organization shall be entitled to one (1) vote. Upon the demand of any Member, the vote upon any question before the meeting, shall be by ballot. All elections shall be had and all questions decided by a simple majority vote of the Members present in person, except as otherwise provided by law or by these Bylaws.

10. Waiver of Notice

Whenever under the provisions of any law or under the provisions of these Bylaws, the Board of Directors, or any committee thereof is authorized to take any action after notice to the Members of the Organization or after the lapse of a prescribed period of time. Such action may be taken without notice and without the lapse of any period of, if at any time before or after such action be completed, such

requirement be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or as provided by law.

11. Action of Members Without Meeting

Notwithstanding any provision contained herein to the contrary, any action of the Members which is required or permitted to be taken at the meeting, may be taken without a meeting, without prior notice and without a vote if written consent to the action is signed and delivered to the Organization by Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting which all Members entitled to vote were present and voted in conformity with law. However, within ten (10) days thereafter notice shall be given to those Members entitled to vote who have not consented in writing in accordance with law.

12. Removal of Members

Any Member may be removed from membership by the affirmative vote of a seventy-five percent (75%) of the members of the Organization at any regular or special meeting called for that purpose, for conduct which is immoral or otherwise detrimental to the interests of the Organization, for lack of sympathy with its objectives, for refusal to render reasonable cooperation or assistance in carrying out its purpose, or for any other reason deemed appropriate by the members of the Organization. Any such Member proposed to be removed shall be entitled to notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and to be heard at such meeting in accordance with any applicable provision of the Bylaws of this

Organization, or in accordance with any applicable law.

13. Compensation and Expenses

The Board of Directors shall have power in its discretion to contract for and to pay to Members rendering unusual or special personal services to the Organization special compensation or expenses appropriate to value of such services.

14. Conduct of Meetings

All regular or special meetings of Members shall be conducted in accordance with standard rules of order. The President shall preside over all meetings and determine all points of order.

15. Operation in Absence of Members

If at any time the Organization shall have no members, the members of the Board of Directors shall act as the membership of the Organization. All power and authority of the membership of the Organization shall be exercised by the Board of Directors and all duties and responsibilities of the membership of the Organization shall be fulfilled by the Board of Directors.

ARTICLE III  
Board of Directors

1. Election

The business and property of the Organization shall be managed and controlled by a Board of Directors, consisting of six (6) Directors.

Directors shall be elected from the list of eligible members by ballot circulated to all voting members by First Class United States mail addressed to their last known address. Ballots shall be mailed at least thirty (30) days before

the annual meeting of the Membership. Ballots must be returned by mail before the annual meeting where the ballots shall be opened and the results announced. Directors so chosen shall take office at such annual meeting of the Board of Directors and shall serve for a term of two (2) years from the date of election.

2. Number

The number of Directors of the Organization shall be six (6), but such number may be increased or decreased by amendment to these Bylaws in the manner set forth in Article XI herein, but shall never be less than three (3). Should the number of Directors increase or decrease, the terms of the Directors shall be such that approximately one-half of the number of Directors is elected each year.

3. Resignation

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

4. Vacancies

Any vacancy in the Board of Directors occurring during the year may be filled for the unexpired portion of the term by the members of the Organization. Any Director so elected shall hold office until the next annual meeting of the Membership.

5. Annual Meetings

The annual meeting of the Membership shall be held during the last month of the fiscal year at a time and place determined by the Board of Directors, for the purpose of the transactions of such business as may properly come before the meeting. The first order of business at the annual meeting shall be the counting of ballots

for the election of the Board of Directors. Immediately after such election, the newly elected Directors may meet forthwith for the purpose of the selection of its officers and the transaction of other business. If a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given.

6. Special Meetings

Special meetings of the Board of Directors may be called by the President and must be called by the President on the written request of any two (2) members of the Board of Directors.

7. Notice of Meetings

Notice of all Director meetings, except as herein otherwise provided, shall be given by mailing the same at least seven (7) days, or by telephoning the same at least three (3) days before the meeting to the usual business or residence address of the Director, but such notice may be waived by any Director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Directors meeting. At any meeting at which every Director shall be present, even though without any notice of waiver thereof, any business may be transacted.

8. Chairman

At all meetings of the Board of Directors the President, or in his absence, the Director chosen by the Directors present shall preside.

9. Quorum

At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the

majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by these Bylaws.

#### 10. Contracts and Services

The Directors and officers of the Organization may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Organization, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Organization, notwithstanding that they may also be acting as individuals or as trustees of trusts, or as agents for other persons or Organizations, or may be personally interested in the same matters; PROVIDED, HOWEVER, that any contract, transaction, or act on behalf of the Organization in a matter in which the Directors or officers are personally interested, shall be at arm's length and not be in violation of the prescriptions in these Bylaws against the Organization's use or application of its funds.

#### 11. Compensation and Expenses

Directors shall not receive any stated salary for their services. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Organization special compensation or expenses appropriate to the value of such services.

#### 12. Powers

Subject to powers specifically reserved to the members of the Organization, all the powers shall be and are hereby vested in and shall be

exercised by the Board of Directors. The Board of Directors may be general resolution delegate to committees of their own number, or to officers of the Organization, such powers, in accordance with law, as they may see fit.

13. Duties

- (1) The Board of Directors shall present at the annual meeting of Members a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:
  - (a) the assets and liabilities of the Organization as of the end of the calendar year immediately preceding the annual meeting;
  - (b) the principal changes in assets and liabilities as of the end of the calendar year immediately preceding the annual meeting;
  - (c) the revenue or receipts of the Organization as of the end of the calendar year immediately preceding the annual meeting;
  - (d) the expenses or disbursements of the Organization as of the end of the calendar year immediately preceding the annual meeting;
  - (e) the number of Members of the Organization as of the date of the report, together with a statement of increase or decrease in such number as of the end of the calendar year immediately preceding the annual meeting, and a statement of the names and addresses of the current Members.

The annual report shall be filed with the records of the Organization and entered in the minutes of the proceedings of the annual meeting.

- (2) The Board of Directors shall have the duty and responsibility of preserving the assets of this Organization, and of accepting or rejecting donations of personal property to this Organization.

14. Place, Time, and Conduct of Directors Meetings

Meetings will be conducted at a time and place designated by the Board of Directors. Directors may participate in a meeting by any means of communication permitted by law.

15. Removal of Directors

Any Director may be removed at any time by the affirmative vote of seventy five (75) percent of the membership of the Organization at any regular or special meeting called for that purpose for any reason deemed appropriate by the members of the Organization. Any vacancy in the Board of Directors arising by reason of removal of a Director shall be filled in the manner provided in paragraph 4 above.

16. Consent without a meeting of the Board of Directors

Notwithstanding any provision contained herein to the contrary, any action of the Board of Directors or of any Committee thereof, which is required or permitted to be taken at a meeting, may be taken without a meeting if written consent to the action is signed by all of the members of the Board or Committee, as the case may be, and is filed in the minutes of the

proceedings of the Board of Directors prior to the taking of such action.

#### ARTICLE IV Officers

1. Number

The officers of the Organization shall be the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two (2) or more offices may be held by the same person.

2. Election, Term of Office, and Qualifications

Directors shall be elected annually for staggered terms by the members of the Organization. Each year three (3) Directors shall be elected for two (2) year terms. A Director is required to be a member in good standing during his term of office.

3. Vacancies

In case any office of the Organization becomes vacant by death, resignation, retirement, disqualification, or any other cause, the members of the Organization may elect a Director to fill such vacancy, and the Director so elected shall hold office and serve until the expiration of the vacated Directors term.

4. President

The President shall preside at all meetings of the Members and of the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the Organization and shall do and perform such other duties as may be assigned to the President by the Board of Directors.

5. 1<sup>st</sup> Vice President

The 1<sup>st</sup> Vice President shall preside at all meetings of the Members and of the Board of Directors in the absence of the President. The Vice President shall perform such other duties as may be assigned by the Board of Directors.

6. 2nd Vice President

The 2nd Vice President shall preside at all meetings of the Members and of the Board of Directors in the absence of the President and 1<sup>st</sup> Vice President. The 2<sup>nd</sup> Vice President shall perform such other duties as may be assigned by the Board of Directors.

7. Secretary

The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors and Members of the Organization. The Secretary shall keep a record, containing the names and addresses of all persons who are Members of the Organization. The Secretary may sign with the President, in the name and on behalf of the Organization, any contracts or agreements authorized by the Board of Directors. The Secretary shall, in general, perform all duties incident to the office of the

secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to the Secretary by the Board of Directors.

8. Treasurer

The Treasurer shall have the custody of all funds, property, and securities of the Organization, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the Organization for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Organization at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, shall sign all checks of the Organization and all bills of exchange and promissory notes issued by the Organization, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Organization. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Organization. The Treasurer shall enter regularly on the books of the Organization for the purpose of full and accurate accounting of all moneys and obligations received and paid or incurred for or on account of the Organization, and the Treasurer shall exhibit such books at all reasonable times to any Director or Member on application at the offices of the Organization.

The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to control of the Board of Directors.

9. Salaries

Officers shall not receive any stated salary for their services.

10. Removal

Any officer may be removed from office by the affirmative vote of seventy-five (75) percent of the members of the Organization at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interest of the Organization, for lack of sympathy with its objects, for refusal to render reasonable assistance in carrying out its purpose, or for any other reason deemed appropriate by the members of the Organization. Any officer proposed to be removed shall be entitled to notice in writing by mail of the meeting of the members of the Organization at which such removal is to be voted upon and shall be entitled to appear before and be heard by the members at such meeting in accordance with any applicable provisions of these Bylaws or by law.