

## ARTICLE I

### Members and Dues

Section 1 Any person desirous of becoming a member of the Association shall be proposed by a member and elected by a vote of the directors.

Section 2 (a) Annual dues shall be ~~ten dollars (\$10.00)~~ *fifteen (\$15.00) Individual and twenty (\$20.00) for family. Family membership to include primary member and spouse and any dependent children 18 years and younger.*

~~(b) Annual dues are to be paid within thirty (30) days after written notice of the election is mailed to the members addresses.~~

Section 3 The fiscal year of the Association shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year.

## ARTICLE II

### Meetings of Members

Section 1 The annual meeting of members shall be held between January 1<sup>st</sup> and April 15<sup>th</sup> and at a time and place designated by the President or by the written direction of two thirds (2/3) of the Board of Directors.

Section 2 Special meetings of the members may be called by the President or by written direction of two thirds (2/3) of the Board of Directors.

Section 3 Meetings of the members may be held within or without the state of Kentucky and a quorum of any such meeting shall consist of not less than FIVE (5) MEMBERS.

Section 4 Notices. A written or printed notice of each members meeting, stating the place, day, hour thereof, and purpose or purposes for when a meeting is called, shall be given by the secretary at least fifteen (15) days before the meeting of members by mailing it, postage paid, and addressed to each member at his address as it appears upon the books of the Association *or by e-mail.* In case of the death, absence, incapacity, or refusal of the Secretary, said notice may be given by any other officer.

## ARTICLE III

### Directors

Section 1 The affairs and business of the operation shall be conducted by a Board of Directors of not less than eight (8) and not more than twenty-five (25) in number. These Directors are to be elected from the paid members of the South Central Hackney Association, Incorporated. The number of directors shall be determined at the beginning of each year by the Board of Directors for that particular year, but not less than eight (8) or more than twenty-five (25).

~~Marion Oliver of Berea, Kentucky, E. P. Woods of Danville, Kentucky, and Howard Kelsey of Kentucky shall serve as directors of the corporation until the first meeting according to Section 273.170.~~

The members of the South Central Hackney Association, Inc. shall designate from the directors listed one member that shall serve as President, one member that shall serve as First Vice President, one member that shall serve as Second Vice President, and the President shall be the Chairman of the Board. Each director shall have one vote with the exception of the Chairman of the Board, and he/*she* shall have a vote only in the case of a tie. The President or Chairman of the Board shall be the Chairman of the Corporation. The Directors shall create other offices as they may deem proper, shall fix the terms of office and hold elections in such times as they may determine. The length of the terms of the Board of Directors shall be fixed by the first Board of Directors, with no term longer than three (3) years. However, directors may be re-elected. Future directors are to be elected from the paid up members of the South Central Hackney Association, Inc.

The first meeting of the Board of Directors shall be held between, January 1st and April 15<sup>th</sup> annually, the exact date to be fixed by the President and notice shall be given to each member of the date of the meeting.

The Board of Directors shall have the power to make and adopt all such by-laws and rules to regulate the business of the corporation as will not be inconsistent with the Articles of Incorporation, or the Commonwealth of Kentucky.

Section 2 Directors shall hold office for three (3) year terms, and until their successors are elected and qualified. One-third (1/3) of the directors are to be retired each year and one-third (1/3) of the directors are to be elected each year.

Section 3 The Board may from time to time designate a portion of their number, but not less than three (3), to be known as the Executive Committee to whom

may be delegated the details of handling and working out the general policies worked out by the Board of Directors, and may appoint such other committees as they deem necessary to perform such other duties as may from time to time be prescribed by such Board of Directors.

## ARTICLE IV

### Meetings of Directors

Section 1 A regular meeting of the Board of Directors elected at the annual meeting by members shall be held immediately after such annual meeting, provided a quorum of such Directors shall be present. In case such a meeting is not held a meeting of the Board of Directors shall be held as soon as possible.

Section 2 Special meetings of the Board of Directors shall be called by the Secretary at the direction of the President or at the written direction of two-thirds ( $2/3$ ) of the Directors.

Section 3 The Secretary shall give at least fifteen (15) days' notice in writing of any meeting of the Directors, stating the time, place, and purpose of the meeting. Any meeting of the Board shall be a regular meeting without notice if each Director will waive such a notice in writing or if all Directors are present in person.

Section 4 Meetings of the Board of Directors may be held within or without the state of Kentucky.

Section 5 A quorum for the transaction of business shall consist of a majority of the total number of Directors provided for in these Bi-Laws. However, a lesser number may adjourn any meeting. When a quorum is present a majority of the Directors present may decide on any question properly brought before such a meeting.

## ARTICLE V

### Officers and Their Elections

Section 1 President. The President shall, when present, preside at all meetings of the members and of the Board of Directors and shall have general administrative charge and supervision of the business affairs and of the property of the Association, subject to the general control of the Board of Directors. He / *She* shall sign all membership certificates and other written instruments on behalf of the Association.

Section 2 The First Vice President shall, in the absence of the President, preside at the meetings of the Board of Directors of the Association. The Second Vice President shall preside at the meetings of the Association or Board of Directors in the event the President or First Vice President are not present.

Section 3 Secretary-Treasurer. The Secretary and Treasurer shall be appointed by the Board of Directors. The Board of Directors may, if they elect, combine and appoint one person to act as both Secretary and Treasurer. The Secretary and Treasurer may be appointed from the membership of the South Central Hackney Association or the Board of Directors may appoint any other person to act as Secretary or Treasurer or both. It shall be the duty of the Secretary-Treasurer to attend all meetings and keep a fair and accurate record of the proceedings of said meetings. The Secretary-Treasurer, along with the President have authority to sign written instruments on the behalf of the Association to carry out the directions of the Board of Directors. Accurate books and records must be kept pertaining to the business of the Association and full and complete financial records maintained at all times setting out all receipts received and all disbursements made. It shall be the duty of the Secretary-Treasurer to submit regular financial reports to the Directors and shall render accounts at least annually of monies received and disbursed and of money and property on hand.

Section 4 All officers shall perform such other and additional duties as may be from time to time prescribed by the Board of Directors.

## ARTICLE VI

Section 1 The nature of the business proposed to be transacted, promoted and carried on by the corporation shall be to promote the Hackney breed of ponies, including the raising, breeding, showing, leasing, buying and selling, and it also includes the promotion of Shetland ponies, harness ponies, saddle horses and all other types of ponies and horses; including the purchase, lease or acquiring by gift or otherwise land, buildings, fixtures, equipment, facilities, barns, training rings, sales rings, sales buildings and all other facilities both real and personal for the promotion of the above described ponies and horses, including the promotion of all types of horse shows, futurities, and breeding classes including the association with the forming together of this association and other associations or fairs or horse shows in order to promote the breed of ponies and horses described above; as well as all necessary steps to conduct sales of the described ponies and horses and to carry on all necessary business in connection with the South Central Hackney Association, Incorporated with full power authority to do all things

necessary and convenient for maintaining, acquiring and selling said activities and business.

## ARTICLE VII

### Amendments

The By-Laws may be altered, amended, added to, or replaced at any meeting of the members at which a quorum is present by vote of a majority of the members present at such meeting, provided that notice of the proposed amendment or amendments shall have been given in the call of the meeting.