

SHENANDOAH-BLUE RIDGE APPALOOSA ASSOCIATION BY-LAWS
A NON-PROFIT ASSOCIATION

ARTICLE I: TITLE, LOCATION & AFFILIATION

- SEC. 1 The name of this organization shall be the Shenandoah-Blue Ridge Appaloosa Association.
- SEC. 2 The club is affiliated with the Appaloosa Horse Club Inc., Moscow, Idaho.
- SEC. 3 The area in which this club will operate will be anywhere within the boundaries of the state of VA.
- SEC. 4 The principle office for business transactions shall be located at the address of the club secretary.
- SEC. 5 Registered Office—SBRAA shall have and continuously maintain a registered office and agent. The office may be but not need be identical to the principal office. The address of the registered office may be changed from time to time by the Board of Directors. The registered agent must be an officer or director of SBRAA.
- SEC. 6 The post office of the initial registered office was P O Box 84, Boyce, VA 22620 located in Clarke County. The registered agent was Francine Pauly.

ARTICLE II: PURPOSE OF THE CLUB

- SEC. 1 To preserve, improve, standardize, and promote the breed of horse known as the Appaloosa, and to cooperate with and aid in every way possible the programs and functions of the ApHC, Inc.
- SEC. 2 To recognize the parent organization, the ApHC, Inc., their files, records and issuance of certificates of registration.
- SEC. 3 The primary function of the club will be to promote interest in the breed from a regional standpoint.
- SEC. 4 To encourage breed classes for Appaloosa horses in all area horse shows and to promote an all Appaloosa horse show whenever possible.
- SEC. 5 To make an annual report as required by the ApHC, Inc.

ARTICLE III: MEMBERSHIP

- SEC. 1 Eligibility — Any person or persons interested in promoting the Appaloosa shall be eligible.
- SEC. 2 Membership Definitions:
1. Individual --One Adult ages 19 and over.
 2. Family-- (a) Husband, wife, and all children 18 years and under (b) Single parent and all children 18 years and under.
 3. Youth—Single child not joined under family membership 18 years and under.
- SEC. 3 Termination of Membership: Membership may be terminated for the following reasons:
1. By resignation of the member
 2. By suspension or revocation for valid cause after an appropriate hearing to the Board of Directors, giving the member involved written notice of said hearing and opportunity to be present, upon the affirmative vote of the majority of the Board of Directors.
 3. By default in the payment of dues. Members in arrears 60 days shall be deemed delinquent and shall be dropped from the membership list.
- SEC. 4 Transfer of Membership—NO membership is transferable.

ARTICLE IV: DUES

- SEC. 1 Fiscal Year—The fiscal year shall be from January 1 to December 31.
- SEC. 2 Membership fees—
1. Individual--\$15.00
 2. Family---\$25.00
 3. Youth----\$10.00
- Membership fees are due Nov 1 and considered delinquent Jan 1.
- SEC. 3 All money received from membership fees and annual dues will be used for expense of regional shows, breed promotional work and other work in connection with the purposes of this association.
- SEC. 4 Deposits—All funds of this association shall be deposited by the Treasurer in such banks, trust companies, or other depositories as the Board of Directors may select.
- SEC. 5 Gifts---The Board of Directors may accept on behalf of the association any contributions, gifts, or bequests for the purposes of this association.

ARTICLE V: RIGHTS AND DUTIES

- SEC. 1 Voting Rights---All paid members above the age of twelve in good standing with S-BRAA shall have the right to cast votes on any subject at any membership meeting. Family votes are entitled to three votes, individual memberships are entitled to one vote.
- SEC. 2 Elections---Elections shall be made by secret ballot. There shall be no proxy voting. Members must attend the membership meeting in order to exercise their voting rights.
- SEC. 3 Board of Directors---The affairs of the association shall be managed by its Board of Directors. The Board of Directors shall consist of President, Vice-President, Secretary, Treasurer, five directors and two alternates. All officers shall serve a one year term. Directors shall serve a two year term with the exception of the alternates which shall be for one year. Elections shall be held in January at the membership meeting.
- SEC. 4 Members are expected to serve on such committees as necessary to support the association in its functional purposes.
- SEC. 5 Year-end Awards---All paid up members of this association are eligible to earn year end awards.

ARTICLE VI: MEETINGS AND ELECTIONS

- SEC. 1 General Membership Meetings---There shall be at least one general membership meeting during the fiscal year. This shall take place in January, at which time elections will be held.
- SEC. 2 The Board of Directors may call other general membership meetings as required to conduct the club's business.
- SEC. 3 Place of Meetings---The Board of Directors shall designate the meeting place.
- SEC. 4 Notice of Meetings---The Secretary shall send out written notices stating the place, day, and time of general membership meetings to members entitled to vote at such meetings, not less than 20 days prior to the meeting.
- SEC. 5 Nominating committee---Three months prior to the elections, the Board of Directors shall appoint a nominating chairman and two members to serve as the nominating committee. The recommendations of this committee shall be presented at the October meeting. Nominations may also be made from the floor. No nominations will be accepted after nominations are closed.
- SEC. 6 Quorum---Those members present at the general, or any special meeting of members shall constitute a quorum at such meeting.
- SEC. 7 Proxy Votes---Proxy votes will not be recognized for the election of directors or any other business conducted this association at a membership meeting.

SEC. 8 Special Business Meetings---Special meetings may be called at any time by the Board of Directors provided these conditions are met: 1) A specific subject requiring a general membership meeting for resolution; 2) A petition supporting the need for a special meeting signed by at least ten (10) members presented to the President by a paid-up member of the association. The President shall then determine the time and place of the meeting within thirty (30) days of receiving the petition; 3) No other business except the specific subject may be discussed at the meeting. Members must be given written notice within (10) days of said meeting.

ARTICLE VII: BOARD OF DIRECTORS

- SEC. 1 General Powers---The affairs of the Shenandoah-Blue Ridge Appaloosa Association will be conducted by its Board of Directors. Directors must be residents of VA., must be at least eighteen (18) years of age, and a paid member in good standing prior to the nomination. Effective January 1, 2008 Directors must be a member of the ApHC, Inc.
- SEC. 2 The Board of Directors shall consist of President, Vice-President, Secretary, Treasurer, five (5) directors and two alternate directors. Officers shall be elected annually .Directors shall serve a two (2) year term with the exception of the alternates, which shall serve one (1) year. In the absence of a quorum (2/3 majority), the alternate directors will vote.
- SEC. 3 Not more than two (2) persons from the same family shall serve on the Board at any one time.
- SEC. 4 The newly elected directors shall take office immediately following the election at the general membership meeting.
- SEC. 5 The Board of Directors shall meet a minimum of six (6) times each fiscal year, however monthly meetings are preferred.
- SEC. 6 Meeting Places---Directors meetings will be determined by the current Board of Directors.
- SEC.7 Quorum---A two-thirds (2/3) majority of the Board of Directors shall constitute a quorum for the transaction of business at a board meeting. If less than a quorum is present, a majority of directors present may adjourn the meeting without further notice.
- SEC. 8 Any paid member may attend a board meeting.
- SEC. 9 Board Vacancies—Should a vacancy occur among the officers or the directors, such a vacancy shall be filled by appointment by the Executive Board, for the remainder of the unexpired term. Any member of the Board missing three (3) regularly scheduled meetings in a row is subject to dismissal from office. This dismissal shall take place by a majority vote of the Board.

- SEC. 10 Removal of Directors—Pursuant to VA State Code 13.1-860, any member of the board may be removed by the membership for due cause. Due cause may be any action or inaction by a director or officer that brings discredit upon the club, is not in agreement with the stated purpose of the club or whose behavior, attitude, or actions do not add benefit to the club, to include engaging in abusive, intimidating, or threatening conduct toward any director, officer or show personnel while in furtherance of their official duties, or engage in conduct detrimental to the legitimate business interests of SBRAA. Removal may only be by majority vote of the membership present at said meeting. A director may only be removed at a meeting called for the purpose of removing him. The meeting notice shall state that the purpose of the meeting is removal of the director. This meeting shall be considered a special business meeting and follow specifications set forth in Article VI. Meetings and Elections, Section 8. The member in question may not vote but may be present during the discussion and provide a statement on their behalf. The vote will be by ballot. The removed director may continue at their own choosing to be a member of SBRAA.
- SEC. 11 No one serving on the board of another regional appaloosa club may be considered for nomination as a board member of SBRAA.

ARTICLE VIII: MANAGEMENT AUTHORITY

- SEC. 1 **President-** The President shall be chief executive officer. He/she shall preside at all membership and Board of Director meetings and shall appoint such committees as he/she or the Board of Directors consider necessary.
- Vice-President-** Shall perform all duties of the President in his absence. He/she shall perform other such duties from time to time as assigned to him/her by the President or the Board of Directors.
- Secretary-** Shall keep a permanent record of the proceedings at all meetings of the association and the Board of Directors. Shall notify the members of all meetings of the association and handle correspondence pertaining to association business. Shall keep a register of mailing addresses of members and shall be responsible for membership dues. Shall be responsible for ApHC annual report. Shall assume duties of the President and Vice-President if both are absent. Shall have authority to sign checks that are drawn from the associations account.
- Treasurer-** Shall keep an accurate record of the books and accounts. Shall render a financial report at all business meetings. Shall deposit all funds in such bank or banks as approved by the Board of Directors. Such money shall be withdrawn by check or credit card and signed by the Treasurer or the Secretary. All disbursements will be made upon presentation of bills. These shall be retained by the Treasurer for audit. All disbursements must be approved by the Board of Directors prior to payment.
- Audit---**The association's books shall be audited annually by a three (3) member committee appointed by the President.

ARTICLE IX: OTHER POSITIONS AND COMMITTEES

- SEC. 1 Newsletter Editor---Newsletter should be published and distributed to the member's bi-monthly throughout the year. It should contain the minutes and treasurer's report of all meetings; club news and activities; and any additional advertising and information that will benefit the members.
- SEC. 2 Point Keeper---Shall report members who have registered themselves and/or their horses with the point keeper, keep an accurate tabulation of the points, and report standings periodically in the newsletter.
- SEC. 3 Youth Director---Shall coordinate, plan and execute youth participation in Appaloosa activities.
- SEC. 4 Futurity Chairman---Shall report Futurity information /enrollment in the newsletter. Shall be responsible for advertising and keeping records of all futurity funds.
- SEC. 5 Committees--- The members of such committees shall be members of the Shenandoah-Blue Ridge Appaloosa Association. The chairman of such committees shall be appointed by the Board of Directors.
Awards Committee---Shall consist of three (3) members selected by the BOD.
- SEC. 6 Term of Office---The term of office for any committee member is one (1) year. Any member may resign by written notice to the Board of Directors. Any committee member may be removed by the Board of Directors if it is in the best interest of the club.

ARTICLE X: CONDUCT AND ORDER OF BUSINESS MEETINGS

- SEC. 1 Conduct---Except as required by statute or as otherwise provided in these By-Laws, all meetings and committees shall be in accordance with Roberts Rules of Order.
- SEC. 2 Order of business:
1. Roll Call
 2. Minutes---reading and approval of previous meeting
 3. Treasurer's report
 4. Correspondence/bills
 5. Committee Reports---membership, open show, regional show, banquet, year end awards
 6. Old Business
 7. New Business
 8. Election of directors and officers
 9. Adjournment
- SEC. 3 The order of business shall be as stated in SEC. 2 as they apply to Board meetings.

ARTICLE XI: AMENDMENTS TO THE BY-LAWS

- SEC. 1 Proposed amendments to these By-Laws shall be submitted in writing to the Secretary so that they may appear on the notice of the January general membership meeting.
- SEC. 2 The Secretary shall submit the proposed amendments to the officers and the Board of Directors for their recommendations to the membership.
- SEC. 3 Following the recommendations and report of the Executive Board at the January meeting, the amendment shall be put to a vote and shall require 2/3 majority vote of members present to pass.
- SEC. 4 Adoption---These By-Laws shall be considered adopted upon the approval of 2/3 majority of all members present at the meeting.

KNOW ALL MEN BY THE PRESENTS:

We, the undersigned, being members of the Board of Directors, hereby assent to the foregoing By-Laws and adopt them as the By-Laws of the Shenandoah-Blue Ridge Appaloosa Association.

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That the undersigned, Secretary of the association, known as the Shenandoah-Blue Ridge Appaloosa Association, does hereby certify that the above and foregoing By-Laws were ratified, approved and confirmed by the members on January 10, 2009.

ATTEST:

Secretary