

By- Laws
of
The South Florida Reining Horse Association

ARTICLE I. ANNUAL AND SPECIAL MEETINGS

SECTION 1. ANNUAL MEMBERSHIP MEETINGS. The Annual Membership Meeting of this Association shall be held as called by the Board of Directors. The Secretary shall mail written notice or electronically mail notice of the date, time and place of the Annual Membership Meeting twenty (20) days before the date thereof to the members whose addresses are shown on the books of the Association. In lieu of mailing notices, the notice may be prominently posted on the Association's official web-site at least 30 days prior to the meeting..

SECTION 2. QUORUM. At all meetings of members of the Association except where it is otherwise provided by law, a quorum for the purpose of transacting Association business shall require a minimum ten percent (10%) of all South Florida Reining Horse Association voting members.

SECTION 3. SPECIAL MEETINGS. Special meetings of the members of the Association may be mandated by a majority of the Board of Directors or by a Petition to the Board of Directors signed by at least twenty-five percent (25%) of the members of the Association which Petition shall state the specific business to be conducted at the meeting. Upon majority mandate of the Board of Directors or upon receipt by the Board of such a Petition, the Board shall set the time and place of a special meeting of the members of the Association which meeting shall be held within sixty (60) days. Notice of the meeting, setting forth the time, date, and place of the meeting and a statement of the business to be conducted, shall be provided in the same manner and with the same time constraints as required for notice of an annual membership meeting.

SECTION 4. VOTING. At all meetings of the members of the Association, all questions, the manner of deciding which is not specifically regulated by Statute, shall be determined by a majority vote of the members present in person; provided, however, that a quorum of duly Qualified Members are present in person at such meeting.

SECTION 5. ORDER OF BUSINESS. The order of business of all meetings of the members shall be as follows:

- 1.Roll Call And Determination Of A Quorum
- 2.Proof of Notice of meeting or waiver of Notice
- 3.Reading of minutes of previous meeting
- 4.Treasurers report
- 5.Unfinished Business
- 6.New Business

All meetings of the Association, members and Directors, shall be conducted pursuant to Roberts Rules of Order, newly revised, except where specifically regulated by Florida Statute.

ARTICLE II. 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 the South Florida Reining Horse Association .

SECTION 3. Each member of the Association shall pay annual membership dues to the SFRHA. Said dues are due and payable by the close of the first show of the show season. Membership dues shall be set by the Board of Directors and set forth in the Rules and Regulations of the Association. Youth membership is encouraged.

SECTION 4. Applicants shall be admitted to membership in this Association upon payment of applicable fees and dues as provided in the Rules and Regulations of the Association. Membership in the Association shall begin as of the date of payment of required dues. Provided, however, that dues paid before the end of a show will afford membership as of the beginning of that show.

SECTION 5. All money paid to the SFRHA will be required to be in US Funds.

SECTION 6. A Qualified Member is a member in good standing who is not in arrears in his dues and is entitled to vote in the business affairs of the Association.

SECTION 7. The Board of Directors at any duly called meeting may, by affirmative vote of two-thirds of all members of the Board, suspend or expel any member for cause after an appropriate hearing; provided that any member sought to be expelled shall have 14 days written notice of said hearing mailed to the address as recorded on the books of the Association and shall have the right to appear and be heard at the time of said meeting.

ARTICLE III. DIRECTORS

SECTION 1. NUMBER. The affairs and business of this Association shall be managed by a Board of Directors. The Board of Directors shall consist of at least three (3), not to exceed five (5), duly elected members of the Association. Each year at the annual membership meeting, all director seats shall be up for re-election. At each annual election the persons duly nominated in accordance with the Rules and Regulations of the Association, receiving a plurality of the votes, shall become Directors of the Association.

SECTION 2. TERM OF OFFICE. The term of office of each of the Directors elected annually shall be one year, commencing on November 1st.

SECTION 3. DUTIES OF DIRECTORS. The Board of Directors shall have the control and general management of the affairs and business of the Corporation. Such Directors shall in all cases act as a Board, regularly convened, by a majority and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with these By-Laws and the laws of the State of Florida.

SECTION 4. DIRECTORS MEETINGS.

(a) Regular meetings of the Board of Directors shall be held on a minimum of a quarterly basis during each calendar year. Special Meetings of the Board of Directors may be called by the President or two (2) Directors. Regular or special Director's meetings may be held at any convenient place in the State of Florida.

(b) Every year the newly elected Board of Directors shall hold an organizational meeting not later than November 31st following their election for the following purpose:

1. To elect a President
2. To elect a Vice President
3. To approve a Secretary and/or Treasurer
4. To appoint all Standing Committees

The President and vice-President must be members of the Association.

SECTION 5. NOTICE OF MEETINGS. Notice of Board of Directors meetings other than the regular Annual Membership Meeting, shall be given by service upon each director and committee chairman in person, by electronic mail, or by U.S. mail at the address shown on the books of the Association, at least fourteen (14) days prior to the date of such meeting, including the day of mailing, a written or printed notice thereof specifying the time and place of such meeting and the business to be brought before the meeting. At any meeting at which every member of the Board of Directors shall be present although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

SECTION 6. QUORUM. At any meeting of the Board of Directors, the presence of 50% of the Directors shall constitute a quorum for the transaction of business.

SECTION 7. VOTING. At all meetings of the Board of Directors, each Director attending the meeting shall have one vote.

SECTION 8. VACANCIES. Whenever any vacancy shall occur in the Board of Directors by death, resignation, removal or otherwise, the same may be filled by a majority vote of the remaining members of the Board at the next meeting or at a Special Meeting which shall be called for the purpose. The person so chosen shall hold office until the expiration of the term of the Director being replaced or until a successor shall have been chosen at a Special Meeting of the members.

SECTION 9. REMOVAL OF DIRECTORS. Any one or more of the Officers or Directors may be removed with or without cause by a majority vote of the members at any Special Meeting called for that purpose or at the Annual Membership Meeting.

Any director who has absences from three (3) consecutive meetings of the Board of Directors duly and regularly called as provided by the By- Laws during any calendar year shall automatically be removed from office.

ARTICLE IV. OFFICERS

SECTION 1. NUMBER. The officers of the Association shall be:

1. President
2. Vice President
3. Secretary
4. Treasurer

At the Board's discretion, the offices of secretary and treasurer may be held by one individual who will be referred to as the Secretary/Treasurer.

SECTION 2. ELECTION – APPOINTMENT. Officers of the Association shall hold office for one (1) year beginning November 1st and ending October 31st. Should one or more of the offices become vacant during a term, the order of succession shall be implemented as required. The Board will then elect new individuals to the vacant offices.

SECTION 3. REMOVAL OF OFFICERS The officers of the Association serve at the pleasure and with the authority of the Board of Directors and an officer may be removed by a majority vote of the Directors at any regular meeting of the Board or at a special meeting of the Board called for that purpose.

SECTION 4. DUTIES OF OFFICERS

PRESIDENT. The PRESIDENT shall preside at all meetings of the Board of Directors and members.

The PRESIDENT shall present at each Annual Membership Meeting of the members and Directors a report of the condition of the business of the Association.

The PRESIDENT shall call regular and Special Meetings of the members and Directors in accordance with these By Laws.

The PRESIDENT shall appoint, supervise, employ, remove and discharge and fix the compensation of Chair of Committees, servants, agents, employees and clerks of the Association.

The PRESIDENT shall sign and make all contracts and agreements in the name of the Association and see they are properly carried out, subject to the consent, approval, and direction of the Board of Directors.

The PRESIDENT shall see that the books, reports, statements and certificates required by the Florida Statutes are properly kept, made and filed according to law.

The PRESIDENT shall approve all certificates, contracts, notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the TREASURER.

The PRESIDENT shall enforce these By Laws and perform all the duties incident to the position and office, and which are required by law.

VICE PRESIDENT. During the absence and inability of the PRESIDENT to render and perform the duties and exercise the power as set forth in these By-Laws or Statutes under which this Association is organized, the same shall be performed and exercised by the VICE PRESIDENT; and when so acting, shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such PRESIDENT.

SECTION 5. DUTIES OF SECRETARY/ TREASURER.

SECRETARY. The SECRETARY shall keep the minutes of the Board of Directors and of the members respective meetings in appropriate books.

The SECRETARY shall give and serve all notices of the Association.

The SECRETARY shall be custodian of the Records and of the Seal, and affix the latter when required.

The SECRETARY shall present to the Board of Directors at their stated meetings, all communications addressed to him officially by the President or any officer or member of the Association.

The SECRETARY shall attend to all correspondence and perform all duties incident to the position of Secretary.

The SECRETARY shall perform all duties pertinent to the annual election in accordance with these By-Laws.

TREASURER. The TREASURER shall have the care and custody and be responsible for all the funds of the Florida Reining Horse Association, and all other funds, accounts, and securities that may be established from time to time in such bank or banks, trust company or trust companies, or safe deposit vaults or stock agencies for purpose of establishing funds, as the Board of Directors may designate.

The TREASURER shall prepare for the Association all checks, drafts, warrants and orders for the payment of money and pay out and dispose of same and receipt therefore, under the direction of the PRESIDENT or the Board of Directors.

The TREASURER shall exhibit at all reasonable times the books and accounts to any Director or member of the Association upon application within twenty (20) days of the request unless an alternative arrangement is agreed upon.

The TREASURER shall render a statement of the condition of the finances of the Association at each regular meeting of the Board of Directors, and at such other times as shall be required and a full financial report, at the Annual Membership Meeting of the members.

The TREASURER shall submit a Show Financial Statement within three (3) weeks following each show. Details to be determined by the Board of Directors.

The TREASURER shall keep current books of account of the Associations business and transactions and such other books of account as the Board of Directors may require. An annual financial report shall be submitted by the Treasurer.

The TREASURER shall do and perform all duties appertaining to the position of Treasurer.

ARTICLE V. ELECTIONS

SECTION 1. Director elections will be held annually at a General Membership meeting at a time and place designated by the Board of Directors. Only Qualified Members may vote in the annual election of that year.

ARTICLE VI. COMMITTEES

SECTION 1. The Association shall have any committees appointed by the President and approved by the Board of Directors.

ARTICLE VII. INDEMNIFICATION**SECTION 1.** The Association shall indemnify and hold harmless each of its

Directors, Officers, employees and committee members whether or not 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 have 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 duties 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 indemnify 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 VIII. YEAR END AWARDS

SECTION 1. The South Florida Reining Horse Association will offer its members a Year End Awards (Recognition) Program based on qualifying criteria to be established from time to time and documented by the Board of Directors in the Rules and Regulations of the Association. Such qualifying criteria will be presented to the membership prior to the first show of each year.

ARTICLE IX. BY LAWS AND AMENDMENTS

These By Laws may be altered, amended, repealed or added to by an affirmative vote of (2/3) two thirds of the Qualified Members present and provided a quorum is present at the Annual Membership Meeting or at a Special Meeting called for that purpose, provided that any notice of the meeting, shall state the alterations, amendments or changes which are proposed to be made in such By Laws. Only such changes as have been specified in the notice shall be made.