**By-Laws**

**Of the Sooner State Morgan Horse Association**

These By-Laws of the Sooner State Morgan Horse Association are made effective 1/15/17

**Article 1 NAME**

The name of this Association is the Sooner State Morgan Horse Association, incorporated with the State of Oklahoma as a Domestic, Not for Profit Corporation, on February 26, 1994.

**Article 2 PURPOSE**

The purpose of this Association is to stimulate interest in and promote the breeding and versatility of the Morgan horse, to exchange ideas on and promote knowledge of the Morgan horse and to cooperate with other affiliated organizations in working for the advancement of the breed.

**Article 3 MEMBERSHIP**

3.1: Any person interested in furthering the object of the association may become a member by submitting an application to the treasurer and payment of the annual membership dues.

3.2 Membership dues shall be as determined by the Board of Directors, and the board may establish various categories of membership with various dues and privileges. In establishing any category of membership other than regular individual adult, the board shall specify whether and to what extent, members of each category shall have voting rights. Membership can be terminated voluntarily or for non-payment of dues.

Conduct that the Board of Directors deems inconsistent with the best interest of the association shall also constitute grounds for termination, by vote of the Board.

3.3 All dues are due on December 31 for the next calendar year, with amounts to be set by the Board. No person shall be permitted to vote or participate in any club election or club decision-making process unless current dues are paid.

**ARTICLE 4 BOARD OF DIRECTORS AND OFFICERS**

4.1 There shall be a Board of Directors of 3 in number.

4.2 Officers of the association shall be a president, a vice president, a secretary, a treasurer. One person may no occupy more than one of the previously named positions.

4.3 At the January membership meeting, an election will be held to fill open board of Directors and Officer positions. They are to hold office until the next annual meeting of members, or until the next annual meeting of members or until their successors are chosen. Terms of Officers and Board are for two years, to be staggered to ensure continuity. On even calendar years’ vice president, treasurer, and two board members will be voted into office. On odd calendar years’ secretary, and one board member will be voted into office. Elections are to be conducted according to the procedures established by the Board, to include options for voting in person, by mail or electronically.

4.4 Powers and Duties of Officers (Detailed duties are outlined in club procedures)

4.1a President: The president shall preside at all meetings of the members and board of Directors; and shall have such other powers and perform such other duties as the Board of Directors shall designate.

4.2a Vice President: The vice president shall, in the absence or disability of the president, perform the powers and duties of the president, and shall have such other powers and perform such other duties as the Board of Directors designates.

4.3a Secretary: the secretary shall record all votes and proceedings at the meetings of the members and Board of Directors and shall have such other powers and perform such other duties as the board of Directors shall designate.

4.4a Treasurer: Subject to the control of the Board of Directors, the treasurer, shall have charge of and keep all monies, books of account, membership lists, and papers of the association, shall collect all annual dues and other monies due the association, shall make all necessary disbursements to meet the financial obligations of the association, shall sign any financial obligations of the association, and shall sign any certificates of membership that may be issued. The treasurer shall have authority to deposit funds of the association in such banks as he/she may choose and to sign checks on behalf of the association. The treasurer shall have such other powers and perform such other duties as the Board of Directors shall designate.

4.5a When a vacancy occurs in any elected or appointed position prior to the normal expiration of that term it shall be filled by appointment by the Board of Directors. Appointments made shall assume the term remaining for the vacant position. An office shall be considered vacant when an officer misses two consecutive meetings without good cause.

**Article 5 Meetings and Action of the Board of Directors**

5.1 Meetings of the Board may be called at any time by the president, by the secretary, or by any two directors. All meetings shall be held at a place and time designated in the call for the meeting.

5.2 One third of the number of directors/officers required to constitute a full board shall constitute a quorum, provided there is representation from both the board of directors and the officers. At least one board member and one officer must be present at any meeting and shall have power to make any reasonable adjournment thereof…

**Article 6 Committees**

6.1 The Executive Committee, comprised of President, Vice President, Secretary & Treasurer, shall have and exercise the management of the current ordinary business of the SSMHA. They shall approve all expenditure, for the current ordinary business, in excess of $200.

6.2 A Nominating Committee shall be appointed by the President. The Committee shall present nominations for new Officers and or Board of Directors members at the regular November SSMHA meeting.

6.3 Additional committees may be appointed by the President, as needed or as directed by the membership. These may include a show committee, membership development committee, and banquet and fund raising committees.

**Article 7 Meetings of Members**

7.1 The annual meeting of members of the association shall be held in the month of January every year at such time and place as may be set by the Board of Directors or by the president, and shall be for the purpose of the election of a Board of Directors and officers and receiving reports and any other business that may arise.

7.2 Meetings of members of the association will be held a minimum of four (4) times a year.

7.3 Notice of regular member meetings should be communicated to the members no later than 14 days prior to the meeting.

7.4 Special meetings may be called by the President or two members of the Board. Notice of all special meetings should be communicated, if at all possible, to all current members seven days before the special meeting. Notice of the special meeting should include the date, time, place and agenda.

7.5 Members of the association may vote either in person, electronically, or by proxy and each regular individual adult member shall have one vote. The voting rights for family memberships, and other categories of membership, in addition to regular individual adult membership, shall be as specified by the Board of Directors.

**Article 8 Standing Procedures and Miscellaneous**

Standing Procedures governing the conduct of the organization may be passed at any regular SSMHA Board of Directors Meeting. Any situation not covered in the above Articles shall be governed by the Board of Directors.

**Article 9 Amendments**

These bylaws may be amended at any meeting of the members of the association by majority vote of those present in person, by proxy, or by electronic vote, provided that such amendments, or the substance thereof, is stated in the advanced notice of such meeting.