

****Motions below were approved by the BOD's on 12/6/22 as updates for the SDQHA By-Laws**** posted 12/8/2022
These motions will be discussed during the Annual Banquet/Convention in Pierre January 14, 2023.

Motion One: Edit Article 1 to read as follows:

ARTICLE 1. NAME, REGISTERED OFFICE, REGISTERED AGENT, AND PURPOSE

Section 1. Name.

The name of this Association shall be the South Dakota Quarter Horse Association or SDQHA.

Section 2. Registered Office.

The principal registered office of the Corporation shall be established by the Board of Directors in accordance with South Dakota Codified Law.

Section 3. Registered Agent.

The Registered Agent of the Corporation shall be established by the Board of Directors in accordance with South Dakota Codified law. The registered agent must be an individual who has a physical and mailing address in South Dakota.

Section 4. Purpose.

The Corporation is established within the meaning of IRS Publication 557 Section 501(c)(5) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for members of the SOUTH DAKOTA QUARTER HORSE ASSOCIATION. The purposes of this Association shall be to:

- a. Promote the Quarter Horse in South Dakota.
- b. Strengthen the Quarter Horse Industry in South Dakota.
- c. Preserve Quarter Horse records.
- d. Promote activities related to Quarter Horses (including but not limited to horse shows, sales, and clinics).
- e. Promote breeding and ownership of Quarter Horses.
- f. Provide education related to the Quarter Horse industry.
- g. Help insure the welfare and humane treatment of Quarter Horses.
- h. Work in harmony with the policies and activities of the American Quarter Horse Association.
- i. Any other legal purpose.

Motion Two: Correct the following spelling, grammatical, and punctuation errors:

ARTICLE III. Section 2.a.(5): change spelling of "chair people" to "chairpeople".

ARTICLE III. Section 2.b.: change spelling of "chair person" to "chairperson".

ARTICLE III. Section 2.d.(1): change the punctuation at the end from a semicolon (;) to a period (.).

ARTICLE III. Section 2.d.(2): change the punctuation at the end from a semicolon (;) to a period (.).

ARTICLE III. Section 2.d.(3): change the punctuation at the end from a semicolon (;) to a period (.).

ARTICLE VII. Section 1.c.: change spelling of "Chair Persons" to "Chairperson".

Motion Three: Edit Article IV to read as follows:

ARTICLE IV. THE BOARD OF DIRECTORS

Section 1. Members.

- a. Residency.

A Board member must be a current member in good standing of the Corporation and need not be a resident of the State of South Dakota.

- b. Composition of the Board.

(1) The Board shall have up to twelve (12), but no fewer than five (5), Board members. The Board will review the number of directors on an annual basis.

(2) In addition to the regular membership of the Board, Ex-Officio Board members with the same rights and obligations, including voting power, shall automatically include:

(A) The immediate past President of the SDQHA.

(B) The South Dakota Quarter Horse Youth Association (SDQHYA) Youth Advisor.

(C) AQHA National Director(s) representing the State of South Dakota.

(3) In addition to the regular membership of the Board, Ex-Officio Board members without voting power shall include:

(A) The Secretary/Treasurer or Secretary and Treasurer.

(4) The SDQHYA shall choose one member to represent the SDQHYA on the SDQHA Board of Directors. This representative shall, with the assistance of a Youth Advisor, be entitled to one vote.

c. Terms.

(1) Regular Board members shall have a term of three (3) years, staggered across the regions.

(2) The immediate past President shall have a term of one (1) year.

(3) The SDQHYA member representative (Youth Director) shall have a term of one (1) year.

(4) AQHA National Directors representing the State of South Dakota and the SDQHYA Youth Advisor shall serve on the Board of Directors for so long as they remain in good standing.

(5) No voting member shall serve on the Board of Directors for more than two consecutive terms in any capacity with the exception of National Directors and the SDQHYA Youth Advisor.

Section 2. Organization.

Regular membership Directors shall represent regions of the State of South Dakota. The State shall be divided vertically in equal thirds according to mileage. Boundaries shall be as follows: 1) West, 2) Central, and 3) East. All out of state Directors will be considered at-large directors.

Section 3. Representation.

The following regular membership Director representation from the three regions shall make up the Board of Directors:

a. Up to three (3) directors from each of the regions.

b. Up to three (3) directors at large.

c. If the required number of directors is not available from a region, additional at-large directors will be elected to fill these positions.

Section 4. Powers and Duties.

In accordance with the Bylaws, the Board of Directors shall have the general power to administer the affairs of the Association between annual meetings. The Board of Directors may adopt rules to govern its proceedings. It shall also:

a. Exercise authority over the management, acquisition, and disposition of property and equipment of the Association.

b. Supervise the financial administration of the Association.

c. Approve the annual budget for the Association.

d. Approve the auditing committee report.

e. Fill all vacancies in office, excluding the Presidency, for the unexpired term.

f. Appoint a Secretary/Treasurer or Secretary and Treasurer for the Association with such powers as the Board may wish to confer. Bids for these roles shall be requested and reviewed by the Board of Directors on an annual basis.

Section 5. Delegation of Powers.

a. The Board of Directors may delegate to the officers such authority as it deems necessary.

b. The Board of Directors may also delegate portions of its responsibilities to subcommittees of the Board.

Section 6. Meetings.

a. Regular Meetings – Regular meetings of the Board of Directors shall be held three times per fiscal year. The State shall be divided in thirds according to mileage and one meeting per year shall be held in each third of the state, at such a time and place as the President shall designate. Alternatively, regular meetings can be held by conference call, video conferencing, or other similar media. One of these meetings shall be held immediately preceding and following the annual meeting of the Association.

- b. Special Meetings – Special meetings of the Board of Directors may be called at any time and held in any place, as called by the President, or upon petition to the President by any six (6) members of the Board.
- c. Notices of Special Meetings of the Board of Directors shall be prepared and notification shall be sent via surface mail or sent by electronic mail to each Director no less than ten days before any such meeting of the Board of Directors, stating the place, date, and time of the meeting.

Section 7. Voting between meetings of the Board of Directors.

Between meetings of the Board of Directors, a vote of the Board may be taken at the request of the President on any question which may be submitted to the Board of Directors by the President in writing, by telephone, or by electronic mail provided every member of the Board shall have an opportunity to vote upon the question submitted. The vote shall be surface or electronically mailed or by conference call to the President. If a majority shall vote on any questions submitted, the vote shall be counted and shall have the same effect as if cast at a meeting of the Board. All voting between meetings will be added to the formal record of the next regular meeting of the Board of Directors.

Section 8. Quorum and Absences.

- a. A quorum at any meeting of the Board of Directors shall consist of a majority of the total number of seated Board of Directors, represented in person or electronically at the meeting. A majority of such quorum shall decide any question that may come before the meeting.
- b. Any member of the Board of Directors unable to attend a Board meeting shall contact in writing, by telephone, personal contact, or email, the Association President and state a reason for his/her absence. If a Director is absent from three (3) consecutive Board meetings for reasons which the Board has failed to declare to be sufficient, his/her resignation shall be deemed to have been tendered and accepted.

Section 9. Compensation and Resignations and Vacancies.

- a. Directors shall receive no compensation for their services as such.
- b. A Director may resign at any time but must submit a written statement of such to the President.
- c. Any vacancy, with the exception of President, shall be filled by the Board of Directors for the unexpired term. Those so appointed shall likewise serve until the election and acceptance of their duly qualified successors. If the appointment is less than one (1) year, it shall not count as a term of office.