

CONSTITUTION AND BY-LAWS OF THE SOUTHERN WELSH ASSOCIATION

ARTICLE I ***NAME AND OBJECTIVES***

SECTION I

The name of the association shall be THE SOUTHERN WELSH ASSOCIATION (an equine community association).

SECTION II

The objectives of THE SOUTHERN WELSH ASSOCIATION (hereinafter 'the Association') shall be to promote public awareness of Welsh Ponies and Welsh Cobs by encouraging good will, emphasizing safety and education, and the public display of the pleasure that can be derived from the companionship of these fine animals and the comradery among the members of the Association and involvement in their respective communities. To these ends, we declare it our desire to participate in, and sponsor recurring 'Fun Shows and Events' and officially sanctioned Welsh Shows, as well as clinics and seminars regarding our versatile Welsh Ponies and Welsh Cobs.

SECTION III

The Association shall not be conducted or operated for profit nor for the special benefit of any member or groups of members.

BY-LAWS ***ARTICLE I*** ***MEMBERS***

SECTION I

All persons, families, and organizations interested in, and willing to support the objectives of the Association are invited to apply to become members.

SECTION II

Membership and Dues:

- A. Categories: There are four categories of membership:
 - 1) Individual (Junior)
 - 2) Individual (Adult)

- 3) Family
 - 4) Business and/or corporate
- B. Election to membership / Termination of membership:
- 1) Upon the submission of an appropriate application form membership is automatic, yet subject to disapproval by a majority of the Board of Directors and payment of annual dues.
 - 2) Termination of membership will occur as a result of voluntary resignation, non-payment of dues for more than 3 months after becoming due, or by expulsion for due cause by a 2\3 vote of the Board of Directors. Due cause to include, but is not limited to, cruelty, unbecoming behavior and/or failure to observe safety rules.
- C. Dues are payable on or before July 1st and payment of such is a requisite for the right to vote, hold office, serve on committees and for retention of membership. Renewal reminders are not guaranteed but will be attempted. Membership year is from July 1st to June 30th. Dues are not pro-rated if member joins during the year, but if desired, membership may be postponed up to three months if dues are delivered in advance to the Treasurer in order to coincide with the membership year and become effective on July 1st with all rights of membership also postponed until that date.

ARTICLE II

MEETINGS AND VOTING

SECTION I

Association Year: The official fiscal year shall begin on the first day of July and end on the last day of June. The official recording year shall begin immediately at the conclusion of the elections at the annual meeting and shall continue through the elections at the next annual meeting.

SECTION II

Annual Meeting: The annual meeting shall be held in the month of June at which Officers for the ensuing term shall be elected by anonymous ballot of the membership including absentee ballot. This annual meeting is one of the general membership meetings (in addition to any meeting at which the election occurs) required to be attended by the member in order to be eligible to serve as an Officer, each Office may not miss more than two scheduled meetings ([ed. penalty is undeclared as yet](#)). Officers shall assume office in June and each retiring Officer shall turn over to their successor all properties and records relating to that office. They shall pass on a written detailed job description and instruct the incoming Officer concerning that Office.

SECTION III

Regular Meetings: A minimum of two (2) regular general membership meetings shall be held quarterly at such times and dates as agreed upon 1 or 2 meetings in advance by a simple majority vote of the members present. Publication of the dates of these meetings and all general and regional activities in the periodic newsletter shall be deemed adequate advance notice.

SECTION IV

Special member meetings: May be called by the President with concurrence of two-thirds of the Board of Directors, or may be called by written request to the President signed by 30% of the membership, or by 1/2 of the Officers. Members must be notified in writing for all special membership meetings with specific dates, times and places at least 7 days prior to the time scheduled for the meeting. The notice of the special member meeting shall contain the reason for the meeting and a planned agenda.

SECTION V

Officer's Meetings: All meetings of the Board of Directors must be noticed in writing to the membership at least 14 days prior to the meeting.

Special Emergency Meetings of the Board of Directors may also be held by tele-conference via telephone or private Internet Conference or video-conferencing if all members of the Board are so capable or have specifically waived participation. In the event of Internet Conference, the meeting shall be open to viewing, but not participation, by all Association members with the capability.

SECTION VI

Voting:

- 1) Each individual adult member is entitled to one vote; each adult member in a family membership is entitled to one vote; each business/corporate membership (as a group) is entitled to a single vote. Non-paying and Junior members are non-voting members.
- 2) Determinate voting on issues before the membership requires affirmation by simple majority (51% or more) of the votes cast, including absentee ballot.
- 3) Voting for officers will be made by anonymous ballot and 'none of the above' is a valid write-in nomination.
- 4) Determinate voting at Board meetings is by two-thirds of all the Directors, not just those present. Members of the Board of Directors may vote only when they have participated in the discussion regarding the item up for vote and are present for the vote or have voted by prior written notice or e-mail to the President. The President shall bring the written notice or, if email, a printed copy of the email message to the meeting or as soon as possible thereafter.

ARTICLE III

OFFICERS OF THE ASSOCIATION

SECTION I

The Board of Directors (Officers of the Association) shall consist of the Association President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Historian, and Junior Representative (non-voting).

SECTION II

Terms of Office: All Officers and Directors shall be elected for two-year terms, may be re-elected to succeed themselves one time only, and may be reelected to the same office after a two year hiatus. All members may be elected to another position on the Board at the expiration of their normal term of office.

SECTION III

Vacancies on the Board:

- A. Should the office of President become vacant, the Vice President shall assume the duties and office of the President for the remainder of the term.
- B. Should the office of Vice President become vacant, the Board of Directors, by simple majority vote of all voting Directors, will appoint a successor who will serve the remainder of the term.
- C. Should the office of Secretary, Treasurer or Historian become vacant, the Board of Directors, by simple majority vote of all voting Directors, will appoint a successor who will serve the remainder of the term.

SECTION IV

Election of Officers: Officers shall be elected by the membership, at the annual meeting.

SECTION V

Removal from Office: Officers of the association may be removed from office by a 2/3 vote of the membership at a general meeting or by a 3/4 vote of the Directors at any of the meetings. Grounds for removal from office include malfeasance, misfeasance, absenteeism, or for actions bringing discredit or harm to the Association.

SECTION VI

Duties of Officers:

- A. Board of Directors: Entrusted with the general management of the affairs of the Association and is required to meet at the call of the President. Absence from three consecutive meetings is cause for automatic removal from office.
- B. Duties of the President: shall preside at all meetings of the Association and of the Board of Directors, and shall have the duties and powers normally assigned to the office of President in addition to those particularly specified in this document, or designated by the Board of Directors.
- C. Duties of the Vice President: shall greet, welcome and introduce all guests. In addition, the Vice President shall have the powers and exercise the duties of the President in case of the President's absence or incapacity. The Vice President shall also serve as coordinator of the Association's fund drives.
- D. Duties of the Corresponding Secretary: shares in oversight of the legal public affairs of the Association with Recording Secretary; keeps a record of all general meetings of the Association and all meetings of the Board of Directors, to include accurate, complete minutes of the proceedings and a record of attendees; keeps a roster of the membership with notification of new members from Treasurer; publishes the Association newsletter

which includes the minutes of the meeting within 15 days after each meeting; keeps a record of applications to the Board of Directors for approval and notifies applicants of approval.

- E. Duties of the Recording Secretary: shares in oversight of the legal public affairs of the Association with Corresponding Secretary; sends out Welcome packets to new members after receiving notice of new member from Treasurer; sends out membership renewal notices; sends out appropriate notices of all special meetings as required;
- F. Duties of the Show Manager:
- G. Duties of the Show Secretary:
- H. The Treasurer is responsible for the legal financial affairs of the organization; receives membership applications and notifies both Secretaries of new members; establishes bank accounts; deposits all funds received, disburses funds as required and maintains books accurately showing the financial activity and status of the Association. The books shall be available for inspection by the Board. The Treasurer will make whatever reporting is required by law regarding the Association's financial affairs and is authorized to employ legal and auditing expertise to accomplish it with prior budget limitations established by the Board of Directors. The Treasurer will submit a written financial report to the Board of Directors at each meeting and to the membership at the annual meeting.
- I. The Historian is responsible for maintaining and safely archiving special documents, the Association newsletter and a photographic history of the Association.
- J. The Junior Representative is responsible for providing the Board with input from the youth membership, publishing the Youth newsletter and communicating current views of youth members to the other members of the Board of Directors.

ARTICLE IV COMMITTEES

SECTION I

All committees shall be defined, the chairperson shall be appointed from the available agreeable volunteers, and size of the committee membership shall be established, by simple majority vote of the Board of Directors present. The size of the committee membership shall be established with thought to keeping the committee small, that it may perform effectively. Its functions and authorities will be shown in the minutes of the meeting that created the committee. The President is an ex-officio member of all committees with the exception of the Nominating Committee on which the President does not serve.

SECTION II

Permanent Committees: The Board of Directors shall appoint the Chairperson from member volunteers, and the Chairperson shall appoint the members from volunteers. Selection to occur at the annual meeting. These volunteers will serve for a one year term and may volunteer for consecutive terms if desired.

- A. Education Committee
- B. Membership Committee

- C. End of Year Awards Committee
- D. Horse Show Awards Committee
- E. Public Relations Committee
- F. Show/Rules Committee
- G. Special Activities Committee

Special Committees: The Board of Directors shall form these committees on an as-needed basis. These committees will perform their special duties and be officially dissolved upon completion of those duties when the formal reports are presented to the general membership within two months of committee formation. A special extension may be permitted upon approval of the Board of Directors by simple majority vote of the Officers present at the meeting.

- A. Nominating Committee: Consists of two directors and one or two volunteer members. Will nominate candidates to serve as Officers when no nominations come from the general membership.
- B. Audit Committee: Consists of the President, one other Officer and one non-Officer volunteer member and reviews the books and financial affairs of the organization.

ARTICLE V

AMENDMENTS

SECTION I

The By-Laws of this association or any portion thereof, may be altered, amended, or rescinded by a 2/3 vote (including absentee ballots) of the entire membership at duly authorized meetings specifically noticed for the occasion. The membership will be given written notice of the changes being considered and an appropriate absentee ballot will be furnished by mail or via publication in the association's newsletter and website, to be received by members at least 10 days prior to the meeting at which By-Laws changes are being considered or requested.

SECTION II

Revoking Prior By-Laws: Any and all prior By-Laws of this association in force and effect at the time of the adoption of these By-Laws are expressly revoked, rescinded and annulled.

Section III

The By-Laws and activities of this Association will run in accordance with the WPCSA Rules and Regulations. Any activity, rule or regulation of the association that conflicts with that of the WPCSA will be duly considered by the association for amendment, change or other official action by the membership following and within the established procedures of the association.

ARTICLE VI

DISSOLUTION of the ASSOCIATION

SECTION I

The Association may be dissolved at any time by the written consent of 2/3 or more of the members. In the event of the dissolution of the Association, whether voluntary, involuntary or by operation of law, none of the property of the Association, nor any proceeds thereof, nor any assets of the Association shall be distributed to any members of the Association, but after payment of the debts of the Association, its properties and assets shall be given to a charitable organization for the benefit of horses and/or ponies selected by the Board of Directors.

ARTICLE VII

ORDER OF BUSINESS

SECTION I

All meetings shall be 'loosely' conducted in the pattern of Robert's Rules of Order, Revised, except in cases where they do not apply or are not consistent with these By-Laws.

SECTION II

At meetings of the Association, the order of business, so far as the character and nature of the meeting may permit (valiantly trying to stay on-topic), shall be as follows:

- Roll Call (sign-in)
- Minutes of Last Meeting
- Report of President
- Report of Vice President
- Report of Corresponding Secretary
- Report of Recording Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers (at Annual Meeting)
- Unfinished Business
- New Business
- Discussion Items for next meeting
- Adjournment

SECTION III

At meetings of the Board of Directors, the order of business, unless directed by a simple majority vote of those present, shall follow the order as specified in Section II of this Article.