

MISSISSIPPI QUARTER HORSE ASSOCIATION, INC.
BY-LAWS

ARTICLE I

Name: Objects and Location

Section 1. The name of this association shall be: Mississippi Quarter Horse Association, Inc. and shall at all times be operated and conducted as a non-profit association in accordance with the laws of the state of Mississippi.

Section 2. Objects: The purpose of this Association shall be to promote the owning, breeding, showing, racing and using the Quarter horse. Continued improvement of and use for the breed shall be strived for.

Section 3. Location: Principal place of business for this Association shall be Jackson, Mississippi, unless changed by the Board of Directors.

ARTICLE II

Section 1. Members of the association shall be admitted, retained, and expelled in accordance with such rules and regulations as the Board of Directors may, from time to time adopt. In all matters governed by the vote of the members, each member in good standing shall be entitled to one vote. There shall be two (2) categories of membership:

1. Annual Memberships and
2. Life Memberships

Section 2. An annual fee of twenty dollars (\$20.00) shall be paid for each twelve month membership. This fee shall be due and payable at the time membership is requested. Notice to the members of fees payable shall be sent to members at their last known address not less than thirty (30) days prior to the end of the membership. When an membership becomes delinquent, the member can be reinstated by simply paying the current year's dues. There is no penalty for reinstatement. An annual membership is not transferable.

Section 3. A fee of two hundred dollars (\$200.00) is required for life membership, but no annual fees are required. Life membership is not transferable.

ARTICLE III

Section 1. The association shall meet at least annually at a time and place to be set by the Directors.

Section 2. Special meetings of the members may be held at such time and place as may be designated in the notice, whenever called in writing by direction of the President or by a majority of the Board of Directors, or by notice signed by not less than twenty percent of the members then in good standing. Notice of each special meeting shall indicate briefly the object of objects of the meeting.

Section 3. Notice of all meetings of the members shall be given by notice on official MQHA web site stating the time and place of such meeting to each member in good standing, not less than fifteen (15) days prior to the date of such meeting.

Section 4. At any meeting of the members held in accordance with the foregoing provisions as to notice, the members attending such meeting shall constitute a quorum.

Section 5. Whenever in these By-Laws the term member or members is used it shall mean a member or members paid up and in good standing with the right to vote.

ARTICLE IV

Directors

Section 1. The business and property of the Association shall be managed and controlled by the Board of Directors. Any policy or rule set by the membership at a proper meeting shall be strictly adhered to by the Board of Directors.

Section 2. The Board of Directors of the Association shall consist of the President, the First Vice-President, the Second Vice-President, together with the Vice-President Emeritus and former Presidents and National Directors of the Association as Directors at Large as hereinafter provided in Section 3 of this Article IV, together with the elected Directors of the Association in good standing from each of the four districts in this state. Such District Directors shall be elected at the regular annual meeting of the Association as follows:

The State shall be divided into four (4) Districts, the Districts will consist of the various Counties described herein with the exception of Hinds County. Hinds County shall be divided into two of the four Districts. The dividing line shall be Interstate highway 20. All members residing in Hinds County on the North side of I-20 will be considered to be in the Northwest district, all members residing in Hinds County on the South side of I-20 will be considered in the Southwest District. The remaining counties shall be divided into four Districts as follows:

The Southwest District shall include, in addition to the part of Hinds described above: Warren, Claiborne, Copiah, Jefferson, Adams, Franklin, Lincoln, Lawrence, Wilkinson, Amite, Pike, Walthall, Simpson, Jefferson Davis, and Marion counties. The Northwest District shall include in addition to that part of Hinds described above: Desoto, Marshall, Tate, Tunica, Coahoma, Quitman, Panola, Lafayette, Bolivar, Sunflower, Tallahatchie, Yalobusha, Grenada, Leflore, Carroll, Montgomery, Washington, Issaquena, Sharkey, Humphrey, Holmes, Yazoo, and Madison Counties. The Northeast District shall include: Winston, Benton, Tippah, Kemper, Leake, Alcorn, Tishomingo, Union, Prentiss, Pontotoc, Lee, Itawamba, Calhoun, Attala, Noxubee, Neshoba, Chickasaw, Monroe, Webster, Clay, Choctaw, Oktibbeha, Lowndes, Scott, Newton and Lauderdale counties. The Southeast District shall include Rankin, Jasper, Clarke, Covington, Wayne, Lamar, Forrest, Perry, Greene, Pearl River, Stone, George, Hancock, Harrison, Jackson, Smith and Jones Counties.

The members residing in each District shall elect the number of Directors necessary to maintain the ratio of Directors to members residing in a District. Such elected District Director must be a member in good standing and residing in the District from which he is elected. No District may have more than one elected Director from any one County. Directors shall be elected for a term of three (3) years, or until his successor is elected.

The number of District Directors from each District with the right to vote at all Board meetings shall be established by the number of members residing therein. Such determination will depend on the

number of year to date members as of October 31. Hence, the number of Directors of 2001 will be based on the number of paid up members as of October 31, 2000. The ratio shall be:

1 - 20 members entitled to 1 Director

21 - 40 members entitled to 2 Directors

41 - 79 members entitled to 3 Directors

80 - 99 members entitled to 4 Directors

100 and above entitled to 5 Directors

The number of Directors for each District shall be determined annually by the Board and published with the notification of the annual meeting. In the event that the number of Directors in any given District decline, then that District shall allow the expiring Director's office to remain vacant. A nomination of an absent member must be accompanied by written permission from that member.

Such elected District Directors, together with the Officers of the Association, together with the Directors at Large as hereinafter provided shall constitute the Board of Directors. Any vacancy resulting from the death or resignation of an elected District Director shall be filled by the Alternate Director as hereinafter provided. The Directors shall meet annually at the same time as the regular annual meeting of members and more often if called by the President or Vice-President or any ten members of the Association. Notice of any special meeting shall be given by notice on official MQHA web site to the Directors at least five days before such meeting and the Directors, including the officers present, shall constitute a quorum.

Directors are required to attend more than fifty percent of all scheduled Board of Director meetings and may not miss more than three meetings in a row without an excused absence accepted by the Board of Directors. Acceptable excuses are death in the immediate family, sickness, work conflicts or prior commitments. Other excuses may be approved by the Board of Directors. This attendance requirement applies to all elected or appointed Directors, all elected officers, all past Presidents, and national Directors. In the event any duly elected District Director shall fail to meet these attendance requirements the alternate will be elevated to Director by the Directors present at that scheduled Board meeting. The elevated Director will remain as Director until the next election. Should the elevated Director fail to meet the attendance requirements, then that district will lose a Director until the next election

Each District shall elect one Alternate Director whose term will be for one year. The election of the Alternate Director will be conducted in the same manner as the election of the Directors, except that the Alternate Director may reside in any county within the District, but may not reside in the same household as another Director. The Alternate Director may be elevated to Director by the Board as provided for above. The Alternate Director may sit in for a Director from the same District at any Board meeting, provided the absent Director has notified the President or Secretary of the substitution in advance of the meeting.

A district may fill one vacancy for Director by electing a Director At Large from that district. The District Director at Large has full voting rights and must abide by all rules applicable to other Directors. The District Director at Large may live in the same county as another elected Director. He/She may not live in the same household. Each district must keep in mind that it is responsible for recruiting qualified people who are willing to serve. Remember, one man-one vote equals district-wide representation on the board.

Section 3. In addition to the Directors elected from the Districts and the officers of the Association as provided above, all past Presidents of the Association, so long as they shall remain members of the Association in good standing, shall be Directors at Large with the right to attend and participate in discussions in all meetings of the Board of Directors and with the right to vote therein for as long as they remain active. In the event any past President (Director at Large) fails to attend three consecutive meetings of the Directors without a legitimate excuse approved by the Board, he or she may lose their status as Director at the discretion of the Board. Should a past President lose his or her active status by the failure to attend the three consecutive meetings of the Board, they may be reinstated by first announcing to the current President of his or her wish to regain their active status and there by attending three consecutive Board meetings. Voting privileges will commence on completion of attendance of the three consecutive meetings. The duly elected AQHA Directors from the Mississippi Quarter Horse Association shall serve as Directors with the right to vote so long as they remain National Directors and member of MQHA.

Officers and Duties

Section 1. Officers of the Association shall be a President, First Vice-President, Second Vice-President and an Executive Secretary-Treasurer. With exception of the Executive Secretary-Treasurer, officers shall be elected by the general membership at the regular annual meeting for a term of one year or until their successors are elected.

The Executive Secretary-Treasurer will be appointed by the President, with the approval of the Board of Directors.

All elected and appointed officers shall be from the membership and shall be legal residents of the State of Mississippi

Section 2. President: The President shall be the chief executive officer of the Association and shall preside at all meetings of the Board of directors. He or she shall see that the By-Laws, Rules and regulations of the Association are enforced, and shall perform all other duties that may be prescribed from time to time by the Board of Directors. He or she shall be ex-officio member of all committees except the nominating committee.

Section 3. First and Second Vice-President: In the absence of the President, the First Vice-President, and in his or her absence, the Second Vice-President, shall have the powers and shall perform the duties of the President and such other duties as may be prescribed by the Board of Directors.

Section 4. Honorary Vice-President: The office of Honorary Vice-President exists for the purpose of recognizing persons who may merit such honor by reason of distinguished service to the Association. Honorary Vice-Presidents may be appointed by the President only with the unanimous consent of the Board of Directors. They shall have the privilege of attending meetings of the Board of Directors and taking part in the discussions thereof, but shall not have the right to vote therein. Such appointments shall not extend beyond the term of the President who made such appointment.

Section 5. Executive Secretary-Treasurer: The Executive Secretary-Treasurer shall keep the minutes of all membership and Directors meetings, and be the custodian for the safekeeping of all documents and records of the Association. He or she shall be the ex-officio secretary of all committees appointed by the President or the Board of Directors. He or she shall make a report of his or her office to the Board of Directors when demanded and to all annual membership meetings, and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

The Executive Secretary-Treasurer shall receive all monies due to the Association and shall disburse the same only upon receipt of itemized demands and upon the order of the Board of Directors, and shall account for all of the same with itemized statements in detail to each annual meeting of the members and to the Board of Directors when demanded.

Section 6. All vacancies in the offices of the Association shall be filled by the Board of Directors for the un-expired term and those appointed shall serve until the election and acceptance of their duly qualified successors.

Section 7. The office of Vice-President Emeritus exists for the purpose of recognizing the individual who has, in the past served the Association faithfully as a regular director officer. This officer must be elected by two-thirds majority of the Board of Directors with the right to attend and participate in discussions in all meetings of the Board of Directors and with the right to vote therein for as long as they remain active.

ARTICLE V

Committees

Section 1. A Nominating Committee shall place at least one candidate for each office in nomination and this report shall be published in the minutes sixty days prior to the annual meeting. Other nominations may be made to the Board by any voting member provided the written consent of the nominee has been secured and said nomination will be published in the minutes thirty days before the annual meeting. No other nomination will be accepted at the time of the annual meeting.

Section 2. Other Committees may be appointed by the President or Board of Directors as needed and serve for the length of time deemed necessary by the appointing party.

ARTICLE VI

Section 1. A Nominating Committee consisting of all active past Presidents as of January 1 of the year the committee serves, shall serve for the purpose of nominating candidates for the elected officers. The Chairman of this committee shall be the most recent active past president. No past president currently serving as an elected officer may serve on this committee. Should there be less than four past Presidents available, the presiding President shall appoint enough Board members to bring the committee number to four persons. The Chairman of this committee shall report the nominations to the Secretary who will publish them sixty days before the general meeting.

Section 2. A Show Approval Committee, Rules Committee, Finance Committee, Dixie National Committee, Racing Committee, Amateur Committee, Youth Committee and a Futurity Committee Shall be standing committees composed of four members of the Mississippi Quarter Horse Association. The President shall appoint one member for a four-year term. Any vacancy occurring during the term of a duly elected President of the Association shall be filled by the President's appointment of a member, in good standing, of the Mississippi Quarter Horse Association. In the event a new standing committee is created, the President shall appoint four members for terms of 4, 3, 2, and 1 years respectively.

Section 3. Duties of these standing committees expressed in broad terms shall be:

The Finance Committee will audit (with a certified accounting firm) the books of MQHA, MAQHA, and MQHYA. The committee will present a financial report to the general membership at the annual convention, recommend investments for the association assets, approve budgets, project income, and provide long range financial planning.

The Rules Committee has the responsibility of interpreting existing rules, suggesting new rules, drafting rules and by-law changes, and acting as parliamentarian.

The Show Approval Committee shall review applications from shows requesting approval from MQHA, MAQHA, and MQHYA. This committee shall use the rules provided by MQHA to form a report.

The Dixie National Committee has the responsibility of producing and managing the Dixie National Quarter Horse Show.

The Racing Committee promotes racing in the State and produces a Futurity for 2-year old quarter horses.

The Amateur Committee will help in planning programs to be jointly carried out by MAQHA and MQHA. They will act as an advisory board to the amateur organization and as liaison between the MAQHA and MQHA.

The Futurity Committee produces and manages the pleasure and halter Futurity.

The Youth Committee shall serve as a youth advisory board and act as liaison between the youth association and MQHA. The committee will recommend a youth advisor to the President.

All committee actions are subject to review and approval of the Board of Directors.

Section 4. The MQHA Scholarship Committee. The Scholarship Committee oversees the Lloyd R. Smith and Pat Sudduth Scholarship fund and acts as a fund raiser. The committee will operate under the guidelines set forth in the resolution establishing the MQHA Scholarship Fund. Members shall be selected as follows: Four of the committee members shall be appointed by the Board of Directors on staggered four-year terms, with one member selected from each district. The President, each year subject to the approval of the Board of Directors, shall appoint one member who shall be appointed for a one year term and shall be designated as the Chairman of said committee.

Section 5. The Hall of Fame Selection Committee. This committee shall be formed in accordance with and perform the duties described in the Hall of Fame Committees report as approved and accepted by the MQHA Board of Directors on January 7, 2006. The committee shall be appointed by the President and approved by the Board of Directors.

ARTICLE VII

Amendments

The Board of Directors shall have the power to make additional By-Laws and to amend and repeal the By-Laws at any meeting of such Directors where a majority is in attendance subject to the right of the

members to amend or rescind any such action at the next ensuing regular annual meeting of the membership.

Amendment effective January 1, 1985 - The term of all Officers and Directors shall be from the second Wednesday of March in the year they are elected to serve, until the second Wednesday of March in the year their term is complete unless otherwise provided herein. The President Elect shall immediately appoint a Youth Advisor who shall commence working with the MQHYA at the time of the appointment.

Amendment effective January 11, 1992 - The President shall appoint a Secretary- Treasurer of his or her choice, with the approval of the Board of Directors, to serve for one year or until his or her successor is appointed.

Amendment effective January 15, 1994 - In the event any duly elected District Director shall fail to vote at three consecutive meetings of the Directors without a legitimate excuse approved by the Board, then at the third meeting those Directors present shall have the power to elevate the Alternate Director and he or her shall have all the powers, until the next election.

Amendment effective January 15, 1994 - The election of the Alternate Director will be conducted in the same manner as the election of the Directors, except that the Alternate Director may reside in any county within the District, but may not reside in the same household as another Director.

Amendment effective January 13, 1996 - The Southwest District shall include, in addition to the part of Hinds described above: Warren, Claiborne, Copiah, Jefferson, Adams, Franklin, Lincoln, Lawrence, Wilkinson, Amite, Pike, Walthall, Simpson, Jefferson Davis, and Marion counties. (This action moved Simpson, Jefferson Davis and Marion counties from the Southeast to Southwest districts.)

Amendment effective January 17, 1997- Paragraph six under Article IV, section 2 "The number of Directors for each District shall be determined annually by the Board and published with the notification of the annual meeting. In the event that the number of Directors in any given District decline, then that District shall allow the expiring Directors' office to remain vacant. (unless otherwise agreed to by the members of the affected District attending the election meeting.) deleted. Paragraph eight under Article IV, section 2 "In the event any duly elected District Director shall

fail to attend three consecutive meetings of the Directors without a legitimate excuse approved by the Board, then at the third meeting those Directors present shall have the power to elevate the Alternate Director and he or she shall have all the powers, until the next election. Article IV, section 3, sentence 2 "In the event any past President (Director at Large) fails to attend three consecutive meetings of the Directors without a legitimate excuse approved by the Board, he or she may lose his or her status as Director."

Article V, section 1 "Other nominations may be made to the Board by any voting member provided the written consent of the nominee has been secured and said nomination will be published in the minutes thirty days before the annual meeting. No other nomination will be accepted at the time of the annual meeting.

Article II, section 2. An annual fee of fifteen dollars (\$15.00) shall be paid for each twelve month membership. This fee shall be due and payable at the time membership is requested. Notice to the members of fees payable shall be sent to members at their last known address not less than thirty (30) days prior to the end of the membership. When an membership becomes delinquent, the member can be reinstated by simply paying the current year's dues. There is no penalty for reinstatement. An annual membership is not transferable.

Amendments effective January 10, 1998 - Article IV, section 2, paragraph 5, "Such determination will depend on the number of year to date members as of October 31."

Article VI, section 1 - A Nomination Committee consisting of all active past Presidents as of January 1 of the year the committee serves, shall serve for the purpose of nominating candidates for the elected officers. The Chairman of this committee shall be the most recent active past president. No past president currently serving as an elected officer may serve on this committee. Should there be less than four past Presidents available, the presiding President shall appoint enough Board Members to bring the committee number to four persons.

Article VI, section 2 -The President shall appoint one member for a four-year term. Any vacancy occurring during the term of a duly elected President of the Association shall be filled by the President's appointment of a member, in good standing, of the Mississippi Quarter Horse Association. In the event a new standing committee is created, the President shall appoint four members for terms of 4, 3, 2, and 1 years respectively.

Amendments effective January 20, 2001- Article IV Section 1. Officers of the Association shall be a President, First Vice-President, Second Vice-President and an Executive Secretary-Treasurer. With exception of the Executive Secretary-Treasurer, officers shall be elected by the general membership at the regular annual meeting for a term of one year or until their successors are elected.

The Executive Secretary-Treasurer will be appointed by the Executive Committee, with the approval of the Board of Directors.

All elected and appointed officers shall be from the membership and shall be legal residents of the State of Mississippi

Section 5. Executive Secretary-Treasurer: The Executive Secretary-Treasurer shall keep the minutes of all membership and Directors meetings, and be the custodian for the safekeeping of all documents and records of the Association. He or she shall be the ex-officio secretary of all committees appointed by the President or the Board of Directors. He or she shall make a report of his or her office to the Board of Directors when demanded and to all annual membership meetings, and shall perform such other duties as may be prescribed by the Executive Committee from time to time.

The Executive Secretary-Treasurer shall receive all monies due to the Association and shall disburse the same only upon receipt of itemized demands and upon the order of the Board of Directors, and shall account for all of the same with itemized statements in detail to each annual meeting of the members and to the Board of Directors when demanded.

The execution of the above described duties and other duties shall be subject to approval of the Board of Directors.

Section 6. All vacancies in the offices of the Association shall be filled by the Board of Directors for the unexpired term and those appointed shall serve until the election and acceptance of their duly qualified successors.

Article VI, Section 5. There is here by created an Executive Committee consisting of the President, First Vice President, Second Vice President and two additional members elected by and from the membership at the annual meeting, each for a term of one year and until the selection and qualification of his or her successor. The President of the Association will serve as chairman of the Executive Committee.

It will be the duty of the Executive Committee to supervise the staffing and day to day operation of the Association office, and to submit any recommended policy and procedure changes having to do with the staffing and operation of the office to the Board of Directors for approval.

Effective beginning the 2001 election year no person may serve on the Executive Committee for more than five consecutive years.

Amendment effective January 18, 2003 - Article II, Section 2. An annual fee of twenty dollars (\$20.00) shall be paid for each twelve month membership. This fee shall be due and payable at the time membership is requested. Notice to the members of fees payable

shall be sent to members at their last known address not less than thirty (30) days prior to the end of the membership. When an membership becomes delinquent, the member can be reinstated by simply paying the current year's dues. There is no penalty for reinstatement. An annual membership is not transferable.

Section 3. A fee of two hundred dollars (\$200.00) is required for life membership, but no annual fees are required. Life membership is not transferable.

Amendment effective January 17, 2004 - Article IV Section 2. Delete: In the event any duly elected District Director shall fail to attend three consecutive meetings of the Directors without a legitimate excuse approved by the Board, then at the third meeting those Directors present shall have the power to elevate the Alternate Director and he shall have all the powers until the next election.

Officers and Duties, Section 1 - Delete Executive committee and replace with President

Officers and Duties, Section 5 - Delete Executive Committee and replace with Board of Directors

Article VI, Section 5 - Delete following: Section 5. There is hereby created an Executive Committee consisting of the President, First Vice President, Second Vice President and two additional members elected by and from the membership at the annual meeting, each for a term of one year and until the selection and qualification of his or her successor. The President of the Association will serve as chairman of the Executive Committee.

It will be the duty of the Executive Committee to supervise the staffing and day to day operation of the Association office, and to submit any recommended policy and procedure changes having to do with the staffing and operation of the office to the Board of Directors for approval.

Effective beginning the 2001 election year no person may serve on the Executive Committee for more than five consecutive years.

Amendment effective January 8, 2005 - The name of the Lloyd R. Smith Scholarship committee will be the MQHA Scholarship committee and shall oversee the Lloyd R Smith and the Pat Sudduth scholarships.

Amendment effective January 7, 2006 Section 5. The Hall of Fame Selection Committee. This committee shall be formed in accordance with and perform the duties described in the Hall of Fame Committees report as approved and accepted by the MQHA Board of Directors on January 7, 2006. The committee shall be appointed by the President and approved by the Board of Directors.

Article IV Section 2 - A district may fill one vacancy for Director by electing a Director At Large from that district. The District Director at Large has full voting rights and must abide by all rules applicable to other Directors. The District Director at Large may live in the same county as another elected Director. He/She may not live in the same household. Each district must keep in mind that

it is responsible for recruiting qualified people who are willing to serve. Remember, one man-one vote equals district-wide representation on the board.

Amendment effective January 9, 2010 Article III Section 3: Notice of all meetings of the members shall be **given by mailing a notice** stating the time and place of such meeting to each member in good standing, not less than fifteen (15) days prior to the date of such meeting. *Change to read Official MQHA web site.*

Article IV, section II, paragraph 7: Such elected District Directors, together with the Officers of the Association, together with the Directors at Large as hereinafter provided shall constitute the Board of Directors. Any vacancy resulting from the death or resignation of an elected District Director shall be filled by the Alternate Director as hereinafter provided. The Directors shall meet annually at the same time as the regular annual meeting of members and more often if called by the President or Vice-President or any ten members of the Association. Notice of any special meeting shall be **given by direct mail** to the Directors at least five days before such meeting and the Directors, including the officers present, shall constitute a quorum. . *Change to read Official MQHA web site.*