

SUPER SIRES, LLC

BY HORSEMEN - FOR HORSEMEN

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Muncie, IN 47302

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SUPER SIRES INC. - BYLAWS

ARTICLE I. NAME OF ORGANIZATION

The name of the organization shall be Super Sires Incorporated, hereafter referred to as Super Sires. The office address shall be 12601 S County Road 200 W, Muncie, IN 47302.

Super Sires Inc. is a 501C3 tax-exempted charitable non-profit corporation.

ARTICLE II. PURPOSE

Super Sires Incorporated is an organization created by horsemen for horsemen.

Section 1. Nonprofit Purpose

This organization is created to enhance and encourage interest in the show horse industry by promoting all facets of said industry, including breeding, selling, training, showing and more. The organization also supports horsemen and women in the industry by offering a variety of programs to benefit stallion owners, breeders, trainers, exhibitors, and horse owners.

Section 2. Mission Statement

The mission of Super Sires is to educate and promote breeding of quality show horse bloodlines. Super Sires shall showcase offspring in events featuring significant cash awards and prizes that provide opportunities to all levels of participants, focusing on Non Pro exhibitors.

ARTICLE III. GOVERNING BODY/EXECUTIVE COMMITTEE

Super Sires shall be managed by an Executive Committee consisting of no less than five members. Super Sires Executive Committee may vote to add additional members to the existing Executive Committee. Additions must be approved unanimously by existing Executive Committee members.

Section 1. General Powers

Super Sires Executive Committee shall make all decisions as related to Super Sires. This includes, but is not limited to:

- Review Bylaws annually and make revisions as needed
- Maintain and adjust Policies & Procedures annually or as needed
- Act as Show Committee (selecting show venues and classes annually)
- Determine and approve payout for classes as outlined in Super Sires *Policies & Procedures*

Section 2. Forfeiture

Any member of the Executive Committee who fails to fulfill any of his or her responsibilities as set forth in Section 1 of this Article may be asked by the remaining Executive Committee to step down from his or her position. The Executive Committee may forthwith immediately proceed to fill the vacancy.

Section 3. Vacancies

Should any Executive Committee member vacate the Committee for any reason, the remaining Super Sires Executive Committee may vote to add additional members to the existing Executive Committee. Additions must be approved unanimously by existing Executive Committee members.

ARTICLE IV. OFFICERS

The officers of this Board shall be the President, 1st Vice-President, 2nd Vice-President, Secretary/Treasurer and Past President. All officers are part of the existing Executive Committee.

Section 1. President

Executive Committee:

Johne Dobbs 217-254-5261	Gil Galyean 405-641-8124	Jan Pittman 850-774-4477	Joan Schroeder 940-727-3474	Stephen Stephens 817-304-1198	Christa Conway 765-744-7363
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The President shall preside at all meetings of the Executive Committee. He/She shall appoint all committees and committee chairmen. The President, during his/her term of office, may create certain positions, including Parliamentarian and Historian, that he/she may deem necessary to advise the office of President or the Executive Committee. Said appointments will run concurrently with his/her term as President. He/she shall perform such duties and exercise such other powers as are usually incident to such office. The President is an ex-officio member of all committees.

Section 2. 1st Vice-President

The 1st Vice-President shall share the duties of the President with 2nd Vice President during the absence of the latter. He/she shall have such duties and responsibilities as assigned by the President.

Section 3. 2nd Vice-President

The 2nd Vice-President shall share the duties of the President with 1st Vice President during the absence of the latter. He/she shall have such duties and responsibilities as assigned by the President.

Section 4. Secretary/Treasurer

The Secretary/Treasurer shall attend all meetings of the Executive Committee and will act as a clerk thereof. He/she shall have access to use funds for approved Super Sires expenses.

Section 5. Past President

The Past President is automatically filled by the last president for the following two-year term. He/she shall attend all meetings of the Executive Committee.

Section 6. Appointed Positions

The President, during his/her term of office, may create certain positions, including Historian and Parliamentarian, that he/she may deem necessary to advise the office of President or the Executive Committee. Said appointments will run concurrently with his/her term as President. Appointed positions are not voting positions.

a. Historian

The Historian shall attend all meetings of the Executive Committee.

b. Parliamentarian

The Parliamentarian shall attend all meetings of the Executive Committee.

Section 7. Election of Officers

Officers shall be elected from Super Sires Executive Committee. Each office shall be effective for a 2-Year term. Term begins and ends in correlation with the Annual Executive Committee meeting. At end of each term, acting President shall nominate new officers for approval by Executive Committee members.

ARTICLE V. MEETINGS

Section 1. Regular Meetings

Super Sires Executive Committee regular meetings will be held monthly or as determined by Executive Committee members. Meetings may be in person, via telephone or video conference.

Section 2. Annual Executive Committee Meeting

An Annual Executive Committee Meeting will be held at a time and place designated by the Super Sires Executive Committee. Bylaws and Policies and Procedures will be reviewed for suggested changes during this meeting. Additions to Executive Committee and term updates will take place during this meeting.

Section 3. Annual Stallion Owner Meeting

An annual Stallion Owner Meeting *may* be held at a time and place designated by the Super Sires Executive Committee and notice of such meeting shall be mailed by ordinary mail at least thirty (30) days prior to meeting. The annual meeting is open to all Super Sires stallion owners.

Section 4. Special Meetings

Special Meetings may be called at the discretion of the Super Sires Executive.

Section 5. Notice

Notice of all Super Sires Meetings will be shared via text, email or phone. Meeting minutes will be shared for approval via email.

Section 6. Quorum

A quorum at any meeting shall require a minimum of three (3) Executive Committee Members. All Executive Committee members must be alerted to any votes taking place pertaining to Super Sires' Bylaws.

Voting may take place via text or email.

ARTICLE VI. COMMITTEES

Section 1. Committee Formation

The Executive Committee may create standing or ad hoc committees as needed, such as fundraising, finance, etc.

ARTICLE VII. CORPORATE STAFF

Section 1: Executive Director

Super Sires Executive Committee shall hire an Executive Director. Responsibilities of the Executive Director shall be recorded and attached as "Executive Director Job Description." The Executive Director shall report to Super Sires, LLC Executive Committee. This position will be paid as an independent contractor and will receive an annual 1099 for payments.

Section 2: Executive Secretary

Super Sires Executive Committee shall hire an Executive Secretary. Responsibilities of the Executive Secretary shall be recorded and attached as "Executive Secretary Job Description." The Executive Secretary shall report to Super Sires, LLC Executive Committee. This position will be paid as an independent contractor and will receive an annual 1099 for payments.

ARTICLE VIII. FUNDS

Section 1. Financial Institution

The location of the banking account for Super Sires, LLC shall be selected by the Executive Committee and is currently held at PrimeTrust Federal Credit Union in Muncie, Indiana.

Section 2. Deposits

All funds shall be deposited to the account of Super Sires and shall be disbursed by the Executive Director, Executive Secretary or the Secretary/Treasurer as authorized by the Super Sires Executive Committee.

Section 3. Accounts

Financial reports shall be made available as requested by the Executive Committee and/or provided during monthly meetings. All checks over **\$1,500** shall require written approval (email or text is acceptable) from the Treasurer of the Executive Committee.

Section 4. Compensation – Expenses & Reimbursement Procedure

- Executive Committee members are not compensated for their role in the organization.
- Executive Committee members shall be reimbursed for reasonable and necessary expenses incurred in connection with Super Sires events, such as parking, lodging, rental car, fuel, and meals.
- Expenses must be related directly to the services provided to Super Sires events and may not include personal expenses.

Section 5. Personal Use

No part of the funds of Super Sires shall be used for personal reasons by any Executive Committee member.

Section 6. Liability Clause

Any and all liability of Super Sires shall be limited to its deposited funds.

Section 7. Dissolution

In the event of dissolution of Super Sires, LLC and after all expenses and liabilities have been met, any remaining funds shall be distributed to the NSBA Trainers Crisis Fund.

ARTICLE IX. CONFLICT OF INTEREST AND COMPENSATION

Section 1. Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Super Sires) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

All trustees, officers, agents, and employees of this organization shall disclose all real or perceived conflicts of interest that they discover or that have been brought to their attention in connection with this organization's activities.

ARTICLE X. INDEMNIFICATION

Section 1. General

Super Sires shall indemnify and hold harmless any officer, director, director at large, employee, their personal representatives, and heirs, against reasonable legal expenses, judgment, and expenses of settlement which Super Sires previously approves, actually and reasonably incurred in connection with an actual or threatened legal proceeding. If such person acted legally, in good faith and was duly authorized to act on behalf of Super Sires in the transaction from which legal liability arose which was official Super Sires business (except in relation to matters as to which she/he shall have been guilty of negligence or misconduct in respect to the matter in which indemnity is sought). To preserve this right of indemnity, such litigation, whereupon Super Sires shall have the right to direct defense thereof, including, but not limited to, selection of counsel, and direction of settlement negotiations.

ARTICLE XI. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

Executive Committee may make amendments to Articles of Incorporation by a majority vote held during a recorded meeting.

Section 2. Bylaws

Executive Committee may make amendments to Bylaws by a majority vote held during a recorded meeting.

We, the undersigned, are all the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

President – Super Sires

ATTEST: Secretary/Treasurer – Super Sires