

# Kentucky Paso Fino Horse Association

## Bylaws

(rev. 11/08/14)

### ARTICLE I

#### Name

This corporation shall be known as Kentucky Paso Fino Horse Association, Inc. (**KYPFHA**), a non-profit Kentucky Corporation hereinafter referred to as the **Region**.

### ARTICLE II

#### Location

This corporation shall be located in Kentucky.

### ARTICLE III

#### OBJECTIVES

The objectives, goals, and purposes of the Region shall include, but not be limited to, the following:

- 1) Promote, encourage, and stimulate interest in the uses and qualities of the Paso Fino Horse.
- 2) Educate, instruct, inform, enlighten and interest people in proper methods of horse care, horse treatment, training, handling, and riding techniques.
- 3) Promote cooperative relationships between members and other PFHA groups, especially between the national Paso Fino Horse Association, Inc, (PFHA Inc.) and its registry.
- 4) Aid and encourage breeding, exhibiting, using, and perpetuating the Paso Fino Horses.

### ARTICLE IV

#### MEMBERSHIP

##### Section I. Application

Application for membership shall be made on such form and in such manner as may be determined by the Board of Directors and shall be accompanied by payment of dues for the year of application. Upon receipt of such application, the application may be approved or rejected by a majority vote of the Board of Directors.

##### Section 2. Membership

**Any person who meets the requirements, as stated herein, and is interested in the objectives and purpose of the Region shall be eligible for membership application.**

##### Section 3. Voting Members

1. Individual member – A member in good standing with the **Region and is 18 years or older, will have one vote at annual, regular, and special meetings.**

2. Corporate membership – A legal entity recognized by the **Region** that desires to be registered in a farm name **with voting membership in the Region will have one vote at annual, regular and special meetings.**
- 3 Junior Membership – A member in good standing with the **Region** and under the age of 18 **will have no vote at annual, regular, or special meetings.**
4. Associate membership – a member 18 years or older, individual or corporate, which **is a** member of the **Region**, but whose voting membership is with another region **will have no vote at annual, regular, or special meetings.**
5. Sponsorship membership – any individual, business, organization, or group that wishes to support the purposes and functions of the **Region will have no vote at annual, regular, or special meetings.**

#### **Section 4. Annual Dues**

1. Each member shall pay annual dues on or before the first day of October of each year. Any member delinquent in dues **after November 1** shall cease to be a member of the Region and shall forfeit all rights and privileges belonging to such member. The annual dues for a member of the **Region** shall be established from year to year by the Board of Directors.
2. No monies shall be refunded or additional monies collected when a change in dues category is made within a membership year.

#### **Section 5. Basis of Revoking Membership**

1. Members shall be subject to expulsion by a 2/3 vote of the Board of Directors of the Region for violation of the **By-Laws of the Region, and/or any acts deemed detrimental to the Region. A minimum fifteen (15) day notice of the allegation(s), hearing date, and location will be afforded to the charged member. The member will have the opportunity to defend against the allegations.**

### **ARTICLE V**

#### **BOARD OF DIRECTORS**

##### **Section 1. Composition and Term**

1. The Board of Directors shall be composed of the elected officers of the Region and up to two other duly elected non-office holding members which shall be designated as **Member-at-Large and Delegate.** Each director shall hold office **for the one year term** for which elected **or** until a **qualified** successor is elected.
2. **All Board members, including non-office holding members are required to hold Paso Fino Horse Association membership.**

##### **SECTION 2. DUTIES**

1. Transact the general business of the Region in the interim between regular meetings. All business transactions and decisions shall be reported at the next regular meeting.
2. Provide for proper care of materials, equipment and funds of the Region, for payment of legitimate expenses, and for an audit of all books of account by a non-affiliate party.
3. Fill vacancies on nominating committee **and any other committees formed by the Board of Directors.**
4. **Oversee and provide direction to Show Manager.**
5. Hold meetings of Board of Directors as necessary.

### SECTION 3. VACANICIES

1. The office of a director shall be vacant under the following circumstances:
  - a. The death, resignation, or permanent inability to assume the duties of a director.
  - b. Failure of a director to maintain a regular membership.
  - c. The Board of Directors shall review the record of any director who attends less than 75% of the scheduled board meetings and may give consideration to a request for resignation.
2. Any vacancy occurring between Annual meetings shall be **filled by a majority vote of the** Board of Directors until the next annual meeting. Any vacancy arising at an annual meeting shall be filled by election at the annual meeting for the unexpired term.

### ARTICLE VI

#### MEETING

1. There shall be a Board of Directors meeting immediately preceding or following each regular meeting of members, **if necessary**.
2. Special meetings – The President or a majority of the board may call a special meeting of the Board at any time and at any place upon 5 day written, **email, or oral** notice to each director.
3. Quorum – At any meeting of the Board, the presence of 51% of the Directors shall constitute a quorum to transact business.
4. Voting by mail, **email, orally, or telephone** – The Board of Directors may take action by contacting the board members by mail, **email, orally,** or telephone and a majority vote shall rule.
5. Open meetings – All Board of Director meetings are open to members in good standing.

### ARTICLE VII

#### MEETING OF MEMBERS

##### Section 1. Annual Meeting

1. Date – Annual meetings of members shall be held between the dates of the Grand National Show and the first **of January**. A 30 day written **and/or email** notice to membership is required. **Notice may also be made through other social media.**
2. Purposes – To duly elect officers and Board of Directors for the ensuing year, all of whom shall take office immediately following election; and to transact any and all business required by the region.
3. Qualified Membership – A current qualified membership role prepared by the Region **Treasurer** shall be on hand at annual meetings. Procedures – Procedures to be followed during annual meetings are found in Article IX, General Provisions. Those members present at an annual meeting shall constitute a quorum to transact business.
4. Voting – A.) Special measures – A favorable vote of 2/3 of the votes cast shall be required to enact, repeal or amend by-laws, amend the articles of incorporation, or dissolve the corporation. B.) ordinary measures – A majority of the votes cast shall be necessary for the election set out in **Section 1.2**, above. C) Proxies or mailed ballots – Voting by proxy or by mailed ballot shall not be permitted.
5. Proposed amendments to the by-laws must be submitted in writing to the President by any regular member in good standing with the Region. At least 30 days prior to the annual meetings proper notice of by-law changes shall be mailed **and/or emailed** to the membership of the Region by the Secretary. **Notice may also be made through other social media.**

## Section 2. Regular Meetings

1. Date of regular meetings – regular meetings in addition to the annual meeting shall be called by the President as considered necessary. A **15** day written notice of meetings of membership is required. Procedures – Procedures to be followed during regular meetings and found in Article IX, General Provisions. Those regular members present at regular meetings shall constitute a quorum to transact business.
2. Voting Procedures – All measures and or actions shall be enacted by a clear majority vote.

## ARTICLE VIII

### Officers Section

#### 1. Number and Term of Officers and Non-Office Holding Members

1. The officers of the Region shall consist of the President, Vice President, Secretary, and Treasurer and shall be elected to a term of one year. Each officer shall automatically hold a seat on the Board of Directors. **Two non-office holding Members, the Member-at-Large and the Delegate shall be elected to a term of one year.**

#### Section 2. Election

1. Officers and **non-office holding Members** shall be elected by the membership at annual meetings in accordance with the procedures of “Robert’s Rules of Order, newly revised.”
2. In the event there are 3 or more candidates for an office and no candidate receives a majority of votes cast, there shall be a revote for the 2 candidates receiving the largest number of votes.
3. The ballot vote may be dispensed with by unanimous vote where there is but one candidate for an office.

#### Section 3. Qualifications

Each officer shall be a regular member of the Region **and the Paso Fino Horse Association** at all times during the term of office.

#### Section 4. Vacancy

1. Any vacancy in the officers shall be filled by the **b**oard of Directors until said vacancy is filled by election at the next annual meeting.

#### Section 5. Duties of the President

1. The President shall preside at annual meetings, meetings of the general membership, and meetings of the Board of Directors.
2. Except as otherwise provided, the President shall appoint all members of the committees who shall serve at the pleasure of the **Board of Directors**, and shall be an ex-officio member of all committees.
3. Within the limitations imposed by the Articles of Incorporation, these by-laws, and any duly adopted resolutions, the President shall have general power to conduct and manage the affairs and business of the Region.
4. **The President will have the tie breaking vote at annual meetings, regular meetings, special meetings and Board of Director meetings.**

## **Section 6. Duties of the Vice President**

1. The Vice President shall assume the duties of the President in the event of the President's absence or inability to act, or at the President's request.
2. The Vice President shall have such other duties as may be specifically delegated by the President.
3. **The Vice President will have one vote at annual meetings, regular meetings, special meetings and Board of Director meetings.**

## **Section 7. Duties of the Secretary**

1. The Secretary shall keep, or cause to be kept, a full and complete record of the proceedings of annual meetings, regular meetings, and of meetings of the Board of Directors and of action taken by the Board of Directors.
2. The Secretary shall keep, or cause to be kept the seal, books, documents, and papers of the region and the seal to all papers duly authorized by the President.
3. The secretary shall handle, or cause to be handled; all correspondence approved by the President and performs all duties incident to the office of Secretary.
4. The Secretary shall publish notice of the place and date of annual meetings, general meetings and meetings of the Board of Directors **via written notice, email, or other social media.**
5. The Secretary shall keep a corrected copy of the Region By-Laws.
6. The Secretary shall have other such duties as delegated by the President.
7. **The Secretary shall have one vote at annual meetings, regular meetings, special meetings and Board of Director meetings.**

## **Section 8. Duties of the Treasurer**

1. The Treasurer shall deposit all monies of the Region in the name of the Kentucky Paso Fino Horse Association, Inc. in a bank selected and designated by the Board of Directors, subject to withdrawal for authorized purposes upon the signature of an officer duly authorized as a check signer by the Board of Directors of the Region, one of whom shall be the Treasurer and at least one other of whom shall be the President.
2. The Treasurer shall disperse funds of the Region in accordance with the directions given by the President or properly supported as an obligation of the Region.
3. The Treasurer shall keep complete books of account, prepare and present an itemized statement at annual meetings and prepare and present such interim reports as may be required by the President, and prepare and file reports required by all governmental agencies.
4. The Treasurer shall have other such duties as may be delegated by the President.
5. **The Treasurer will have one vote at annual meetings, regular meetings, special meetings and Board of Directors meetings.**

## **Section 9. Duties of the Member-At-Large**

1. **The Member-At-Large shall make contact with new Paso Fino Horse Association members designating Kentucky as their region.**
2. **The Member-At-Large shall have any other duties as delegated by the President.**
3. **The Member-At-Large shall have one vote at annual meetings, regular meetings, special meetings and Board of Director meetings.**

## Section 10. Duties of the Delegate

1. The Delegate shall attend Paso Fino Horse Association Membership meetings, Annual Meetings and special meetings called by the Paso Fino Horse Association Board of Directors.
2. The Delegate shall gather member votes for the purpose of National Show Judge selection, Horse of the Year, Member of the Year, rule changes, or any other general membership voting requirements.
3. The Delegate shall vote for the Region based on Region input; if no general membership input, the Delegate will poll the Board of Directors for Region voting.
4. The Delegate shall prepare and disseminate a report following the PFHA meetings to the Board of Directors.
5. The Delegate shall have one vote at annual meetings, regular meetings, special meetings and Board of Director meetings.

## ARTICLE IX

### COMMITTEES

#### Section 1. Nominating Committee

1. A Nominating Committee, appointed by the President and approved by the Board of Directors, shall nominate officers, Directors of the Board, Member-At-Large and a Delegate.
2. Each committee member shall be a regular member.
3. The Nominating Committee shall present its list to the President of the Region 30 days before each annual meeting and the list of nominees is to be published along with the notice of the annual meeting.
4. In addition to nominations by the Nominating Committee, nominations may be made from the floor.
5. Any member of the Nominating Committee desiring to run for a Board position will resign from the Nominating Committee upon placing their name for nomination.

#### Section 2. Show Committee

1. A volunteer member Show Committee will be appointed by the Board of Directors and the Show Manager for each regional show conducted by Kentucky Paso Fino Horse Association.
2. Show Committee assignment should take place at the Annual Meeting.
3. This Committee will be comprised of the Show Manager, the Region President, and one Region member in good standing
4. The Show Committee will also hold the responsibilities of the Show Hearing Committee.
5. Committee responsibilities as required by PFHA Rule I. 2.D.10 are to resolve issues at a show, but are not authorized to sanction members.
6. Issues that are not resolved by the Show Hearing Committee are to be forwarded to the PFHA Executive Director for consideration under Chapter 1 of the PFHA Constitution and Rule Book.

#### Section 3. Other Committees

1. The membership at annual meetings, the Board of Directors, or the President may provide for the appointment and duties of such other committees as may be necessary or desirable.

## **ARTICLE X**

### **GENERAL PROVISIONS**

#### **Section I. Robert's Rules of Order (newly revised)**

1. The rules contained in the "Robert's Rules of Order" shall govern the region in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Region may adopt.
2. The above rules of order will cover the annual meetings, regular meetings, Board of Directors meetings and all committee meetings.

#### **Section 2. Order of Business**

**The Order of Business at all annual meetings of the members shall be as follows:**

1. **Call to Order by President**
2. **Reading of Minutes of preceding meeting by Secretary**
3. **Old/Unfinished Business**
4. **Reports of Officers**
5. **Reports of Committees**
6. **Election of Directors and Non-Office Holding Members**
7. **New Business**
8. **Adjournment**

#### **Section 3. Show Management**

1. **A Show Manager will be named by the Region Board of Directors for each regional show held by the Kentucky region.**
2. **The Show Manager will report to the Region Board on a regular basis via telephone conference, email, or in person, or as deemed necessary.**
3. **The Show Manager will report to the Region Board any and all problems and/or issues that arise which do not have a precedent or rule to govern the procedure or process by which to resolve the issue(s) and or problem(s).**
4. **The Show Manager will be held responsible for the regional show administration, including, but not limited to the barn management, show venue, vendors, insurance, PFHA and USEF rules and regulation compliance.**
5. **Barn management may be assigned to a second individual.**
6. **All paid show personnel, including Show Secretary, Judges, Steward and announcers, will be approved by the Region Board of Directors prior to being offered contracts and submission to the PFHA for approval.**
7. **Special events, speakers, or other activities outside the show activities will be approved by the Region Board before being announced or advertised to the general public.**
8. **The Show Manager will recruit, coordinate, and train volunteers for each regional show held by the Region.**
9. **The Show Manager will solicit class sponsors, silent auction items, and other donated goods for the show by mail, email, social media, advertisements, show bills, and/or telephone.**
10. **The Show Manager is responsible for knowing, understanding and applying applicable USEF and PFHA rules and regulations for the operation of the regional show.**

11. The guidelines set above are not all inclusive and may be amended by resolution of the Region Board.
12. If it is determined by the Region Board that the Show Manager will receive remuneration a written contract will be required between the Region and the Show Manager.
13. The Region will provide a written guideline of all duties and responsibilities of the show Manager.

#### **ARTICLE XI**

##### **FISCAL YEAR**

The fiscal year of the Region shall be October 1 to September 30 of each year.

#### **ARTICLE XII**

##### **AUDIT OF BOOKS**

1. Books of account and membership records shall be available to any member upon written request to the Board of Directors.
2. **Books of account, or those deemed necessary to provide confidence in the accounting records shall be provided by the Treasurer to at least one other board member on an annual basis, or by request of any Board Member.**

#### **ARTICLE XIII**

##### **COMPENSATION**

No compensation shall be paid to Directors for services performed by them for the Region in any capacity unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors before such services were rendered.

#### **ARTICLE XIV**

##### **NONPROFIT STATUS**

No part of the net earnings of the region shall inure to the benefits of any individual or member.

#### **ARTICLE XV**

##### **POWERS**

In order to promote the purpose of this Region, it may acquire property by grant, gift, purchase, devise or bequest and hold and dispose of such property as the region shall require for the benefit of the members and not for pecuniary profit.

#### **ARTICLE XVI**

##### **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm, or corporation shall ever receive any dividends or profit from the undertaking of this Region and upon dissolution of the Region all of its assets remaining after payment of all costs and expenses of each dissolution shall be distributed **to a nonprofit organization chosen by the general membership with recommendations from the Board Directors** and none of the assets will be distributed to any member, officer, or trustee of this Corporation.



**ARTICLE XVII**

These By-Laws supersede any and all by-laws in effect heretofore and supersede all resolutions inconsistent herewith.

Signatures: Julie Crampton, President

Linda Joiner, Secretary

**November 8, 2014**