

Orange County Horse Council, Inc.

(Of the State of New York)

Bylaws

Approved & Effective January 18, 2007

Article I NAME AND OBJECTIVES

Section 1 Name.

A. The name of this corporation, duly organized under the non-profit corporation laws of New York State, shall be Orange County Horse Council, Inc. (of the State of New York), the latter being included in all letterhead and official documentation.

B. As a recognized Chapter of the New York State Horse Council (NYSHC), the Orange County Horse Council (OCHC) works under the authority of the New York State Horse Council and is subject to the policies and procedures of the parent organization.

Section 2 Objectives.

A. The purposes of the OCHC are to promote and foster interest in and awareness of the horse industry in the State of New York.

B. To aid in the protection and care of horses; to guide and stimulate interest in equestrian sports and recreation; to develop facilities and safety standards in connection with the use of horses.

C. To actively engage in forums to present a positive image and favorably influence the public's perception of horses, horsemen and the equine industry in the State.

D. To gather and disseminate information in connection with the above purposes.

E. To do any and all lawful things within the meaning of the Not-For-Profit Corporation Law of the State of New York to effectuate such purposes.

Section 3 Not for Profit.

A. The OCHC is exclusively non-profit. No Director or member therefore shall receive or be lawfully entitled to receive any financial profit from the operation of the OCHC.

B. All members and Directors shall strive to avoid any and all potential improprieties, perceived or otherwise, involving personal gain from the OCHC and shall maintain separation above reproach between their personal business affairs and those of the club.

Article II MEMBERSHIP (As defined by the NYSHC)

Section 1 Qualifications.

Any person, family or organization having interest in furthering the purposes and objectives of the OCHC may be a member.

Section 2 Application.

Applicants may become members upon written application to the NYSHC and payment of dues.

Members must indicate their intention to affiliate with the OCHC on the NYSHC membership application to be considered an active, voting member in good standing of the OCHC.

Section 3 Classification.

Membership in the NYSHC Council is divided into the following classes:

- A. General
- B. Group
- C. Patron
- D. Corporate
- E. Life
- F. Group Life
- G. Honorary
- H. Lifetime Recognition

Description of each class is included on the NYSHC membership form.

Section 4 Membership Privileges.

General, Patron and Life members shall be entitled to full rights and privileges, including the right to vote and hold office. The designated member representing Group or Group Life memberships shall be entitled to the same rights and privileges as a General member.

Section 5 Honorary Members.

The NYSHC Board of Directors, at a duly organized meeting, may elect Honorary Members by a two-thirds vote of the members present. Honorary Members shall be exempt from payment of dues and shall be entitled to the privileges of regular members, except the right to vote and hold office.

Section 6 Lifetime Recognition.

The NYSHC Board of Directors, at a duly organized meeting and by a two-thirds vote of the members present, may bestow the title of Lifetime Recognition Member on any individual whose service and devotion in support of the NYSHC Council are deemed sufficient to warrant meritorious recognition. Lifetime Recognition Members shall be exempt from payment of dues, and shall be entitled to all the rights and privileges of General membership, including the right to vote and/or hold office.

Section 7 Resignation.

Any member may withdraw from the NYSHC, after fulfilling all obligations to it, by giving written notice of such intention to the NYS Membership Committee. Dues are not refundable. Withdrawal of membership from the NYSHC is also a withdrawal from the OCHC. A member may withdraw his or her affiliation from the OCHC and remain a member of the NYSHC by giving written notice of such intention to both the OCHC and the NYSHC.

Section 8 Reprimand, Suspension or Expulsion.

A. The OCHC Board may issue a written reprimand or may recommend the suspension or expulsion of a member from the NYSHC and OCHC with cause, such as a violation of any of the bylaws or rules of the NYSHC or OCHC, or for conduct prejudicial to the best interest of the either Council.

B. Recommendation for suspension or expulsion shall be by a majority vote of the OCHC Board of Directors, provided that a statement of the charges shall have been sent by registered mail to the member charged, at the member's latest recorded address, at least fourteen (14) days before the vote is taken. This statement of charges shall be accompanied by a notice of the place, date and time where the OCHC Board of Directors is to take action on the matter. The member shall be given an opportunity to appear before the OCHC Board of Directors, or to present a statement to be considered by the Board (Article X).

C. If the OCHC Board of Directors recommends the suspension or expulsion of a member, the OCHC will provide a written recommendation to the NYSHC for final resolution.

D. An OCHC member who has been recommended to the NYSHC for suspension or expulsion shall not be considered a member in good standing of the OCHC and shall not be able to vote or hold office in the OCHC until such time as the NYSHC rules in the suspended or expelled member's favor.

Article III DUES

Section 1 Annual Dues.

The NYSHC Board of Directors may determine the amount of annual dues and an initiation fee, if any, payable by members to the NYSHC.

Section 2 Payment of Dues.

A. The annual dues of members are payable with their NYSHC application for membership and thereafter by January 1st of each year.

B. Dues of a new member making application for membership after the last day of September shall entitle such new member to membership for the remainder of that year and for all of the ensuing year.

C. Dues shall have been paid to the NYSHC one (1) month prior to a new member being allowed to vote on any OCHC business or in any OCHC election.

D. A member must chose to affiliate themselves with the OCHC on the NYSHC membership form to be considered an active, voting member in good standing of the OCHC.

Section 3 Default in Payment of Dues.

A. Existing members who fail to pay their dues, subscriptions or assessment by March 1st following the date they come due shall not be considered active voting members in good standing and shall be notified of their default by the OCHC Membership Chairperson.

B. Members in default at March 1st shall not be able to vote or hold office in the OCHC until such dues are paid.

Article IV OCHC BOARD OF DIRECTORS

Section 1 Board of Directors.

The Board shall be comprised of a President, Vice-President,

Recording Secretary, Corresponding Secretary, and Treasurer. All shall be members in good standing and all shall be elected for two year terms at the club's Annual Meeting as provided in Article VI, Section 1. General management of the club's affairs shall be entrusted to the Board of Directors.

A. The President of the OCHC shall preside at all the meetings of the Board, and shall have the duties and powers normally appurtenant to the office of President, in addition to those particularly specified in these bylaws.

B. The Vice President shall have the duties and exercises the powers of President in case of the President's death, absence, or incapacity.

C. The Recording Secretary shall keep a record of all meetings of the club and of the Board and of all matters of which a record shall be ordered by the organization. The Recording Secretary is responsible for maintaining possession of the seal of the OCHC.

D. The Corresponding Secretary shall carry out any correspondence as directed by the Board and as required by these bylaws. He or she shall notify Directors of their election to office, call meetings as required by these bylaws, maintain a roll of members of the club with their addresses, and maintain the website of the OCHC.

E. The Treasurer shall collect and receive all monies due or belonging to the OCHC. He or she shall deposit the same in a bank designated by the Board, in the name of the OCHC. The books shall at all times be open to inspection of the Board and at every meeting the condition of the OCHC's finances and every item of receipt or payment not before reported shall be reported.

At the annual meeting the Treasurer shall render an account of all monies received and expended since the previous year's annual meeting. There shall be an independent audit of the club's financial records at the end of every term of office of the Treasurer.

The Treasurer shall have the duties and exercises the powers of President in the event of the absence of the President and the Vice President.

Section 2 Election and Assumption of Office.

A. The Board of Directors shall be elected by the members in good standing present or by submission of a properly executed proxy vote (Article VIII, Section 2) at the Annual Meeting in November (Article VI, Section 1). Voting by members present will be by secret, written ballot from among those nominated (Article IX, Section 1). The nominated candidate receiving the greatest number of votes for each office shall be declared elected.

B. The elected Directors shall take office on the following January 1st. Each retiring Director shall turn over to his or her successor all properties and records relating to that office within 30 days following the election.

Section 3 Terms of Office.

A. The Directors shall serve two year terms.

B. The President, the Corresponding Secretary and the Treasurer shall be elected in even numbered years.

C. The Vice President and Recording Secretary shall be elected in odd numbered years. A Director may be re-elected for three consecutive terms to the same office. A period of one term must elapse before a Director can be re-elected to a position previously held for three consecutive terms.

Section 4 Vacancies.

A. Whenever a vacancy occurs in the Board of Directors the vacancy shall be filled by a majority vote of the remaining members of the Board. Any vacancy in the Board of Directors shall be filled without undue delay. The person so chosen shall hold office until the expiration of the term of the Director whose place was filled.

Section 5 Removal of Directors.

A. Any Director may be removed with cause, at any time, by a majority vote of other members of the Board of Directors.

B. A statement of the reason for removal shall be provided to the Director to be removed before the vote is taken. This reason for removal shall be accompanied by a notice of the place, date and time where the OCHC Board of Directors will take action on the matter. The Director involved shall have the right to address the entire Board of Directors in person or by petition before the vote is taken.

Article V COMMITTEES

Section 1 Standing Committees.

A. The President may each year appoint standing committees to advance the work of the club.

B. Special committees may also be appointed by the President to aid the Board on particular projects.

C. All committees shall be subject to the final authority of the Board.

D. Each committee chairperson shall make a report to the Board of Directors of each of his or her committee's meetings at the succeeding Board of Directors meeting.

Section 2 List of Standing Committees.

Standing committees shall include, but not be limited to, the following:

(a) Public Affairs – Responsible for liaison networking with state and local officials. This committee is to keep the Board of Directors informed on legislative issues that affect the horse community.

(b) Education – Responsible for organizing programs with speakers. These program experiences are to enhance the membership's knowledge so that the equine community will progress.

(c) Membership – Responsible for coordinating and recruiting new members as assurance that diverse representation is found in the membership and organizational structure.

(d) Community Relations – Responsible for liaison with various community leaders. Promotes OCHC's programs and notifies the Board of Directors of community meetings relevant to OCHC's objectives.

(e) Special Projects – Responsible for managing short term activities and events that raise visibility of the equine industry.

(f) Communications – Responsible for editing the quarterly newsletter and for liaison with members of the press while maintaining a list of reporters. Responsible for press releases to be made as needed.

(g) Social – Responsible for providing a welcoming environment for members.

(h) Youth – Responsible for representing youth, providing information, and recruiting new youth members.

Section 3 Other Committees.

A. The President shall appoint any other standing or special committees as are necessary to further the interests and activities of the OCHC.

B. Each committee shall be charged by the President and will report upon its activities to the Board, and to the club when requested by the Board.

Section 4 Committee Quorum.

A majority of the committee members shall constitute a quorum for the transaction of that committee's business.

Section 5 Vacancies.

A vacancy in any committee will be filled by the Board of Directors without undue delay.

Section 6 Removal of Committee Members.

Any committee appointment may be terminated by a majority vote of the Board of Directors upon written notice to the appointee. The Board may appoint successors to those persons whose services have been terminated.

Article VI MEETINGS

Section 1 Annual Meeting.

A. An Annual Meeting shall be held in November at a place, date and time designated by the Board of Directors.

B. The meeting agenda shall include the annual report of officers and committees, the election of officers, the Treasurer's report, and the transaction of other business.

C. Notice of the meeting shall be distributed to each member in good standing no later than the preceding September 30th; such notice is to set forth the place, date, time of the meeting and the proposed agenda.

Section 2 Board Meetings.

- A. Meetings of the Board of Directors shall be held at a date, place and time as designated by the President.
- B. The Corresponding Secretary shall distribute notice of the place, date and time of the meeting at least seven (7) days prior to the date of the meeting.
- C. A quorum for such meeting shall be achieved when the meeting is attended by a majority of the members of the Board.

Section 3 Special Board Meetings.

- A. Special meetings of the Board may be called by the President or may be called the Corresponding Secretary upon receipt of a written request signed by at least three (3) members of Board.
- B. The Board of Directors shall designate the place, date, and time and the Corresponding Secretary shall distribute notice of the meeting as soon as possible.
- C. Notice of the meeting shall state the purpose of the meeting and no other business may be transacted at the special Board meeting.
- D. A quorum for such meeting shall be achieved when the meeting is attended by a majority of the members of the Board.

Section 4 General Membership Meetings.

The Corresponding Secretary shall distribute notice of the place, date and time of each general membership meeting at least fourteen (14) days prior to the date of the meeting.

Section 5 Special Meetings.

- A. Special meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, or by the Corresponding Secretary upon receipt of a petition signed by five (5) club members of good standing.
- B. The Board of Directors shall designate the place, date, and time of the meeting and the Corresponding Secretary shall distribute notice of the meeting as soon as possible.
- C. Notice of the special meeting shall state the purpose of the meeting and no other business may be transacted at the special club meeting.

Article VII ORDER OF BUSINESS

Section 1 General Membership Meetings.

At general membership meetings, the order of business in so far as the character and nature of the meeting may permit, shall be as follows:

Attendance sheet passed for signatures

Roll Call

Introductions of guests

Reading of the minutes of the last meeting
Report of the President
Report of the Corresponding Secretary
Report of Treasurer
Report of committees
Unfinished business
New business
Election of Board of Directors at Annual Meeting
Adjournment

Section 2 Board Meetings.

At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Attendance sheet passed for signatures
Roll Call
Reading of minutes of last meeting
Report of Corresponding Secretary
Report of Treasurer
Report of Committees
Unfinished business
New business
Adjournment

Section 3 Rules of Order.

The most current edition of Roberts Rules of Order, Revised, shall be the rules of procedure in all areas not specified by the OCHC and NYSHC bylaws.

Article VIII VOTING

Section 1 Voting Privileges.

A. General, Patron, Life, and Lifetime Recognition members and the designated representative of a Group or Group Life membership shall be entitled to one (1) vote in all voting matters.

B. Non-dues paying members are not entitled to vote or hold office with the exception of Lifetime Recognition Members.

C. Voting privileges shall be extended only to members in good standing.

Section 2 Proxies.

A. Every member in good standing of the OCHC is entitled to vote at any general membership meeting and therefore may also vote by proxy.

B. A proxy vote shall be in writing, shall have a specified duration, and is revocable at the pleasure of the member executing it.

C. A duly executed proxy vote counts as a 'present member' when counting votes.

Section 3 Other Voting.

If the manner of deciding any question has not been described specifically in another section of these bylaws, the question shall be decided by a majority vote of the members present, including duly executed proxy votes.

Article IX NOMINATIONS

Section 1 Nominations.

A. A person must be duly nominated to be a candidate in a club election.

B. The Board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one (1) of whom shall be a member of the Board.

C. The Board shall name a Chairman for the committee and it shall be the Chairman's duty to call a committee meeting, which shall be held on or before October 1st. The Corresponding Secretary shall immediately notify the committeemen and alternates of their selection.

(a) The committee shall nominate candidates for each Board position. Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall before October 15th notify each member in writing of the candidates so nominated.

(b) Additional nominations may be made at the October monthly general membership meeting by any member in attendance, provided that the person so nominated does not decline when his or her name is proposed and provided further that if the proposed candidate is not in attendance at this meeting, the member proposing his name shall present to the Corresponding Secretary a written statement from the proposed candidate, signifying his or her willingness to be a candidate.

(c) No person may be a candidate for more than one position.

(d) Nominations cannot be made at the Annual Meeting in November or in any manner other than as provided in this Article.

(e) In the event that there is only one nominee for each prospective office, the OCHC has the right to induct candidates in lieu of election. The Recording Secretary shall cast one vote for the slate of officers.

(f) For any Director positions not filled by election, the incoming President shall appoint a member to fill that vacancy, after he or she takes office in January.

Article X DISCIPLINARY ACTIONS

Section 1 Charges.

A. Any member may bring charges against another member for alleged misconduct prejudicial to the best interests of the OCHC or NYSHC.

B. Specific, written charges, signed by the complainant, must be filed in duplicate with the Corresponding Secretary together with a deposit of \$25.00 which shall be forfeited if such charges are

not sustained by the Board following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to the Board.

C. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the OCHC. The Board may refuse to entertain jurisdiction.

D. If the Board entertains jurisdiction of the charges and considers the charges worthy of further investigation, it shall fix a date of a hearing by the Board within six (6) weeks thereafter. Immediately after such meeting, the Corresponding Secretary shall send one copy of the charges to accused member by registered mail together with a notice of the hearing and its place, date and time and an assurance that the defendant may personally appear in his own defense and bring witnesses, if the member wishes.

E. This notification is to be sent to the accused member at that member's last recorded address and must be placed in the U.S. mail at least fourteen (14) days prior to the date of the hearing.

Section 2 Board Hearing.

A. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard.

B. The Board may also require the attendance of the complainant and request the attendance of other witnesses at the hearing, as the Board sees fit.

C. Should the charges be sustained by a majority vote of the Board of Directors after hearing all evidence and testimony presented by complainant, defendant, and other witnesses, the Board shall issue a written reprimand to the defendant and the Board may recommend to the NYSHC that the defendant be suspended or expelled.

D. The \$25.00 deposit shall be refunded to the complainant if the Board finds the charges to be warranted and issues a reprimand or recommends the defendant for suspension or expulsion. The \$25.00 deposit will be forfeited to the OCHC general fund if the Board does not reprimand the defendant or recommend the defendant for suspension or expulsion.

E. Any defendant recommended to the NYSHC for suspension or expulsion by the OCHC shall not be considered a member in good standing of the OCHC and shall not be able to vote or hold office until such time as the NYSHC rules in the defendant's favor.

Article XI AMENDMENTS OF BYLAWS

Section 1. Proposal of Amendments.

A. Amendments to the bylaws may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by any active, voting member in good standing.

B. Amendments proposed by such petition shall be promptly considered by the Board of Directors and if deemed worthy of consideration, shall be submitted to the members by the Corresponding Secretary for a vote within two general membership meetings of the date when the petition was received by the Corresponding Secretary.

Section 2. Amendment Meeting Announcement.

A. A concise statement of the changes or amendments considered must accompany an announcement to all members that such changes or amendments will be voted on, and the place, date and time of the meeting at which that vote will occur.

B. The synopsis of the changes and the notice of the meeting must be distributed to all members of good standing at least fourteen (14) days prior to the date of the meeting.

Section 3. Votes Required. The bylaws may be amended by a two-thirds vote of the members in good standing present or by duly executed proxy vote at any regular or special meeting called for the purpose.

Article XII GENERAL PROVISIONS

Section 1 Checks.

All checks or demands for money of the OCHC shall be signed by two of the following three Directors: the President, the Treasurer, and/or the Recording Secretary.

Section 2 Seal.

The corporate seal of the OCHC will have inscribed thereon the name of the Council, the year of its organization and the words "Corporate Seal, New York". The seal is to be used by impressing or affixing it to all official documentation of the club and will be maintained by the Recording Secretary of the club.

Section 3 Notification Method.

A. Except as directed otherwise by these bylaws, the preferred method of notification of members shall be by electronic mail (email), with a "Read Receipt Requested" by the Corresponding Secretary.

B. For those members without email access, the Corresponding Secretary shall attempt to contact members by phone.

C. Members may be notified by the Corresponding Secretary by U.S. mail upon written request of such service by the member, or at the discretion of the Corresponding Secretary.

Article XIII DISSOLUTION OF THE CLUB

Section 1. The club may be dissolved at any time by the written consent of not less than two-thirds of the active voting members of good standing. After payment of all debts, the remaining property and assets of the OCHC shall be remitted to the NYSHC.

Article XIV INDEMNIFICATION AND EXEMPTION FROM DEBT

A. The Association shall indemnify each of its officer, directors, and employees, whether or not then in office (and its executors, administrators and heirs) against all reasonable expenses actually and necessarily incurred by him or her, including but not limited to judgments, attorney's fees and court costs in connection with the defense of any litigation or administrative proceeding to which he or she may have been made a party because he or she is or was a Director or officer, or employee of the

Association, provided, however, he or she shall have no right to reimbursement in relation to matters which he or she has been adjudged liable to the Association.

B. The private property of the members, Directors, officers, employees, and independent contractors shall be forever exempt from all Association debt and liabilities or any kind.

Article XV ADOPTION OF BYLAWS

APPROVED at the Annual Meeting of the Orange County Horse Council, Inc. (of the State of New York) on _____, 20____

President_____

Recording Secretary_____

Certificate of Recording Secretary

I, _____, the undersigned, do here by certify

1. That I am the present duly elected and acting secretary of Orange County Horse Council, Inc.(of the State of New York), a non profit corporation, incorporated under the laws of the state of New York; and
2. That the foregoing bylaws, comprising of ____pages constitute the original bylaws and said corporation as duly adopted at the meeting of the board of directors held on the ___day of _____, 200_.

Recording Secretary_____

Signed hardcopy available for review at meetings