

CONSTITUTION AND BYLAWS OF THE HORSE of the AMERICAS REGISTRY

Article I: NAME AND PLACE OF BUSINESS

- 1) The name of this association shall be **THE HORSE OF THE AMERICAS REGISTRY**, herein in this Constitution and Bylaws called the Registry.
- 2) The business office of the Registry shall be **THE HORSE OF THE AMERICAS, Inc.** with a mailing address of:
14750 Hillside Ridge; San Antonio, Texas
78233

Article II: THE PURPOSES OF THE REGISTRY ARE:

- 1) To provide for the preservation, conservation and promotion of the Colonial Spanish Horse.
- 2) To promote scientific and historic research concerning the Colonial Spanish Horse.
- 3) To educate the membership and general public as to the aims of the Registry and to make the public aware of the Colonial Spanish Horses role in the development of our country, the United States of America, particularly in our Western Heritage, and of the Colonial Spanish Horses used today. Such education will include, but is not limited to, printing a newsletter, hosting a web site, and buying advertising in national horse periodicals.
- 4) To promote unity among the various registries, breeders and other organizations involved in preserving the Colonial Spanish Horse.
- 5) To provide documentation by registering all strains of Colonial Spanish horses in a uniform manner and to include on the registration certificate of each horse available strain information.
- 6) To provide inclusive access to Horse of the America's events and awards programs designed to spotlight the Colonial Spanish Horse. The Registry will host an annual meeting and sponsor regional events for registry members so that they may compete, enjoy their horses and promote their specific strains in fair competition with other like-minded breeders on a level playing field.
- 7) To establish a data base which can supply an accurate count of existing horses, and provide information such as color, offspring, date of birth, awards, strain information and other pertinent data.

Article III: MEMBERSHIP AND DUES: A qualified individual or institution may become a member by attesting support with the aims and objectives of the Registry and payment of annual dues as provided in the Bylaws. Organizations which promote the Colonial Spanish Horse in any manner may request membership at no charge.

Article IV: GOVERNMENT: The government of the Registry shall be vested in a Board of Directors in such a manner as provided in the Bylaws and Roberts Rules of Order. However, the executive committee shall have EXECUTIVE AUTHORITY to over rule any such decisions that they believe will threaten the Registry's AIMS AND OBJECTIVES.

Article V: MEETINGS: The Registry shall meet one (1) time per year, at a time and place to be determined at the previous meeting by members present at that meeting. Members shall receive notification at least forty-five (45) days in advance of the meeting.

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Article VI: AMENDMENTS: This constitution may be amended by a two-thirds (2/3) vote of the present members at any annual meeting, or two-thirds vote of the Board of Directors present at any regular or duly called meeting of the Board of Directors. No member nor director shall vote in more than one (1) capacity. Official ballots will be accepted by mail provided that an official ballot be requested within 15 days of notification of an election, and received by the Secretary no later than 3 business days prior to the actual election. A written notice of the proposed amendment will be sent to all members at least forty five (45) days prior to the meeting. All constitutional amendments must also be ratified by the majority of the Executive Committee.

HORSE OF THE AMERICAS REGISTRY BYLAWS

Article I: MEMBERSHIP:

- 1) The Registry shall be composed of members, organizations and institutions which shall have the privilege of attending and participating in the meetings and sponsored events of the Registry.
- 2) Qualified individuals, families, farms and ranches and institutions may become members of the Registry upon payment of annual dues.
- 3) A member shall be one whose dues and charges are paid in full and are not delinquent.
Dues
are waived for Stockholders of ten (10) shares or more in Horse of the Americas, Inc.. Dues may be waived for persons serving in appointed positions.
- 4) Membership in the Registry shall be divided into these categories:
 - A. Individual Members
 - B. Farm or Ranch Membership
 - C. Organizational Membership
 - D. Institutional Group Membership
 - E. Honorary Lifetime and Lifetime Achievement Awards Holders
- 5) Members may receive a Lifetime Achievement Award in the Registry for meritorious contribution to the Colonial Spanish Horse and the Registry. A Candidate shall be nominated by the Executive Committee, and elected by a three-fourths (3/4) vote by the Board of Directors. Recipients have full rights of membership and shall not be required to pay annual fees.

Article II: DUES, FEES, AND FINANCES:

- 1) The assets of the Registry shall be used to accomplish the purposes specified in the Constitution and Bylaws of the Registry.
- 2) Dues are assessed by the calendar year; renewals are payable January 1 and shall become delinquent March 1.
- 3) Dues shall be:
 - Jr. Member Age 17/under--\$10.00
 - Individual Membership (1 vote)--\$15.00
 - Family Membership (2 votes)--\$20.00
 - Farm/Ranch Membership (2 votes) --\$25.00
 - Organization Membership No Fee (No vote)
- 4) Registry fees and charges shall be approved by the Board of Directors.
- 5) The fiscal year shall be from January 1 to December 31.

Article III: MEETINGS OF THE REGISTRY:

1) The meeting shall be held in the fall of each year as provided in the Constitution of the Registry for the purpose of electing officers, receiving reports and other such business as may come before the Registry, as well as providing equine events in an atmosphere of comradeship.

A. A simple majority of voting members shall constitute a quorum at all meetings of the Registry.

B. Members of the Registry with voting privileges at meetings are: Individual (1 vote), Family/Farm and Ranch (2 votes), and Fellows of the Registry (1 vote.) No member shall vote in more than one (1) capacity. Organizational members have all privileges of membership with the exception of the right to vote. For members who wish to vote in a specific election, but are unable to attend to vote in person, official ballots must be requested within fifteen (15) days of notification of an election, and received by the Registry Secretary no later than seven (7) business days prior to the actual election.

C. The call to a meeting shall be mailed to the membership at least forty-five (45) days prior to the meeting.

2) In the event of an emergency or natural disaster, the Board of Directors, by a two-thirds (2/3) vote, may postpone or cancel a meeting. All members shall be notified of such action, and if the postponed meetings business is the election of officers, the Board of Directors shall provide for election of officers by mail or by rescheduling the meeting prior to the expiration of office terms.

3) A meeting shall feature a program on Colonial Spanish Horses or other educational activities, as well as an actual event in which Colonial Spanish Horses may participate.

4) Regular meetings of the Registry shall be held once a year at locations selected by the members.

Article IV: OFFICERS

1) The elected officers of the Registry shall be the President and Vice-President. Appointed officers shall be Strain Criteria Director, Equine Events Director, Promotional Director and Awards Director. The Board of Directors shall be the governing body of the Registry in all normal work of the Registry. Members of the Board of Directors shall be the Officers and Directors listed above plus one member from each Strain Club. The Director from each approved Strain Club shall be elected every two (2) years by the members of the various approved Strain Clubs. The Registrar, Secretary and Treasurer shall be voluntary positions, appointed by the Executive Committee for an indefinite term of office. At a future time, the Registry intends to make these compensated positions.

2) Elected Officers shall take office on the first day of the new fiscal year following their election and shall serve terms as stated in the Bylaws or until their successors are elected. The elected Officers and directors shall serve a term of two (2) years.

3) Officers and Directors shall perform the duties provided by these Bylaws, by the Registry, the Board of Directors, and the proper parliamentary authority.

A. The **PRESIDENT** shall serve as chairman of the Board of Directors, as Chief Executive Officer and official spokesperson of the Registry. The President shall appoint all committees and chairmen with board approval as provided by these Bylaws and serve as ex-officio member of all committees and trusts, except the Nominating Committee.

B. The **VICE PRESIDENT** shall oversee the duties of the President in the absence of the President, or upon a vacancy in the office of the President. The Vice-president is a member of the Executive Committee and the Board of Directors.

C. The **SECRETARY** shall keep a record of all proceedings of the meetings of the Board of Directors, the Executive Committee, and of the Registry.

D. The **TREASURER** shall serve as custodian of all funds and shall be a member of the Board of Directors. The Treasurer shall give a financial report at each meeting of the Registry.

E. The **REGISTRAR** shall record horses and issue Horse of the Americas Registration Certificates. Horses from all approved strains of Colonial Spanish will be registered in a uniform manner so as to include on the registration certificate available strain information of each horse.

F. The **STRAIN CRITERIA DIRECTOR** is responsible for seeing that each Strain Club has authored a Criteria for Inclusion which will be approved by the Board of Directors and the Executive Committee. This director will also compile these Strain Criteria into a volume available for purchase by both members and interested parties.

G. The **EQUINE EVENTS DIRECTOR** shall direct all equine events sponsored by the Registry and lead in the development of new promotional equine events for all Colonial Spanish horses.

H. The **PROMOTIONAL DIRECTORS** task is to inform the public about the virtues of the Colonial Spanish Horses by promoting the objectives of the Registry through the various media such as television, radio, video, newspapers, the Internet and any other media as well as representation of the Registry at other events such as equine fairs, conventions, parades, exhibitions, etc. the Promotional Director is in charge of the HOA printed and online newsletters.

I. The **AWARDS DIRECTOR** shall oversee the development and implementation of a

national awards program in both open and Horse of the Americas events.

4) A vacancy in any elected office than that of President shall be filled by the Board of the Directors with a member in good standing.

A. A vacancy in the office of the President shall be filled by the Vice-president, and the office of the Vice-president shall remain vacant until the next election of officers. Should both the offices of President and Vice-president become vacant, the Board of Directors shall fill the office of the President until the next election of officers.

B. The Board of Directors may declare an office vacant if an officers, board member or director fails to fulfill his or her duties as prescribed in the By-Laws. Such a declared vacancy must be voted on by a three quarters (3/4) majority vote of the Board of Directors.

Article V: EXECUTIVE COMMITTEE

1) The Executive Committee shall be composed of the principle stockholders who hold 100 (one hundred) shares or more in the Horse of the Americas Corporation. Each committee member shall have 1 (one) vote for each share of stock he or she owns.

2) The committee shall have the power to transact necessary business between meetings of the Board of Directors. The actions of the committee shall be reported to the Board of Directors. The Committee does also have the **EXECUTIVE AUTHORITY** to over rule any decisions that they believe will threaten the Registry's **AIMS AND OBJECTIVES**.

Article VI: BOARD OF DIRECTORS

1) The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Registrar and one elected member of each Strain Club plus the Strain Criteria Directors, Equine Events Director, Promotional Director and Awards Director.

2) The Board of Directors shall have power and authority over the affairs of the Registry between the annual meeting to determine the operational policies, administer the finances and have care, custody and control over any and all records or property acquired by the Registry.

3) A vacancy occurring in the Board of Directors shall be filled by a member in good standing elected by the Board of Directors for the balance of the two (2) year term.

4) The Board of Directors shall meet at the call of the President, the Executive Committee or upon the call of ten (10) members of the Board of Directors. Members shall be notified of meetings at least forty-five (45) days before the meeting.

5) A simple majority of the Board of Directors shall constitute a quorum for the transaction of business and shall include the President or one member of the Executive Committee. Any member of the Registry who holds more than one office on the Board of Directors shall be limited to one (1) vote and shall count as one (1) member for the purpose of a quorum.

Article VII: NOMINATIONS AND ELECTIONS

1) Incumbents should be auto nominated to their offices unless they have notified the board that they want to step down. The Nominating Committee should look for someone to fill said office from within the membership. The report of the Nominating Committee shall be included in the notice for the meeting held for the purpose of electing officers and shall be reported to the membership at the meeting. Nominations shall also be opened from the floor.

A. All nominees for offices of the Registry shall be members in good standing and members of the Registry for at least one (1) year prior to elections with the exception of the first two (2) years of the Registry's existence.

B. No name shall be placed in nomination without permission of the nominee.

2) Officers shall be elected by ballot by the members at the annual meeting except should there be only one (1) nominee for any office, election for that office shall be by acclamation.

A majority vote of those present shall be required to elect an officer.

3) A director may ask for an official ballot should he or she be unable to attend the annual meeting or a called meeting of the Board of Directors, provided that ballots be requested within fifteen (15) days of notification of an election and received by the Registry Secretary no later than three (3) business days prior to the actual election.

Article VIII: COMMITTEES

1) The **NOMINATING COMMITTEE** shall be composed of five (5) members appointed by the President for a term of two (2) years.

2) The **MEMBERSHIP COMMITTEE** shall promote membership in the Registry. The Committee shall be composed of three (3) members with one being appointed each year for a term of three years except for first year of the Registry when one member will be appointed for three years, one member for two years and one member for one year.

3) The **RECORDS COMMITTEE** shall provide advice and counsel on matters of policy on all Registry and Strain Criteria. They shall be responsible for the proper collection, secure storage and proper distribution of all Registry Records. The committee shall be composed of the President, Registrar, the Secretary, the Strain Criteria Director, Promotional Director and the Executive Committee with the Registrar serving as Chairman.

4) The **BUDGET COMMITTEE** shall prepare a budget for approval by the Board of Directors at the annual meeting. The committee shall be composed of three (3) members consisting of the Treasurer and two members with one member being appointed each year for a term of two years.

5) The **PROJECT FUNDING COMMITTEE** shall solicit funds, equipment and supplies for projects approved by the Board of Directors. The committee shall be composed of three members with one member being appointed each year for a term of two years.

6) The **PUBLIC RELATIONS COMMITTEE** shall develop and implement a program to promote the Registry and its policies, aims and objectives to the public. The committee shall be chaired by the Promotional Director and six members with two members appointed each year for terms of three years.

7) **ACTIVITY COMMITTEES** shall be formed to promote, plan and develop activities and events for Colonial Spanish Horses in specific areas of equine competition such as in cattle work,

gaited competitions, speed events, dressage, hunter/jumper, endurance, competitive trail riding, etc.

Such a committee may be formed as soon as the Board of Directors receives and approves a request to

form such an activity committee from individual members, a Strain Club or an organization desiring

to promote Colonial Spanish Horses in that specific area. Once such an activity committee has made

its recommendations to the Awards Director, that Director will report his or her recommendations to

the Board of Directors to implement the creation of an awards program recognizing outstanding accomplishment in that activity.

Article IX: ETHICS

- 1) Any member may be expelled from the Registry, for actions which they believe to be in direct violation of the **AIMS** and **OBJECTIVES** of the Registry upon a two-thirds (2/3) vote by the Board of Directors or a majority vote of the Executive Committee.
- 2) The Executive Committee shall serve as an Ethics Committee and shall be responsible for upholding the ethical standards of the Registry by making recommendations to the Board of Directors for appropriate action. **OBJECTIVES** of the Registry upon a two-thirds (2/3) vote by the Board of Directors or a majority vote of the Executive Committee.
- 3) Should a complaint be filed by a member alleging actions which they feel are in direct violation of the **AIMS** and **OBJECTIVES** of the Registry, said violation shall be referred to the Board of Directors.

Article X: DISSOLUTION

Upon dissolution of the Registry, any assets remaining shall be divided equitably among the stockholders.

Article XI: AMENDMENT

These By-Laws may be amended by a two-thirds vote of the current membership at any annual meeting or by two-thirds vote of the present membership by a written ballot. No member or director shall vote in more than one capacity. Ballots must be received by the Secretary no later than seven business days prior to the actual election. A written ballot containing the proposed amendment will be sent to all members at least forty-five days prior to the voting. All amendments to the By-Laws must also be ratified by the majority of the Executive Committee. These By-Laws may be amended by a two-thirds vote of the Board of Directors at any meeting, provided that a written notice of the proposed amendment has been sent to the Directors at least forty-five days prior to the meeting.