

# GREAT LAKES PASO FINO HORSE ASSOCIATION, INC.

## BY-LAWS

### Article 1: Corporation:

- 1.0 The name of this corporation shall be known as GREAT LAKES PASO FINO HORSE ASSOCIATION, INC., as a non-profit Ohio Corporation hereinafter to be referred to as Horse Association.
- 1.2 This corporation shall be maintained in the State of Ohio.
- 1.3 This corporation will use the State of Ohio, for securing insurance.
- 1.4 The name Great Lake Paso Fino Horse Association or GLPFHA shall NOT be used in connection with shows, sales, advertising, or other Paso Fino, or non-Paso Fino, horse activities that are not officially sponsored, or approved by this Horse Association.

### Article 2: OBJECTIVES AND PURPOSES

- 2.1 Foster and encourage good relations between the Horse Association members and other associations and especially and specifically between the Paso Fino Horse Association, Inc., and its registry, PFHA regional associations, and any other states recognized horse show associations.
- 2.2 Aid and encourage the breeding, exhibiting, use, and perpetuation of Paso Fino horses.
- 2.3 Formulate publicity and education programs and other activities in the interest of Paso Fino horse owners and enthusiasts.
- 2.4 Promote, encourage, and stimulate popular interest in the many outstanding uses and qualities of the Paso Fino Horse.
- 2.5 Do any and all things necessary or appropriate to accomplish the objectives and purposes as stated herein and as set forth in the Articles of Incorporation.

### ARTICLE 3: Membership

- 3.0 **Membership** shall be open to all interested people. Requests and acceptance are based on the following criterias.
  - 3.0.1 Membership is on an annual basis unless noted otherwise.
  - 3.0.2 The Horse Association year is October 1<sup>st</sup> to September 30<sup>th</sup>.
  - 3.0.3 Membership application must be paid prior to annual meeting, in order to vote on any proposed resolution(s).
- 3.1 **Application**—Applicant shall submit application form and annual dues to the Horse Association Secretary.
  - 3.1.3 The Horse Association Secretary may approve properly submitted applications, if power has been granted by the Board of Directors, otherwise the Board of Directors will approve or reject applications.
  - 3.1.4 Rejection of applications shall be made by majority vote of the Board of Directors. The president will notify, in writing, the applicant of the rejection, and reason. This notification shall be kept on file by the secretary.
  - 3.1.5 The Horse Association Secretary shall notify approved applicants by issuing a dated membership card.

**3.2 Dues** – Applicant shall submit annual dues with application for membership.

3.2.0 Annual dues as shown on application form and approved by the Board of Directors.

3.2.1 Any special and/or additional dues that may be assessed by the Board of Directors.

3.2.2 Annual dues year. Refer to parag. 3.0.2.

**3.3 Membership Type**—The Horse Association offers several types of membership as outlined below. It is the responsibility of the applicant to choose the correct type when submitting an application.

**3.3.1 Regular Membership.**

3.3.1.0 For an individual 18 years of age or older.

3.3.1.1 Will have full right to one (1) vote

3.3.1.2 Will have right to hold office.

3.3.1.3 Will have rights to all other benefits the Horse Association offers.

**3.3.2 Associate Membership.**

3.3.2.0 For an individual.

3.3.2.1 Will have NO voting privileges.

3.3.2.2 Will have NO nominating privileges or rights to hold office.

3.3.2.3 Will have rights to all other benefits the Horse Association offers.

**3.3.3 Family Membership.**

A group of people, living together under one roof, related by birth, marriage, or adoption.

The Horse Association offers two (2) levels of Family Membership

3.3.3.0 Single parent Family Membership

3.3.3.0.1 Shall be listed under the name of the Head of Family.

3.3.3.0.2 Membership shall consist of one (1) Regular Memberships, see 3.3.1 for benefits and restrictions, and up to (3) Associate Memberships see 3.3.2 for benefits and restrictions.

3.3.3.1 Dual parents Family Membership.

3.3.3.0.1 Shall be listed under the name of the Head of Family.

3.3.3.0.2 Membership shall consist of two (2) Regular Memberships, see 3.3.1 for benefits and restrictions, and up to (6) Associate Memberships see 3.3.2 for benefits and restrictions.

**3.3.5 Honorary Life Membership**

The Horse Association may grant a Honorary Life Membership, to an individual, based on the following:

3.3.5.0 Candidate must be a Regular Member in good standing.

3.3.5.1 Candidate name must be submitted, in writing, to the Horse Association President, by a Regular Member of the Horse Association.

3.3.5.2 The President shall submit the candidate name to the Board of Directors for consideration.

A majority vote of the Board shall authorize the President to submit, for a vote, the individual's name, at the annual membership meeting.

3.3.5.3 Life Member shall be considered a Regular Member and receive the benefits, privileges and activities of the Horse Association, at no charge.

**3.4 Member Discipline**

3.4.0 The Board of Directors by a two-thirds vote may censure, suspend, or expel from the Horse Association any member charged with acts of conduct detrimental to the Horse Association and/or in violation of the Code of Ethics detailed in the Paso Fino Horse Association constitution.

3.4.1 The Secretary of the Horse Association shall notify the accused member in writing (U.S. mail) of the charges, and set the time and place for the accused to meet with the Board of Directors.

3.4.2 Disciplinary action will be imposed after due and proper hearing at which the accused is afforded an opportunity to be heard and defend all charges.

## **Article 4: Corporate Power**

The division of Corporate Power within the Horse Association shall be administered as follows:

### **4.1 Powers of the Annual Meeting.**

- 4.1.1 Regular voting members of the Horse Association shall have exclusive power to enact, repeal, amend the By-Laws, amend Article of Incorporation, and dissolve the Corporation.
- 4.1.2 Regular voting members may, by resolution, take any other action not inconsistent with law, with the Articles of Incorporation, or with the By-laws.

### **4.2 Powers of the Board of Directors**

- 4.2.1 Enumeration- The Board of Directors shall have the power to take any action not inconsistent with law, with the Articles of Incorporation, with the By-laws, or duly enacted resolutions.
- 4.2.2 Delegation of Powers- The Board of Directors may delegate to any Committee or Officer any portion of its power, subject to any limitation, which it may see fit to impose.

**4.3 Powers of the Officers-** Officers of the Horse Association shall have the powers delegated to them by these By-Laws, and such additional powers as may be delegated to them by Regular voting members at the Annual meeting or by the Board of Directors.

## **Article 5: Meeting of Members**

### **5.1 Annual Meeting**

- 5.1.1 Purpose of the Annual Meeting
  - 5.1.1.1 Duly elect Officers for the ensuing year. (Refer to parag. 7.0)
  - 5.1.1.2 Duly elect Director for the ensuing year and to fill any vacancies that may have occurred. (Refer to parag. 6.0, 6.1, and 6.2)
  - 5.1.1.3 Duly elect one (1) Delegate to represent the Horse Association. (Refer to parag. 7.2)
  - 5.1.1.4 Transact any and all business required by the Horse Association.
- 5.1.2 Date- The Annual Meeting of the members shall be held during the fall of each calendar year.

**5.2 Notification-** A thirty (30) day notice to members is required and delivered by either:

- 5.2.1 USPS (U.S) mail
- 5.2.2 Electronic mail
- 5.2.3 Meeting notification will be added to the Horse Association website, but will not supersede or replace 5.2.1 or 5.2.2

**5.3 Qualified Members-** Each person entering meeting shall be identified, as specified below, based on Membership list provided by the Horse Association Secretary.

- 5.3.1 Regular Member (voting rights)
- 5.3.2 Associate Member (non-voting rights)

### **5.4 Procedures**

- 5.4.1 Voting members present at the Annual meeting shall constitute a quorum to transact business.
- 5.4.2 See Article 9 "General Provision"

### **5.5 Voting**

- 5.5.1 Special Measures- Two-thirds favorable votes are required to enact, repeal, or amend a By-law, amend the Articles of Incorporation, or dissolve the Corporation.
- 5.5.2 Ordinary Measures- A majority of the votes cast shall be necessary for the election of an Officer, Director, Delegate, or the adoption of any measure.
- 5.5.3 Proxy voting or mailed ballots shall not be permitted.

**5.6 Amendments of By-Laws-** Changes, additions, or deletions to the Horse Associations By-Laws must meet the following requirements.

5.6.1 Requests must be submitted in writing, to the President, by a Regular member, in good standing with the Horse Association, by July 1st, for consideration at the next Annual Meeting of Members.

5.6.2 The Horse Association Secretary shall notify current members of the Horse Association of proposed By-Law changes.

5.6.3 Notification-

5.6.3.1 The Horse Association shall notify members of By-Law change per parag. 5.2

5.6.3.2 Proposed changes shall be available on the Horse Association website.

**5.7 Regular Meeting-** In addition to the Annual Meeting a Regular Meeting may be established by the President, or the Board of Directors.

5.8.1 Notification- See parag. 5.2

5.8.2 Procedure- See parag. 5.4

5.8.3 Voting- See parag 5.5

## **Article 6- Board of Directors**

**6.0 Composition-** The Board of Directors will be composed of the following Regular Members of the Horse Association.

6.0.1 The Officers of the Horse Association. see parag. 7.0

6.0.2 Three (3) duly elected non-officer holders.

6.0.3 The immediate past President of the Horse Association.

6.0.3.1 Must maintain a Regular Membership with the Horse Association for the term of office.

6.0.4 An effort should be made to nominate and elect Board of Directors members from at least three (3) separate regions (states) within the Horse Association region.

6.0.5 Total number of Board of Directors not to exceed eight (8).

**6.1 Term-** Directors shall hold office for the term which they are elected and until their successor is elected and qualified.

6.1.1 Directors shall be elected to, and serve, a three (3) year term.

6.1.2 One (1) Director is elected yearly to stated three (3) year term.

6.1.3 The immediate past President of the Horse Association, shall serve a one (1) year term.

### **6.2 Vacancies**

6.2.1 The office of a Director may be considered vacant under the following circumstances

6.2.1.1 Death, resignation, or permanent inability to perform the duties of a director.

6.2.1.2 Failure to maintain a Regular membership.

6.2.1.3 Failure to attend seventy-five percent (75%) of scheduled board meetings.

6.2.2 Vacancies occurring between Annual Meeting may be filled by the Board of Director until the next Annual meeting.

6.2.3 Vacancies occurring at an annual meeting shall be filled by election at the Annual meeting, for the unexpired term.

**6.3 Meetings-** Meetings for the Board of Directors are as noted.

6.3.1 Annual Meeting- There may be a meeting immediately preceding or following each Annual Meeting of the Horse Association, as determined by the President.

6.3.2 Regular Meeting- There may be a meeting immediately preceding or following each Regular meeting of the Horse Association, determined by the President.

- 6.3.3 Special Board of Director Meeting- The President or the majority of the Board of Directors may call a meeting of the Board at any time, upon reasonable notice to each director.
  - 6.3.3.1 Meeting may be conducted by phone conference.
  - 6.3.3.2 Meeting notice and meeting material may be transmitted by electronic devices.
  - 6.3.3.3 Voting- During a Special Board of Directors Meeting electronic or vocal voting is allowed. Votes to be documented by the Horse Association Secretary.
- 6.3.4 Quorum- To transact business the presence of fifty-one percent (51%) of the directors shall constitute a quorum at all Board of Directors meetings.
- 6.3.5 Open Meetings- All Board of Directors meetings are open, to all members, in good standing with the Horse Association.
  - 6.3.5.1 Exception, based on the urgency of a Special Board of Directors meeting, notification to the Association members may not be possible.

**6.4 Duties-** To conduct the business and affairs of the Horse Association.

- 6.4.1 Determine policies.
  - 6.4.1.1 Content and format of the Membership Application form.
  - 6.4.1.2 Manner of accepting and or receiving Membership Applications.
  - 6.4.1.3 Approval or rejection of Membership Applications. see parag. 3.1
- 6.4.2 Employment of staff
- 6.4.3 Other personnel matters
- 6.4.4 Protect the property and assets of the Horse Association.
  - 6.4.4.1 Designate the bank(s) of the Horse Association.
  - 6.4.4.2 Grant the Treasurer and the President check writing privileges.
  - 6.4.4.3 Allow the Treasurer and/or the President to apply for and use checking account debit card(s).
  - 6.4.4.4 The Horse Association shall not apply for the issuance of credit card(s).
  - 6.4.4.5 The Horse Association shall not allow electronic transfer of funds, except as noted in parag. 6.4.4.3
  - 6.4.4.6 Allow the Treasurer and/or the President to establish "on-line" access for retrieval of statements and cancelled checks.
  - 6.4.4.7 Establish and/or approve Memberships annual dues.
  - 6.4.4.8 Determine special and/or additional dues that may be required.
  - 6.4.4.9 Other financial matters that may arise.
- 6.4.5 Maintain Corporation and insurance in the State of Ohio, per Article 1
- 6.4.6 Provide guidance regarding the affairs of the Horse Association.

**Article 7: Directors, Officers and Delegate**

Directors, Officers and Delegate- Shall be Regular Members, in good standing with the Horse Association, for two (2) consecutive years prior to the date of such election.

**7.0 Officers-** There will be four (4) officers of the Horse Association consisting of: President, Vice President, Secretary, and Treasurer

- 7.0.1 Term- Officers will be elected to a two (2) year term.
- 7.0.2 Election- The President and Secretary shall be elected for **odd** number, (upcoming) fiscal year.  
The Vice-President and Treasurer shall be elected for **even** number, (upcoming) fiscal year.  
(Ex: Elections held in fall of 2014 is for fiscal year 2015,thus an odd number year)

**7.1 Directors-** Refer to Article 6 for the composition, terms, and election for Directors.

**7.2 Delegate-** There will be one (1) Delegate, elected by Regular Members of the Horse Association.

- 7.2.1 Term- The Delegate shall be elected to a two (2) year term.
- 7.2.2 Election- The Delegate shall be elected for **odd** number,(upcoming fiscal year).  
(See Ex. in parag 7.0.2)

### **7.3 Election Procedure**

- 7.3.1 Officers and Delegate shall be elected by Regular Members, in good standing with the Horse Association at the Annual Meeting.
- 7.3.2 In the event that there are three (3) or more candidates for an office, and no candidate receives a majority of the votes cast, there will be a revote, involving the two (2) candidates that received the largest numbers of votes.
- 7.3.3 The ballot vote, may be dispensed with when, there is but one (1) candidate for an office, resulting in a unanimous vote.
- 7.3.4 Procedure- Election will be in accordance with the "Robert's Rules of Order, newly revised".

### **7.4 Qualifications-**

- 7.4.1 Each Officer and Delegate shall be a Regular Member of the Horse Association, for two (2) consecutive years prior to the date of such election.
- 7.4.2 Each Officer and Delegate shall be at all times, during their term, a Regular Member of the Horse Association.
- 7.4.3 Nominees must be physically present at the Annual Meeting, at which they are being elected.
  - 7.4.3.1 Exceptions may be made at the discretion of current President.
- 7.4.3 Directors, refer to Article 6

### **7.5 Vacancy-** Any vacancy of an Office or Delegate shall be filled by the Board of Directors, until the next Annual Meeting.

- 7.5.1 Directors vacancy shall be filled per parag 6.4.

### **7.6 Duties of Officers and Delegate** (Director duties see Article 6)

- 7.6.0 Officers and Delegate to be physically present at Annual meeting.
  - 7.6.0.1 Exceptions may be made at the discretion of current President.
- 7.6.1 President
  - 7.6.1.1 Shall preside at all meetings
  - 7.6.1.2 Except if otherwise provided, the President shall appoint all Committee chairs, who will serve at the pleasure of the President.
  - 7.6.1.3 Shall be an Ex-Officio member of all Committees
  - 7.6.1.4 With limits 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 Horse Association.
  - 7.6.1.5 Disburse funds of the Horse Association, with or in the absence of the Treasurer.
  - 7.6.1.6 Authorize use of all Horse Association funds.
- 7.6.2 Vice-President
  - 7.6.2.1 Shall assume the duties of the President in the event of the President's absence or inability to act, or as required.
  - 7.6.2.2 Shall act as the Show Chairman, and may appoint, or hire a Show Secretary.
  - 7.6.2.3 Shall have other duties, respectively, as may be specifically delegated by the President.
- 7.6.3 Secretary
  - 7.6.3.1 Shall keep, or cause to be kept, a full and complete record of the proceedings of the following:
    - 7.6.3.1.1 Annual Meeting
    - 7.6.3.1.2 Regular Meeting
    - 7.6.3.1.3 Meetings of the Board of Directors
    - 7.6.3.1.4 Action taken by the Board of Directors
    - 7.6.3.1.5 Provide the national Paso Fino Horse Association documents as required, consisting of , but not limited to, the Horse Association's membership, By-Laws, elected Officers and Delegate.
  - 7.6.3.2 Shall keep, or cause to be kept.

- 7.6.3.2.1 Article of Incorporation and seal of the Horse Association
- 7.6.3.2.2 Books, documents, and papers of the Horse Association.
- 7.6.3.2.3 Corrected, current copy of the Horse Association By-Laws.
- 7.6.3.3 Shall handle, or cause to be handled, all correspondence and communications approved by the President or the Board of Directors.
- 7.6.3.4 Shall publish, or cause to be published, the date and location of ALL meetings.
- 7.6.3.5 Other duties as may be delegated by the President or the Board of Directors.
- 7.6.3.6 Perform all duties incident to the office of Secretary.

#### 7.6.4 Treasurer

- 7.6.4.1 Deposit all monies of the Horse Association in the name of the “Great Lakes Paso Fino Horse Association” (GLPFHA).
- 7.6.4.2 Disburse funds of the Horse Association in accordance with the directions given by the President.
- 7.6.4.3 Keep complete books of the account(s). Prepare and present an itemized statement at the Annual Meeting. Prepare interim reports as requested by the President.
- 7.6.4.4 Prepare and file reports and/or returns required by governmental agencies.
- 7.6.4.5 Shall keep, or cause to be kept, all properties of the Horse Association.
- 7.6.4.6 Other duties as may be delegated by the President or the Board of Directors.

#### 7.6.5 Delegate

- 7.6.5.1 To represent the Horse Association, as needed, at the following meetings.
  - 7.6.5.1.1 PFHA Rule Committee
  - 7.6.5.1.2 PFHA Board of Directors
  - 7.6.5.1.3 PFHA Convention
- 7.6.5.2 It is expected that the Delegate will attend at least 66% of the meetings noted.
  - 7.6.5.2.1 President's approval is required to attend any meeting.
  - 7.6.5.2.2 Delegate is responsible for informing the President, immediately if he/she is unable to attend any of the meetings noted.
- 7.6.5.2 Prepare and present a report at the Horse Association Annual Meeting. Prepare any interim reports as may be requested by the President or the Board of Directors.
- 7.6.5.3 Shall cast Horse Association votes, as determined by Regular Members at any Meeting of Members (Article 5), or as directed by the Board of Directors, for any of the meetings described in parag. 7.6.5.1.
- 7.6.5.3 Other duties as may be delegated by the President or the Board of Directors.

## **Article 8: Committees**

**8.1 Nominating Committee**-may be appointed each year by the President, consisting of three (3) Regular Members of the Horse Association.

- 8.1.2 Purpose- To provide a list of nominees for the Officers, Directors and Delegate
- 8.1.3 No more than eight (8) nominees for each open position shall be submitted for consideration to the Regular Members for voting.
- 8.1.4 The Committee shall present its list of nominees to the President of the Horse Association forty-five (45) days before the Annual Meeting.
- 8.1.5 The list of nominees is to be published along with the notice of the Annual Meeting.
- 8.1.6 Prior to the opening of the Annual Meeting a list of nominees shall be posted.
- 8.1.7 Nominations may be made from the floor at the Annual Meeting.

**8.2 Other Committees**- Committees may be added, or deleted, as may be required or desirable as determined by:

- 8.2.1 Regular Members at the Annual Meeting
- 8.2.2 The President of the Horse Association
- 8.2.3 The Board of Directors.

## **Article 9: General Provisions**

9.1 "Robert's Rules of Order (Newly Revised)" shall govern the Horse Association of all cases to which they are applicable, and in which are not inconsistent with these By-Laws and/or any special rules of order the Horse Association may adopt.

## **Article 10: Fiscal Year**

The fiscal year of the Horse Association shall be from October 1<sup>st</sup> to September 30<sup>th</sup>.

## **Article 11: Audit of Books**

Books of account and membership records shall be available to any member, upon written request, delivered to the Board of Directors, by USPS mail (U.S. mail)

## **Article 12: Corporate Seal**

The State of Ohio shall provide a suitable seal containing the name of the Horse Association and the words "corporation not for profit" which seal will be in the charge of the Secretary. The seal of the Horse Association must be affixed to all Certificates, documents, contract, and papers as the Board of Directors prescribes.

## **Article 13: Compensation**

No compensation shall be paid to Officers, Directors, or Delegate for services performed by them for the Horse Association.

13.1 Exception- A resolution authorizing compensation shall have been adopted by the Board of Directors, before such service is rendered.

## **Article 14: Non-Profit Status**

No part of the net earnings of the Horse Association shall be used to the benefit of any individual.

## **Article 15: Powers**

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

## **Article 16: Distribution of Assets Upon Dissolution**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Horse Association an upon dissolution of this Horse Association all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c) (3) of the Internal Revenue Code, or the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

## **Article 17: Supersession**

17.0 By-Laws are effective immediately upon the approval of the Regular Members of the Horse Association at the Annual Meeting.

17.1 These By-Laws supersede any and all By-Laws in effect heretofore, and supersede any and all resolutions inconsistent herewith. The fore going By-Laws were originally adopted on the 20th day of May 1972, and include these amendments adopted prior to October 11, 2014.



**Revisions:**

Date	Parag.	Revision