

## **Bylaws of the Northeast Reining Horse Association**

### **Officers and Their Duties**

1. The Officers of the Northeast Reining Horse Association (referred to herein as "the Association" or "NERHA") shall be a President, Vice President, Secretary, Treasurer, and such other Officer or Officers as may be appointed by the Directors pursuant to the authority given to it in Bylaw "9."
2. The President, and in his/her absence the Vice President, shall preside at the meetings of the Association and of the Executive Committee and shall exercise the usual functions of a President.
3. The Treasurer shall collect all revenues of the Association and shall pay all debts of the Association incurred by the Association or by its authority. The Treasurer shall keep the Association's accounts. At the first regular meeting after the end of the fiscal year or at any earlier special meeting, the Treasurer shall submit to the Executive Committee the annual profit-and-loss account. The Treasurer shall also report at each regular meeting the financial condition of the Association at the close of the previous month. The Treasurer Accounts and reports shall be subject to such directions and to such audits as the Board of Directors may prescribe.
4. The Secretary shall keep the records of the Association and of the Board of Directors and shall give notice of their meetings. The Secretary shall keep a roll of membership. The Secretary shall file the records and documents of this office in the Association, subject to such regulations as may be prescribed by the Executive Committee.
5. Each Officer shall also perform such other duties as may be assigned by the Association or the Board of Directors.

### **Board of Directors**

6. There shall be Directors elected annually with a minimum of five (5) and maximum of ten (10) Directors.
7. Up to fourteen (14) Directors, including the President, Vice President, Secretary, and the Treasurer, shall constitute the Executive Committee, who on a day-to-day basis shall control and manage the affairs, funds, property, and expenditures of the Association, and shall carry out its corporate purposes.
8. The term of office of all Officers and Directors shall be one (1) year; and until successors are elected, the term of all non-Officer Directors shall be two (2) years. The term of all newly elected Officers and Directors of the Association shall commence on January 1 following the elections. At each annual meeting all Officers and at least one (1) Director shall be elected by the Association, by ballot, to succeed any Director whose term then expires. The President, upon the expiration of their one (1) year term, shall automatically without a vote, assume a position as a Director. The eligible candidates having the highest number of votes shall be elected, a tie to be decided by lot. The Executive Committee may fill vacancies occurring therein otherwise than by expiration of term.
9. At each annual meeting, the Association members shall elect the President, Vice President, Secretary, and the Treasurer from the membership. The term of all newly elected Officers of the Association shall run from January 1 to December 31 of the fiscal

year following the annual meeting at which they were elected, or until successors are elected. At the annual meeting, the members will also elect all Directors whose terms will expire on December 31 of that year. Except as set forth in Bylaw "14" below, the Executive Committee may appoint, by resolution, at any time from the membership of the Association, such other Officer or Officers as may be deemed expedient, and any such Officer shall perform the duties assigned by the Executive Committee, and hold office during the term of the Executive Committee.

10. The Executive Committee shall submit at each annual meeting a general report of the affairs of the Association.
11. The Executive Committee and the Association shall hold a minimum of three (3) general memberships meetings and five (5) Executive Committee meetings annually as deemed appropriate by the Executive Committee. Special meetings of the Executive Committee shall be held when ordered by the President or by three (3) members of the Executive Committee, upon forty-eight (48) hours notice by telephone, fax, email, or written notice. A majority of the Executive Committee or membership shall be a quorum.
12. The Executive Committee shall make rules regulating the shows, contests, and awarding of prizes, may make rules not inconsistent with these bylaws for any other purpose, and may prescribe and enforce penalties for their breach.
13. The Executive Committee may remit penalties at its discretion as it relates to any action or inaction that affects NERHA. Such action must be approved by two-thirds (2/3) of all members of the Executive Committee.
14. Any member of the Executive Committee, who shall be absent from two (2) successive meetings without satisfactory explanation, may, at the discretion of the Executive Committee, thereby cease to be a member of the Executive Committee. In the event this results in any primary Officer being removed from the Executive Committee, the following shall constitute succession and shall automatically occur until the next annual or special meeting of the Association;

<b>Removed Officer</b>	<b>Replacement Officer</b>
President	Vice President
Vice President	Treasurer becomes VP and Treasurer
Treasurer	VP becomes both VP and Treasurer
Secretary	VP becomes both VP and Secretary

15. Confidentiality. The N.E.R.H.A. will protect its own confidential and proprietary information as well as the information entrusted by financial institutions, members and suppliers. Officers, Directors, committee chairs, members, and/or agents acting on behalf of the Association shall maintain in confidence among themselves all confidential and proprietary information and shall not disclose or distribute any confidential or proprietary information except when authorized by the officers of the Association or compelled by statute. All confidential and proprietary information shall be utilized by those entrusted with it or granted access to it, only for the purpose(s) permitted in connection with their service to N.E.R.H.A. Confidential information shall be those matters involving the following:
  - a. Any matter concerning N.E.R.H.A. members not otherwise publicly reported.

- b. Issues relating to discipline, grievance and/or granting of Association privileges.
- c. Terms of ongoing contractual negotiations and agreements.
- d. Membership lists and associated personal information.
- e. Communications from legal counsel relating to pending or threatened litigation.
- f. Any other matter that is determined by no less than two-thirds (2/3) majority vote of the Board of Directors to be of a confidential nature. All other matters shall be considered common knowledge among the N.E.R.H.A. membership.

### **Committees**

16. Generally, there shall be standing committees, which may include: Show Committee, Nominating Committee, Meeting and Banquet Committee, Youth Committee, Publication Committee, Magazine Committee, Sponsorship Committee and Membership Committee. Each of the foregoing shall be of such number, as the Executive Committee shall from time to time determine. The chairperson of each shall be approved by the Executive Committee, and any member in good standing may join by signing up. Each standing committee is subject to the direction and control of the Executive Committee. The Executive Committee shall also constitute and appoint from the membership of the Association, such Ad Hoc Committees as it may deem to be required.
17. Each committee shall meet at the call and direction of its chairperson, who shall be chosen by the Executive Committee.
18. A vacancy in any of the standing committees may be filled by appointment by the President until the next meeting of the Executive Committee.

### **Club Meetings**

19. At each annual meeting, the members shall nominate candidates and vote for the Executive Committee, for the Officers, and for Directors. Any member of the Association may nominate any candidates for any of such offices as outlined in Bylaw "25".
20. At the annual meeting to be held on a Saturday in October or the first two weeks of November, the order of business, after the Treasurer's report, shall be:
  - a. The report of the Executive Committee
  - b. General business
  - c. The election of the Directors and Officers and the appointment of members to the standing committees
21. The Executive Committee may at any time, and upon the written request of twenty five (25) members, call a special meeting of the Association. Such request and the notice of every special meeting shall state the object for which it is called, and no subject not stated in the notice thereof shall be acted on at a special meeting.
22. The Association shall hold horse shows in each year, upon dates to be fixed by the Executive Committee.
23. Notice of the annual meeting and of a special meeting shall be mailed to the members at least twenty (20) days before such meeting, unless shorter notice is directed by the Executive Committee.

24. A majority of the Executive Committee shall be a quorum at any meeting of the Association.

#### **Qualifications and Classes of Membership and Dues**

25. Any person interested in the N.E.R.H.A. may become a member, but only members living in New England and New York may be elected as Officers or appointed to the Board of Directors. Only adult members over the age of eighteen (18) in good standing shall qualify for Directorship and Officership. "In good standing" shall mean such person's dues and other assessments are paid in full at least thirty (30) days prior to the annual meeting. Additionally, any person whose dues have not been paid at the time of the Notice of the Annual Meeting will have no voting rights at the annual meeting

- a. Youth members must abstain from voting at the annual elections.
- b. There will be no proxy votes.

26. There shall be four (4) classes of membership. Dues shall be determined at the annual meeting.

- a. Single (including adult family members other than husband and wife)
- b. Youth (18 years or under)
- c. Husband and Wife
- d. Family

27. All riders and owners (including business entities) of horses showing shall be current members in good standing to be eligible for year-end awards. If membership dues are paid after January 1, the membership commences when received by the N.E.R.H.A and is not retroactive.

28. The fiscal year of the Association shall begin on the first day of January and run through December 31 of the same year.

29. A member may resign by writing to the Secretary.

30. Any member may be suspended or expelled for non-payment of annual dues by a vote of two-thirds (2/3) of a quorum of the Executive Committee, or for any other cause by a vote of two-thirds (2/3) of all the members of the Executive Committee.

31. The Association's bank shall be such institution as is voted on by the Executive Committee and so designated in writing by the President. Checks drawn on such institution(s) shall be signed by either the President or the Treasurer.

#### **Amendments**

32. Any bylaws may be repealed, modified or amended, and bylaws may be adopted at any regular meeting of the members if twenty (20) days notice is given to the members specifying such items of business to come before the meeting.

33. Any areas of doubt will be resolved by the Executive Committee, in accordance with the rules set forth by the National Reining Horse Association.

The Northeast Reining Horse Association is organized and operated exclusively for IRC 501 (c) (7) purposes. In the event of dissolution, all corporate assets, after payment of all obligation and

debts of the corporation, shall be assigned and transferred to any other non-profit association in the United States of America which is dedicated to the promotion of reining horses, that shall at the time qualify as an exempt organization or organizations under Section 501 (c) (7) of the current Internal Revenue Code, and any amendments thereto, as shall be determined.

**Amended April 16, 2011**