

New Hampshire Quarter Horse Association

BYLAWS

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Revised: November 2011

Article I Title, Location, and Association Seal

Section 1 Title-The title of this Association shall be known as the New Hampshire Quarter Horse Association, NHQHA, and shall at all times be operated and conducted as a non profit organization in accordance with the laws of the State of New Hampshire, providing for such organizations and by which it shall acquire all such rights as granted to associations of this kind.

Section 2 Location-The place of business of NHQHA shall be determined annually by the Executive Committee.

Section 3 Seal-The seal of NHQHA shall be in the form displayed in Appendix A.

Article II Purpose

Section 1 The purpose of NHQHA is to promote and protect the American Quarter Horse as a breed as it may pertain to the history, breeding, exhibition, publicity, sale, racing, or enjoyment of the breed within the State of New Hampshire.

Section 2 NHQHA is an Affiliate of the American Quarter Horse Association (AQHA), Amarillo, Texas.

Section 3 NHQHA shall be run in accordance with the rules, regulations, and policies set forth in this document and in harmony with our Affiliate organization, AQHA, as defined in the AQHA Official Handbook of Rules and Regulation, and as defined in the Affiliate Agreement signed annually and as defined in the not-for-profit laws of the State of New Hampshire and is guided by Roberts Rules of Order Newly Revised 10th Edition for Parliamentary Procedures unless in this document.

Article III Membership

Section 1 Eligibility-Eligibility for membership shall include any individual who is interested in the Quarter Horse as a breed and the purpose of NHQHA.

Section 2 Voting rights-In all matters governed by the vote of the members, each member, except youth is entitled to one vote.

Section 3 Dues of NHQHA will be set annually by the presiding Board of Directors and listed in the official NHQHA Policy and Procedures.

Section 4 Non payment of dues shall automatically forfeit membership and all privileges attached and belonging thereto. A member in arrears may be reinstated by paying in full.

Article IV Dispute Resolution and Disciplinary Action

Section 1 Alternate Dispute Resolution Committee (ADRC) – The NHQHA President will appoint two non executive members of the Board and two members from the general membership as the ADRC to act under the specification in this section and will investigate any charges against a NHQHA member or non member as outlined and bring their recommendations back to the Board of Directors for final determination. This Committee will be presided by the President or in the case of conflict, the Vice President.

Section 2 Only current members of the New Hampshire Quarter Horse Association may make a charge to the Alternative Dispute Resolution Committee. Charges made to the Board of Directors must be made in writing and signed by the members(s) making the charge and will include a one hundred (\$100.), non-refundable fee.

Section 3 Any member may be disciplined, fined or suspended from the Association and any member or non-member may be denied all privileges of the Association by the Board of Directors whenever it shall have been established by satisfactory evidence by the Board of Directors that such member or non-member has knowingly and willfully violated the Bylaws of the Association. Anyone who becomes a member of the Association accepts to be bound by all the rules of the Association and renounces to any recourse that he may have against the Association.

Section 4 Disciplinary action on a member or a non member: a charge must be made to the Board of Directors who then directs the Alternate Dispute Resolution Committee (ARDC) to investigate such charges and take counsel with the said party. Members of the NHQHA are subject to the Bylaws of NHQHA and AQHA. Members are subject to expulsion from NHQHA as provided in these Bylaws. The Board of Directors shall have the power to enforce the Bylaws of NHQHA and to expel any member found to have violated these Bylaws or is proven to have discredited the NHQHA or is shown to have committed a disservice to the membership of NHQHA or AQHA. The ARDC committee will bring their findings back to the NHQHA Board, who will hear appeals from the said party upon written request, before a final determination is made. A final determination will be made by the NHQHA Board and sent via registered mail to the said party of the findings, without further hearing. Any members expelled from AQHA are automatically expelled from NHQHA.

Article V Amendments

Section 1 The Bylaws may only be amended at the NHQHA Annual meeting by a 2/3 vote of those members present. The Secretary must receive proposed Bylaws requests from the general membership no later than October 1st to be considered at the Annual meeting. A copy of the proposed amendments must be mailed, or another method agreed upon, to the general membership at least ten days prior to the meeting. Bylaw changes become effective January 1.

Article VI Distribution of Assets

Section 1 Private benefit prohibited; No part of the organizations net earnings may benefit any person having a personal or private interest in the activities of the organization.

Section 2 Upon dissolution, no private gain or profits shall proceed to any officer, director or member of the Association. All property of the Association from whatever source, shall be distributed to non profit charitable organizations only. The Board of Directors serving at the time of dissolution will determine how the Associations assets will be distributed.

Article VII Books and Records

Section 1 All books and records maintained by NHQHA by officers or committees either elected or appointed are and shall remain the property of NHQHA and must be surrendered to the Board of Directors upon completion of term or office function.

Article VIII Indemnification

Section 1 NHQHA shall indemnify and hold harmless any Officer, Director, Co Chair and employee of NHQHA, their personal representatives and heirs against reasonable legal expenses of settlement which NHQHA previously approves, actually and reasonably incurred in connection with an actual or threatened legal proceeding, if such person acted legally, in good faith and was duly authorized to act on behalf of NHQHA in the transaction from which legal liability arose, which was official NHQHA business, except in relation to matter as to which the officer, Director, Co Chair or employee of NHQHA shall have been guilty of negligence or misconduct in respect of the matter which indemnity is sought.

Section 2 The New Hampshire Quarter Horse Association and co-sponsoring organizations, if any shall not be responsible for any personal injury, or loss or damage to property, occurring at any New Hampshire Quarter Horse Association activity. Each owner, exhibitor, handler, spectator or consignor shall indemnify and hold harmless the New Hampshire Quarter Horse Association, its Executive Officers, Directors, Co Chairs and employees from and against all claims, demands, causes of actions and expenses of every kind, including attorney's fees, arising out of or related in any manner to the acts or omissions of an owner, exhibitor, handler, spectator or consignor, or the actions of any animal under the care, custody or control of the owner, exhibitor, handler or consignor. Appearance on the grounds or at the ring for any activity as an owner, exhibitor, handler, spectator or consignor shall be deemed to be the acceptance of the consignor of this rule.

Section 3 To preserve this right of indemnity, such person shall immediately notify NHQHA of such actual or threatened litigation, whereupon NHQHA shall have the right to direct defense thereof, including but not limited to selection of counsel and direction of settlement negotiations.

Article IX Board of Directors

Section 1 Board of Directors Composition and Authority-The Board of Directors shall consist of 11 members, 10 of which must reside in the State of New Hampshire and one of which may be from out of State. All terms will be for two years with half the Board members up for election every year. The Board of Directors shall meet no less than six times per year for the purpose of financial matters and other such business as pertains to NHQHA, or as the Board deems necessary.

Section 2 Board terms are elected for 2 year terms with a term limit of eight (8) years.

Section 3 Eligibility-All members of the Board shall be current paid members of NHQHA and be nineteen (19) years or older as of January 1st of the calendar year.

Section 4 Nonpayment of dues shall automatically forfeit membership and all privileges attached and belonging thereto. Board of Directors will not be seated until their dues are paid.

Section 5 Any board member will be dismissed if he/she has missed four meetings in a fiscal year. The Board shall have the power to appoint, until the next regular annual meeting, persons to unfilled or vacated Board of Director Seats. The position will be filled by the members vote at the next annual business meeting in November. The Board shall have the power to enforce all rules and regulations governing NHQHA. At all meetings of the Board of Directors, the attendance of 6 board members shall constitute a quorum.

Section 6 Board members, any committee co-chairs, members of the Alternate Dispute Resolution Committee (ARDC) and the past president will be required to sign and adhere to the Conflict of Interest and Ethics Statement yearly. The Board of Directors will submit a background check each term and to include; a certified copy of their State Department of Motor Vehicle and Criminal Records at their own expense. Board members must report any changes in the above within thirty days of the occurrence, to the President.

Section 7 A President exiting office, by term, election or resignation will assume the position of Past President and is encouraged to continue to work with the newly elected President in a consulting manner for one calendar year. The position of Past President is not a Board position, it is honorary and non voting.

Section 8 The Executive committee shall consist of five officers, President, Vice President, Second Vice President, Treasurer and Secretary elected every two years by the Board of Directors at their first Board meeting. Vacancies will be filled by election of the Board of Directors at their first meeting.

Section 9 All proposed complimentary benefits must be approved by a majority vote of the Board of Directors, and will be documented in the financials.

Article X NHQHA Governing year

Section 1 NHQHA shall maintain the calendar year.

Article XI Board of Directors Responsibilities

Section 1 All contracts and any decision which would have the effects of binding NHQHA or attributing endorsement, sponsorship or association with NHQHA, must be approved by the Board of Directors.

Section 2 Any conflict within a committee can be presented to the Board of Directors for action.

Section 3 The Treasurer is responsible for the financial records for NHQHA.

Section 4 The NHQHA will maintain accounts; all deposits and expenditures must be submitted to the NHQHA Treasurer with support material within fourteen days of the date on the material.

Section 5 Fiduciary responsibility of all committees is the responsibility of the Chair or Co Chair who is the sitting Board member.

Section 6 Each Board Committee is responsible for submitting a budget for their committee each year for Board approval and inclusion in the next year's budget to come before the members at the Annual Business Meeting.

Section 7 Proposed change: There will be at least two signatures on any checking, savings, or other money account. The signatures will include the President, Treasurer, and appointed and confirmed Board of Director as deemed necessary by the Board. All signers will be bonded and insured.

Section 8 There will be two signatures on all checks over \$500.

Section 9 An internal audit will be performed each year by an Audit Task Force, consisting of three members one of which must be the Treasurer. The President will appoint the Audit Task Force. A Professional Financial Review will be performed by an external auditor, i.e. CPA, Accountant or bookkeeper and will be performed every two years or at the exit of the sitting Treasurer. Books and accounts will be reviewed by a disinterested party, who is not a member of the NHQHA.

Article XII Meetings

Section 1 The NHQHA annual meeting is for the election of the NHQHA Board of Directors and for the transaction of other such business as may come before the membership and shall be held during the month of November at such time and place designated by the NHQHA Board of Directors. A 30 day call to the Annual Business Meeting shall be given to each member by a notice in the Newsletter and on the official web site.

Section 2 The official mailing to all members must be sent and consist of rules for conducting the meeting, proposed Bylaw changes, Treasurer's report, committee reports, slate of members running for the Board, budgets and agenda. This package must be mailed to the general membership at least ten (10) days prior to the Annual Business Meeting of the NHQHA.

Section 3 The NHQHA must hold an Annual Business Membership Meeting and at least one general membership meeting anytime during the year.

Section 4 Members must be present to vote.

Section 5 The following will be the rule when electronic mail and conference calls are used for conducting NHQHA Board business.

Email – Electronic transmission may be used by Officers and Directors and Co-chairs to conduct day-to-day business of NHQHA. These emails are considered Board business and the Conflict of Interest and Ethics Statement applies. The President may call for Board action on a subject via email, with "return receipt requested". The Board will be emailed with subjects to be discussed and there will be three days given for response. A quorum of responses is required. The Board must have the action ratified by Board motion at the next Board meeting. The Secretary will record this action in the following month's minutes.

Conference Calls – A legal meeting of the NHQHA Board may be called through the use of a conference call with 24 hour notice via email or phone call. Conference calls are considered meetings.

Article XIII Membership Privacy Restrictions

Section 1 The Board and general membership list must not be used in any fashion except as it directly involves the business of NHQHA. Electronic mail may be used for NHQHA contact to the membership but must be used with New Hampshire Quarter Horse Association included in the subject line with all names put into the blind copy area. General membership emails must be approved by the President and sent through the Membership Committee. NHQHA will not sell or trade its membership list. Laws restrict the use of member's names in any non-related business, un-authorized use is considered as a conflict of interest and invasion of privacy.

Article XIV Standing Committees

Section 1 Bylaws and Policy

The Bylaw and Policy Committee is a standing committee within the organizational structure of the New Hampshire Quarter Horse Association's Bylaws. The function of the committee is periodic review and recommending changes to the Bylaws and Policies that regulate the New Hampshire Quarter Horse Association. The Bylaws are laws which govern the Association and are approved and mandated by the general membership at the Annual Business Meeting. The Policies are the guidelines under which the Bylaws are implemented and are submitted by the Committee and approved by the New Hampshire Quarter Horse Association Board of Directors.

Section 2 Nominating Committee

The Nominating Committee is a standing committee within the organizational structure of the New Hampshire Quarter Horse Association's Bylaws. The function of the committee is to provide the NHQHA Board of Directors with a slate of potential candidates for positions to the Board of NHQHA. A written letter of interest from a member will be maintained on a list of potential, interested and qualified candidates and will be added to the list as they come in without any preference and will be available should any mid-term replacements be necessary or to provide a slate of potential candidates for the annual election held in November. Letters of interest for the upcoming year's election must be received by October 1st.

Section 3 Financial Management

The Financial Management Committee is a standing committee within the organizational structure of the New Hampshire Quarter Horse Association's Bylaws. The Financial Management Committee will be responsible for forming an over all Association budget and a full financial report covering the calendar year to date, to be presented to the general membership at least ten days prior to the Annual Membership meeting. The Committee will work with all committees and the Board to examine the financial need of specific projects, develops short and long term financial goals and budget maintenance. This committee will include the Treasurer.

Section 4 Risk Management

The Risk Management Committee is a standing committee within the organizational structure of the New Hampshire Quarter Horse Association's Bylaws. The committee will work with outside professionals, as necessary, to help guide the Association to reduce risk and exposure in the policies, paperwork, activities and programs, while working in the best interest of the New Hampshire Quarter Horse Association membership.

ARTICLE XV Elected Officers and Board of Directors Responsibilities

Section 1 President

The President shall be the Chairperson of the Board of Directors for the NHQHA and shall be responsible to see that the business and affairs of the Association are carried out as prescribed by the membership. The President shall preside at all meetings of the Board.

Responsibilities:

- a. Oversee Board and Executive Committee meetings
- b. Serves as member of all committees
- c. Call special meetings
- d. Appoint all committee chairs
- e. The President has the right to appoint any and all committees
- f. Monitor financial planning and financial reports
- g. Will sign all contracts with a second signature with the committee chair or Vice President any agreement where there is the intention to bind NHQHA

- h. The President may veto a vote, requiring further research or investigation and the issue be brought back to the Board for the next meeting.
- i. The President may override if with counsel, it is determined an action is illegal or constitutes an undue risk or exposure to the Association.
- j. President serves on the Executive Committee.

Section 2 1st Vice President

In the absence of the President, or the inability to act, the 1st Vice President shall perform the duties of the President and when so acting, have all the powers of and be subject to all the restrictions upon the President. The 1st Vice President shall perform such other duties assigned to him/her by the Board of Directors.

Responsibilities:

- a. Serve on the Executive Committee
- b. Serves on the Bylaw and Policy Committee
- c. Perform presidential duties in the president's absence
- d. Perform other responsibilities as assigned by the Board

Section 3 2nd Vice President

In the absence or inability of the President and Vice President, the 2nd Vice President shall perform the duties of the President and 1st Vice President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President and Vice President. The 2nd Vice President shall perform such other duties assigned to him/her by the Board of Directors.

Responsibilities:

- a. Serve on the Executive Committee
- b. Perform presidential duties in the President and 1st Vice President's absence
- c. Performs other responsibilities as assigned by the Board.

Section 4 Secretary

The Secretary records and keeps all minutes of the Board. The Secretary shall send all Board meeting notices, and see that they are duly given in accordance with the provisions of the Bylaws or as required by the law. In general, perform all the duties indicative to the office of the Secretary and such other duties that may be assigned by the Board.

Responsibilities:

- a. Serve on the Executive Committee
- b. Maintain Board records and ensure their accuracy and safety. To include but not limited to: the master NHQHA and NHQHYA Bylaws, Polices, and Schedule for Year End Awards
- c. Keep chronological records of all motions and resolutions
- d. Takes minutes and records all votes at Board, Executive Board and Annual meetings
- e. Provide a copy of the minutes of all Board and Executive meeting to members of said Board within ten days of the meeting for approval
- f. File all State and AQHA agreements as required
- g. Perform other responsibilities as assigned by the Board

Section 5 Treasurer

The Treasurer acts as the financial officer of the NHQHA and is responsible for ensuring the integrity of the Association fiscal affairs. In the absence of the President, 1st Vice President and 2nd Vice President, the Treasurer will assume the duties of the Chairperson and shall be responsible for making sure all business affairs of the NHQHA are carried out as requested by the Board.

Responsibilities:

- a. Shall collect all money due the Association, shall have the care custody and responsibility for such money
- b. Shall deposit said money in the name of the New Hampshire Quarter Horse Association in a bank designated by the Executive Committee
- c. Provides detailed, monthly Association financial reports
- d. Serves on the Executive Committee
- e. Serves on the Financial Management Committee
- f. Submit a full, written financial report at the Annual Meeting covering the calendar year to date
- g. Complete all State and Federal income tax forms required by law
- h. Shall be bonded in the State of New Hampshire at the expense of the Association for the faithful discharge of his or her duties.

Section 6 Board of Directors

Purpose is to determine policies, procedures and regulations for the conduct of the Association and its programs and to monitor Association performance. Position voted upon on every two years unless appointed to fill an unexpired term. Resignation will be made in writing to the President.

Responsibilities:

- a. Shall chair or co-chair a committee(s) as appointed by the President
- b. Has fiduciary responsibility to NHQHA, will submit all expenses and collected monies, with details, to the Treasurer.
- c. Will provide their States certified Criminal Background Check and Department of Motor Vehicle record to the President. Updating immediately if there are any changes.

Article XVI Logo

Section 1

Logo, mark and official name; no member of NHQHA and NHQHYA may use logo, name, acronym, marks or domain of NHQHA or NHQHYA for any use other than what is directed by the NHQHA Board.



Appendix A Logo