

# **WESTERN STATES STOCK HORSE BYLAWS**

## **MISSION STATEMENT**

Western States Stock Horse is dedicated to improving its Members horsemanship skills through education and competition in a safe and enjoyable environment, while also preserving the traditions of the American Stock Horse.

## **BYLAWS**

These Bylaws (referred to as the “bylaws”) govern the affairs of the Western States Stock Horse, a nonprofit corporation (referred to as the “Association”) organized under the Oregon Non-Profit Corporation Act (referred to as the “Act.”)

### **ARTICLE I: CORPORATE STRUCTURE**

Western States Stock Horse is an Oregon nonprofit corporation organized pursuant to ORS Chapter 65. The Corporation also is filed or shall file as a Section 501(c)(3) nonprofit corporation with the federal government and is subject to pertinent Internal Revenue Code and Regulations.

### **ARTICLE II: NAME**

This Association shall be known as the Western States Stock Horse (“Association”) and shall at all times be operated and conducted as a non-profit corporation in accordance with the laws of the State of Oregon, providing for such organizations and by which it shall acquire all such rights as granted to associations of this kind.

### **ARTICLE III: PURPOSE**

The corporation is formed and shall exist for the following primary purposes:

- (a) To promote education for western stock horse enthusiasts to ride and train a versatile western stock horse.
- (b) To teach rider knowledge and skills to maximize horse trainability, performance and safety.
- (c) To offer affordable, fun, and standardized versatile western stock horse educational programs and competitions.
- (d) To perpetuate and preserve the western tradition and heritage of working stock and ranch horses.
- (e) To encourage the use of standard rules for conducting and judging contests for the western all-around stock horse.

- (f) To define, promote and improve the quality of the versatile western stock horse.
- (g) To encourage honesty, integrity, respect, sportsmanship and family values.

The corporation shall also have authority to conduct any other lawful activity so long as that activity is within those activities which are exempt under Section 501(c)(3) of the Internal Revenue Code.

This association shall be guided by the common sense of the membership (defined as "The native good judgment of the membership"), a heightened sense of the rules of fair play and strict adherence to the Golden Rule (The maxim or teaching that one should behave toward others as one would have others behave toward oneself).

No member shall be singled out and considered to be more important than any other member.

Sponsors shall not be granted any special powers or control over the affairs of the Association. Sponsors are granted access to whatever advertising potential our programs and shows can provide in exchange for their willing donation of money, time, materials or merchandise.

## **ARTICLE IV: LOCATION**

The Association shall represent Region 6 of the American Stock Horse Association, Inc. including the following states; Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon, Utah, Washington, but members may be residents of any state.

The principal place of business shall be established by the Board of Directors.

## **ARTICLE V: CORPORATE SEAL**

The seal of the Association shall be in the charge of the Secretary.

## **ARTICLE VI: MEMBERS**

- (a) Membership. Members of the Association shall be admitted, retained, suspended and expelled in accordance with such rules and regulations as the Board of Directors may, from time to time, adopt. In all matters governed by Members, each Member given the right to vote, shall be in good standing and shall have been a paid Member for at least 90 days. Each such Member shall be entitled to one vote.
- (b) Member. Whenever in these Bylaws, the term Member or Members shall be used, unless otherwise, specified, it shall mean a Member, having the right to vote, that is in good standing.
- (c) Class of Members. There shall be only one class of members and membership shall be open to all persons who subscribe to the aims and purposes of the Association,

abide by the Associations' rules and regulations, policies and assist in furthering its purposes. Membership in the Association is not guaranteed and may be withheld by action of the board of Directors only if the applicant has previously acted in a manner that would indicate that they would not be able to comply with all of the provisions in Article III.

- (d) Annual Meeting. An annual meeting of the members shall be held at such time and place as may be fixed by the Board of Directors. At such annual meeting, Members shall install the newly elected Directors and select the Auditor for the ensuing year. Immediately following the conclusion of the Annual Membership Meeting, the newly formed Board of Directors will meet and elect from it's membership a Chairman, Vice-Chairman, Secretary and Treasurer. Notice of the Annual Meeting, including date, time, place, and agenda shall be published in the Association's publications and on the Association's website and will coincide with the Year End Event.
- (e) Special Meetings. Special meetings of Members may be held at such time and places may be designated in a notice, whenever called, by direction of the Chairman, by a majority of the Board of Directors, or by notice signed by not less than twenty five percent (25%) of Members. Notice of the meeting shall meet the requirements of at least 20 days notice.
- (f) Quorums. At any meeting of the members held in accordance with the foregoing Notice provisions, 25% of the total membership shall constitute a quorum for all purposes unless the representation of a large number should be required by law. In that case the representation so required shall constitute a quorum. To vote, a member must be physically present at a meeting. No absentee ballot or proxy votes are allowed.
- (g) Chairman. Any officer of the Association may call a meeting of the members to order and may act as Chairman of such meeting, precedence being given as follows: Chairman, Vice-Chairman, and Secretary, and Treasurer. In the absence of all such officers, members present may appoint or elect a Chairman.
- (h) Membership in the Association does not entitle any member to examine, review or copy any information that the Board of Directors deems to be proprietary (defined as, "exclusively owned, private") in nature.

## **ARTICLE VII: DIRECTORS**

- (a) The business and property of the Association shall be managed and controlled by the Board of Directors empowered to run the day to day affairs of the Association.
- (b) The Board of Directors shall consist of members elected by the membership to hold office for three years, with at least one director being a representative of an equine educational entity. (This director cannot be a college student to satisfy the requirement and this director may be appointed by the Chairman, with the approval

of the Board of Directors, if the election does not include an educational entity representative.)

- (c) Each director elected shall be a bona fide resident within the described boundaries of the association and no more than two members of any family or firm may sit on the Board of Directors. Persons elected to the Board of Directors must have been members of the Association for two years before taking office and be a current member in good standing. Exception: a person who has been disqualified from their position of Director/Alternate by non- attendance in the current term is considered ineligible for nomination for two (2) years. No member shall hold a directorship without being at least twenty one (21) years of age.
- (d) In case of any vacancy on the Board of Directors by death, resignation, unauthorized absences, disqualification, or other cause, the Chairman, with the advice and consent of the Board of Directors, shall appoint new or additional directors.
- (e) The Board of Directors shall consist of (9) members. Directors shall be elected annually and shall hold office for a term of three (3) years or until their successors are elected and have taken office. One Director Position shall be approved by the Board to fulfill the Educational Entity requirement.
- (f) Each Director, before taking his position, shall disclose in writing to the Chairman, all businesses or other organizations of which he/she is an officer, trustee, shareholder, member, owner or employee or for which he acts as an agent and with which the Association has or might reasonably in the future enter into a relationship or a transaction in which the Director would have conflicting interests. This includes businesses and interests of family members with which the Association might reasonably in the future enter into a relationship or transaction. Also, Each Director, before taking his position, shall sign and agree to the Conflict of Interest Policy.
- (g) A director/alternate must attend three quarters (3/4) of the meetings on a running 12 month period, and answer roll call at the time it is taken to record their attendance. Failing to do this, the Director shall be replaced by the Board of Directors.
- (h) The annual meeting of the Board of Directors shall be held immediately following the annual members' meeting and no notice shall be required for this meeting. The Board, by rule, may provide for other regular meetings at stated time and places, of which no notice shall be required. Absentee or vote by proxy is not allowed in any meeting of the Board of Directors.
- (i) Special meetings of the Board of Directors shall be held whenever called by the Chairman, or by two-thirds of the directors in office. The Chairman shall give notice of each special meeting by mailing or telephoning the same to each director at least twenty (20) days before the meeting. But such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. Any business may be transacted at any meeting at

which every director may be present, even if the meeting was called without any notice.

- (j) One half the number plus one of the directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there may be less than this number present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present.
- (k) At meetings of the Board of Directors, business shall be transacted in such order as the Chairman may determine.
- (l) The Board of Directors shall elect officers of the Association at a specified regular meeting of the Board in which Board members are given a twenty (20) day notice.
- (m) The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to law or the Certificate of Formation as they may deem expedient concerning the conduct, management and activities of the Association, the admissions, classification, qualification, suspension and expulsion of members, removal of officers, the rules and regulations governing the procedure of such suspension and expulsion and removal, the fixing and collecting of dues and fees, the expenditure of money, the auditing of books and records, rules regarding awarding of championships and awards, the conducting of clinics, educational programs, seminars, shows, contests, exhibitions, sales and social functions and all other details relating to the general purposes of the Association.
- (n) An officer, director, employee, or staff member other than the Chairman, attending an Association approved or sponsored event, shall not attend in any official capacity unless authorized by the Board of Directors.
- (o) No director of the Association shall be liable to the Association or its members for monetary damages for an act or omission in such director's capacity as a director of the Association except that this Article shall not eliminate or limit the liability of a director of the Association for:
  - 1. A breach of such director's duty of loyalty to the Association or its members.
  - 2. An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law.
  - 3. A transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office or
  - 4. An act or omission for which the liability of a director is expressly provided for by statute.

Anything herein to the contrary notwithstanding, if the Oregon Miscellaneous Corporation Laws Act is amended after approval by the members of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Oregon Miscellaneous Corporation Laws Act, as so amended from time.

- (p) The Board of Directors shall serve as the hearing committee for all disciplinary actions.
- (q) The officers shall be elected at the Annual Board of Directors Meeting, each for a term of one year and until the selection and qualification of his/her successor. The officers of the Association shall be elected by majority vote by the Board of Directors.
- (r) The Board of Directors may act, without convening in meeting, by written resolutions signed by all Members thereof. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment provided all members participating in the meeting are able to hear and speak to one another. Records of the meeting and decisions by written resolution and/or electronic means shall be duly entered in the Association records.
- (s) It shall be the responsibility of the Board of Directors to direct all Association business matters, to furnish liaison members to the Standing Committees, to interview persons for staff positions and employ persons as needed to support the business of the Association.
- (t) The Board of Directors shall be responsible for interpreting and deciding all questions or ambiguities that may arise in connection with the meaning, intent or purpose of any by-law, rule, regulation or other Association document.
- (u) The written contracts of the Association shall be executed on behalf of the Association by the Chairman and/or his designee upon approval by the Board of Directors.
- (v) All vacancies of the officers of the Association, except where provided elsewhere, shall be filled by and from the Board of Directors for the unexpired term and those so appointed shall serve until the election and acceptance of their duly qualified successors.

## **ARTICLE VIII: ELECTION OF DIRECTORS**

(a) Nomination. The Chairman shall appoint Directors Nominating Committee comprised of elected Directors. This committee shall be appointed by the Chairman and be publicly announced by March 1 of each year or as soon as practical thereafter.

1. Recommendations for nominations for Directors will be received by the Directors Nominating Committee

- a. The Director Nominating committee shall prepare a ballot, taking into consideration nominations from individual recommendations, Director recommendations and recommendations of the Nominating Committee.
- b. In addition, an individual may recommend him/herself for nomination upon submission of the signatures of ten (10) members, in good standing and residing in the boundaries of the association evidencing endorsement of the recommendation.
- c. To be eligible to serve, each nominee, Director or alternate shall be a bona fide resident of the boundaries of the association at least 21 years of age, shall have been a member of the Association for at least two (2) years and is a current member in good standing. Exception: A person who has been disqualified from their position of Director/Alternate by non- attendance in the current term (in accordance with Article VII, Section h) is considered ineligible for nomination for 2 years.

Further eligibility includes accepting the responsibility to: be an ambassador of good will by holding the Association in a positive light to members and the general public at all times, actively participate in Board and Association meetings, accept and carry out specific responsibilities as assigned by the Chairman and/or the Board, act at all times in the best interest of the Association and its members, not in self interest, exercise good faith in all transactions in exercising their duties to the Association and its property. In addition, Directors must adhere to a strict rule of honest dealing in all matters with and on behalf of the Association.

2. The recommendations for directors must be mailed to the Chairman of the Nominating Committee by the date designated by the Chairman.

(b) Election. Ballots containing the slate of Director Nominees shall be mailed or emailed to all members in good standing to be returned by a specified date and counted at a specified date. Once the ballots have been mailed, there can be no further nominations or changes made to the slate of nominees.

- (c) The nominee(s) will be designated directors(s) according to the number of votes received for each nominee on the ballot. The nominee(s) receiving the highest number(s) of votes will be designated director(s).
- (d) The Board of Directors for the coming year shall be determined by 30 days prior to Year End Event or as soon as practical thereafter. Directors shall take office at the next Annual Meeting.
- (e) When there are fewer nominees on the ballot than needed for the director position(s), the Chairman, with the advice and consent of the Board of Directors, may appoint the unfilled position(s).
- (f) Eligibility. To run for and serve on the Associations Board of Directors, members must meet the following criteria:
  1. They must be 21 years of age or older.
  2. They must be a member in good standing for a minimum of two years.
  3. They must not have been removed from a Board position within the past two years.
- (g) Procedure to be placed on the ballot. A qualified member who wishes to nominate themselves for a position on the Board of Directors shall fill out the application prepared by the association. The application shall include the signature of ten members in good standing, of the Association, who recommend the applicant, and a resume that includes a statement that will help the membership understand why they should vote for the Candidate and what they can expect from the candidate as their elected representative. A fully completed Nomination Form must be turned into the Secretary of the Association six months prior to the date set for the Annual Membership meeting. The Secretary shall determine that the member nominating themselves meets the criteria as outlined. Once all criteria has been verified, the candidates resume and statement shall immediately be published in the Associations official communication for the entire membership to study.
- (h) Ballots will be mailed or emailed at members request, to each member's official postal address or email address as provided ninety days prior to the date set for the Annual Membership Meeting. Ballots shall be mailed to the Secretary of the Association. Ballots must be received by the Secretary forty five days prior to the date set for the Annual Membership Meeting. Ballots received after this date shall not be counted. The results of the election shall be published in the Associations official communication thirty days prior to the date set for the Annual Membership Meeting. The three candidates with the greatest number of votes shall be elected to the Board of Directors. Ties will be decided by the Board of Directors prior to the Annual Membership Meeting.

## **ARTICLE IX: Officers and Duties**

### **(a) Duties of Elected Officers:**

*CHAIRMAN:* The Chairman shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Board of Directors and General Membership. The Chairman shall see that the Constitution and Bylaws, and Rules and Regulations of the Association are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors. The Chairman shall be an ex-officio member of all committees.

*VICE-CHAIRMAN:* In the absence of the Chairman, The Vice-Chairman shall have the powers and perform the duties of the Chairman. The Vice-Chairman shall be Chairman of a Committee specified by the Board of Directors, and perform other duties as may be prescribed by the Board of Directors.

*SECRETARY:* The Secretary shall record minutes of all Board of Directors and general membership meetings including member attendance at meetings. The Secretary shall submit all official reports as required and perform all other such duties and responsibilities assigned by the Chairman or Board of Directors.

*TREASURER:* The Treasurer shall collect, deposit and disburse monies of the Association as prescribed by the Board of Directors. The Treasurer shall also present financial reports at all board and membership meetings, accounting for all funds generated by the association and see that a budget of estimated income and expenditures is prepared and adopted prior to the upcoming year. He or She shall perform all such other duties and responsibilities as assigned by the Chairman or Board of Directors.

- (b) Vacancies.** All vacancies in the offices shall be filled by the Board of Directors for the unexpired term, and those appointed shall serve until the election and acceptance of their duly qualified successors.
- (c)** The Association shall conduct its affairs on a calendar year basis. A financial audit shall be made and be reported to the next annual meeting of the members. Officers or employees of the Association who may handle any funds of the Association shall give a surety bond to be furnished at the expense of the Association for the faithful discharge of his or her duties if so required by the Board of Directors.

## **ARTICLE X: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Roberts Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

## **ARTICLE XI - DISSOLUTION**

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the Assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(5) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed by the Court of Common Pleas of the county exclusively for such purpose or to such organization or organizations of said court determines, which are organized or operated exclusively for such purposes.

## **ARTICLE XII: RULES**

The Board of Directors is responsible for establishing the rules consonant with and supplementary to the Constitution and Bylaws for the general administration of the business of the Association. The rules shall be published by the members of the Board, with revisions published when sufficient changes to the rules warrant a new publication.

## **ARTICLE XIII: AMENDMENTS**

The Board of Directors shall have the power to make, amend and repeal the Bylaws of the Association by vote of the majority of the Directors at any regular or special meeting of the Board.

## **ARTICLE XIV: INDEMNIFICATION**

The Association shall indemnify and hold harmless any Officer, Director, Past Chairman, and employee of the Association, their personal representatives and heirs, against reasonable legal expense, judgments and expense of settlement that the Association previously approved, 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 the Association. In the transaction from which legal liability arose, which was official

Association business, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought. To preserve this right of indemnity, such person shall immediately notify the Association of such actual or threatened litigation, whereupon, the Association shall have the right to direct defense thereof, including, but not limited to, selection of counsel, and direction of settlement negotiations, with the privilege of consent to the selection of counsel to be allowed the indemnified which consent will not be unreasonably withheld.

## **ARTICLE XV: AFFILIATIONS**

The Association may enter into affiliation agreements with other like-minded Organizations as the Board of Directors may determine. These agreements will be made for a specified duration of time.

**These bylaws were adopted by the Board of Directors on \_\_\_\_\_ .**

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**Title**

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**Date**

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**Name**

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**Signature**