

**BY-LAWS OF
HIGH PLAINS PASO FINO HORSE ASSOCIATION, INC.
JUNE 6, 1998**

ARTICLE I – MEMBERSHIP

Section 1 – Membership

- (a) Any person who meets the requirements as stated herein and is interested in the objectives and purposes of the Corporation shall be eligible for membership application, regardless of sex, age, race, or sexual preference.
- (b) All membership applications shall be in writing and forwarded to the High Plains Paso Fino Horse Association, designated officer along with payment for annual dues.
- (c) All members in good standing shall:
 - 1. Have equal privileges and responsibilities with respect to High Plains Paso Fino Horse Association, Inc., except as specified in Article I, Section 2, below; and
 - 2. Be a member, obey and be bound by the constitution and rules of the Paso Fino Horse Association, Inc.

Section 2 – Types of Memberships

- (a) **Voting Members**: Those members eligible to vote and hold office shall be:
 - 1. Individual members: Persons 18 years of age on October 1 of the current year.
 - 2. Farm/Business or Corporate members: Legal entities that desire membership privileges in a farm business or corporation shall have one vote.
 - 3. Family Members: Comprise of one (1) or two (2) adults as individual voting members.
- (b) **Non-Voting Members**: Persons not eligible to vote or hold office due to age shall be designated “Junior Members” and shall be persons 17 years old or younger on October 1 of the current year. This class membership is eligible for annual High Plains Paso Fino Horse Association awards.
- (c) **Honorary Members**: Any persons who has rendered outstanding notable service to the High Plains Paso Fino Horse Association, Inc., may be recommended for honorary membership, such membership, however, must be approved by a

majority of a quorum vote of the membership at the annual meeting or a special meeting called for that purpose. Such honorary membership shall not be required to pay any dues or assessments and shall be entitled to all the privileges of the corporation, except those of voting or holding office.

- (d) **Affiliate Membership**: For those members whose voting membership is with another region and is therefore considered a non-voting member of High Plains Paso Fino Horse Association and is therefore not eligible for annual awards distributed by the Association.

Section 3 – Membership Discipline

The Board of Directors may censure, suspend, or expel from the High Plains Paso Fino Horse association, Inc., any member charged with acts or conduct detrimental to said Corporation, provided such charges are sustained after due and proper hearing before the Board of Directors, at which time the accused has been given a minimum of thirty (30) days notice of said hearing, including time and location, and afforded an opportunity to defend against such charges. A majority vote of the entire board shall be required for the expulsion of any member against whom a charge has been sustained in the manner aforesaid.

Section 4 – Dues

The annual dues designated by the Corporation shall be payable on the first of October of each year for the ensuing year. Any member failing to pay the annual dues or other assessments, if any are imposed by the High Plains Paso Fino Horse Association Board of Directors, and such non-payment continues for a period of thirty days after due notice is given thereof to said member by the Secretary, shall cease to be a member of the High Plains Paso Fino Horse Association, Inc., unless the time of such payment is extended by the Board of Directors. Such extension shall not exceed a period of thirty days.

Section 5 – Annual Meeting

The annual meeting of the membership shall be held at a time, no later than 30 November, and place designated by the Board of Directors.

Section 6 – Special Meeting of Members

Special meeting of the members, other than those regulated by statute, may be called, at any time, by the President or the Board of Directors. Such meetings may be held at such times or places as may be determined by a majority of the Board of Directors. Notice of such meetings, shall be served personally, e-mail, *fax* or by mail. If mailed, it shall be directed to a member at his or her address as it appears on the membership books; but at any meeting at which all members shall be present, the giving of such notice may be dispensed with. Further, all such notices may be dispensed with as to any member not present who has waived notice in writing. The Board of Directors shall call a special

meeting of members, in like manner, representing not less than twenty percent (20%) of the voting membership of the Corporation.

If a voting member of the Association is unable to attend a called meeting, he/she is responsible for designating his specific vote by proxy to a specific voting member who will be in attendance.

Section 7 – Quorum

The presence in person or by proxy of one-fourth (1/4th) of the members entitled to vote shall be necessary for a quorum for the transaction of business, but a lesser number may adjourn for a period not to exceed sixty (60) days at any one adjournment, and the Secretary shall thereupon give at least ten days notice in writing to each member entitled to vote who not present either in person or proxy at such meetings.

Section 8 – Voting

At all meetings of the members in question, the manner of deciding which is not specifically regulated by statute, shall be determined by a majority of vote. Cumulative voting shall not be allowed in the elections of officers and/or directors. Members entitled to vote shall meet the requirements as stated in Article I, Section 2. Each individual member shall be entitled to one vote. Family members shall be entitled to two votes where there are two adult members in such family who meet the voting requirements. Specified in Article I, Section 2. If there is only one adult in a family, the family shall be limited to only one vote. If two family members are age 18 or over the family shall be entitled to two votes. “Junior members”, associate members, honorary members, affiliate members shall not be entitled to vote.

Section 9 – Order of Business

The order of business at all meeting of the members shall be as follows:

1. Roll call
2. Proof of notice of meeting or notice
3. Reading of minutes of preceding meeting and approval
4. Reports of officers
5. Reports of committees
6. Election of directors and officers
7. Unfinished business
8. New business
9. Adjournment

Section 10 – Robert’s Rules of Order

Unless otherwise stated in our By-Laws all meetings and business will be conducted according to Robert’s Rules of Order.

Section 11 – Territorial Limits

The territorial limits, unless thereafter extended, shall embrace Kansas. However memberships will be accepted from persons residing outside these territorial limits based on the same criteria for those residing within the limits and said members residing outside said region shall enjoy the same rights and privileges as any other member.

ARTICLE II – DIRECTORS

Section 1 – Number

The affairs and business of the High Plains Paso Fino Horse Association, Inc., shall be managed by the Board of Directors comprised of the officers of the Association, the immediate past President and two elected Directors. The term of the office for the past President shall be for two years immediately following his service as President, directors shall be elected in same manner as the officers. All officers and directors must be members in good standing of the High Plains Paso Fino Horse Association, Inc.

Section 2 – Term of Office

The past President serving as member of the Board of Directors shall be limited to a two year term as stated in Section 1 above. The newly elected Officers and Directors shall be elected for two year terms, *beginning January 1* following their election. All Officers and Directors may be eligible for re-election for successive terms of office. An Officer cannot hold the same office for more than two (2) consecutive terms. If the incumbent President is re-elected for a second term there shall be no past President to serve on the board.

Section 3 – Successors

In the event a successor for a Board of Director member has not been elected such incumbent Directors shall continue to serve until a successor has been elected and assumes office.

Section 4 – Nepotism Policy

Persons related by birth, blood or marriage cannot serve as Officers during the same term of office.

Section 5 – Duties of Directors

The Board of Directors shall have the control and general management of the affairs and business of the Corporation. The Directors may adopt such rules and regulations for the conduct of their meeting and the manage of the Corporation as they deem proper, and as

are not inconsistent with these By-Laws, the laws of the State of Kansas, and the Constitution or By-Laws of the Paso Fino Horse Association, Inc.

Section 6 – Directors Meetings

Meetings of the Board of Directors may be held at such times or places as the President or Board of Directors may determine. Meetings of the Directors can be conducted by conference calls. The President may poll the Board by telephone on specific issues.

Section 7 – Notice of Meetings

The President can call a meeting of the Board of Directors at any time. All members of the Board of Directors must be notified of the meeting.

Section 8 – Quorum

At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business; but in the event a quorum not being present, a lesser number may adjourn the meeting to some future time, not more than thirty-one days later. A minimum of four persons shall constitute a quorum to transact business.

Section 9 – Voting

At all meetings of the Board of Directors, each Director shall have one vote.

Section 10 – Vacancies

Vacancies in the Board occurring between annual meetings shall be filled for the unexpired portion of the term by a person or persons selected by majority of the remaining Directors.

Section 11 – National Delegate

By a majority vote, the Board of Directors shall designate one of its members as the Corporation's Delegate to the Paso Fino Horse Association, Inc. Board of Directors. In addition, one or more persons shall be designated as alternate Paso Fino Horse Association, Inc. Delegate. Such appointments shall be made every two years. In the event the Delegate and alternate Delegate cannot attend any given meeting the President may designate a substitute alternate Delegate for that meeting only.

ARTICLE III – OFFICERS

Section 1 – Number of Officers

The Officers of the High Plains Paso Fino Horse Association, Inc. shall be as follows:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Two Directors
6. Immediate Past President

The Officers of the High Plains Paso Fino Horse Association, Inc. must be members of the High Plains Paso Fino Horse Association, Inc. and shall also be members of the Board of Directors. All offices must be occupied by different persons. All Officers must be members in good standing of the Paso Fino Horse Association, Inc.

Section 2 – Election

All Officers of the High Plains Paso Fino Horse Association, Inc. shall be elected every two years by the membership as provided in Article VI and shall hold office for the term of two years or until their successors are duly elected.

Section 3 – Duties of Officers

The duties and powers of the officers of the High Plains Paso Fino Horse Association, Inc. shall be as follows:

- (a) President: The President shall preside at all meetings of the members. He or she shall present, at each annual meeting of the members and Directors, a report of the business of the Corporation. He or she shall cause to be called regular and special meetings of the members and Directors in accordance with these By-Laws. He or she shall appoint and remove, employ and discharge and fix the compensation of all servants, agents, employees and clerks of the Corporation, other than the Officers and Directors, the compensation of who, if any, shall be fixed by the Board of Directors.

He or she shall sign and make all contracts, agreements and instruments in the name of the Corporation. He or she shall see that the books, reports, statements and certificates required by the laws of the state, territory or foreign country in which this Corporation does business are properly kept and filed, according to such laws.

He or she may sign member certification and shall sign all notes and obligations of the Corporation, with the authority to issue Corporate checks.

- (b) Vice President: During the absence and inability of the President to render and perform his/her duties or exercise his/her powers, as set forth in these By-Laws or in the laws under which this Corporation is organized, the same shall be performed by the Vice President, and when acting, he or she shall have all the

powers and be subject to all the responsibilities hereby given or imposed upon the President.

- (c) Secretary: The Secretary shall keep the minutes of the meeting of the Board of Directors and of the members and appropriate books. The Secretary shall give and serve all notices of the Corporation, shall be custodian of the records and of the seal, and shall affix the latter when required.

The Secretary shall keep the membership ledger books so as to show at all times the number of members, the names of members their respective places of residence, their post office addresses, and whether they are in good standing.

- (d) Treasurer: The Treasurer shall have the care, custody and control of, and responsibility for, all the funds and securities of the Corporation, he or she shall deposit such funds in the name of the Corporation in such bank or banks, trust company or trust companies, or safe deposit vault as the Board of Directors may designate. The Treasurer shall have the authority to issue Corporate checks.

The Treasurer shall exhibit at all reasonable times his/her books and accounts to any Director or member of the Corporation. The Treasurer shall render a statement of the condition of the finances of the Corporation at each regular meeting of the Board of Directors, and at such other times as shall be required and shall make a full financial report at the annual meeting of the members and provide financial reports to the membership in quarterly published newsletter.

He or she shall keep correct books of account of all the Corporation's business and transactions, and such books and the records as the Board of Directors may require from time to time. He or she shall do and perform all duties pertaining to the office of Treasurer.

Section 4 – Removal of Officers

Any one or more of the Officers may be removed with or without cause at any time by a majority vote of a quorum of the membership at a regular meeting of the membership of High Plains Paso Fino Horse Association, Inc.

ARTICLE IV – MEMBERSHIP LISTS

Section 1 – Description of Membership Lists

Current membership lists shall be kept by the Secretary in a book in alphabetical order.

Section 2 – Transfer of Membership

Memberships of the Corporation shall not be assignable or transferable.

ARTICLE V – AMENDMENTS

The By-Laws of the High Plains Paso Fino Horse Association, Inc. shall be altered, amended or repealed only by an affirmative vote of a majority of a quorum of the membership at the regular annual meeting of said membership where in due notice has been given of the intent to amend said By-Laws.

ARTICLE VI – ELECTIONS

- (a) Election Committee: The President, within a reasonable time, no later than July 15 prior to the election, shall appoint a Nominating Committee consisting of three members in good standing, all three of whom will not run for office. The Committee shall consist of the following: two members and a Chairman who shall be designated by the President. The committee shall prepare and submit to the membership a list of candidates for each Officer and Director position for the upcoming term.
- (b) Additional Nominations: Additional nominations for any Office or Directorship may be made by any voting member to the Committee in writing.
- (c) Election procedures:
1. Ballots will be mailed out to each voting member by the Chairman of the Committee.
 2. Family memberships will receive two ballots, one addressed to each of the two family members.
 3. Family membership ballots must be mailed back in separate return envelopes
 4. Ballots will be mailed at least three (3) weeks prior to election meeting.
 5. Ballots will be mailed out with a return envelope made out to the Committee Chairman, marked Envelope #2.
 6. A second envelope will be marked BALLOT, Envelope #1.
 7. The voter must put his/her name, address, and signature on the return envelope marked Envelope #2.
 8. Any ballots or ballot envelopes that have identification on them will be discarded.
 9. Any return envelope that does not have a return name, addresses and signature will be discarded.

10. The ballots will have the nominees for each office plus one line under each office for a write in nominee.
11. The ballots must be mailed to the Chairman in time for the Chairman to receive the ballots prior to the annual meeting.
12. The Chairman will hand deliver the ballot still sealed in their return envelopes to the election meeting.
13. During the election meeting the President can open the floor for nominations from the floor.
14. After nominations have been made for any of the offices the President will ask for the nominations to cease and the motion will be voted on.
15. Ballots and ballot envelopes and return envelopes will be handed to those that have not previously turned in ballots.
16. These voters will mark their ballots, put ballot in ballot envelope #1, put ballot envelope in return envelope #2 with the name, address and signature on envelope and hand to election Chairman.
17. The President will appoint two members at the meeting to help the Chairman and the Secretary go through the return envelopes, record the name on the return envelopes, verify that the member is in good standing, membership dues are paid and there are no duplicate ballots.
18. As each return envelope name is recorded the ballot envelope will be removed from the return envelope and the return envelope will be put aside.
19. The Chairman with the assistance of the two (2) appointees and the Secretary will count the ballots in the presence of the membership and report the voting tally to the membership.
20. Candidate receiving the highest number of votes for each office will become the new Officer for that *position*.
21. In case of tie, the Chairman will flip a coin in the presence of the membership to determine the winner.
22. Members must be 18 years old or older to vote.

ARTICLE VII – DISSOLUTION OF ORGANIZATION

The organization may be dissolved by a resolution duly adopted by a two-thirds (2/3) vote of the total membership in good standing at a meeting called for such purpose, following specific written notice to the membership of at least ninety (90) days prior thereto and at which meeting there is at least a quorum. Such votes may be submitted in writing or by personal vote. In the event of such dissolution, all funds and property of any nature which remain after the payment of all outstanding obligations shall be distributed in accordance with the provisions of the Internal Revenue Code relating to the dissolution of Non-profit 501 (c) (5) corporations of a similar nature and as further provided in the Articles of Incorporation for the Corporation.

I, the undersigned, Secretary of the High Plains Paso Fino Horse Association, Inc., do hereby certify that the foregoing is a true and complete copy of the By-Laws of said Corporation, including all amendments to date. The original By-Laws were adopted by the Board of Directors of said Corporation on the 22 day of October, 1999. Proposed changes were made on 10th day of January 2004, and were approved by the Board of Directors. These revised by-laws were approved by the membership of the region on the 30th day of October 2004.

IN WITNESS WHEREOF, I have hereunto affixed the seal of the Corporation and subscribed my name this _____ day of _____, 2004.

Secretary