

THE NORTHWEST MINIATURE HORSE CLUB BYLAWS

(Proposed By-Law changes November 23, 2016)

ARTICLE 1 - NAME, GOALS, LOCATION

SECTION 101-NAME

The name of this organization shall be the **NORTHWEST MINIATURE HORSE CLUB**. It shall at all times be operated and conducted as a non-profit organization in accordance with the laws of the United States of America and of the State of Oregon providing for such organizations and by which it shall acquire all rights as granted to organizations of this kind. The official abbreviation shall be the **NWMHC**. The official logo shall be as shown above.

SECTION 102 - GOALS

- A. To develop and promote the miniature horse.
- B. To develop and promote good fellowship among other people and associations.
- C. To encourage breeding, training and exhibition of good quality miniature horses.
- D. To cooperate with all equine breed registries.
- E. To preserve the health and welfare of the miniature horse.

SECTION 103 - PLACE OF BUSINESS

The principal place of business of the NWMHC shall be determined by the Board of Directors. Its members, officers or directors may be residents of any state or adjacent territory. Business may be conducted or carried on within the established boundaries of the states of Oregon, Washington, Idaho, Montana and Alaska at any place convenient to such officials as may be participating.

ARTICLE II – MEMBERS

SECTION 201 - ELIGIBILITY

Membership is open to all persons who are interested in the miniature horse breed, the purposes of the miniature equine breed registries, and the goals of this organization. Members in good standing are those persons who have applied for and been accepted to membership in the organization by the Board of Directors and who are not in arrears in payment of their dues.

SECTION 202 - NEW MEMBERS

Application for membership shall be in writing and shall provide the name of applicant, if a family membership, name of spouse, all dependent children, and any grandchildren under the age of 19 years to be included in the membership. (Date of birth of all dependent children shall be provided on the application). Any individual of such a family group may become an individual member of the

organization upon payment of the annual dues. All applications shall be accompanied by the appropriate membership fee and are to be submitted to the Club Administrator.

SECTION 203- RENEWAL MEMBERSHIP

Membership in this organization shall be renewable annually by submitting a completed membership form and appropriate fee as set forth in these Bylaws.

SECTION 204 - ANNUAL DUES

Annual dues shall be due and payable on or before January 15th of each year. After January 15th, a person is considered to be in arrears and will not be eligible to vote on Club matters until payment is received by the

Club Administrator. Annual dues are as follows:

1. MEMBERSHIP-\$35.00 Two or fewer adults living at the same permanent address and their dependent children who are less than 19 years of age as of January 1 and that may or may not live at that permanent address. Grandchildren under the age of 19 as of January 1 are also eligible.

2. INDIVIDUAL YOUTH MEMBER - \$10.00

Youth under 19 years of age as of January 1 sponsored by an adult member and with written approval of parent or guardian. Membership in this organization is not transferable or assignable. Failure to make payment of annual dues shall signify termination of membership. The interest of any member in the property or monies of this organization shall cease with the termination of his/her membership. A new member joining the organization after the Club's regular show season shall automatically be considered to have paid dues for the ensuing year.

SECTION 205 - SALARIES

No Officer or member of the Board of Directors shall receive any compensation for fulfilling his/her position as an Officer/Director of the **NWMHC**.

SECTION 206 - DESIGNATED FUNDS

The total cash assets of the NWMHC shall be maintained at an amount equal to or greater than the total designated funds.

ARTICLE III – MEETINGS

SECTION 301 - GENERAL MEMBERSHIP MEETINGS

A. This organization shall meet once each Winter and Fall. Date and place of meeting is to be determined by the membership.

B. The Fall meeting shall be held in each year as soon after the regular show season as practical.

C. The Winter meeting shall be held each year prior to the beginning of the regular show season, but not later than February 28th.

D. All members may have a voice and participate at all meetings.

SECTION 302 - ANNUAL MEETING

A. The Winter General Membership Meeting shall be the official Annual Meeting of the **NWMHC** and will be held each year prior to the beginning of the regular show season, but not later than February 28th for the purpose of installation of Officers and/or Directors.

B. The purpose of the Fall General Membership Meeting is to hear annual written reports from all Officers and Chairpersons and to present year-end awards.

SECTION 303 - SPECIAL MEETINGS

A. Special General Membership meetings shall be held whenever called at the direction of the President, a majority of the Board of Directors, or by the Secretary upon written request of five (5) members in good standing. Any Special Meeting of the members shall have all the powers of a General Membership Meeting but may consider or pass on only those matters specified in the notice of Special Meeting.

B. Special Meetings of the Board of Directors shall be held whenever called at the direction of the President or by a majority of the then members of the Board of Directors.

C. A report of the meeting will be posted on the **NWMHC** website.

SECTION 304 - NOTIFICATION OF MEETINGS

Notification of meetings shall be deemed delivered when such notice is sent by U.S. Mail or email.

A. Notification of each General Membership Meeting shall be delivered to the General Membership by U.S. Mail or email not less than thirty (30) days prior to the meeting date. Such notice shall include the time, place and agenda.

B. Notice of a Special Meeting shall be given by U.S. Mail or email not less than ten (10) days prior to the date of such meeting and shall state the specific matters to be considered at said meeting.

C. Notification of each meeting of the Board of Directors shall be given by U.S. Mail or email at least ten (10) days prior to a meeting or by telephone at least one (1) day prior to a telephone conference.

SECTION 305 - RULES OF ORDER

This organization will govern its procedures by "Roberts Rules of Order Revised" as such rules may be revised from time to time insofar as such rules are not inconsistent or in conflict with these Bylaws or the applicable law. In addition to conducting Club meetings by "Roberts Rules of Order Revised" the **NWMHC** has a set of "Meeting Norms" in the Rules and Regulations that will be adhered to at every meeting.

SECTION 306 - QUORUM

A. At any **NWMHC** meeting of the General Membership, or duly appointed committees, held in accordance with the foregoing provisions as to notification, a majority of the voting members registered at such meeting shall constitute a quorum for all purposes.

B. At any meeting of the Board of Directors, held in accordance with the foregoing provisions as to notification, the presence of a majority of the Directors then in office shall constitute a quorum to transact business.

SECTION 307 - ORGANIZATION

The President, and in his/her absence, the Vice President and in their absence any member chosen by the members present, shall call the meeting of the members to order, and shall act as chairperson of the meeting. The Secretary shall act as Secretary of all General Membership, Board of Directors, and specified committee meetings, but in the absence of the Secretary, the presiding Officer or Chairperson may appoint any member to act in that capacity.

SECTION 308- VOTING

In all matters governed by a vote of the members, each member eighteen (18) years of age or older and in good standing shall be entitled to one vote except a family membership entitles a maximum of two votes per family.

A. Absentee or vote by proxy is not allowed in any meeting of this organization.

B. The President, Vice President, Recording Secretary, Treasurer/ Secretary and Directors shall be elected as follows.

1. A slate of candidates shall be prepared by the Nominating/Elections Committee not later than October 1st. The Nominating/Elections Committee shall make every effort to seek a minimum of two candidates for each position.

2. In the event there is only one candidate for any of the positions, a ballot will not be mailed and the President shall declare the three candidates are duly elected for the specified term of office. The announcement will be made by the President through the **NWMHC** email and/or website on or before October 15.

3. If there is more than one candidate for any of the positions, a ballot will be mailed along with a short biographical sketch provided by each candidate. If a biographical sketch is not received prior to the stated deadline, the name will be included on the ballot without the sketch. Each sketch should be concise (approximately 400 words.) The Elections/Nominating Committee will contact a candidate whose sketch is excessively long, and work with them to suggest changes to bring it closer to the required length.

4. Ballots shall be returned to the Club Administrator on or before December 1. The Nominating/Elections Committee will tabulate the ballots and the President will notify the membership of the results on or before December 15 through the Club email and website. Any candidate(s) who is also a member of the Nominating/Elections Committee will be replaced by the President prior to the counting of the votes.

5. The candidate(s) receiving the highest number of votes cast shall be deemed elected.

6. All Officers of the Organization shall commence official duties as of January 1

C. A favorable vote of two-thirds of the registered voting members at a General Meeting or a Special Meeting shall be required to (a) Enact, repeal or amend a Bylaw or (b) Dissolve the organization. Proposals to enact, repeal or amend a Bylaw or dissolve the organization may be proposed at any Regular Meeting, or may be proposed in writing, providing a copy is provided each member at least thirty (30) days prior to the Regular Meetings. The written notification may be by U.S. Mail, or email. If email is used the changes must also be published on the website.

D. A majority of votes cast shall be necessary for the adoption of any other measures.

ARTICLE IV - OFFICERS AND DUTIES

SECTION 401 – OFFICERS

ELIGIBILITY - Any senior member in good standing for a minimum of one year and has attended not less than one (1) meetings prior to the Fall meeting shall be eligible to hold office. However, all candidates for the office of President and Vice President must have been members in good standing for not less than two (2) years and held at least one previous elected office. In the event these eligibility requirements prevent filling the office of President and Vice President, they may be waived on a motion and affirmative vote by the membership.

The Officers of the **NWMHC** shall be President, Vice President, Recording Secretary, Treasurer/Secretary, Club Administrator and such other Officers as may be authorized from time to time by the voting membership. Officers will be elected on a rotation basis with President and Recording Secretary elected at the same time, and Vice President and Treasurer/Secretary elected the following year. The Officers shall be chosen from the voting membership and by ballot as prescribed in these Bylaws for a term of two (2) years, and may serve only for two consecutive terms unless no member is found to oppose them.

The position of Club Administrator is appointed for a two (2) year term by the President under advisement of the Board of Directors, and is a voting member of the board and have the same privileges as the Board of Directors.

The elected AMHA Region 8 Director member of the **NWMHC** Board of Directors shall have the same privileges (including voting) as a Director-at-large provided they are a paid member of the **NWMHC**.

SECTION 402 - DUTIES

A. **PRESIDENT**. The President shall preside at all meetings of the membership and all meetings of the Board of Directors, and shall perform all duties incident to this office. The President shall have the power to appoint such committees as deemed necessary for the advancement of the Club. The President shall appoint all Chairpersons of standing committees and shall also appoint a member from the Board of Directors to oversee and act as a liaison between the standing committees, any subcommittees, and the Board of Directors at or within ten (10) days of the Fall Meeting and shall cause the appointment of all

remaining committee members within thirty (30) days following the Fall Meeting. All appointments shall be published on the website.

B. VICE PRESIDENT. In the absence of the President, the Vice President shall have the powers and shall perform the duties of the President and such other duties as may be prescribed by the Board of Directors. The Vice President shall preside over the Show Committee (See Section 807).

C. RECORDING SECRETARY. The Recording Secretary shall:

1. Keep the minutes of all meetings of the **NWMHC** and of the Board of Directors.
2. Publish detailed Board approved minutes of each meeting in a timely fashion such that they will be posted to the website and mailed or emailed to the membership within one month after the meeting has been held.
3. Report at the next scheduled meeting the activities and proceedings of each previous meeting.
4. Maintain Club files of all minutes and reports of various committee activities and supply copies to the general membership upon request of that member at the cost of reproduction and postage.

D. TREASURER/SECRETARY. The Treasurer/Secretary shall:

1. Receive all money belonging to the organization.
2. Deposit, or cause to be deposited, all organization money in a bank Checking and/or Savings account selected by the Board of Directors in a timely manner and no later than 10 (ten) days after receipt of the deposit and Expense Report are provided in the current Rules and Regulations.
3. Provide the selected bank with a signature card authorizing checks and savings account drafts to be signed by the President, Vice President, Secretary or Treasurer.
4. Maintain an accounting record of receipts and disbursements as directed by the Board of Directors.
5. Disburse the organizations funds as ordered by the Board of Directors.
6. Maintain a logically ordered file of vouchers and/or receipts for such disbursements.
7. Must present the previous months approved financial report of the Club to the general membership upon request, and at all General Membership Meetings.
8. Provide a detailed Balance Sheet and an Income and Expense Report on the financial state of affairs of the organization. The format of the Balance Sheet and the Income and Expense Report are provided in the current Rules and Regulations.
9. Assist the Audit Committee with the annual audit of the accounting records. Assist a professional, independent auditor with an audit or a Review of Accounting upon request by the Finance Committee Chair and as directed by the Board of Directors.

10 Maintain a cumulative record of the receipts and expenditures in funds that are designated for specific purposes and carry over from year to year, i.e. Youth, Futurity. The appropriate committee chairperson shall be apprised of such on a quarterly basis.

E. **CLUB ADMINISTRATOR.** The Club Administrator shall:

1. Oversee and maintain Club records.
2. Collect membership revenue.
3. Prepare and formulate forms, Breeders List, and the WORLD club ad and also report information received to the Board of Directors and membership.
4. Prepare and distribute packets to inquiries from members, prospective members or the general public about the miniature horse, the **NWMHC** and/or shows.

ARTICLE V - BOARD OF DIRECTORS

SECTION 501 – DIRECTORS

A. COMPOSITION

There shall be a Board of Directors consisting of the President, Vice President, Recording Secretary, Treasurer/ Secretary, Club Administrator and three (3) Directors elected from the voting membership.

B. ELECTION AND DURATION OF TERM

1. Directors shall be elected for a period of two (3) years. **Change to two (2) years** One director's term expires each year, and one new director shall be elected each year to fill the vacancy.

C. HONORARY DIRECTORS

In order to assure the best interests of all members is considered by the Board of Directors, one (1) State or Province representative will be chosen from any State:

1. Not represented by a duly elected director and,
2. Has a minimum of five (5) members. A family membership shall be considered one member for the purpose of this count. The President shall cause the appointment of each State or Province representative and/or vacated State or Province representative's term within two (2) months of the time the State reaches the five (5) member minimum or the position has been vacated. It shall be the duty of each State or Province representative to lobby for the interests of the members of the specified State at all Board of Director Meetings.

SECTION 502 – DUTIES

The general supervision and direction of affairs of the organization shall be vested in the Board of Directors and they shall audit all bills against the organization, may fill any and all vacancies which may occur among the Officers between Annual Meetings, and carry on all business and other activities of the

organization subject to general membership knowledge. Any and all of the Board of Directors shall oversee and act as a liaison between any committees and sub-committees as assigned to them by the President.

SECTION 503 - GRIEVANCE

Any Director shall accept a grievance that is submitted in writing and will make a diligent attempt to settle same. If attempts are unsatisfactory, the Director receiving the written grievance will present the written grievance and his/her written report detailing his/her attempt to settle the issue at a Board of Directors Meeting for final disposition. The person submitting the grievance has the right to attend and be heard at above Board of Directors Meeting considering resolution of the matter, Disposition shall be completed within thirty (30) days of receipt of the original written grievance

SECTION 504 – CONTRACTS

Written contracts pertaining to Club business shall be executed on behalf of the organization by the President, Vice President or such other person authorized by the Board of Directors.

.SECTION 505 - TELEPHONE MEETINGS

The Board of Directors may conduct any Board meeting by telephone as provided by law.

SECTION 506 - ATTENDANCE

Any Director or Officer who does not attend a minimum of 50% of the Board of Directors Meetings (including conference calls) from Winter Meeting to Winter Meeting shall be subject to removal from office by a majority vote of the Board of Directors.

SECTION 507 - RECALL

Directors, including Officers, may be recalled by a two-thirds majority vote of the voting members registered at a General or Special Membership Meeting.

ARTICLE VI - RESIGNATION AND VACANCIES

A. In case of any vacancy in the Board of Directors by death, resignation, disqualification, increase in number or other cause, a majority of the remaining Directors shall appoint a qualified successor to serve the balance of the term to be filled.

B. In case of any vacancy in the Officers of the organization by death, resignation, disqualification, increase in number or other cause, a majority of the remaining Directors shall appoint a qualified successor to serve the balance of the term of the office being filled.

ARTICLE VII – LIABILITIES

SECTION 701 - PERSONAL LIABILITIES

Officers, Directors and Members shall not be personally liable for the debts, liabilities or other obligations of the organization.

ARTICLE VIII - STANDING COMMITTEES

The committees of the NWMHC are defined to be a group of people consisting of two (2) or more people officially delegated or volunteering to perform a function, such as investigating, considering, planning, budgeting, reporting or acting on matters of the Club as designated in their created descriptions and supported by the Board of Directors. Each committee shall have written duties and responsibilities provided upon appointment for said committee. These duties and responsibilities shall be revised from time to time by recommendation from the Committee Chairs to the Board of Directors. These duties and responsibilities shall not be taken lightly and shall not be changed or amended without due process. The written duties and responsibilities shall be passed on to the next Committee Chair.

SECTION 801 - STANDING COMMITTEES

A. Audit

B. Bylaws/Rules & Regulations

C. Finance

D. Futurity

E. Gelding Incentive

F. Nominating/Elections

G. Publicity/Newsletter

H. Show/Ribbons & Trophies

I. Website

J. Welfare

K. Winter Meeting

L. Year-End Banquet/Year-End Awards

M. Youth

SECTION 802 - GENERAL PROCEDURE

A. The President will, by letter on the website or email, solicit all members to volunteer for each of the committees or other appointed positions. This letter will list the committees to be filled and ask the interested members to respond back to the President of their desire.

B. The President shall make the appointments for various assignments from among those who volunteer for the given assignment. If there are no volunteers, the President will contact qualified members and solicit help in filling the position.

C. All committee appointments will be published on the website for the information of such members.

D. All committees are required to keep minutes and correspondence of all meetings, submitting copies to the Club Secretary for the Club files.

E. Once appointed, a committee chairperson or other position appointee may only be removed by a majority vote of the Board of Directors.

F. These committees shall submit a tentative budget for the ensuing year to the Finance Committee and Treasurer/Secretary with copies to the Board of Directors for review and approval prior to the Fall Meeting.

G. Committee Chairs shall:

1. Solicit volunteers at the Fall Meeting, (except where these Bylaws specify member appointments by the President), accepting first any other members who expressed a desire to be Committee Chair.

2. Accept a number of members over the required or restricted number as alternates to provide for accomplished.

3. Submit written minutes of all committee meetings to the Club Secretary.

4. Prepare a written report to the general membership for presentation at the Fall Meeting.

SECTION 803 - AUDIT COMMITTEE

The Audit Committee shall consist of three (3) members. It shall be the duty of the Audit Committee to properly audit the books and records of the Treasurer/Secretary annually or at the request of the Board of Directors. The Audit Committee shall certify with their signatures in the books that the books and records were found correct. The committee shall audit the records of all committees and shall perform such other duties as may be incidental to their office.

SECTION 805 - NOMINATING/ELECTIONS COMMITTEE

The President shall appoint three (3) members who will comprise the Nominating/Elections Committee. They shall be responsible for ascertaining the eligibility of members for all offices and for submitting a slate of at least one qualified candidate for each office. The Nominating/Elections Committee and Club Administrator shall be responsible for providing each voting member a ballot containing the final slate of officers and specific instructions for returning the ballot to the Club Administrator. The Nominating/Elections Committee will then tabulate the ballots received to determine the individual(s) elected. The tabulated election results may be requested by any member following elections.

SECTION 806 - PUBLICITY COMMITTEE

The duties of this committee shall be to promote the **NWMHC** and miniature horses through publications and public relations activities.

SECTION 807 - SHOW COMMITTEE

The Show Committee shall consist of four (4) or more members appointed by the President and the Vice President who will preside over all activities of the Committee. At least one (1) appointed member must

have served on the previous year's committee. This Committee shall be responsible for the development and over-all operation of all **NWMHC** shows approved by the Board of Directors. The Show Committee shall have the authority and power to appoint additional individuals needed to prepare and conduct the slate of shows approved by the Board of Directors. These individuals should be interested volunteers. The Show Committee shall present for approval an initial report of all planned activities to the Board of Directors by mid-November proceeding each show season. They shall also present for approval and be controlled by the approved detailed budget for each proposed show. The Committee shall be charged with the following duties:

- A. Acquiring within budget constraints arenas for all shows.
- B. Researching and maintaining an up-to-date list of all qualified judges, stewards, ringmasters, and announcers.
- C. Preparation of a list of AMHA required and Club optional classes for each show.
- D. Preparation of up-to-date guidelines for show managers, including a list of the duties of all show officials.
- E. Maintain with the assistance of the **NWMHC** Club Administrator an up-to-date mailing list of all potential exhibitors.
- F. Select Show Coordinators who will become members of the Committee until show duties are completed and have equal say in the operation of their respective horse shows.

SECTION 808 - RIBBONS & TROPHIES COMMITTEE

The Committee shall research the price and availability of trophies and ribbons from available suppliers, and cause the purchase of necessary ribbons and trophies.

SECTION 809 - YEAR-END AWARDS COMMITTEE

The Committee shall be responsible for:

- A. Providing a year-end awards program with award categories based on classes to be offered during the ensuing show season.
- B. The purchase of all year-end awards.
- C. Tabulating point on all horses eligible and competing for year-end awards.
- D. Maintaining for each show season a point earned record for each horse eligible and competing for year-end awards.

SECTION 810 - YEAR-END BANQUET COMMITTEE

The Committee shall be responsible for planning, organizing, making a reservation for facilities, and notifying members of the Year-End Banquet.

SECTION 811 - YOUTH COMMITTEE

The Youth Committee shall encourage participation in Club activities by the Youth members and develop programs specifically for this group, i.e. scholarships, clinics, seminars, social activities, fund-raising ventures and education.

SECTION 812 - FUTURITY

The Futurity Committee shall be responsible for administering all NWMHC Futurities, i.e. recommending guidelines, collecting fees and maintaining records of those foals nominated and sustained, and keeping the membership apprised of deadlines.

SECTION 813 - GELDING INCENTIVE

The Gelding Incentive Committee shall be responsible for collecting monies for the Gelding Incentive Fund and keeping a list of all sponsors.

SECTION 814 - RULES & REGULATIONS

The Rules and Regulations Committee shall be responsible for maintaining an up-to-date file on the current **NWMHC** Rules and Regulations and recommending proposed changes as necessary.

SECTION 815 - WEBSITE

The Website Committee shall update the **NWMHC** website with current information as provided by NWMHC officials.

SECTION 816 - WELFARE

The Welfare Committee shall be made aware of situations involving the neglect/abuse of miniature horses and take whatever action is appropriate.

SECTION 817 - WINTER MEETING

The Winter Meeting Committee shall make arrangements for the facility and coordinate the social activities for the meeting.

SECTION 818 - BYLAWS COMMITTEE

The Bylaws Committee shall have a working knowledge of the **NWMHC** Bylaws and shall alert the President and Directors of potential Bylaw problem areas developing due to internal or external dynamics of the Club activities. This committee shall present proposed Bylaw revisions for consideration at General Membership Meetings.

SECTION 819 – FINANCE COMMITTEE

The Finance Committee, chaired by the Treasurer/Secretary shall be instructed by the President to review any major changes to revenue flow by the **NWMHC**. This request could occur prior to, after or during

any General Membership Meeting. The Committee shall be responsible for preparing budgets and financial reports and submit these to the membership prior to General Membership Meetings.