

NORTHWEST MINIATURE HORSE CLUB

2021 BYLAWS

(Proposed - Final Edition 9/15/2021)

ARTICLE 1 - NAME, GOALS, LOCATION

SECTION 101-NAME

The name of this organization shall be the **NORTHWEST MINIATURE HORSE CLUB**. It shall always 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**.

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. 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. Its members, officers or directors may be residents of any state or adjacent territory.

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 and who are not in arrears in payment of their dues.

SECTION 202 - MEMBERSHIP

Application for membership shall be in writing by completing a membership form that provides the name of applicant (s), which includes up to two (2) adults living at the same address, dependent children, and grandchildren (Youth as defined by AMHA). Date of birth of all dependent children/grandchildren shall be provided on the application. All applications shall be accompanied by the appropriate membership fee and are to be submitted to the Club Administrator.

Individual Youth (as defined by AMHA) may join 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.

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 203- RENEWAL MEMBERSHIP AND ANNUAL DUES

Membership in this organization shall be renewable annually by submitting a completed membership form and appropriate fee as set forth in the Rules and Regulations of the **NWMHC**.

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.

ARTICLE III – MEETINGS

SECTION 301 - GENERAL MEMBERSHIP MEETINGS

A. This organization shall meet once each Winter and Fall. Date and place of meeting will be determined by the Board of Directors.

B. The Fall meeting shall be held each year as soon after the regular show season as practical. At this meeting written reports from committee chairs and Officers will be given, new committee members shall be selected, committee chairs determined, and Year End Awards shall be presented at the annual banquet following the Fall meeting.

C. The Winter meeting shall be held each year prior to the beginning of the regular show season, but not later than February 28th, and shall be the official **Annual Meeting of the NWMHC**. At

this time new Officers and Directors will be introduced, committee chairs shall submit reports on goals and meeting schedules for the upcoming year.

D. Proposed Bylaw changes may be presented or voted on at either the Fall or Winter Meeting in accordance with 307-C.

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

SECTION 302 - 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 Recording 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 members of the Board of Directors.

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

SECTION 303 - NOTIFICATION OF MEETINGS

Notification of meetings shall be deemed delivered when such notice is sent by social media, posted on the Website, or sent by email. Special arrangements may be made for members who have none of the above.

A. Notification of each General Membership meeting shall be delivered to the General Membership by social media, posted on the Website, or sent by email, not less than thirty (30) days prior to the meeting date. Such notice shall include the time and place.

B. Notice of a Special General Membership meeting shall be given by social media, posted on the Website, or sent by 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 social media, posted on the Website, or sent by email at least five (5) days prior to a meeting. Emergency Board Meetings may be called with twenty-four (24) hour notice.

SECTION 304 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 305 QUORUM

A. At any **NWMHC** General Membership meeting a **quorum** is determined by all adult members in attendance and signed in. The count of these members shall constitute the **quorum** to conduct business. Any member can request a new quorum count before any vote is made.

B. At any Board of Directors meeting, the presence of a majority of the Directors shall constitute a **quorum** to transact business.

SECTION 306 - ORGANIZATION

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

SECTION 307 VOTING

In all matters governed by a vote of the members, each adult member in good standing shall be entitled to one vote.

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 the Fall General Meeting. The Committee shall make every effort to seek a minimum of two candidates for each position at the Fall General Meeting. In addition, nominations can be taken from the floor at the Fall General meeting and voting will be held at that time.

2. The announcement will be made by the President via social media, posted on the Website, or sent by email immediately following the Fall General meeting.

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

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

C. A favorable vote of two-thirds of the **quorum** of registered voting members at a General Membership or a Special General Membership meeting shall be required to:

- (a) enact, repeal, or amend a Bylaw or

(b) dissolve the organization.

1) Proposals to enact, repeal or amend a Bylaw or dissolve the organization may be proposed:

(a) at any General Membership meeting, or

(b) may be submitted in writing to the Board of Directors for review

2) All Bylaw proposals shall be posted on the website and be sent by email to the membership at least thirty (30) days prior to the next General Membership meeting.

D. A majority of votes cast shall be necessary for the adoption of any motions other than Bylaws.

ARTICLE IV - OFFICERS AND DUTIES

SECTION 401 – OFFICERS

ELIGIBILITY – Any adult member in good standing for a minimum of one (1) year and has attended at least one (1) meeting prior to the Fall General Membership 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 any Officer positions, they may be waived on a motion and affirmative vote during the Fall General Membership meeting.

The Officers of the **NWMHC** shall be President, Vice President, Immediate Past 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 position of Immediate Past President is not an elected position but shall counsel and aid the President and Executive Committee and have full voting privileges on any and all NWMHC matters. This position shall be a term of one (1) year immediately following their term as president and shall not hold another executive committee position during this time. The Past President has the option to decline this position at any time.

The elected AMHA Region 8 Director is a member of the **NWMHC** Board of Directors and shall have the same privileges, including voting, as a Director, provided they are a member in good standing of the **NWMHC**.

No Officer shall receive any compensation for fulfilling his/her position as an Officer of the **NWMHC**.

SECTION 402 - DUTIES

A. PRESIDENT shall:

- 1) Preside at all General Membership and all Board of Director meetings
- 2) Have the power to appoint such committees as deemed necessary for the advancement of the Club.
- 3) Appoint all committee chairpersons following the Fall General Membership meeting and prior to January 1.
- 4) Appoint a member from the Board of Directors to act as a liaison for each committee following the Fall General Membership meeting and prior to January 1.
- 5) Oversee the formation of all committees.
- 6) Will work with the Vice-President and/or Recording Secretary to develop an agenda for all club meetings (i.e., General, Board, Special, etc.).

B. VICE PRESIDENT shall:

- 1) In the absence of the President, the Vice President shall have the powers and shall perform the duties of the President.
- 2) Preside over the Show Committee (See Section 807).
- 3) Will work with the President and/or Recording Secretary to develop an agenda for all club meetings (i.e., General, Board, Special, etc.).

C. RECORDING SECRETARY shall:

- 1) Keep the minutes of all meetings of the **NWMHC** and of the Board of Directors.
- 2) A draft of each meeting minutes will be provided to the Board of Directors within 14 days of a meeting for review.
- 3) Board approved minutes of each meeting will be posted to the website within one (1) month after the meeting has been held. Notice shall be sent to the membership via social media or email that they have been duly posted.
- 4) Will work with the President and/or Vice-President to help develop and generate an agenda for all club meetings (i.e., General, Board, Special, etc.).

D. TREASURER/SECRETARY shall:

- 1) Receive and deposit, or cause to be deposited, all monies belonging to the organization in a bank checking and/or savings account approved by the Board of Directors.
- 2) Deposits must be made no later than 15 (fifteen) days after receipt of funds.
- 3) Provide the selected bank with a signature card authorizing checks and savings account drafts to be signed by the President and/or Treasurer/Secretary.
- 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) Provide an annual financial report of the Club at all General Membership meetings.
- 8) Provide a monthly financial statement to the Board of Directors.
- 9) Assist the Audit Committee with the audits of the accounting records. Assist a professional, independent auditor with an audit or a Review of Accounting upon request by the Finance Committee Chairperson and as directed by the Board of Directors.
- 10) Maintain a cumulative record of the receipts and expenditures for funds that are designated for specific purposes and carry over from year to year (i.e., Futurity, Gelding Incentive, etc.). Upon request, a committee chairperson may request the current balance of their account.
- 11) Will submit the necessary information to the Club CPA so that the current taxes can be filed.

E. CLUB ADMINISTRATOR shall:

- 1) Oversee and maintain all Club records (i.e., approved minutes, memberships, and other records as assigned)
- 2) Receive membership forms and payments, record membership information, and cause to be deposited all memberships funds. Notification of all deposits will be made to the Treasurer/Secretary.
- 3) Prepare and manage any forms that may be needed for club business as directed by the Board of Directors.
- 4) Respond to inquiries from members, prospective members, or the general public about the miniature horse, the **NWMHC** and/or shows.
- 5) Oversee and manage annual liability insurance, renew State Corporation paperwork and any other business renewals.
- 6) The official address of the **NWMHC** will be that of the Club Administrator.

ARTICLE V - BOARD OF DIRECTORS

SECTION 501 – DIRECTORS

There shall be a Board of Directors consisting of the President, Vice President, Immediate Past President, Recording Secretary, Treasurer/ Secretary, Club Administrator and three (3) Directors elected from the voting membership. The AMHA Regional Director shall also be a part of the Board providing they are a member of the **NWMHC**.

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

SECTION 502 - ELECTION AND DURATION OF TERM

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

SECTION 503 – DUTIES

The Board of Directors shall:

- A. Have the power and authority to make, amend, repeal, and enforce such rules and regulations not contrary to law and these Bylaws, as they may deem expedient and necessary concerning the conduct, management, and activities of the Club between General Membership meetings.
- B. Audit all bills against the organization.
- C. May fill any and all vacancies which may occur among the Officers between General Membership meetings.

SECTION 504 - GRIEVANCE

Any Board Member shall accept a grievance that is submitted in writing or email. The Director receiving the written grievance will forward it to the Board of Directors and a meeting will be called to present the grievance at a Board of Directors meeting for final disposition. The person submitting the grievance has the right to attend and be heard at the 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 505 – 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 506 – REMOTE MEETINGS

The Board of Directors may conduct any Board meeting by telephone, social media, or computer, as provided by law.

SECTION 507 - ATTENDANCE

Any Director or Officer who does not attend a minimum of 50% of the Board of Directors Meetings (including remote meetings) from Winter meeting to Winter meeting may be subject to removal from office by a majority vote of the Board of Directors.

SECTION 508 - 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

In the event of any vacancy in the Board of Directors or Officers for any reason, a majority of the remaining Directors and Officers shall appoint a qualified successor to serve the balance of the term to be filled.

ARTICLE VII – LIABILITIES

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

ARTICLE VIII - COMMITTEES

The committees of the NWMHC are defined to be a group 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 the Rules and Regulations and supported by the Board of Directors. These duties and responsibilities shall be revised from time to time by recommendation from the Committee Chairperson to the Board of Directors.

SECTION 801 - GENERAL PROCEDURE

- A. The President will, at the Fall General Membership meeting, solicit members to volunteer for each of the committees or other appointed positions. This communication can also be done via social media, posting to the website, or sent by email.
- B. If there are no volunteers, the President will contact qualified members to fill any open positions.
- C. All committee appointments will be published on the website for membership information.
- D. Once appointed, a committee chairperson or other position appointee may only be removed by a majority vote of the Board of Directors.
- E. If a committee needs funds, a written request must be presented to the Board of Directors.
- G. Committee Chairpersons shall prepare written reports to present at all General Membership meetings and be submitted to the Recording Secretary.

SECTION 802 - STANDING COMMITTEES

Standing committees are those committees required by the **NWMHC** Bylaws to be filled and chaired at all times. In the case of no members willing to participate in these committees, the President shall appoint Board of Director(s) to fill the required leadership position(s) to sustain these committee(s).

The Standing committees are:

- A. Audit
- B. By Laws
- C. Finance
- D. Nominations/Elections
- E. Rules and Regulations
- F. Show
- G. Year-End Awards

SECTION 803 - OTHER COMMITTEES

Other recommended committees may be found in the Rules and Regulations.