

West Virginia Sport Horse Association, Inc.

By-Laws

Article I

Name of Organization

The name of the Association shall be the West Virginia Sport Horse Association, Inc., herein after referred to as "WVSHA". The Association is organized as a non-stock corporation exclusively to promote and improve the dressage, combined training and hunter / jumper industry in West Virginia without pecuniary gain or profit to its members or to any private individual.

The principle address of the organization shall be that of its current President, unless otherwise directed by the Board of Directors.

Article II

Purpose and Objectives

The purpose of the WVSHA is to promote and improve the equestrian sports of dressage, combined training, and hunter / jumpers in the State of West Virginia and to support horse related activities and projects which will benefit the community, primarily through educational programs.

The objectives of the WVSHA are:

- To improve the general understanding of dressage and jumping through educational clinics, forums, seminars, and instructional shows for riders and horses of all ages, and to promote these and other activities to effect this goal;
- To develop facilities for training, instruction and horse sports;
- To promote the welfare of the horse through education of the community in the principles of responsible horse care;
- To assist and cooperate with regional and national organizations in matters of common concerns;
- To support horse related activities and projects which will benefit the community; and
- To encourage good will and sportsmanship among horse enthusiasts.

Article III

Membership

Membership shall be open to all persons. Membership is granted after completion and receipt of a membership application and annual dues. There shall be three classes of membership: Adult members, Junior Members and Family members. These members shall be classified as follows:

Adult Members shall consist of all persons eighteen (18) years and whose interest is related to or similar to that of the WVSHA and who pays dues to WVSHA as prescribed by the Board of Directors.

Each Adult member in good standing shall have the right to cast one (1) vote on all issues submitted to membership at any meeting of members.

Junior Members shall consist of all persons who have not reached their eighteenth birthday prior to December 1st of the current show year and whose interest is related to or similar to that of the WVSHA and who pays dues to WVSHA as prescribed by the Board of Directors. Junior members shall not be entitled to vote any meetings of members, but may attend such meetings.

Family Members shall consist of any family body of two or more individuals whose interest is related to or similar to that of the WVSHA and who pays dues as prescribed by the Board of Directors. Family membership shall entitle the family group to up to two (2) adult votes on all issues submitted to membership at any meeting of members.

Annual dues shall be established by the Board of Directors. The WVSHA membership year will run from December 1st to November 30th the following year.

Members who have not paid their dues by February 28th shall be delinquent and shall be deemed not in good standing with the WVSHA. However, upon payment of his / her dues, a member shall automatically become in good standing with the association.

To be eligible to participate in WVSHA programs that are for members only, dues for the current year must be paid in full and are not retroactive.

Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

The Board of Directors shall have the authority to establish and define non-voting categories of membership.

Meeting of the Members

Annual Meeting – An annual meeting of the members shall be held each year, as may be determined by the Board of Directors. At the annual meeting the members shall elect directors, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Special meetings – Special meetings may be called by the President, the Board of Directors, or members having one-third (1/3) of the votes entitled to be cast at such meeting.

Notice – Notice of each meeting shall be given to each voting member, through newsletter, or through mail, or electronic mail, or facsimile, or by telephone, to each individual member not less than fourteen (14) days before the date fixed for the meeting.

Place of Meetings – Any meeting of members may be held at such place within or without the State of West Virginia as may be designated in the Notice of said meeting.

Conduct at Meetings – Roberts Rules of Order shall be adopted as the official procedure for conducting meetings, except where a specific provision of the Articles of Incorporation or the Code of Regulations takes precedent.

Quorum – the Voting Members present at any meeting of voting members shall constitute a quorum, except as otherwise provided by the statutes of West Virginia.

Voting – All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote took place. The election of the elective Directors and the Officers by the members may be conducted by mail at the option of the Board of Directors.

Article IV

Officers

The Officers of the WVSHA shall consist of the President, Vice President, Secretary and Treasurer. Other Officers shall from time to time be elected or designated by the Board of Directors. No member shall hold more than one (1) office concurrently. All candidates to hold office must be members in good standing.

The officers of the Association shall be elected by the Board of Directors and shall be elected by the Board at its annual meeting. Each officer shall hold office until the next annual meeting of the Board of Directors or until his or her successor shall have been fully elected and shall have qualified. Any vacancy in any office because of death, resignation, removal disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term at any meeting of the Board. New offices may be created and filled at any meeting of the Board of Directors.

The President shall preside at all Board meetings and the annual membership meeting, shall be a member of all committees, except the nominating committee, shall give active direction and exercise oversight pertaining to all affairs of the Association. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors.

The Vice President shall, in the event of resignation or inability of the President, perform the duties and exercise the powers of the President, shall chair committees on special subjects as designated by the Board of Directors, and shall generally assist the President and perform such duties as from time to time shall be prescribed and assigned by the President or Board of Directors.

The Secretary shall take and keep accurate minutes at all meetings of the WVSHA members and the Board of Directors; shall be prepared to read such minutes before the members as called upon; shall maintain a book of all meeting minutes; shall maintain a database giving the names, addresses, and phone information and shall distribute to all current members a membership card; shall be responsible for authenticating and certifying records of the WVSHA as necessary and shall perform all other duties incident to the office, shall send out meeting announcements; and shall perform all other duties incident to the office of Secretary and such other duties from time to time assigned by the President or the Board of Directors.

The Treasurer shall handle all funds received and paid out by the organization; shall bank funds in a bank approved by the Executive Board; shall issue receipts for monies paid into the organization; shall acknowledge all financial contributions and keep copies of such; shall maintain a complete record of all business transactions and be prepared to report on the financial status of the WVSHA at all times

maintenance of accurate records; shall forward all membership applications to the Secretary of all revenue and expenditures of the WVSHA and submit the same for the annual audit; shall make a report at each board meeting and make financial information available to board members and the public; and shall perform all other duties incident to the office of Treasurer and such other duties from time to time assigned by the President or the Board of Directors.

Removal - All officers elected by the membership shall be subject to removal by a majority vote of the members in good standing whenever in their judgment the best interest of the WVSHA will be served thereby.

Vacancies - Any vacancies occurring during the two year term of office shall be filled by the Board of Directors. Any Officer so appointed by the Board shall serve only until such time as the unexpired term of his / her predecessor shall have expired unless re-elected by the members.

Resignation, termination, and absences - Resignations from the Board must be in writing and received by the Secretary. All board members shall be terminated from the board due to excess absences, defined as more than three unexcused absences from board meeting in a year.

Special Meetings - Special meetings of the board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each board member at least two weeks in advance.

Article V

Board of Directors

The governing body of this organization shall be a Board of Directors which shall exercise the powers of the organization, conduct its business and affairs and control its property, except where otherwise provided by the law of the State of West Virginia or in the Articles of Incorporation. The Board of Directors shall have full and complete control of affairs of this organization, unless specifically reserved to the membership elsewhere in these by-laws. The Board of Directors shall also approve or disapprove all bills or claims against this organization, and shall authorize and approve all expenditures of the funds of this organization. The Board receives no compensation other than reasonable expenses.

The Board of Directors shall consist of up to eleven, but not fewer than seven members, or such number of persons as may be determined from time to time by the members.

The members in good standing at the annual meeting shall elect members of the Board of Directors as required.

The Board, by a vote of the remainder of the entire Board, may remove at any time, without cause, any Officer or Board Member appointed or elected by it.

All Board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Resignation - A Director may resign at any time by giving written notice to the Board, or the President or Vice President of WVSHA. Such resignation shall take effect at the time specified therein, or if the time be not specified, upon receipt thereof. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Vacancies - Any vacancies occurring during the two year term of office of any elective board member shall be filled by the Board of Directors. Any Director so appointed by the Board shall serve only until such time as the unexpired term of his/her predecessor shall have expired, unless re-elected by the members.

Director Meetings:

Regular & Special Meetings - Regular or special meetings of the Board may be held at such times and places as the President or any two (2) Directors shall from time to time determine. Notice for regular and special meetings shall be made in writing, by mail, by telephone or facsimile, at least three (3) days prior to such meetings to all Directors.

Members who wish to appear before the Board or bring matters before the Board must contact the President of the Association or the Secretary prior to the scheduled Board meeting.

The Board reserves the right to hold closed meetings.

Waiver of Notice - The transactions of any meeting, however called or noticed or wherever held, are as valid as though the meeting had been duly held, if a quorum is present and if either before or after the meeting, each of the Directors not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Quorum Voting - A majority of the Board of Directors shall constitute a quorum for the transaction of business of the Board of Directors.

Teleconference Participation - Members of the Board or any committee thereof, may participate in a meeting of such Board or committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting in such manner shall constitute presence in person at such meeting.

Unanimous Written Consents - Any action required or permitted to be taken at any meeting of the Board of Directors, may be taken without a meeting, if a written consent thereto is signed by all of the members of the Board and such written consent is thereafter filed with the minutes of WVSHA.

Removal- It is the responsibility of the Directors and Officers, to attend Board meetings. If a Director or Officer does not attend at least half of the called meetings, that Director or Officer will be subject to removal from the Board by a majority vote of Board members in good standing.

Article VI

Committees

Appointment - Committees may be created by the Board of Directors to fulfill certain duties and shall be dissolved upon fulfillment of those duties. Committees may include, but are not limited to, the following:

- a) Nominating Committee
- b) Junior Rider Committee
- c) Bylaw Committee
- d) Horse Show Committee
- e) Education Committee
- f) Policy & Procedures Committee
- g) Fund Raising Committee
- h) Competitors Committee

Members - Appointment of Committee Members shall be made by the President. Only members in good standing may serve on committees.

Vote - The vote of a majority of committee members shall be the act of the committee.

Actions - Each committee may adopt rules and procedures for its own governance not inconsistent with these Bylaws or with rules adopted by WVSHA.

Presidential Duties - The President shall be a member of all committees, except the Nominating Committee.

Article VII

Liability

Indemnification - No member, director, officer, employee or agent of WVSHA shall be personally liable for the debts or liabilities of WVSHA provided that the Board of Directors determine that such person was acting in good faith within what he/she reasonably believed to be the scope of his/her employment or authority and for a purpose which he/she reasonably believed to be in the best interests of WVSHA or its members. The Board of Directors shall secure liability insurance coverage for the Officers and Directors of WVSHA.

Article VIII

Bylaw amendments

Vote - These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of a majority, two-thirds, of a quorum of the Board of Directors at any regular or special meeting of the Board. The notice of the meeting shall set forth a summary of the proposed amendments.

Amendments to these Bylaws may be made at any meeting of the members, annual or special, by a majority vote of those present.

Notice - Members shall receive prior notice of proposed Bylaw changes with the notice of the meeting at which they will be proposed.

Article IX

Contracts, Checks, Deposits & Funds

Authorization - The Board of Directors may authorize the President of the WVSHA to enter into any contract and deliver any instrument in the name of and on behalf of WVSHA, and such authority may be general or confined to specific instances. Signatures of two officers, one of which is the current President, Treasurer, or Secretary are required to execute all contracts.

Signatures - All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of WVSHA shall be signed by the current President and current Treasurer.

Deposits - All funds of WVSHA shall be deposited from time to time to the credit of WVSHA in such banks, trust companies or other depositories as the Board of Directors may select.

Donations - The Board of Directors may accept on behalf of WVSHA any contributions, gift, bequest or devise for the general purposes or for any specific purpose of WVSHA.

Article X

Books & Records

Record Location - WVSHA shall keep correct and complete books and records of accounts. It shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep a record giving the names and addresses of the members.

ARTICLE XI

COMPENSATION AND CONFLICTS OF INTEREST

Compensation. Except as may be specifically permitted by the Association Policies and Procedures, no director or officer of the Association shall receive any salary, fee, payment, honorarium or other compensation of any kind from the Association or any other party as a result of his/her position or affiliation with the Association. Nothing contained herein shall prevent any person from being reimbursed by the Association for reasonable expenses as approved by the Board of Directors.

Conflicts of Interest with the Association. No director or officer of the Association shall engage in any course of conduct which may result in a conflict of interest with the Association, or take any public position inimical to the best interests of the Association, without the prior written approval of the Board of Directors.

Conflicts of Interests with Others. No director or officer of the Association shall engage in any course of conduct which may result in a conflict of interest with businesses or other organizations without the prior written approval of the Association.

Article XII

Fiscal Year

Fiscal Year - The fiscal year of WVSHA shall begin on the first day of January and end on the last day of December for each year.

Article XIII

Dissolution

Funds - If at any time WVSHA dissolves, any funds remaining in its treasury shall be distributed directly to the United States Equestrian Federation .

Article XIV

Parliamentary Authority

Meetings - Robert's Rules of Order Revised shall govern all meetings of WVSHA when not in conflict with these Bylaws.