



## **New England Miniature Horse Society, Inc. By-Laws**

Revised and Adopted: June, 1986; December 3, 1989; May 13, 1990; April 28 1991; August 14, 1994; February 26, 1996; December 8, 2002; December 11, 2004; March 7, 2005.

### **NAME**

The name of this organization will be NEW ENGLAND MINIATURE HORSE SOCIETY (referred to as NEMHS in these by-laws), and it will be a non-profit organization. Official non-profit status was established with the Internal Revenue effective with the Society's 1995 fiscal year. (Amended December 11, 2004)

### **OBJECTIVES AND PURPOSES** (Amended May 13, 1990 and December 11, 2004)

- A. To promote, protect and perpetuate the Miniature Horse.
- B. The New England Miniature Horse Society, Inc. will be a non-partisan organization.
- C. The NEMHS will be open to all persons interested in the miniature horse.
- D. The intent of these By-Laws is not to limit the effectiveness of the Board of Directors, but to protect the rights of the membership.

### **MEMBERSHIP**

- A. Members of the NEMHS will be admitted, retained and expelled in accordance with the rules and regulations of the Society. All memberships will be personal and no member may transfer their membership or their voting rights. (Amended December 11, 2004)
- B. There will be two types of voting memberships. These are individual senior memberships, and farm memberships. Individual senior members are defined as persons age 18 or over. Individual senior members will have one vote and all

- privileges. Farm memberships will include up to two senior members entitled to one vote each and all privileges, as well as all junior (under the age of 18 as January 1) members in the same household. The two senior members who are eligible to vote must be listed on the membership list. (Amended August 14,1994) Juniors included in a farm membership are not entitled to vote, and must be listed (along with their birthdays) with the secretary each year in order to receive all privileges. (Amended December 11, 2004)
- C. There will be a Youth Membership for any person under the age as of January 1, whose family does not own or lease miniatures horses. Youth members will receive all Society communications, and will be entitled to compete for year end awards with a horse or horses not owned by a family member. Youth members will not be entitled to vote. (Amended December 11, 2004)
  - D. Membership will be terminated upon the resignation, expulsion or death of a member, or upon non-payment of dues. No person may vote, hold elected office, hold a Board of Directors seat, serve on a committee, or accumulate points toward year end awards if dues are not paid current. (Amended December 11, 2004)
  - E. No member will have any rights or interest in any of the property or assets of the society.
  - F. No member of the Society will be personally liable for the debts, liabilities or obligations of the Society.

#### **MEMBERSHIP DUES**

- A. Membership dues will be paid annually.
- B. Membership dues will be assessed in such amounts as determined by the membership/Board of Directors to be sufficient to meet the needs and obligations of the Society.
- C. Annual dues will not be prorated and will be for the period of January 1 to December 31. (Amended February 26, 1995).
- D. Annual membership dues are to be renewed by November 30 for the following year. No member may vote at the Annual Meeting in December, unless dues are renewed (received by the secretary) by November 30<sup>th</sup>. (Amended February 26, 1995, and December 11, 2004).

#### **BOARD OF DIRECTORS** (Amended December 11, 2004)

- A. The Board of Directors will consist of five members of the Society. Three of the five will be miniature horse owners.
- B. The Board of Directors will meet quarterly, and at such other times as deemed necessary.
- C. Board members will elect a chairperson to a one-year-term, whose function will be to conduct the meetings.
- D. Beginning in2005, the members of the Society will elect members in good standing to fill the open Board seats, as they occur, for a period of three year terms. (Amended March 7, 2005).
- E. At such times as there is not an outgoing President, the one year term will be elected from the members of the Society.

- F. There will be no more than two Directors from any one state presiding on the Board at one time; and , there shall be no more than one member per family presiding on the Board at one time. (Amended March 7, 2005)
- G. The Board of Directors may conduct any meeting, other than regular meetings, by telephone or email.
- H. No officer or member of the Board of Directors will be personally liable for the debts, liabilities or other obligations of the Society.
- I. The Board of Directors will have TEMPORARY power and authority to make, amend, repeal and enforce such rules and regulations not contrary to law, the Articles of Incorporation, or these By-Laws, as they deem expedient and necessary concerning the conduct, management and activities of the Society all, however, subject to revision or amendment by the intention to revise or amend has been given to all paid members in writing at least thirty days in advance of that meeting.
- J. A majority of the members of the Board of Directors will constitute a quorum for the transaction of business at a Directors meeting.

## **MEETINGS**

- A. Meetings of the Society will be held at least four times a year. All general membership meetings and locations will be determined by the general membership, the Board of Directors, or the President. All general membership meetings must have a notice issued at least twenty-one days prior to the meeting by way of the club newsletter, the club affiliations, or by a general membership communications via email and/or regular mail. A preliminary meeting agenda must be included. (Amended April 28, 1991; December 1, 1996; December 11, 2004)
- B. The Board of Directors may re-schedule such meetings, and/or schedule other meetings as it deems expedient to carry out the business of the Society, in either case giving full written notice at least ten days in advance to all members, and including the time, date, and place of such meeting and the proposed agenda.
- C. The members of the Society may petition the Board of Directors to hold s meeting if twenty-five percent of the members request such a meeting. The Board of Directors must give written notice as stated in section “Meetings”.
- D. All meetings of the Society will be conducted according to Robert’s Rules of Order.
- E. A quorum will be required to transact any business of the Society. A quorum will consist of a majority vote of the voting members in good standing present at any general membership meeting held with proper notice. The majority will be calculated by the secretary based on the number of eligible voting members who have signed in at the meeting. (Amended May 13. 1990, December 1, 1996)
- F. Absentee or vote by proxy is not allowed in any meeting of the members.
- G. Voting by mail by the general membership is permitted according to these By-Laws as stated in the category entitled Vote By Mail. (Amended December 11, 2004)

- H. The President, or in his/her absence, the Vice-President, or in his/her absence a Chairperson chosen by the majority vote of the members present will preside at the meetings of the Society. (Amended December 11, 2004)

### **ANNUAL MEETING**

- A. The annual meeting will be held on the first Sunday of December.
- B. Nominations will be made for all offices, open Board of Directors seats, and auditor. (Added December 11, 2004)
- C. Voting for all offices, open Board seats, and auditor will be conducted during the annual meeting. (Amended December 11, 2004)
- D. All standing Committee and special Committee reports will be heard.
- E. Written notice of the annual meeting will be sent to all members of the Society at least three weeks prior to the date of said meeting.

### **ELECTIONS**

- A. Elections will be by secret ballot, unless the members at the annual meeting unanimously agree to use the other methods.
- B. Successful candidates will assume office immediately.
- C. In case of vacancy in any office, for any reason, the Board of Directors will elect a qualified successor to serve the balance of the term. (Amended December 11, 2004)
- D. The nominee receiving the highest number of votes shall be elected. In the event of a tie between two or more nominees, the current President will break the tie. (The current President does not vote in the election process). (Amended August 14, 1994; March 7, 2005)

### **OFFICERS AND THEIR RESELECTIVE DUTIES** (Amended May 13, 1990)

- A. The officers of the Society will consist of the President, Vice-President, Secretary and Treasurer.
- B. The term of office for all officers will be one year (Added December 11, 2004)

#### **PRESIDENT**

1. The President will be the chief executive officer of the Society (Added August 14, 1994)
2. The President will preside at all meetings of the membership (Amended August 14, 1994)
3. The President will see that the By-Laws, rules and regulations of the Society are enforced.
4. The President will perform all other duties that may be prescribed from time to time by the Board of Directors.
5. The President will be an ex-officio member of all committees.
6. The President will not serve more than three consecutive terms.
7. The President will prepare all quarterly or special meeting agendas. (Added August 14, 1994)

**VICE-PRESIDENT** (Amended December 11, 2004)

1. The Vice-President will assist the President in his/her duties and, in the absence of the President, have all the powers of that office and will perform all duties of the President.

**TREASURER (FINANCIAL SECRETARY)** (Amended August 14, 1994; December 11, 2004)

1. The Treasurer (Financial Secretary) will keep the accounts of the Society, and provide for the collection, handling, and disbursement of the Society funds as directed by the members of the Society subject to the approval of the Board of Directors.
2. The Treasurer (Financial Secretary) will have the power to sign checks on behalf of the Society, but may not withdraw more than one hundred (\$100) without written permission from the President or a majority of the Board of Directors.
3. The Treasurer (Financial Secretary) must be able to produce a receipt and/or proof of where all monies were spent to any officer of the Society or to the Board of Directors upon written notice. (Amended December 11, 2004)
4. The Treasurer (Financial Secretary) will report on the finances of the Society at every meeting of the membership, and at any such time as requested by the Board of Directors. This report will, at minimum, consist of the opening balance (balance in the account at the last report), deposits (income sources), debits to the account (expenses), and closing balance. A copy of this report must be available to the membership, and will be included in the minutes of all meeting. (Amended December 11, 2004)
5. The Treasurer (Financial Secretary) will be bonded, the cost of which will be paid by the Society.
6. The Treasurer (Financial Secretary) will follow the regulations of the bonding company.
7. The Treasurer (Financial Secretary) will have the books prepared for an annual audit performed by a committee of the membership at the end of the fiscal year.
8. The fiscal year for the Society will run from January 1 through December 31. (Amended February 25, 1995)
9. The Treasurer (Financial Secretary) will keep accurate records on monies collected and will report on the status of paid-membership at the regular intervals. (Added August 14, 1994)

**SECRETARY** (Amended December 11, 2004)

1. The Secretary will keep the minutes of the meetings of the membership.
2. The Secretary will be the custodian for all the safe-keeping of all documents and records of the Society, and will provide access to members in good standing all legal, corporate, official, and unofficial records of the Society.
3. The Secretary will be an ex-officio secretary of all committees.

4. The Secretary will maintain a record book in which all By-Laws, Articles of Incorporation, minutes and any amendments to these documents are properly recorded and will have the current record book available at every meeting. (Added August 14, 1994)
5. The Secretary will publish or cause to be published notices of the date and place of all meetings of the members and the Board of Directors. (Added August 14, 1994)
6. The Secretary will forward a copy of the minutes of all membership meetings to the newsletter and/or the club affiliated publication. (Added August 14, 1994)
7. The Secretary will, in the absence of the President and Vice-President at any meeting, call the meeting to order and preside until the election of a Chairman pro tem, which should take place immediately. (Added August 14, 1994)
8. The Secretary will have a list of all officers, board members, and general membership. (Added August 14, 1994)
9. The Secretary will maintain a current list of all members and will collect dues from all members. Dues will be forwarded to the Treasurer in a timely manner, along with an updated membership list. (Added December 11, 2004)
10. The Secretary will report on the status of the paid-up membership at each meeting of the Society, or when requested by the board of directors. (Added December 11, 2004)
11. The Secretary will notify (by email or regular mail) all members by November 1 of each year that annual dues are due by November 30 in order for a member to vote at the annual meeting in December. (Added December 11, 2004)

## **RESIGNATION**

- A. Any Officer or Director may resign at any time by giving written notice to the Board of Directors.
- B. Written resignations will take effect at the time specified therein.
- C. Acceptance of such resignation will not be necessary to make it effective.

## **COMMITTEES**

- A. Membership on all committees will be voluntary with the exception of the Audit Committee, which will be a Standing Committee and will be elected by the membership. (Amended August 14, 1994; February 26, 1995)
- B. All committees, with the exception of the Audit Committee, will be formed at the meeting prior to the required annual meeting in December. Following this formation, a chairperson for each committee will be elected from among the members of the respective committees. At least initiating plans and drafting proposals to be presented at the required December meeting to the general membership for their comments and suggestions. Any other meetings will be called when deemed necessary by the committee chairperson. (Amended August 14, 1994; December 1, 1996; December 11, 2004)

- C. It will be the duty of each committee chairperson to organize the committee and make reports to the membership at each meeting of the Society. If the chairperson cannot be present to report to the membership at a meeting, the chairperson will send a written report to the President to be read to the membership, and included in the minutes of the meeting. (Amended December 11, 2004)
- D. The Officers and/or the Board of Directors may create and empower other committees, general and/or special to assist in the activities of the society. Those powers shall be specified by the Directors.
- E. Standing committees will include: The Audit Committee and the Show Committee. (Amended February 26, 1995 – Judiciary Committee eliminated)

**1. Audit Committee**

- a. The Audit Committee will conduct the annual audit of the Society's finances.
- b. The Audit Committee will be responsible for filing of the Society's annual non-profit tax return. This return must be filed each year with the Internal Revenue Service by May 15 (based on a fiscal year ending on December 31). (Added December 11, 2004)
- c. The Audit Committee, with the consent of the Board of Directors, will have the power to retain such experts and/or professionals as may be necessary to carry out such audit and/or IRS filing. (Amended December 11, 2004)
- d. The Audit Committee will have the same power in the event the Board of Directors deems that additional audits are necessary or in the event financial questions should arise at other times during the fiscal year.

**2. Show Committee**

- a. The Show Committee will consist of at least three members of the Society.
- b. It will be the responsibility of the Show Committee Chairman, with the approval of the show committee members and the President to:
  - 1. Hire management for all pointed Society sponsored shows.
  - 2. Purchase ribbons and trophies for all approved shows.
  - 3. Purchase awards for the Year-End Awards Banquet (subject to available funds)
  - 4. Organize the Year-End Awards Banquet, or delegate to a member of the Show Committee. Note: The Banquet location will be subject to approval by the Show Committee members and the President.
- c. The show plans will be contingent upon a majority vote of acceptance by the membership at a regular meeting. (Amended December 11, 2004)
- d. A "Show Point Keeper" will be elected from among the members of the Show Committee. This individual must have

accurate information available at each of the Society pointed shows, all Regular Membership Meetings, and all Show Committee Chairperson, or by request of any member in good standing with permission by the President.

### **PROHIBITION**

Under no circumstances will the society have the power to issue any form of registration certificates relative to miniature horses.

### **AMENDMENTS** (Amended December 11, 2004)

These By-Laws can be amended by a majority vote of the membership at any regular meeting of the Society, provided written notice of any proposed amendment(s) have been given to the membership thirty days in advance of such vote.

### **VOTE BY MAIL** (Amended December 11, 2004)

- A. Voting by the general membership may be done by mail when it is deemed by the officers and/or directors present at a scheduled meeting that the issue is of sufficient importance to warrant such a vote.
- B. The Board of Directors may request a vote by mail if an issue is of such importance that it cannot wait until the next scheduled meeting.
- C. The results of a vote by mail are to be reported to the membership as soon as tabulated.

### **NOTIFICATION OF MEMBERSHIP** (Added December 8, 2002)

- A. Effective January 1, 2003, the official method of notification to the membership of meetings and any and all Society business that requires notification according to the by-laws, will be electronic mail (“email”).
- B. It is the intent of this by-law that any Society business or official notification previously transacted by regular mail, now be transacted by email whenever possible, provided it is deemed in the best interest of the Society.
- C. The subject line of all NEMHS email communications will read “Official NEMHS Communication”, and these official emails will come only from Officers or Board Members, or, with special prior permission of the President, from other members. (Added December 11, 2004)
- D. The Society recognizes that some members may not have access to email, or would prefer not to receive notices by email. These members may make their preference known to the Secretary, who will then notify them by regular mail.

### **GOVERNING RULES**

The rules contained in the NEMHS By-Laws will govern the Society in all cases to which they are applicable, and in which they are not inconsistent with the law, or with the Articles of Incorporation of this Society. (Amended May 13, 1990; December 11, 2004)

### **DISSOLVE THE ORGANIZATION** (Amended December 11, 2004)

Should the members vote to dissolve the New England Miniature Horse Society, all monies remaining in the treasury after payment of all obligations of the Society will be

donated to the USA Equestrian Team, formally known as the USET, as stipulated in the Articles of Incorporation.