

GREAT LAKES PASO FINO HORSE ASSOCIATION, INC.

BY-LAWS

ARTICLE I

NAME

This corporation shall be known as GREAT LAKES PASO FINO HORSE ASSOCIATION, INC., as a non-profit Ohio Corporation hereinafter to be referred to as Horse Association.

ARTICLE II

LOCATION

This corporation shall be located in Ohio.

ARTICLE III

OBJECTIVES AND PURPOSES

The objects and purposes of the Horse Association shall be those stated in Article III of its Articles of Incorporation and more specifically to:

- 1) Foster and encourage good relations between the Horse Association members and other associations and especially and specifically between the Paso Fino Horse Association, Inc., and its registry, USA Equestrian, and any other state horse show association.
- 2) Aid and encourage the breeding, exhibiting, use, and perpetuation of Paso Fino horses.
- 3) Formulate publicity and education programs and other activities in the interest of Paso Fino horse owners and enthusiasts.
- 4) Promote, encourage, and stimulate popular interest in the many outstanding uses and qualities of the Paso Fino Horse.
- 5) Do any and all things necessary or appropriate to accomplish the objectives and purposes as stated herein and as set forth in the Articles of Incorporation.

ARTICLE IV

MEMBERSHIP

Section 1: Application

Application for membership shall be made on such form and in such manner as may be determined by the Board of Directors and shall be accompanied by payment of the dues for the year of application. Upon receipt of such application, the application shall be approved or rejected by a majority vote of the Board of Directors.

Section 2: Regular Member

No Regular Membership is issued under the age of 18 years. Dues are to be paid to the Horse Association in such amount and for such period of time as the annual meeting may prescribe by any duly enacted resolution of the annual meeting. Thus, having full right in voting, holding office and all other benefits as the Horse Association offers. Each Regular Membership is entitled to one (1) vote.

Section 3: Family Membership

Family Membership shall be listed under the name of the Head of the Family. Consists of two (2) Regular Memberships, the Head of the Family and Spouse or one unmarried child 18 years or older, and unlimited Associate Memberships. Family Membership valid so long as family unit

consists of one (1) member 18 years or older. All other members of family unit to enjoy all other benefits of the Horse Association. Dues are to be paid to the Horse Association in such amount and for such period of time as the annual meeting may prescribe by any duly enacted resolution of the annual meeting.

Section 4: Associate Member

A non-voting member and having no nominating, voting or office holding privileges, but enjoying and supporting all other benefits of the Horse Association. Dues are to be paid to the Horse Association in such amount and for such period of time as the annual meeting may prescribe by any duly enacted resolution of the annual meeting.

Section 5: Annual Dues

Each member shall pay annual dues on or before September 30 of each year, or at such time as the Board of Directors shall determine. Members shall pay such further dues and assessments as may be determined by the board of Directors. Annual dues will cover a period from September 30 for one calendar year. If paid at the time of election dues will be good only until September 30 of that year.

Section 6: Basis of Revoking Membership

After investigation, if, in the opinion of a majority of the Board of Directors, a membership should be revoked, the Board shall so recommend to the President. The President shall then place it on the floor at a Regular Meeting. A two-thirds majority vote of the Regular Members present at the meeting will be necessary to revoke a membership.

Section 7: Complimentary Member

Par. a. Complimentary Members may be nominated by a Regular Member in good standing of the Horse Association and approved by a majority vote of the Board of Directors.

Par. b. Complimentary Members will have no voting privileges but will be entitled to participate in all Horse Association activities and will receive the Horse Association Newsletter.

Par. c. A majority vote of the Board of Directors will remove a Complimentary Member.

Section 8: Life Member

Par. a. In order to be considered for a Life Membership a person must be a Regular Member in good standing of the Horse Association.

Par. b. The name of a person to be considered for a Life Membership must be submitted in writing to the President, and it may be submitted by any Regular Member in good standing.

Par. c. The President shall present the submitted name to the Board of Directors for consideration. A majority vote of the Board of Directors shall authorize the President to submit the name at a Regular Meeting for approval.

Par. d. Life Members shall receive at no charge, all the benefits, privileges, and activities of the Horse Association.

Par. e. A majority vote of the Board of Directors will remove a Life Member.

Section 9: Chapters

A chapter is a group of people interested in the aims and goals of the Great Lakes Paso Fino Horse Association.

Par. a. To make application for affiliation with Great Lakes Paso Fino Horse Association, the group seeking affiliation with Great Lakes Paso Fino Horse Association must provide a membership list that accompanies the application for affiliation to the Great Lakes Paso Fino Horse Association Secretary. The group must be comprised of at least fifteen (15) voting members in good standing in Great Lakes Paso Fino Horse Association.

Par. b. The application for affiliation must be accompanied by the appropriate fees and shall be submitted to the Great Lakes Paso Fino Horse Association Secretary. The application shall subsequently be submitted to the Great Lakes Paso Fino Horse Association next membership meeting for consideration.

Par. c. Lists of current members and officers of the chapter must be submitted to the Great Lakes Paso Fino Horse Association Secretary each January 1 and at any other time as requested. Should the membership of any chapter fall below ten (10) voting members of Great Lakes Paso Fino Horse Association at any time, Great Lakes Paso Fino Horse Association shall review the chapter's status.

ARTICLE V

CORPORATE POWERS

Section 1: Division of Powers

The Corporate Powers of the Horse Association shall be administered as provided in the Article.

Section 2: Powers of the Annual Meeting

Par. a. Exclusive Powers

The Annual Meeting shall have exclusive power to enact, repeal, and amend By-Laws; amend the Articles of Incorporation; and dissolve the Corporation.

Par. b. Other Powers

The Annual Meeting may, by resolution, take any other action not inconsistent with law, with the Articles of Incorporation, or with the By-Laws.

Section 3: Powers of the Board of Directors

Par. a. Enumeration

The Board of Directors shall have power to take any action not inconsistent with law, with the Articles of Incorporation, with the By-Laws, or with any duly enacted resolution of the Annual Meeting.

Par. b. Delegation of Power

The Board of Directors may delegate to any Committee or Officer any portion of its power, subject, to any limitation which it may see fit to impose.

Section 4: Powers of the Officers

The Officers of the Horse Association shall have those powers delegated to them by these By-Laws and such additional powers as may be delegated by the Annual Meeting or by the Board of Directors.

ARTICLE VI

MEETING OF MEMBERS

Section 1: Annual Meeting

Par. a. Date of Annual Meeting

The Annual Meeting of the members shall be held during the fall of each year. A 30-day written notice to membership is required.

Par. b. Purpose

To duly elect Officers and Board of Directors for the ensuing year, all of whom shall take office immediately following election, and to transact any and all business required by the Horse Association. At the Annual Meeting, the membership will elect one (1) delegate to attend the PFHA Show Rules Committee as needed, the Board of Directors Meeting and the PFHA Convention.

Par. c. Qualified Membership

Upon entering the Annual Meeting, each person whose names appears on the Qualified Membership Role shall be identified as Regular or Associate Memberships. A current Qualified Membership role prepared by the Horse Association Secretary shall be on hand at the Annual Meeting.

Par. d. Procedures

- 1) Procedures to be followed during the Annual Meeting are found in Article X, General Provisions, Sections 1 and 2.
- 2) Those members present at the Annual Meeting shall constitute a quorum to transact business.

Par. e. Voting

- 1) Special Measures

The favorable vote of two-thirds of the votes cast shall be required to: Enact, repeal, or amend a By-Law, Amend the Articles of Incorporation, or dissolve the Corporation.

- 2) Ordinary Measures

A majority of the votes cast shall be necessary for the election of an Officer or Director or for the adoption of any measure.

3) Proxies or Mailed Ballot

Voting by proxy or by mailed ballot shall not be permitted. (Except as noted under Chapter voting.)

4) Chapter Voting

At membership meetings a member may vote individually or he/she may vote as represented by their designated chapter representative. The representative must be a Great Lakes Paso Fino Horse Association member in good standing.

Each chapter affiliated with Great Lakes Paso Fino Horse Association and in good standing, shall have the right to send one (1) representative to the meeting. Each representative shall be entitled one (1) vote for each person who is designated as a member in good standing of that chapter and who is also a member of Great Lakes Paso Fino Horse Association in good standing. No member shall be represented of more than one chapter.

The Chapter representative is to submit a list of members whose vote is being represented to the Great Lakes Paso Fino Horse Association Secretary. The Horse Association Secretary is to ensure that the Chapter members are members in good standing of the Horse Association and to disclose to those present how many votes each Chapter representative carries.

Par. f. Amendments of By-Laws

An amendment to a By-Law must be submitted in writing to the President and it must be submitted by a Regular Member in good standing of the Horse Association. At least 30 days prior to the Annual Meeting proper notice of By-Laws Changes shall be mailed to the membership of the Horse Association by the Secretary. Proper notice is fulfilled by publication in the Horse Association newsletter.

Section 2: Special Meetings

Par. a. Date of Special Meetings

A special meeting may be called by the President or the Board of Directors at any time. A 30 day written notice of meeting to membership required.

Par. b. Procedures

- 1) Procedures to be followed during Special Meetings are found in Article X, General Provision, Section 1 and 2.
- 2) Those Regular Members present at any Special Meeting shall constitute a quorum to transact business.

Par. c. Voting Procedures

All measures and/or actions shall be carried by a clear majority vote.

ARTICLE VII

BOARD OF DIRECTORS

Section 1: Number and term of Directors

Par. a. The business, property and affairs of the Horse Association shall be managed by a Board of Directors composed of the Officers of the Horse Association and an equal number of duly elected non-office holding members ideally from at least three (3) separate regions, total Board of Directors not to exceed eight (8) in number. Each Director shall hold office for the term for which he is elected and until his successor is elected and qualified.

Par. b. The immediate Past President of the Horse Association is to be a member of the Board of Directors.

Par. c. No person shall be eligible to hold the office of Director for a continuous period in excess of three consecutive years, provided, however, that the foregoing limitation shall not be applicable to the immediate Past President or any appointee to fill a vacancy.

Section 2: Duties of the Board

The Board of Directors shall transact all business of the Great Lakes Paso Fino Horse Association, Inc., and it shall determine the policies, fiscal matters, employment of staff and other personnel matters, and in general, assume responsibility for the guidance of the affairs of the Corporation.

Section 3: Vacancies

Par. a. The office of a Director shall be vacant under the following circumstances.

- 1) The death, resignation, or permanent inability to assume the duties of a Director.
- 2) Failure of a Director to maintain a Regular Membership.
- 3) The Board of Directors shall review the record of any Director who attends less than seventy-five percent of regularly scheduled Board meetings and may give consideration to a request for resignation.

Par. b. Any vacancy occurring between Annual Meetings shall be filled by the Board until the next Annual Meeting. Any vacancy arising at an Annual Meeting shall be filled by election at the Annual Meeting for the unexpired term.

Section 4: Meeting

Par. a. Annual Meeting

There shall be a meeting of the Board of Directors immediately preceding or following each Annual Meeting of the Horse Association.

Par. b. Regular Meeting

There shall be a Board of Directors meeting immediately preceding or following each Regular Meeting of the Horse Association.

Par. c. Special Meetings

The President or the majority of the Board may call a Special Meeting of the Board at any time and at any place upon reasonable notice to each Director.

Par. d. Quorum

At any meeting of the Board, the presence of fifty-one percent of the Directors shall constitute a quorum to transact business.

Par. e. Voting by Mail or Phone

The Board of Directors may take action by contacting the Board Members by mail or phone, and a majority vote shall rule.

Par. f. Open Meetings

All Board of Directors Meetings are open to Members in good standing.

ARTICLE VIII

OFFICERS

Section 1: Number and Terms of Officers

The Officers of the Horse Association shall consist of a President, a Vice-President, a Secretary, and a Treasurer, and shall be elected to a term of one year. All officers, directors and delegate must reside in the Great Lakes Paso Fino Horse Association region.

Section 2: Election

Par. a. Officers shall be elected by the membership at the Annual Meeting in accordance with the procedures of "Robert's Rules of Order, Newly Revised."

Par. b. In the event that there are three or more candidates for an office and no candidate receives a majority of the votes cast, there shall be a revote for the two candidates receiving the largest number of votes.

Par. c. An exception to the ballot vote is that the ballot may be dispensed with by unanimous vote when there is but one candidate for an office.

Section 3: Qualifications

Par. a. Officers

Each officer shall be, at all times during his term of office a Regular Member of the Horse Association.

Par. b. President

The incumbent President to service one (1) full year on the Board of Directors following the term as President.

Section 4: Vacancy

Any vacancy in the offices shall be filled by the Board of Directors until the next Annual Meeting.

Section 5: Duties of the President

Par. a. The President shall preside at the Annual Meeting, meetings of the General Membership and meetings of the Board of Directors.

Par. b. Except as otherwise provided, the President shall appoint all committees that shall serve at the pleasure of the President; and the President shall be an Ex-Officio Member of all committees.

Par. c. With the limitations imposed by the Articles of Incorporation, these By-Laws, and any duly adopted Resolutions, the President shall have general power to conduct and manage the affairs and business of the Horse Association.

Section 6: Duties of the Vice-President

Par. a. The Vice-President, in order of precedence, shall assume the duties of the President in the event of the President's absence or inability to act, or as requested.

Par. b. The Vice-President, shall have such other duties, respectively, as may be specifically delegated by the President.

Par. c. The Vice-President shall act as Show Chairman and may appoint an assistant to act as Show Secretary.

Section 7: Duties of the Secretary

1) The Secretary shall keep, or cause to be kept, a full and complete record of the proceedings of the Annual Meeting, Regular Meetings, and of meetings of the Board of Directors, and of action taken by the Board of Directors.

2) The Secretary shall keep, or cause to be kept the seal, books, documents, and papers of the Horse Association, and shall affix the seal to all papers duly authorized by the President.

3) The Secretary shall handle, or cause to be handled, all correspondence and communications approved by the President, and perform all duties incident to the office of Secretary.

4) The Secretary shall publish notice of the place and date of the Annual Meeting, General Meetings, and meetings of the Board of Directors.

5) The Secretary shall keep a corrected, current copy of the Horse Association By-Laws.

6) The Secretary shall have such other duties as may be delegated to him or her by the President.

Section 8: Duties of the Treasurer

- 1) The Treasurer shall deposit all monies of the Horse Association in the name of the Great Lakes Paso Fino Horse Association, Inc. in a bank or banks selected and designated by the Board of Directors, subject to withdrawal for authorized purposes, upon either signature of two (2) of the officers of the Horse Association, one of whom shall be the Treasurer, and the other of whom shall be the President.
- 2) The Treasurer shall disburse funds of the Horse Association in accordance with the directions given to him or her by the President.
- 3) The Treasurer shall keep complete books of account; prepare and present an itemized statement to the Annual Meeting, and prepare and present such interim reports as may be required by the President, and prepare and file reports and returns required by all governmental agencies.
- 4) The Treasurer shall keep all properties belonging to the Horse Association.
- 5) The Treasurer shall have such other duties as may be delegated to him or her by the President.

ARTICLE IX

COMMITTEES

Section 1: Nominating Committee

Par.a. A Nominating Committee consisting of three Regular Members shall be elected each year by the Regular Members at the Annual Meeting to Nominate officers and Directors for the following year. Every other year the Nominating Committee shall nominate candidates for the Horse Association Director to sit on the Paso Fino Horse Association Board of Directors and also act as the Horse Association Delegate to the Paso Fino Horse Association

Par. b. Each Director of the Horse Association may place in nomination one person to be considered by the Regular Members for a position on the Nominating Committee.

Par. c. Each Nominee must be a Regular Member of the Horse Association in good standing and must be in attendance at the meeting at which they are being elected.

Par. d. No more than eight nominees may be submitted for the consideration of the Regular Members.

Par. e. The Nominating Committee shall present its list of Nominees to the President of the Horse Association 30 days before the Annual Meeting and the list of Nominees is to be published along with the notice of the Annual Meeting.

Par. f. Prior to the opening of any meeting in which an election is being held, the Nominating Committee shall post the list of Nominees.

Par. g. Each Regular Member at the Annual Meeting may vote (by secret ballot) for no more than three of the Nominating Committee Nominees. The three Nominees receiving the largest number of votes will sit as Nominating Committee for the following year.

Par. h. The Three members elected shall select a Chairman and Vice-Chairman from their membership.

Section 2: Other Committees

The Annual Meeting, the Board of Directors, or the President may provide for the appointment and duties of such other committees as may be necessary or desirable.

ARTICLE X

GENERAL PROVISIONS

Section 1: Robert's Rules of Order (Newly Revised)

Par. a. The rules contained in the "Robert's Rules of Order" shall govern the Horse Association of all cases to which they are applicable, and in which they are not inconsistent with these By-Laws and any special rules of order the Horse Association may adopt.

Par. b. The above rules of Order will cover the Annual Meeting, the Special Meetings, the Board of Directors Meetings, and all Committee Meetings.

Section 2: In addition to nominations by the Nominating Committee, nominations may be made from the floor.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Horse Association shall be from October 1 to September 30.

ARTICLE XII

AUDIT OF BOOKS

Books of account and membership records shall be available to any member upon written request to the Board of Directors.

ARTICLE XIII

CORPORATE SEAL

The State of Ohio shall provide a suitable seal containing the name of the Horse Association and the words "corporation not for Profit", which seal shall be in the charge of the Secretary. The seal of the Horse Association must be affixed to all Certificates, documents, contracts and papers as the Board of Directors prescribe.

ARTICLE XIV

COMPENSATION

No compensation shall be paid to Directors for services performed by them for the Horse Association in any capacity unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors before such services were rendered.

ARTICLE XV

NON-PROFIT STATUS

No part of the net earnings of the Horse Association shall inure to the benefit of any individual or member.

ARTICLE XVI

POWERS

In order to promote the purposes of this Horse Association it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the Horse Association shall require for the benefit of the members and not for pecuniary profit.

ARTICLE XVII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Horse Association and upon dissolution of the Horse Association all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code, or the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

ARTICLE XVIII

SUPERSESSION

These By-Laws supersede any and all By-Laws in effect heretofore, and supersede any and all resolutions inconsistent herewith.

The foregoing By-Laws were originally adopted on the 20th day of May 1972, and include these amendments adopted prior to October 11, 2008.