

BYLAWS OF THE
GREAT WESTERN PASO FINO HORSE ASSOCIATION, INC.

PFHA Regional Election Information

ARTICLE I – Name

Section 1. Name. The name of the Association shall be the Great Western Paso Fino Horse Association, Inc. The title Great Western Paso Fino Horse Association, Inc., or GWPFHA, shall not be used in connection with shows, sales, advertising or other Paso Fino horse activities that are not officially sponsored or supported by the GWPFHA. GWPFHA shall be operated and conducted as a non-profit organization.

Section 2. Affiliation. The Great Western Paso Fino Horse Association, Inc. is a Regional Group affiliated with the Paso Fino Horse Association (PFHA). GWPFHA shall at no time have fewer than twenty (20) current PFHA members in good standing designated to GWPFHA.

Section 3. Financial Gain. GWPFHA shall under no circumstances be used for personal financial enrichment or gain of any of its members; and no portion of its money or property shall be used to the benefit of any individuals.

ARTICLE II – Objectives

The objectives of GWPFHA shall include, but not be limited to:

- A. To promote camaraderie within GWPFHA.
- B. To promote GWPFHA functions.
- C. To provide positive direction for GWPFHA members.

ARTICLE III – Fiscal Year

The fiscal year of the GWPFHA will run from 1 January to 31 December of the calendar year.

ARTICLE IV – Membership.

Section 1. Members and Votes. Members of GWPFHA shall be admitted, suspended and expelled in accordance with such policies as the GWPFHA BOD may adopt. In all matters governed by the vote of the members, each voting member (see categories of membership) in good standing (paid membership in current year) shall be entitled to one (1) vote.

Section 2. Membership Dues. The Board of Directors (BOD) shall set the dues for each category of membership, as necessary, at a BOD Meeting. Dues may not be raised during the membership year. The annual dues shall be payable on 1 October of each year. Membership will commence upon payment of said dues and expire on 30 September. Memberships shall not be pro-rated.

Section 3. Membership.

All membership applications shall be in writing and forwarded to the GWPFHA Membership Committee Chairman with proper dues. The Membership Committee Chairman will forward all funds received to the Treasurer with a detailed listing of names and amount received. The Membership Committee Chairman will also forward to the Secretary a detailed listing of names and contact information for all new members.

All members in good standing shall:

- 1. Have equal privileges and responsibilities with respect to GWPFHA except as specified in Article IV, Section 5 below; and
- 2. Obey and be bound by the GWPFHA Bylaws.

Section 4. Membership Categories.

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A. Individual Members: Persons 18 years of age on 1 October of the current membership year. Individual members are eligible to vote at membership meetings and hold office.

B. Farm/Business Members: Legal entities that desire membership privileges in a Farm/Business name. Qualifies for one (1) vote at membership meetings per farm/business membership.

C. Junior Members: Persons 17 years old or younger on October 1 of the current membership year. Junior members are not eligible to vote or hold office.

D. Family Members: Comprised of one (1) or two (2) adults plus junior members. Adult members are eligible to vote at membership meetings and hold office.

E. Affiliate Members: Persons or legal entities that desire to be kept informed of the activities and events sponsored by GWPFHA. Affiliate members are not eligible to vote or hold office.

Section 5. State Chapters

Chapter Boundaries. Each state within GWPFHA (Arizona, Colorado, Nevada, New Mexico, and Utah) may have its own chapter.

Chapter Guidelines. Each chapter may plan its own activities. The functions planned by each chapter will be covered by the GWPFHA insurance policy as long as each individual function abides by the insurance regulations. The GWPFHA President will appoint a representative for each active chapter. Each chapter will have sole control over how that chapter operates, within the guidelines of the GWPFHA Bylaws.

Chapter Responsibilities. Each individual chapter will be responsible for the debts incurred by that chapter. Twenty percent (20%) of the profits of any and all fund raising events (not to exceed \$1,000.00 per year per chapter) will be transferred to the GWPFHA's general operating account. If a chapter becomes inactive all funds held in the chapter's bank account will be transferred to the GWPFHA's general operating account.

ARTICLE V – Officers

Section 1. President and Past President. There shall be an elected President who shall be Chief Executive Officer of GWPFHA, and the Presiding Officer at Membership and BOD meetings. He/she shall serve as a voting member of the BOD for a full year following his/her term of office.

Section 2. Vice President. There shall be an elected Vice President who shall, in the absence or incapacity of the President, act as President.

Section 3. Secretary. There shall be an elected Secretary who shall be responsible for recording and providing minutes to the President within three (3) weeks after an official meeting of GWPFHA. The Secretary will maintain printed copies of all GWPFHA meeting minutes, which he/she will forward at end of his/her term to the next secretary or to the BOD upon resignation. Failure to comply with these responsibilities may result in immediate removal and requires no special meeting.

Section 4. Treasurer. There shall be an elected Treasurer who shall be Chief Financial Officer of GWPFHA. The Treasurer shall:

A. Have charge and custody of, and be responsible for, all funds of GWPFHA.

B. Act as custodian of the GWPFHA Operating Account.

C. Review and evaluate proposed budgets from various committees to develop and recommend to the BOD an annual budget for GWPFHA, as part of the Finance Committee.

D. Render cash flow statements to the BOD, as part of the Finance Committee.

E. Have charge of, and be responsible for, the preparation and filing of all tax returns and reports required by law, and the payment of taxes for which GWPFHA may be responsible, if any.

F. Review the financial record keeping and control systems of GWPFHA and shall recommend improvements when needed.

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The Treasurer will maintain all GWPFHA financial records, which he/she will forward at end of his/her term to the next treasurer or to the BOD upon resignation. Failure to comply with these responsibilities may result in immediate removal and requires no special meeting.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the President or Secretary of GWPFHA. Any such resignation shall take effect at the time specified. Acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. The BOD may fill any vacancy in an office from any cause for the unexpired portion of the term.

Section 7. Term of Office. The members at the Annual Membership Meeting shall elect officers or as soon thereafter as is conveniently possible. Election shall be by ballot. The candidate that receives the most votes shall be declared the winning candidate. Elected officers shall serve for a two-year term coinciding with the GWPFHA fiscal year. Each officer shall serve until his/her successor shall have been chosen, or until resignation or removal.

ARTICLE VI – Board of Directors

Section 1. Purpose. The Board of Directors (BOD) shall be the policy-making body of GWPFHA.

Section 2. Members. It shall be composed of seven (7) members, which will consist of the officers elected by the membership (i.e., President, Vice President, Treasurer and Secretary), the immediate Past-President, and two (2) Directors-at-Large elected by the membership, who will each have one (1) vote on the BOD. The President shall act as chairperson of the BOD. Each Director-at-Large and the Vice President must chair a committee. The number of Directors may be increased or decreased from time to time by resolution of the BOD, except that no decrease in the number of directors shall shorten the term of any incumbent Director.

Section 3. Action by Mail/E-Mail/Conference Call. The BOD may take action by mail/e-mail or conference call without a meeting, provided that each BOD member is notified through mail/e-mail or by phone of the proposal to be acted upon and seventy-five percent (75%) of the BOD members consent. The GWPFHA Secretary must record all votes on any proposal.

Section 4. Responsibilities. The BOD shall be empowered to provide procedures for the implementation and accomplishment of the goals and purposes of GWPFHA, which shall include, but not be restricted to:

- A. Establishing and updating objectives to set the direction of GWPFHA;
- B. Establishing policies needed to accomplish the objectives of GWPFHA;
- C. Establishing or terminating committees as needed, monitoring committee results, and taking action if necessary;
- D. Establishing regulations for voting by proxy;
- E. Establishing all membership fees;
- F. Safeguarding the rights and interests of all members;
- G. Maintaining communication with the membership on a regular basis.

Section 5. Removal. Any officer/Director at Large may be removed by the vote of a majority of the BOD at a meeting called for that purpose whenever in the BOD's judgment the best interests of GWPFHA will be served. Officers/Directors who are not present for more than two (2) consecutive meetings may be removed and replaced at the discretion of the BOD without calling a special meeting.

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ARTICLE VII - **Delegate to PFHA**

Section 1. Appointment and Term of Office. The Delegate shall be appointed by the GWPFHA BOD and serve at their discretion. If the Delegate is unable to attend any PFHA BOD meeting, the GWPFHA BOD shall appoint an alternate Delegate.

Section 2. Duties. The Delegate shall attend all GWPFHA BOD Meetings to discuss member wishes in regard to proposed actions of the PFHA. The Delegate shall report proposed actions of the PFHA to the GWPFHA BOD and will be required to solicit member input on all proposed PFHA actions prior to such meetings. The Delegate's report should be factual without personal bias.

Section 3. Decorum. The Delegate shall conduct himself/herself in a manner that is a credit to GWPFHA. He/she shall respect the differences of opinions that other members may have on the issues presented and support the decisions of the GWPFHA membership and its BOD. He/she shall conduct all business with honesty, integrity, and accuracy in an open and forthright manner.

Section 4. Compensation. The Delegate at the January BOD meeting will submit the estimated expenses for the upcoming year to be incorporated into the annual budget of GWPFHA. Prior to each PFHA meeting to be attended by the Delegate, the GWPFHA BOD will determine the actual expenses, if any, to be reimbursed to the Delegate.

ARTICLE VIII – Committees

Unless otherwise specified in the Bylaws, the President shall appoint, subject to the approval of the BOD, a GWPFHA member to chair each committee. Committee Chairs shall appoint, subject to the approval of the President, additional committee members unless otherwise specified in the Bylaws. Additional committees may be added at the discretion of the President and include, but are not limited to:

A. **FINANCE COMMITTEE.** The Committee shall consist of the Treasurer, President and at least one (1) other member appointed by the President with the President acting as Chair. The duties of the Committee shall be as follows:

To prepare a complete cash flow statement for each BOD meeting.

To prepare an Annual Budget for GWPFHA.

To review annually the dues structure of GWPFHA and make recommendations to the BOD for any changes (see Article IV, Section 2).

To assure copies of statements for all accounts are provided to Treasurer.

To assure Treasurer is included as authorized signer on all accounts.

To establish additional accounts as needed to effectively carry out the activities of GWPFHA and to appoint custodians for these accounts.

B. **BYLAWS COMMITTEE.** This Committee shall consist of eight (8) GWPFHA members that shall include the seven (7) BOD members, and one (1) member appointed by the President. The President shall chair the Committee. The duties of the Committee shall be to receive, review, and disseminate any proposed changes to the Association Bylaws.

ARTICLE IX – Bank Accounts.

Each chapter may hold its own bank account in the name of GWPFHA using GWPFHA's tax identification number. All account custodians will include the Treasurer as an authorized signer and provide copies of all bank statements to the GWPFHA Treasurer prior to each BOD meeting. All account custodians shall keep complete books and records of accounts and forward all records to the Finance Committee Chair annually, but no later than 31 January of the following year.

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ARTICLE X – Meetings

Section 1. Presiding Officer; Order of Business. Membership Meetings and BOD Meetings shall be presided over by the President or the Vice President in the absence of the President.

The order of business shall be as follows:

1. Call of meeting to order
2. Proof of notice of meeting (if required)
3. Reading of minutes of previous meeting
4. Reports of Committees
5. Reports of Chapters
6. Election of Officers and Directors at Large (when appropriate)
7. Old/New business
8. Adjourn

Section 2. Rules of Order. All meetings of GWPFHA shall be governed by and shall be conducted according to Roberts Rules of Order, Newly Revised. In the event of any conflict or inconsistency between the Bylaws and Roberts Rules, the Bylaws shall apply.

Section 3. Annual Membership Meetings. An Annual Membership Meeting may be held in each fiscal year at a time and place designated by the President.

Section 4. Annual Awards Banquet. An annual Awards Banquet may be held in each fiscal year to recognize the achievements of the Association's members and/or horses.

Section 5. Board of Directors Meeting. The BOD shall convene and conduct at least three (3) meetings each year at such times and locations as designated by the President. A meeting of the BOD may be held without notice immediately following the Annual Membership Meetings. BOD Meetings may be held at any time without notice, if all are present. The President or a majority of the BOD may call a Special Meeting. Business transacted at any Special Meeting shall be limited to the purposes stated in the notice.

Section 6. Notice and Purpose of Meeting. Notice of the time and place of every meeting shall be provided to the membership. Notice shall be delivered not less than ten (10) days and not more than sixty (60) days before the meeting.

Section 7. Quorums. Quorums for conducting any business of GWPFHA shall be thirty percent (30%) of the possible voting members (present or represented) at a Membership Meeting, or fifty-one percent (51%) of the BOD at a BOD Meeting.

ARTICLE XI – Voting

Section 1. Board of Directors Meetings. At BOD meetings, only actual members of the BOD may vote. All voting shall be by voice.

Section 2. Annual Membership Meeting. At the Annual Membership Meeting, a member may vote individually or he/she may vote as represented by a designated proxy. Each voting member of GWPFHA who has been a paid member for 30 days prior to the meeting shall be entitled to one (1) vote, in person or he/she may vote by absentee ballot or by proxy as stated below. All voting shall be by voice, except when

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voting for Officers, Directors-at-Large, or when any member present requests a written ballot. The written ballot will include the motion, the name of the member voting, and if such ballot is by proxy, it shall also state the name of the designated voting member.

Section 3. Absentee and Proxy Voting

A. An absentee ballot may be used only for the election of officers. The form for the absentee ballot with the Agenda shall be provided to the membership 30 days prior to the meeting. All absentee ballots shall be filed with the GWPFHA Secretary at least ten (10) days before the meeting.

B. A proxy vote may be used to vote on motions presented at a GWPFHA Membership Meeting. The Proxy Form shall be provided with the annual Membership Application or upon request. Proxies shall be in a form designed by the BOD, and shall be on file with the GWPFHA Secretary at least ten (10) days prior to the meeting. Only the official GWPFHA Proxy Form will be recognized as a valid form. No member may be represented by more than one proxy vote. The proxy holder must be a paid voting member of GWPFHA for thirty (30) days prior to the meeting. Proxies will be valid for the current membership year only. A proxy, once delegated is not transferable; therefore, the recipient must be present at the meeting.

Section 4. Retention of voting Records. The GWPFHA Secretary shall retain all ballots and absentee ballots and the tabulations of all votes from the membership meetings for at least sixty (60) days after the close of the meeting.

ARTICLE XII – Amendments to the Bylaws

Section 1. Membership Meeting. The Bylaws may be altered, amended, or repealed or new Bylaws may be adopted at a Membership Meeting provided that:

- A. Notice of Intent to amend the Bylaws shall be mailed to the membership at least thirty (30) days prior to the meeting at which the vote shall occur;
- B. Notice shall contain the content of each proposed amendment with effective date and state its purpose and intent;
- C. A two-thirds (2/3) majority of the membership present or by proxy shall vote in favor of such amendment to the Bylaws.

Section 2. Procedure.

Any member may propose a change to the Bylaws. The submission should include the proposed change, with the reason and intent. The effective date of any amendment to any Bylaw shall be part of the proposal. All proposed changes shall be mailed to the Bylaws Committee at least sixty (60) days prior to the meeting.

All proposed changes will be reviewed by the Bylaws Committee and placed in proper wording. However, the intent of the proposed change cannot be changed.

Upon mailing the proposed change to the membership, they will be approved or rejected exactly as written. Revised Bylaws with approved changes will be provided to all GWPFHA members within three (3) weeks of approval.

ARTICLE XIII – Existence

Section 1. Dissolution. The membership may dissolve GWPFHA by vote at a special meeting called for that purpose, provided that:

- A. Notice of Intent to dissolve shall be mailed to the membership at least thirty (30) days prior to the meeting.
- B. Two-thirds (2/3) majority of the membership present or by proxy shall vote in favor of dissolution.

Section 2. Assets. In the event of dissolution, it shall be resolved that all assets of the Association shall be assigned, transferred or set over to a non-profit association with the same or similar objectives, goals or purposes.

Section 3. Perpetual Existence. Unless dissolved, the Association shall have perpetual existence.

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ARTICLE XIV – Indemnification

GWPFHA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer director, delegate, or committee member against all expenses, except for matters as to which he or she shall be finally adjudged in such action to be liable for negligence or misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled.

ARTICLE XV – Release of Liability

GWPFHA and co-sponsoring organizations, if any, shall not be responsible for any personal injury, or for loss or damage to property, occurring at any GWPFHA activity. Presentation of signed entry forms at shows or waivers at other activities shall be deemed acceptance of the conditions of this rule. In the event an entry form/waiver is not signed or presented, appearance on the grounds of any GWPFHA activity as a member, guest, exhibitor, spectator, handler or horse owner shall be deemed to be acceptance of the conditions of this rule.

ARTICLE XVI – Television and Media

Attendance at a GWPFHA approved event, in whatever capacity, shall constitute authorization for GWPFHA, to photograph or videotape any person or animal on the premises of the approved event, and shall further constitute authorized use thereof.

The photographic material and related information referred to above may be used in any manner that GWPFHA, in its sole discretion, determines would be beneficial to promote the purposes and goals of GWPFHA. No photographic material or related information will be used in conjunction with the endorsement of any product unless prior written consent is obtained.

Attendance at a GWPFHA-approved event shall further constitute agreement to the terms and conditions outlined above, and shall constitute a waiver and release.

ARTICLE XVII – Conflict

Section 1. Repeal. The adoption hereof of these Bylaws shall constitute a repeal of all documents purporting to be GWPFHA Bylaws and these Bylaws shall supersede all others.

Section 2. Rules in Conflict. All rules or regulations in conflict herewith shall be considered void for all intents and purposes.

The foregoing comprise the Bylaws adopted by the Membership of the Great Western Paso Fino Horse Association, Inc., on this 6th day of October 2007, as attested to by the GWPFHA Board of Directors.

Judi Bradbury

Betty Griffis

Denise Ireland

Stacy Bjerke

Suzie Tiller

Mike Ecker

**BY-LAWS OF
HIGH PLAINS PASO FINO HORSE ASSOCIATION, INC.
JUNE 6, 1998**

ARTICLE I – MEMBERSHIP

Section 1 – Membership

- (a) Any person who meets the requirements as stated herein and is interested in the objectives and purposes of the Corporation shall be eligible for membership application, regardless of sex, age, race, or sexual preference.
- (b) All membership applications shall be in writing and forwarded to the High Plains Paso Fino Horse Association, designated officer along with payment for annual dues.
- (c) All members in good standing shall:
 - 1. Have equal privileges and responsibilities with respect to High Plains Paso Fino Horse Association, Inc., except as specified in Article I, Section 2, below; and
 - 2. Be a member, obey and be bound by the constitution and rules of the Paso Fino Horse Association, Inc.

Section 2 – Types of Memberships

- (a) **Voting Members**: Those members eligible to vote and hold office shall be:
 - 1. Individual members: Persons 18 years of age on October 1 of the current year.
 - 2. Farm/Business or Corporate members: Legal entities that desire membership privileges in a farm business or corporation shall have one vote.
 - 3. Family Members: Comprise of one (1) or two (2) adults as individual voting members.
- (b) **Non-Voting Members**: Persons not eligible to vote or hold office due to age shall be designated “Junior Members” and shall be persons 17 years old or younger on October 1 of the current year. This class membership is eligible for annual High Plains Paso Fino Horse Association awards.
- (c) **Honorary Members**: Any persons who has rendered outstanding notable service to the High Plains Paso Fino Horse Association, Inc., may be recommended for honorary membership, such membership, however, must be approved by a

majority of a quorum vote of the membership at the annual meeting or a special meeting called for that purpose. Such honorary membership shall not be required to pay any dues or assessments and shall be entitled to all the privileges of the corporation, except those of voting or holding office.

- (d) **Affiliate Membership**: For those members whose voting membership is with another region and is therefore considered a non-voting member of High Plains Paso Fino Horse Association and is therefore not eligible for annual awards distributed by the Association.

Section 3 – Membership Discipline

The Board of Directors may censure, suspend, or expel from the High Plains Paso Fino Horse association, Inc., any member charged with acts or conduct detrimental to said Corporation, provided such charges are sustained after due and proper hearing before the Board of Directors, at which time the accused has been given a minimum of thirty (30) days notice of said hearing, including time and location, and afforded an opportunity to defend against such charges. A majority vote of the entire board shall be required for the expulsion of any member against whom a charge has been sustained in the manner aforesaid.

Section 4 – Dues

The annual dues designated by the Corporation shall be payable on the first of October of each year for the ensuing year. Any member failing to pay the annual dues or other assessments, if any are imposed by the High Plains Paso Fino Horse Association Board of Directors, and such non-payment continues for a period of thirty days after due notice is given thereof to said member by the Secretary, shall cease to be a member of the High Plains Paso Fino Horse Association, Inc., unless the time of such payment is extended by the Board of Directors. Such extension shall not exceed a period of thirty days.

Section 5 – Annual Meeting

The annual meeting of the membership shall be held at a time, no later than 30 November, and place designated by the Board of Directors.

Section 6 – Special Meeting of Members

Special meeting of the members, other than those regulated by statute, may be called, at any time, by the President or the Board of Directors. Such meetings may be held at such times or places as may be determined by a majority of the Board of Directors. Notice of such meetings, shall be served personally, e-mail, *fax* or by mail. If mailed, it shall be directed to a member at his or her address as it appears on the membership books; but at any meeting at which all members shall be present, the giving of such notice may be dispensed with. Further, all such notices may be dispensed with as to any member not present who has waived notice in writing. The Board of Directors shall call a special

meeting of members, in like manner, representing not less than twenty percent (20%) of the voting membership of the Corporation.

If a voting member of the Association is unable to attend a called meeting, he/she is responsible for designating his specific vote by proxy to a specific voting member who will be in attendance.

Section 7 – Quorum

The presence in person or by proxy of one-fourth (1/4th) of the members entitled to vote shall be necessary for a quorum for the transaction of business, but a lesser number may adjourn for a period not to exceed sixty (60) days at any one adjournment, and the Secretary shall thereupon give at least ten days notice in writing to each member entitled to vote who not present either in person or proxy at such meetings.

Section 8 – Voting

At all meetings of the members in question, the manner of deciding which is not specifically regulated by statute, shall be determined by a majority of vote. Cumulative voting shall not be allowed in the elections of officers and/or directors. Members entitled to vote shall meet the requirements as stated in Article I, Section 2. Each individual member shall be entitled to one vote. Family members shall be entitled to two votes where there are two adult members in such family who meet the voting requirements. Specified in Article I, Section 2. If there is only one adult in a family, the family shall be limited to only one vote. If two family members are age 18 or over the family shall be entitled to two votes. “Junior members”, associate members, honorary members, affiliate members shall not be entitled to vote.

Section 9 – Order of Business

The order of business at all meeting of the members shall be as follows:

1. Roll call
2. Proof of notice of meeting or notice
3. Reading of minutes of preceding meeting and approval
4. Reports of officers
5. Reports of committees
6. Election of directors and officers
7. Unfinished business
8. New business
9. Adjournment

Section 10 – Robert’s Rules of Order

Unless otherwise stated in our By-Laws all meetings and business will be conducted according to Robert’s Rules of Order.

Section 11 – Territorial Limits

The territorial limits, unless thereafter extended, shall embrace Kansas. However memberships will be accepted from persons residing outside these territorial limits based on the same criteria for those residing within the limits and said members residing outside said region shall enjoy the same rights and privileges as any other member.

ARTICLE II – DIRECTORS

Section 1 – Number

The affairs and business of the High Plains Paso Fino Horse Association, Inc., shall be managed by the Board of Directors comprised of the officers of the Association, the immediate past President and two elected Directors. The term of the office for the past President shall be for two years immediately following his service as President, directors shall be elected in same manner as the officers. All officers and directors must be members in good standing of the High Plains Paso Fino Horse Association, Inc.

Section 2 – Term of Office

The past President serving as member of the Board of Directors shall be limited to a two year term as stated in Section 1 above. The newly elected Officers and Directors shall be elected for two year terms, *beginning January 1* following their election. All Officers and Directors may be eligible for re-election for successive terms of office. An Officer cannot hold the same office for more than two (2) consecutive terms. If the incumbent President is re-elected for a second term there shall be no past President to serve on the board.

Section 3 – Successors

In the event a successor for a Board of Director member has not been elected such incumbent Directors shall continue to serve until a successor has been elected and assumes office.

Section 4 – Nepotism Policy

Persons related by birth, blood or marriage cannot serve as Officers during the same term of office.

Section 5 – Duties of Directors

The Board of Directors shall have the control and general management of the affairs and business of the Corporation. The Directors may adopt such rules and regulations for the conduct of their meeting and the manage of the Corporation as they deem proper, and as

are not inconsistent with these By-Laws, the laws of the State of Kansas, and the Constitution or By-Laws of the Paso Fino Horse Association, Inc.

Section 6 – Directors Meetings

Meetings of the Board of Directors may be held at such times or places as the President or Board of Directors may determine. Meetings of the Directors can be conducted by conference calls. The President may poll the Board by telephone on specific issues.

Section 7 – Notice of Meetings

The President can call a meeting of the Board of Directors at any time. All members of the Board of Directors must be notified of the meeting.

Section 8 – Quorum

At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business; but in the event a quorum not being present, a lesser number may adjourn the meeting to some future time, not more than thirty-one days later. A minimum of four persons shall constitute a quorum to transact business.

Section 9 – Voting

At all meetings of the Board of Directors, each Director shall have one vote.

Section 10 – Vacancies

Vacancies in the Board occurring between annual meetings shall be filled for the unexpired portion of the term by a person or persons selected by majority of the remaining Directors.

Section 11 – National Delegate

By a majority vote, the Board of Directors shall designate one of its members as the Corporation's Delegate to the Paso Fino Horse Association, Inc. Board of Directors. In addition, one or more persons shall be designated as alternate Paso Fino Horse Association, Inc. Delegate. Such appointments shall be made every two years. In the event the Delegate and alternate Delegate cannot attend any given meeting the President may designate a substitute alternate Delegate for that meeting only.

ARTICLE III – OFFICERS

Section 1 – Number of Officers

The Officers of the High Plains Paso Fino Horse Association, Inc. shall be as follows:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Two Directors
6. Immediate Past President

The Officers of the High Plains Paso Fino Horse Association, Inc. must be members of the High Plains Paso Fino Horse Association, Inc. and shall also be members of the Board of Directors. All offices must be occupied by different persons. All Officers must be members in good standing of the Paso Fino Horse Association, Inc.

Section 2 – Election

All Officers of the High Plains Paso Fino Horse Association, Inc. shall be elected every two years by the membership as provided in Article VI and shall hold office for the term of two years or until their successors are duly elected.

Section 3 – Duties of Officers

The duties and powers of the officers of the High Plains Paso Fino Horse Association, Inc. shall be as follows:

- (a) **President**: The President shall preside at all meetings of the members. He or she shall present, at each annual meeting of the members and Directors, a report of the business of the Corporation. He or she shall cause to be called regular and special meetings of the members and Directors in accordance with these By-Laws. He or she shall appoint and remove, employ and discharge and fix the compensation of all servants, agents, employees and clerks of the Corporation, other than the Officers and Directors, the compensation of who, if any, shall be fixed by the Board of Directors.

He or she shall sign and make all contracts, agreements and instruments in the name of the Corporation. He or she shall see that the books, reports, statements and certificates required by the laws of the state, territory or foreign country in which this Corporation does business are properly kept and filed, according to such laws.

He or she may sign member certification and shall sign all notes and obligations of the Corporation, with the authority to issue Corporate checks.

- (b) **Vice President**: During the absence and inability of the President to render and perform his/her duties or exercise his/her powers, as set forth in these By-Laws or in the laws under which this Corporation is organized, the same shall be performed by the Vice President, and when acting, he or she shall have all the

powers and be subject to all the responsibilities hereby given or imposed upon the President.

- (c) Secretary: The Secretary shall keep the minutes of the meeting of the Board of Directors and of the members and appropriate books. The Secretary shall give and serve all notices of the Corporation, shall be custodian of the records and of the seal, and shall affix the latter when required.

The Secretary shall keep the membership ledger books so as to show at all times the number of members, the names of members their respective places of residence, their post office addresses, and whether they are in good standing.

- (d) Treasurer: The Treasurer shall have the care, custody and control of, and responsibility for, all the funds and securities of the Corporation, he or she shall deposit such funds in the name of the Corporation in such bank or banks, trust company or trust companies, or safe deposit vault as the Board of Directors may designate. The Treasurer shall have the authority to issue Corporate checks.

The Treasurer shall exhibit at all reasonable times his/her books and accounts to any Director or member of the Corporation. The Treasurer shall render a statement of the condition of the finances of the Corporation at each regular meeting of the Board of Directors, and at such other times as shall be required and shall make a full financial report at the annual meeting of the members and provide financial reports to the membership in quarterly published newsletter.

He or she shall keep correct books of account of all the Corporation's business and transactions, and such books and the records as the Board of Directors may require from time to time. He or she shall do and perform all duties pertaining to the office of Treasurer.

Section 4 – Removal of Officers

Any one or more of the Officers may be removed with or without cause at any time by a majority vote of a quorum of the membership at a regular meeting of the membership of High Plains Paso Fino Horse Association, Inc.

ARTICLE IV – MEMBERSHIP LISTS

Section 1 – Description of Membership Lists

Current membership lists shall be kept by the Secretary in a book in alphabetical order.

Section 2 – Transfer of Membership

Memberships of the Corporation shall not be assignable or transferable.

ARTICLE V – AMENDMENTS

The By-Laws of the High Plains Paso Fino Horse Association, Inc. shall be altered, amended or repealed only by an affirmative vote of a majority of a quorum of the membership at the regular annual meeting of said membership where in due notice has been given of the intent to amend said By-Laws.

ARTICLE VI – ELECTIONS

- (a) Election Committee: The President, within a reasonable time, no later than July 15 prior to the election, shall appoint a Nominating Committee consisting of three members in good standing, all three of whom will not run for office. The Committee shall consist of the following: two members and a Chairman who shall be designated by the President. The committee shall prepare and submit to the membership a list of candidates for each Officer and Director position for the upcoming term.
- (b) Additional Nominations: Additional nominations for any Office or Directorship may be made by any voting member to the Committee in writing.
- (c) Election procedures:
1. Ballots will be mailed out to each voting member by the Chairman of the Committee.
 2. Family memberships will receive two ballots, one addressed to each of the two family members.
 3. Family membership ballots must be mailed back in separate return envelopes
 4. Ballots will be mailed at least three (3) weeks prior to election meeting.
 5. Ballots will be mailed out with a return envelope made out to the Committee Chairman, marked Envelope #2.
 6. A second envelope will be marked BALLOT, Envelope #1.
 7. The voter must put his/her name, address, and signature on the return envelope marked Envelope #2.
 8. Any ballots or ballot envelopes that have identification on them will be discarded.
 9. Any return envelope that does not have a return name, addresses and signature will be discarded.

10. The ballots will have the nominees for each office plus one line under each office for a write in nominee.
11. The ballots must be mailed to the Chairman in time for the Chairman to receive the ballots prior to the annual meeting.
12. The Chairman will hand deliver the ballot still sealed in their return envelopes to the election meeting.
13. During the election meeting the President can open the floor for nominations from the floor.
14. After nominations have been made for any of the offices the President will ask for the nominations to cease and the motion will be voted on.
15. Ballots and ballot envelopes and return envelopes will be handed to those that have not previously turned in ballots.
16. These voters will mark their ballots, put ballot in ballot envelope #1, put ballot envelope in return envelope #2 with the name, address and signature on envelope and hand to election Chairman.
17. The President will appoint two members at the meeting to help the Chairman and the Secretary go through the return envelopes, record the name on the return envelopes, verify that the member is in good standing, membership dues are paid and there are no duplicate ballots.
18. As each return envelope name is recorded the ballot envelope will be removed from the return envelope and the return envelope will be put aside.
19. The Chairman with the assistance of the two (2) appointees and the Secretary will count the ballots in the presence of the membership and report the voting tally to the membership.
20. Candidate receiving the highest number of votes for each office will become the new Officer for that *position*.
21. In case of tie, the Chairman will flip a coin in the presence of the membership to determine the winner.
22. Members must be 18 years old or older to vote.

ARTICLE VII – DISSOLUTION OF ORGANIZATION

The organization may be dissolved by a resolution duly adopted by a two-thirds (2/3) vote of the total membership in good standing at a meeting called for such purpose, following specific written notice to the membership of at least ninety (90) days prior thereto and at which meeting there is at least a quorum. Such votes may be submitted in writing or by personal vote. In the event of such dissolution, all funds and property of any nature which remain after the payment of all outstanding obligations shall be distributed in accordance with the provisions of the Internal Revenue Code relating to the dissolution of Non-profit 501 (c) (5) corporations of a similar nature and as further provided in the Articles of Incorporation for the Corporation.

I, the undersigned, Secretary of the High Plains Paso Fino Horse Association, Inc., do hereby certify that the foregoing is a true and complete copy of the By-Laws of said Corporation, including all amendments to date. The original By-Laws were adopted by the Board of Directors of said Corporation on the 22 day of October, 1999. Proposed changes were made on 10th day of January 2004, and were approved by the Board of Directors. These revised by-laws were approved by the membership of the region on the 30th day of October 2004.

IN WITNESS WHEREOF, I have hereunto affixed the seal of the Corporation and subscribed my name this _____ day of _____, 2004.

Secretary