BYLAWS
NORTHWEST PASO FINO HORSE ASSOCIATION

ARTICLE I

(Adopted 8/23/98) (Revised 10/14/00)(2nd revision 1/15/03)
(3rd revision 9/18/2010)
(Name)

Section 1. Name. The name of the association shall be Northwest Paso Fino Horse Association ("NWPFHA" or the "Association"). The title Northwest Paso Fino Horse Association shall not be used in connection with shows, sales, advertising or other activities that are not officially sponsored by the Association. The Northwest Paso Fino Horse Association shall be operated and conducted as a tax exempt 501C (5) organization with a fiscal year beginning on January 1 and ending on December 31. Northwest Paso Fino Horse Association is operated as a region of the national Paso Fino Horse Association (PFHA).

2. Financial Gain. The association shall under no circumstances be used for personal financial gain of any of its members; no portion of its money or property shall benefit any individual except as salaries and expenses paid for employee, agent or volunteer services rendered to or for the Association, payment for which has approval of the Board of Directors.

ARTICLE II

(Objectives)

Section 1. Objectives. The objectives of this association shall include, but are not limited to:

A. The public education concerning and the promotion of the Paso Fino horse and the Association

B. The maintenance of the Paso Fino Breed standard.

C. The support of the national Paso Fino Horse Association objectives and goals.

ARTICLE III

(Membership)

Section 1. Members and votes. Members of Northwest Paso Fino Horse Association shall be admitted, suspended and expelled in accordance with such rules and regulations as the association may, from time to time, adopt using PFHA rules as a guide.

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

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Section 2. Membership dues. The Board shall set dues for membership for the ensuing membership year at the Board Meeting in conjunction with the Annual General Membership Meeting. The annual dues shall be payable on the first of November of each year. Any member delinquent in the payment of dues for more than sixty (60) days shall cease to be a member of the Association.

Section 3. Membership Rules.

A. All membership applications shall be in writing and forwarded to the Treasurer with proper dues.

B. All members in good standing shall

1. Have equal privileges and responsibilities with respect to the association except as specified in Article III Section 4:B, below; and

2. Obey and be bound by the bylaws and Rules of the Association.

Section 4. Membership Categories:

A. Voting memberships (eligible to vote and hold office):

1. Individual Membership: Persons 18 years of age on September 1 of the current show year

2. Family Membership: Consisting of one (1) or (2) adults as individual, voting members, plus all Junior Members who reside at the same address.

B. Non-Voting Members (not eligible to vote or hold office).

1. Junior Members: Persons 17 years old or younger.

2. Farm/Business Members: Legal entities that desire membership privileges in a Farm/Business name.

3. Members not affiliated with the Association: Members who wish to be affiliated with another Regional Association as designated by the Paso Fino Horse Association.

ARTICLE IV

(Officers)

Section 1. President. There shall be an elected President. The President shall preside at all General Membership, Special and Board meetings and shall present a report at the annual meeting of the affairs of the Association. The President shall call regular and special meetings of the members and directors in accordance with these By-laws. The President shall appoint as needed committee chairpersons to carry out various club activities, shall execute all contracts, agreements and instruments in the name of the Association, shall see that all required books, reports and statements are properly kept and/or filed. The president shall also have the responsibility for the content and circulation of the Newsletter but may appoint a member or committee to carry out the publishing, mailing and emailing of each newsletter. The President will act as the National Delegate in the event the elected National Delegate is unable to perform the duties

of the office. The President shall provide a report/article for publication in each newsletter. The President shall have one (1) vote on the Board of Directors.

Section 2. Vice President. There shall be one elected Vice President. When the President, through absence or incapacity, is unable to render and perform the duties of office, the same shall be performed and executed by the Vice President who, when so acting, shall have the powers and be subjected to all the responsibilities of the President. The Vice President shall work closely with the membership committee and provide a report at each Board Meeting if the membership chairperson is unable to attend. The Vice President shall provide a report/article for publication in each newsletter. The Vice President shall have one (1) vote on the Board of Directors.

Section 3. Secretary. There shall be one elected Secretary who shall be responsible for recording and providing minutes to the Board of Directors within (3) weeks after an official meeting of the association. Copies of all minutes shall be maintained and an overview of the approved minutes of Board Meetings and general meetings shall be sent to the web host for posting on the website. The Secretary shall perform such other secretarial duties as required by the President and Board of Directors. The Secretary shall provide a report/article for publication in each newsletter. The Secretary shall have one (1) vote on the Board of Directors.

Section 4. Treasurer. There shall be an elected Treasurer who shall be the Chief Fiscal Officer of the association. The Treasurer shall review and evaluate proposed budgets from the various committees and membership and recommend to the Board of Directors an annual budget for the Association. The Treasurer shall assure that current financial reports are presented to the Board of Directors at each meeting of the Board and general membership meetings. The Treasurer shall provide the web host and newsletter with a short balance sheet showing income and expenses each month with an explanation as needed. The Treasurer shall file all necessary Tax returns following IRS and applicable state laws for tax exempt organizations. The Treasurer shall maintain insurance policies. The Treasurer shall review the financial record keeping of the Association and shall recommend improvements and modifications when needed. The Treasurer shall have one (1) vote on the Board of Directors.

Section 5. Member at Large. There shall be an elected Member at Large who shall represent the general membership on the Board of Directors. The Member at Large shall, from time to time, seek input from the general membership regarding the status and future of the Association for presentation to the Board of Directors. The Member at Large shall provide a report/article for publication in each newsletter covering the events of each area of our region and act as liaison between each area. The Member at Large shall be proactive and communicate with all areas and provide a report each month at the Board of Directors Meeting. The Member at Large shall have one (1) vote on the Board of Directors.

Section 6. National Delegate. There shall be an elected National Delegate who will represent the Association in the capacity of Regional Director on the Board of Directors of the National Paso Fino Horse Association. The National Delegate shall report in writing about each national meeting attended. This report shall be published in the next Association Newsletter. The National Delegate will seek input from the membership, Board of Directors and appropriate Committee Chairs regarding items on the agenda of an upcoming national meeting that will require a vote. The National Delegate will always vote in a manner best representing the needs and wishes of the Association. The National Delegate shall not have a vote on the Board of Directors of the Association.

Section 7. Requirements for Elected Officials. Elected officers shall serve a two (2) year term. No official may hold more than one elected position that has a vote on the Board of Directors at the same time. No person may be elected as an officer unless such person is presently, and has been, a member in good standing with NWPFHA and PFHA for at least one year. The nominating committee will provide a copy of

the bylaws to each person running for office for review prior to elections. . Newly elected officers will assume their positions at the end of the Annual Meeting following elections.

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Section 8. Holdovers, In the event a successor of an Official of the Association is not elected, the current office-holder shall serve until a successor is elected and assumes office.

Section 9. Unfilled Term. If an Officer is unable to complete his/her two (2) year term, the Board of Directors will select or nominate a member to fill that vacancy. The President will call a special meeting of the Board of Directors if necessary.

ARTICLE V

(Meetings)

Section 1. Annual membership Meetings. Annual membership meetings shall be held in September or October at a time and place designated by the Board of Directors.

Section 2. Board of Directors Meetings. The Board shall convene and conduct a meeting at least once each year at the time of the Annual Membership Meeting. A minimum of (6) six additional meetings shall be held at other times as designated by the President with a majority vote of the Board of Directors' at time and location designated by the Board. All members in good standing are entitled to attend Board of Directors meetings. Only Board members are entitled to participate in discussions unless the Board requests information or opinions from other members.

Section 3. Quorums. Unless otherwise specifically stated herein, all quorum requirements, vote counts and days for filing protests or responding to official Association correspondence will be consistent throughout the By-laws of the Association. Quorums for conducting business of the Association by the Board of Directors shall be 51% (present in person). No minimum quorum is necessary at a regularly scheduled General Membership meeting. Voting results will be by simple majority rule. Unless otherwise specifically stated herein, the number of days to respond to official Northwest Paso Fino Horse Association correspondence shall be thirty (30) days.

Section 4. Special Meetings. Special meetings may be called:

A. By the president; or

B. By written petition signed by a majority of the Board; or

C. By written petition, signed by current members in good standing, consisting of at least thirty percent (30%) of the total membership.

Section 5. Notice. The membership shall be entitled to receive no less than two weeks notice prior to convening of any Membership Meeting; and all notices shall include the meeting time, location and a list of items on the agenda. At special meetings only, business will be limited to those items on the agenda.

Section 6. Minutes. A secretary shall transcribe and maintain minutes of all official meetings for the records of the Association. Such minutes will be forwarded to the President within three (3) weeks after an official meeting of the Association..

Section 7. Rule of Order. All meetings of this association shall be governed by and shall be conducted according to the current edition of Robert's Rules of Order Newly Revised. In the event of any inconsistency between the bylaws and Robert's Rules, the bylaws shall apply. The Board of Directors, by a seventy-five percent (75%) majority of those present and entitled to vote may suspend the operation of Robert's Rules for a meeting or portions thereof.

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Section 8. Voting

A. Annual Membership and Board of Directors Meetings. At membership meetings a member may vote individually as specified in Section 8: C. At Board of Director meetings, only actual members of the Board of Directors may vote.

B. Membership meetings. At membership meetings any individual who is a voting member of the Association for a minimum of 30 days shall be allowed to attend and vote as an individual, or he/she may vote by absentee ballot as stated in Section 8:C, below.

C. Absentee Voting. An Absentee Ballot may be used for the election of officers, amendments to the bylaws or any other Association business requiring a vote of the membership. The Absentee Ballot shall be published and sent to each voting member at least 30 days prior to the meeting. All absentee ballots shall be completed according to requirements stated on the ballot and received by the Association prior to the commencement of the meeting.

Section 9. Election. At the Annual Meeting in the appropriate year, elected officials shall be elected by a

majority of those voting.

A. **Nominating Committee.** The Board of Directors shall appoint a Nominating Committee consisting of not less than three (3) members at least sixty (60) days prior to election of officers. It shall be the responsibility of this committee to actively solicit and encourage qualified candidates and make, as well as receive nominations for officers for the ensuing term. They must ascertain that each person nominated is willing and able to perform the duties of the office (prior written or verbal approval of the candidate must be obtained), and the Committee shall publish to the membership the list of candidates for each office at least thirty (30) days prior to the election at the Annual Meeting. A nominating committee member will voluntarily resign from the Nominating Committee if he or she is nominated for an office of the Association. The Nominating Committee will be responsible for counting the ballots and reporting the results to the President or Presiding Officer. The Nominating Committee shall remain in force until the election results are presented to the Presiding Officer at the Annual Membership Meeting.

ARTICLE VI

(The Board of Directors)

Section 1. Purpose of Board of Directors. The Board of Directors shall be the policy-making body of the association. It shall be composed of the President, Vice President, Secretary, Treasurer and Member at Large.

Section 2. Vacancies. A majority of the Board of Directors convened at a duly constituted meeting may fill vacancies on the Board. (Refer to Article IV, Section 9)

Section 3. Action by Mail. The Board of directors may take action by mail, without a meeting, provided that each Director is notified by mail of the proposal to be acted upon and 75% of the Board consent in

writing to take such action. Once the Board has consented to take action on the proposal, the required number of votes necessary to approve said proposal shall be the same number of votes required had the Board been sitting in person. All votes on the proposal must be in writing.

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

A. The establishment of policies needed, but not otherwise provided for, to accomplish the objectives of the association.

B. The establishment or termination of committees needed, but not otherwise provided for, to facilitate the accomplishment of the goals and purposes of the association; to monitor committee results and take action as necessary;

C. The establishment of all fees and/or fines;

D. The establishment and updating of goals to set the direction of the Association;

E. The censuring, suspension or expulsion from the Association any member deliberately performing acts or engaging in conduct detrimental to the Association. The Association shall refer to PFHA, USEF and/or FOSH rules and policies for guidance.

G. The communication with the membership on a regular basis and presentation to the membership an annual report of its actions at the Annual Meeting.

H. The Board may NOT act as a hearing committee to resolve or adjudicate unresolved differences between members.

ARTICLE VII

(Committees)

Unless otherwise specified in these bylaws, the President may appoint, subject to approval of the Board and current needs of the Association, a member in good standing to Chair each committee. Committee Chairs shall appoint, subject to the approval of the President, additional committee members unless otherwise specified in these Bylaws. In addition to the duties specified below, each committee shall perform such duties as may be assigned by the President and/or Board of Directors.

Section 1. Events Committee. This committee shall consist of one (1) or more members of each area and said events will be reported to the Member at Large who will report to the Board of Directors, newsletter and web master. The duties of the Committee shall be as follows:

A. Research various equine activities that will favorably demonstrate the attributes of the Paso Fino

horse and publish information to the membership to encourage participation in those activities.
B. To promote and assist all breed shows to hold Paso Fino classes and promote these to the membership.
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C. Assist wherever necessary in the promoting and planning of pointed Paso Fino shows.
Section 2 Youth Committee. This committee shall consist of at least one (1) or more members of the Association. The duties of this committee shall be as follows:
A. To increase youth participation regionally through organized activities
B. To communicate with, and represent, the ideas and concerns of youth members and make recommendations to the Board of Directors.
C. To communicate to youth member's information on programs available and activities of interest to the youth.
D. To maintain, in cooperation with the Membership Committee, a current listing of youth members.
E. To encourage prospective youth members to join the Association and participate in Association activities.
Section 3. Amateur Owner Committee. This committee shall consist of one (1) or more members who hold current PFHA Amateur Owner Cards. The Chairperson of this committee shall act as the Association's Amateur Owner Representative to the Paso Fino Horse Association Amateur Owner Committee. The purpose of this committee shall be as follows:
A. Communicate to the membership any PFHA rules, or rule changes, that affect Amateur Owners.
B. Maintain contact with the Paso Fino Horse Association Amateur Owner Committee and represent Association members' concerns and needs as they relate to this committee's jurisdiction.
C. Assist members in understanding and complying with PFHA rules governing Amateur Owners and encourage all NWPFHA Amateur Owners to participate in all activities of the Association.
D. Assist members in understanding and complying with PFHA rules governing Amateur Owners.
Section 4. Youth Scholarship Committee. This committee shall consist of all of the members of the Board of Directors, the Chair of the Youth Committee and the Chair of the Amateur Owner Committee. The purpose of this committee is as follows:
A. To maintain a published policy regarding the parameters to be considered by the Committee for the disbursements of moneys from the Youth Scholarship Fund. Accept from the members, and various committees, recommendations concerning changes to this policy. Proposed changes to the policy shall be implemented only upon a majority vote of the entire committee.
B. To seek applicants for awards from the Youth Scholarship Fund in cooperation with the Youth Committee. All applicants/recipients must be current members of PFHA and NWPFHA
C. To accept and review applications for awards from the Youth Scholarship Fund and make decisions regarding the amount and recipients of those awards as guided by the Fund policy.
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D. To direct the Treasurer (in writing) to make such disbursement of the Youth Scholarship Fund as decided upon by the Committee.
Section 5. Membership Committee. This committee shall consist of the Treasurer and one (1) or more members of the Association. The duties of this committee shall be as follows:
A. To maintain a current list of members in good standing of the Association, make additions and corrections to addresses and email. With member's permission, make this list available to the membership, newsletter and web host.
B. To identify prospective new members and encourage them to join.
C. To be responsible for new membership applications and membership records.
D. This committee shall develop and implement an ongoing program that presents a consistent, positive image of the Association to the public. Every effort should be made to encourage new PFHA members to join the Association.
E. Work closely with Treasurer to follow up with correspondence with new members and current members not renewing.
F. Provide monthly report to Board of Directors outlining renewals, correspondence and workings of

Committee during the past month.
Section 6: Newsletter Committee: Publish a newsletter approximately once each month consisting of articles and photographs submitted by Association members. Working closely with Treasurer, maintain and solicit advertisers.
A. Newsletters will be distributed by email or by regular mail when necessary. The Board of Directors and each Committee chairperson are responsible for providing monthly articles and updates.
Section 7: Web Host/Communication: Maintain the website. Add updates and make changes in a timely manner, solicit information from members as needed.

ARTICLE VIII

(Amendments)
Section 1. Amendments at Regular Meetings. The bylaws may be amended at any meeting of the association provided that:
A. Notice of the intention to amend the By-laws shall first be mailed to the membership at least thirty (30) days prior to the convening of the meeting at which the amendment shall occur; and
B. Such notice shall contain the content of each proposed amendment and state its purpose and intent; and

C. A two-thirds (2/3) majority of those voting members present in person or by absentee ballot shall vote in favor of such amendment.
Section 2. Amendments at Special Meetings. Special meetings to consider amendments to these By-laws may be called for by:
A. Written petition signed by a majority of the Board; or
B. Written petition, signed by current voting members in good standing, consisting of at least thirty percent (30%) of the total voting membership.

ARTICLE IX

(Existence)
Section 1. Dissolution. The membership may dissolve the Association by vote at any meeting of the Association and the procedure for doing so shall be the same as to amend the By-laws.
Section 2. Assets. In the event of dissolution, it shall be resolved that all assets of the association shall be distributed for educational purposes not benefiting any member or former member.
Section 3. Perpetual Existence. Unless dissolved, the Association shall have perpetual existence.

ARTICLE X

(Conflict)
Section 1. Repeal. The adoption hereof of these By-laws shall constitute a repeal of all documents purporting to be By-laws of this association and these By-laws 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.

ARTICLE XI

(Indemnification)
Indemnification. The Association shall indemnify and hold harmless every officer, committee member, his or her heirs, executors and administrators against all expenses (including reasonable attorney's fees) not covered by insurance which are reasonably incurred by him or her in connection with or arising out of any action, suit or proceeding to which he or she may be made party by reason of being or having been an officer or committee member of the Association, except for matters as to which he or she shall be finally adjudged in such action, suit or proceeding 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.