

# **EMPIRE STATE QUARTER HORSE ASSOCIATION, INC. BYLAWS**

## **ARTICLE I Name and Purpose**

**Section 1 Name:** This association shall be known as the Empire State Quarter Horse Association, Inc.

**Section 2 Object:** The general purpose shall be to further encourage the ownership of the Quarter Horse and to enlighten the public to its general purpose, to promote more and better breeding and secure as many possibilities for the exhibition and sale of Quarter Horses in compliance with the American Quarter Horse Association rules.

## **ARTICLE II Membership**

**Section 1** Any reliable person owning Quarter Horses or interested in Quarter Horses is eligible for membership in this Association, regardless of the state in which he or she resides.

**Section 2** Membership may be obtained upon payment of dues for the current year, provided that applicant is approved by a membership committee.

**Section 3** Annual dues shall be \$35 for one year, \$95 for three years or \$250 for life for either a family, farm, organization or an individual membership. Each membership will be entitled to one vote. A Family membership includes children who are eligible to ride in AQHA Youth Activity. Nonpayment of dues shall automatically forfeit membership in the Association. If there are no objections by the membership, a member in arrears may be reinstated. All dues must be current in order to vote. (Amendment No. 3-3/91, No. 5-3/91, No.9-1/98, No. 10-10/06, No. 12-1/11)

**Section 4** Any member may resign his or her membership and withdraw from the Association by presenting to the Secretary a written statement of resignation with the understanding that dues will not be refunded. (Amendment No. 13-1/11)

**Section 5** Any member may be expelled upon just cause in accordance with Section 6 below. (Amendment No.14-1/11)

**Section 6** All complaints shall be in writing and signed by the complainant and submitted to the Board. The Board shall provide a copy of the complaint to the accused member. Within one month thereafter, all parties will be allowed to present their case to the Board in executive session. The complainant and the accused member shall present such evidence or witnesses as they deem necessary to support their position. The Board will then meet in executive session to vote to expel or not to expel upon a majority of the Board present and will mail a copy of their finding to the accused within five days thereafter. (Amendment No.15-1/11)

**Section 7** Any member expelled by the American Quarter Horse Association is automatically expelled from this Association.

**Section 8** Any resigning or expelled member forfeits all rights to any property of the Association.

**Section 9** Any expelled member may be reinstated upon receiving the majority approval of the Board of Directors.

**Section 10** Any member who fails to make good any indebtedness written to ESQHA and ESQHYA(Empire State Quarter Horse Youth Association)shall have all membership privileges in ESQHA suspended from the date the check was written. All members included under that membership shall remain suspended until such payment is made good and is cleared by the current treasurer of ESQHA. This shall include all members (youth and adult) whose bills are paid by another party, as well as those that pay their own bills. (Amendment No.16-1/11)

## **ARTICLE III Officers and Directors**

**Section 1** The general management of the affairs of the Association shall be vested in the Board of Directors, which shall be composed of the officers, elected and honorary directors. The AQHA Representative(s) will be non-voting member(s) of the Board of Directors. The number necessary to constitute a quorum at meetings of the Board shall be 1/3 (one third) or more of the duly elected officers and directors, excepting honorary directors. A majority of this quorum shall be governing. (Amendment No.17-1/11)

**Section 2** The elected Officers of the Association shall consist of a President, First Vice President, Second Vice President, and Treasurer. In order to be eligible for nomination as an Officer, a member in good standing must have served as a Director for a minimum of one (1) year. (Amendment No.18-1/11)

**Section 3** Secretary is a paid position appointed by the Board of Directors annually. The Secretary is not a voting member of the Board, but shall attend Board meetings. (Amendment No.19-1/11)

**Section 4** There shall be a minimum of twelve (12) Directors elected from the general membership. Prior to accepting nominations, the Board will specify the number of directorships to be filled. In order to be eligible for nomination as a Director, a member in good standing must have served on a Committee for at least one year. The absence from three (3) consecutive meetings of the Board of Directors, without cause, except for honorary directors, may be reason for removal from the Board. A replacement Director shall be appointed from the general membership by the remaining Directors for the unexpired term. (Amendment No.7(no date), No.20-1/11)

**Section 5** The President, First Vice President and Second Vice President shall be ex-officio members of all committees. The Immediate Past President will be a non-voting member of the Board of Directors for one year. (Amendment No. 21-1/11)

**Section 6** The Directors of the association shall be elected for a two year term except at the first meeting to be held the first Saturday of March 1963, when six were elected for a one year term and an additional six for a two year term. Thereafter a minimum of six directors will be elected annually for a term of two years. (Amendment No. 4 (no date), No.22-1/11)

**Section 7** All officers and directors shall be legal residents of New York State, except honorary directors.

**Section 8** Candidates for election to office for the succeeding year or years shall be selected by the Nominating Committee and their names presented at the nominating meeting.

**Section 9** Nominations for election, in addition to those made by the nominating committee, may be made at the nominating meeting by any member in good standing and duly seconded by a member in good standing. Those individuals nominated must meet criteria outlined in Article III Sections 2 and 4. (Amendment No.23-1/11)

**Section 10** The officers and directors, except honorary directors, of the Association shall be elected by ballot mailed to the Association or presented in person at the annual meeting. The candidate receiving the majority of votes shall be elected to the office for which he was nominated. One official ballot shall be supplied to each member eligible to vote. Family membership shall have one vote.

**Section 11** Two or more inspectors of election shall be appointed by the President at the election meeting.

**Section 12** The President, First Vice-President, Second Vice President and Treasurer shall hold offices for a one year term or until their successors are elected. An officer may succeed himself/herself. (Amendment No.24-1/11)

**Section 13** If a vacancy occurs among the officers or directors, such vacancy shall be filled for the remainder of the unexpired term by appointment of a member selected by the remaining officers and directors.

**Section 14** There is established a separate directorship, entitled "honorary director," to bestow on those members with records of outstanding and meritorious service to ESQHA, a special recognition and honor which they have justly earned, and to benefit ESQHA from their continued participation and guidance. Those who receive and deserve this evidence of our appreciation and esteem will enjoy the same rights and privileges as officers and other members of the Board of Directors. A person nominated for this honor must receive a majority vote of the Board of Directors on prior notice followed by a majority vote of the membership on prior notice by ballot or

in person, one vote per individual or family membership.

#### **ARTICLE IV Duties and Authority**

**Section 1** The President shall preside at all meetings of the Association and of the Board of Directors and shall appoint such committees as he or the Board of Directors shall consider expedient or necessary.

**Section 2** In the absence of the President, the First Vice President, and in his absence, the Second Vice President, shall have the powers and perform the duties of the President and such other duties as may be prescribed by the Board of Directors. In the absence of President, First Vice President and Second Vice President, the Treasurer shall preside and assume the duties of the President. (Amendment No. 25-1/11)

**Section 3** The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors; and shall if requested, read such minutes at the close of each meeting for approval and shall mail out all notices for meetings of the Association and the Board of Directors, and perform such other duties as may be required of him by the Bylaws, the President, or the Board of Directors.

**Section 4** The Treasurer shall have charge of all receipts and monies of the Association and deposit same in the name of the Association. The Treasurer shall promptly pay such bills as directed to be paid by the Finance Committee, Board of Directors or incurred in the usual course of business, and report said disbursements to the Board of Directors at the next regular meeting. Bills not previously authorized by the Board Of Directors or the Finance Committee which are unusual, questionable or disputable in the opinion of the Treasurer, shall be referred to the Finance Committee for approval before payment. He/she shall sign checks and withdrawal slips in behalf of the Association upon any and all bank accounts, and the same shall be honored on his/her signature alone or that of the President or Secretary. All bills will be disbursed by check. (Amendment No.6(no date), No.26-1/11)

#### **ARTICLE V Committees**

**Section 1** The standing committees of the association will include the following: Awards, By Laws, Convention/Banquet, Directory, Finance Spring Show, Fall Show, Novice Show, Marketing, Membership, Nomination, AQHA Trail Ride.

The President may at any time appoint other committees on any subject. Committees so appointed shall serve from the time of appointment until the specific assignment is completed, unless sooner relieved by the President or until the succeeding President takes office, whichever is sooner. (Amendment No. 27-1/11)

**Section 2** All Committee Chairpersons shall attend duly authorized Directors' meetings. (Amendment No. 28-1/11)

**Section 3** All committee chairs will submit committee member names to the president for approval. After approval, those committee member names will be submitted to the Secretary for recording and will be published in the Newsletter and on the Website. (Amendment No. 29-1/11)

#### **ARTICLE VI Meetings**

**Section 1** Election Meeting: There shall be an election meeting of the Association on the first Sunday in December, or such other date specified by the Board of Directors, for election of officers and directors. A minimum of three other general membership meetings shall be held annually at a time and place designated by the Board of Directors. (Amendment No. 30-1/11)

**Section 2** Notice of Meetings: Notices of Board of Directors meetings may be provided via email or ordinary mail at least 10 days in advance of the meeting. Notice of general membership meetings shall be via email to all members providing email addresses and via newsletter for all members not providing email addresses at least 10 days in advance of the meeting. (Amendment No. 31-1/11)

**Section 3** Special Meetings of the Board may be held via email or telephone upon 72 hours notice for a vote provided the meeting is called by the president or three Board members. Voting

upon such motions shall be in accordance with these by laws. The notice for Special Meetings must contain the specific reason for the meeting. (Amendment No. 32-1/11)

**Section 4** Quorum: A quorum for general membership meetings of the Association shall consist of the members present at such meetings, and business may be transacted by majority vote of said quorum. (Amendment No. 33-1/11)

**Section 5** Order of Business: The order of business shall be as follows at all meetings of the Association and at meetings of the Board of Directors:

1. Roll call of Officers and Directors
2. Introduction of New Members and Guests
3. Approval of Minutes of the previous meeting
4. Treasurer's Report
5. Communications and Bills
6. Reports of Committees
7. Unfinished Business
8. New Business

(Amendment No.34-1/11)

**Section 6** Any change in the ESQHA Show Point System for Year-End Awards shall be done in the following manner:

- A. Recommendation from the Board of Directors
- B. Written ballot mailed to total membership

(Amended (no date))

## **ARTICLE VII BYLAWS**

**Section 1** These bylaws may be changed, added to, or subtracted from at a regular or special meeting of the Association by a majority vote of members present at the time the vote is taken, provided notice of the purpose of the proposed changes, additions, or subtractions has been stated in the call for the meeting as provided in Article VI, Section 2. The members may cast their votes by ballot mailed to the inspectors of election of the Association or present it in person to them at the meeting at which the amendment is to be voted upon.

**Section 2** The Board of Directors may recommend changes of, additions to, or subtractions from the bylaws at any time, but such recommendations, to be valid, must be set forth in a call of the special or regular meeting as above provided.

## **AMENDMENTS**

1. Any change in the Empire State Quarter Horse Association Point System for year-end awards shall be done in the following manner:
  - A. Recommendation from Board of Directors
  - B. Written ballot mailed to total membership
2. There will be two (2) AQHA Representatives from New York State.
3. Article II Section 3: Annual dues shall be raised to \$25.00 for either family or individual membership. (3/91)
4. Article III Section 6: The Annual Meeting will be held in December for the purpose of electing officers. Nominations will be presented to the membership from the nominating committee in October and nominations from the floor will be taken at that time. (9/96)
5. Article II, Section 3: Annual dues shall be amended to \$25.00 for family membership and for single members. Farms or other organizations are considered a family membership. (3/91)
6. Article IV, Section 4: The Treasurer shall have charge of all receipts and monies of the Association and deposit same in the name of the Association. The Treasurer shall promptly pay such bills as directed to be paid by the Finance Committee, Board of Directors or incurred in the usual course of business, and report said disbursements to the Board of Directors at the next regular meeting. Bills not previously authorized by the Board of Directors or the Finance Committee which are unusual, questionable or disputed in the opinion of the Treasurer, shall be referred to the Finance Committee for approval before payment. He/she shall sign checks and

withdrawal slips in behalf of the Association upon any and all of its bank accounts, and the same shall be honored on his/her signature alone, or that of the President or Secretary.

7. Article III, Section 4: There shall be no fewer than 12 (twelve) elected Directors. The absence from 3 (three) consecutive meetings, without cause except for honorary directors, may be reason for removal from the Board. A replacement director shall be appointed by the remaining directors for the unexpired term. The Board of Directors defines "cause" as a family emergency.

8. Any member who fails to make good any indebtedness written to ESQHA shall have all membership privileges suspended from the date the check was submitted as payment to ESQHA. All members included under that membership shall remain suspended until such payment is made good and is cleared by the current treasurer of ESQHA. This shall include all members (youth and adult) whose bills are paid by another party, as well as those who pay their own bills.

9. Annual dues will be amended to offer a yearly membership at \$25, three year membership at \$65 and a life membership at \$200. (1/98)

10. Annual dues shall be amended to \$35 for one year, \$95 for three years or \$250 for life for either family, farm, organization or an individual membership. (10/06)

11. All state points received by ESQHA members from the ESQHA or ESQHYA shows will be doubled for year-end awards. (6/08)

12. Article II, Section 3: A Family membership includes children who are eligible to ride in AQHA Youth Activity. All dues must be current in order to vote.

13. Article II, Section 4: Any member may resign his or her membership and withdraw from the Association by presenting to the Secretary a written statement of resignation with the understanding that dues will not be refunded. (1/11)

14. Article II, Section 5: Any member may be expelled upon just cause in accordance with Section 6 Below. (1/11)

15. Article II, Section 6: All complaints shall be in writing and signed by the complainant and submitted to the Board. The Board shall provide a copy of the complaint to the accused member. Within one month thereafter, all parties will be allowed to present their case to the Board in executive session. The complainant and the accused member shall present such evidence or witnesses as they deem necessary to support their position. The Board will then meet in executive session to vote to expel or not to expel upon a majority of the Board present and will mail a copy of their finding to the accused within five days thereafter. (1/11)

16. Article II, Section 10: Any member who fails to make good any indebtedness written to ESQHA and ESQHYA (Empire State Quarter Horse Youth Association) shall have all membership privileges in ESQHA suspended from the date the check was written. All members included under that membership shall remain suspended until such payment is made good and is cleared by the current treasurer of ESQHA. This shall include all members (youth and adult) whose bills are paid by another party, as well as those that pay their own bills. (Amendment 8 (no date), 1/11).

17. Article III, Section 1: The AQHA Representative(s) will be nonvoting member(s) of the Board of Directors. A majority of this quorum shall be governing. (1/11)

18. Article III, Section 2: The elected Officers of the Association shall consist of a President, First Vice President, Second Vice President, and Treasurer. In order to be eligible for nomination as an Officer, a member in good standing must have served as a Director for a minimum of one (1) year. (1/11)

19. Article III, Section 3: Secretary is a paid position appointed by the Board of Directors. The Secretary is not a voting member of the Board, but shall attend Board meetings. (1/11)

20. Article III, Section 4: There shall be a minimum of twelve (12) Directors elected from the general membership. Prior to accepting nominations, the Board will specify the number of directorships to be filled. In order to be eligible for nomination as a Director, a member in good standing must have served on a Committee for at least one year. The absence from three (3) consecutive meetings of the Board of Directors, without cause, except for honorary directors, may be reason for removal from the Board. A replacement Director shall be appointed from the general membership by the remaining Directors for the unexpired term. (1/11)

21. Article III, Section 5: The President, First Vice President and Second Vice President shall be ex-officio members of all committees. The Immediate Past President will be a non-voting member of the Board of Directors for one year. (1/11)

22. Article III, Section 6: The Directors of the association shall be elected for a two year term except at the first meeting to be held the first Saturday of March 1963, when six were elected for a one year term and an additional six for a two year term. Thereafter a minimum of six directors will be elected annually for a term of two years. (1/11)

23. Article III, Section 9: Those individuals nominated must meet criteria outlined in Article III Sections 2 and 4. (1/11)

24. Article III, Section 12: The President, First Vice-President, Second Vice President and Treasurer shall hold offices for a one year term or until their successors are elected. An officer may succeed himself/herself. (1/11)

25. Article IV, Section 2: In the absence of the President, the First Vice President, and in his absence, the Second Vice President, shall have the powers and perform the duties of the President and such other duties as may be prescribed by the Board of Directors. In the absence of President, First Vice President and Second Vice President, the Treasurer shall preside and assume the duties of the President. (1/11)

26. Article IV, Section 4: The Treasurer shall have charge of all receipts and monies of the Association and deposit same in the name of the Association. The Treasurer shall promptly pay such bills as directed to be paid by the Finance Committee, Board of Directors or incurred in the usual course of business, and report said disbursements to the Board of Directors at the next regular meeting. Bills not previously authorized by the Board Of Directors or the Finance Committee which are unusual, questionable or disputable in the opinion of the Treasurer, shall be referred to the Finance Committee for approval before payment. He/she shall sign checks and withdrawal slips in behalf of the Association upon any and all bank accounts, and the same shall be honored on his/her signature alone or that of the President or Secretary. All bills will be disbursed by check. (1/11)

27. Article V, Section 1: The standing committees of the association will include the following: Awards, By Laws, Convention/Banquet, Directory, Finance Spring Show, Fall Show, Novice Show, Marketing, Membership, Nomination, AQHA Trail Ride. (1/11)

28. Article V, Section 2: All Committee Chairpersons shall attend duly authorized Directors' meetings. (1/11)

29. Article V, Section 3: All committee chairs will submit committee member names to the president for approval. After approval, those committee member names will be submitted to the Secretary for recording and will be published in the Newsletter and on the Website. (1/11)

30. Article VI, Section 1: There shall be an election meeting of the Association on the first Sunday in December, or such other date specified by the Board of Directors, for election of officers and directors. (1/11)

31. Article VI, Section 2: Notice of Meetings: Notices of Board of Directors meetings may be provided via email or ordinary mail at least 10 days in advance of the meeting. Notice of general membership meetings shall be via email to all members providing email addresses and via newsletter for all members not providing email addresses at least 10 days in advance of the meeting. (1/11)

32. Article VI, Section 3: All committee chairs will submit committee member names to the president for approval. After approval, those committee member names will be submitted to the Secretary for recording and will be published in the Newsletter and on the Website. (1/11)

33. Article VI, Section 4: Quorum: A quorum for general membership meetings of the Association shall consist of the members present at such meetings, and business may be transacted by majority vote of said quorum. (1/11)

34. Article VI, Section 5: Order of Business: The order of business shall be as follows at all meetings of the Association and at meetings of the Board of Directors:

1. Roll call of Officers and Directors
2. Introduction of New Members and Guests
3. Approval of Minutes of the previous meeting
4. Treasurer's Report
5. Communications and Bills
6. Reports of Committees
7. Unfinished Business

(1/11)

## 8. New Business