

Western Chapter NYS Horse Council By-Laws

ARTICLE I- NAME

Western Chapter New York State Horse Council, Inc., here in after referred to as the Chapter, is a not-for-profit Corporation organized under and governed by the laws of the State of New York. Use of the aforementioned name to promote, back or endorse any group, activity or event for any purpose must be approved by a majority vote of the Board of Directors.

ARTICLE II- PURPOSE IS:

- to serve the horse industry and horse people by providing a unified voice for the common good of both horses and the industry, and to provide direction, education and possibilities for unification of groups with similar interests.
- to promote and educate an awareness of the equine industry, to encourage development and maintenance of land and trails for public equine recreational purposes; to promote education for the care and protection of equines; to stimulate interest in equine sports and equine activities.
- to contribute to the function of NYSHC, Inc. and to work in cooperation, to increase its effectiveness by promoting and maintaining membership and encouraging participation in State and Chapter events.

ARTICLE III- MEMBERSHIP

Membership in the Chapter shall be open to any member of the NYSHC, Inc. who elects to affiliate with the Western Chapter. Those individuals will be afforded full membership privileges including, but not limited to: holding office, voting, board membership and receipt of member communications.

ARTICLE IV-DUES

Chapter dues are paid through membership in NYSHC Inc.

ARTICLE V- BOARD OF DIRECTORS

Section 1 Duties

The affairs, property, general business and financial management of the Chapter shall be managed by or under the direction of the Board of Directors in accordance with the purposes and limitations set forth in the Certificate of Incorporation and in these by-laws. The Board shall receive no compensation other than for reasonable expenses.

Section 2 Number

The Board of Directors shall consist of a minimum of nine (9) and a maximum of fifteen (15) members. An odd number of members shall be maintained.

Section 3 Term

Directors shall hold office for two (2) years, beginning January 1 and expiring December 31. In the event of a delayed election, Directors shall continue for such and until such director's successor shall have been elected or until such director's death, resignation or removal.

Section 4 Eligibility for Election

To serve as a Board member an individual must be a Chapter member in good standing having paid the requisite dues to NYSHC, Inc. as an individual or family membership and maintain an active email account.

Section 5 Method of Election

- Notice for director Nominations shall be given to the general membership in August of each year seeking candidates for Board positions from the general membership.
- After nominees have accepted nomination and provided a short biography, the Nomination Committee shall prepare a slate of candidates for the expiring Director terms and any existing vacancies for ratification by the General Membership at the Annual Membership Meeting.

Multiple candidates for any one position may be presented. The slate will be presented to the membership, in the Chapter Newsletter in October.

C. Candidates receiving the greatest number of votes shall be elected.

Section 6 **Conflict of Interest**

Board Members will be required to comply with the Chapter's Conflict of Interest policy.

Section 7 **Vacancies**

If a Board member resigns, dies or is removed mid-term a replacement may be appointed by a majority vote of the sitting Board members to serve the remainder of the term

Section 8 **Removal of Directors**

A. Any Director may be removed for cause at any time.

B. Should a Director miss three (3) consecutive meetings during a fiscal year without explanation he/she will be contacted by the President and two (2) other officers to determine if the member wishes to remain on the Board. The Board of Directors may vote for removal only after a report from three (3) officers has been given.

C. Any Director considered for removal shall have the right to address the entire Board of Directors in person or by petition.

D. Dismissal from the Board requires a two-thirds (2/3) vote of all Directors.

Section 9 **Resignation**

Any director may resign at any time by giving notice to the President or Secretary. The resignation shall take effect at the time specified therein and unless otherwise specified, the acceptance of such shall not be necessary to make it effective.

ARTICLE VI – MEETINGS

Meetings shall be conducted as directed in the book "Robert's Rules of Order in Brief"

Section 1 **Number and Place of Meetings**

A. The Chapter shall conduct at least eight (8) meetings per year including one (1) Annual Membership meeting, where Board members are elected and an Organizational meeting for the purpose of electing officers, to be held within thirty (30) days of the annual membership meeting.

B. The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. These meetings shall be open to the public.

Section 2 **Annual General Membership Meeting Voting**

Members must be present and in good standing with dues paid and recorded one (1) month prior to the meeting to be eligible to vote.

Section 3 **Special Meetings**

Special meetings of the Board may be held at any time upon call of an officer and any two (2) directors. Phone or email notice shall be made to all Directors no less than forty-eight (48) hours in advance of such a meeting. Only that business specified in the meeting notice will be transacted.

Section 4 **Action without a Meeting**

Any action required to be taken by the Board may be taken without a meeting if all Board members consent in writing or by email to the adoption of a resolution authorizing the action. The resolution and consents should be filed with the minutes of Chapter Board proceedings.

Section 5 **Quorum**

- A. Immediately upon calling the meeting to order, the President shall determine if a quorum is present. A quorum for conducting business at a meeting of the Board of Directors is defined as 51% of the Elected Board members and at least two (2) officers.
- B. Meetings lacking a quorum may be conducted on an informational basis, but no vote shall be taken until a quorum is available.

Section 6 **Voting**

- A. Unless otherwise specified, any question shall be resolved by a majority vote of Board members present.
- B. Each member of the Board of Directors is entitled to a single vote.
- C. Directors with a conflict of interest shall recuse themselves from said vote.

ARTICLE VII - OFFICERS

Officers of the Chapter shall be President, Vice President, Treasurer, and Secretary

Section 1 **Qualifications**

- A. To serve as an officer, an individual must be a member in good standing of the Board of Directors. All officers shall be chosen by and shall serve at the pleasure of the Board, subject to its direction and supervision.
- B. Signatories on any financial accounts of the Chapter shall not be related. Related shall mean spouse, partner, children, siblings or parents.

Section 2 **Term**

- A. The term of Officers shall be for two (2) years: January 1 to December 31
- B. An officer shall continue in office for such term, until a successor shall have been elected and qualified.

Section 3 **Election of Officers**

- A. The Board shall meet at an Organizational meeting to elect the officers of the Chapter.
- B. Voting is by secret ballot. A simple majority determines election.

Section 4 **Duties of Officers**

A. PRESIDENT

1. Shall call, preside and maintain order at all meetings of the Chapter Board
2. Shall provide a written agenda for all Board meetings
3. Shall keep the Board of Directors fully informed and consult with them in regard to all activities and business transactions of the Chapter.
4. Shall designate committees to be formed on suggestion of the Board membership and shall be an ex-officio member of all committees
5. Shall appoint the Chair of all standing and special committees.
6. Shall attend meetings of the NYSHC and report to the Board on State activities.
7. Shall represent the Chapter between meetings of the Board.

B. VICE PRESIDENT

1. Shall perform all duties of the President in the event of his/her inability or refusal to act.
2. In doing so shall have all the authority and powers of, and shall be subject to all the restrictions of the President.
3. Shall keep a roll of Board Members and Committee appointments.

C. TREASURER

1. Shall keep and maintain accurate accounts of all the business transactions of the Chapter; including accounts of its assets, liabilities, receipts, disbursements, gains, losses, retained earnings and other matters customarily included in financial statements.
2. Shall be responsible for ensuring the deposit of all money or funds in the name of and to the credit of the Chapter in such banks, trust companies, or other depositories as shall be designated by the Board of Directors.

3. Shall disburse the funds of the Chapter as may be ordered by the Board of Directors and shall render to President, and directors, whenever they request it, an account of all transactions and the financial condition of the Chapter.
4. Shall have the responsibility of preparing and filing the appropriate non-profit tax forms and charity reports each year and reporting such forms to the Board of Directors.
5. The Treasurer and any person designated as a treasurer of any committee, shall give the Chapter a bond, if so requested and required by the Board of Directors, in the amount and with the surety specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Chapter of all its books, monies, or property of any kind in the Treasurer's possession or control upon the treasurer's death, resignation, retirement or removal from office.
6. The Chapter shall pay the cost of such a bond.

D. SECRETARY

1. Shall be the custodian of all records and documents of the Chapter, which are required to be kept.
2. Shall record and report objective minutes of the meetings of the Board of Directors and of General Membership Meetings. He/she shall keep the minutes of all such meeting on file in hard copy or electronic format. Minutes pending Board approval should be provided to the President within 3 weeks of said meeting.
3. Shall be responsible for all organizational correspondence, including but not limited to sending notices for meetings and events and is responsible for getting said notices to the editor of the Newsletter in time for appropriate publication.
4. Shall provide documents to the NYSHC as required in the 'Chapter/NYSHC 'Chapter Agreement.'

Section 5 **Vacancies**

- A. A vacancy in any office shall be filled by a majority vote of the Board of Directors at its next regular meeting or at a meeting specifically called for that purpose.
- B. The person so chosen shall hold office until the expiration of the term of the officer whose place is filled, or until a successor shall have been elected.

Section 6 **Removal of Officers**

- A. Any officer elected or appointed by the Board may be removed at any time, with cause, at any meeting by a two-Third (2/3) vote of the entire Board at which a quorum is present or by action in writing signed by all directors.
- B. The officer concerned shall have the right to address the Board in person or by petition.

ARTICLE VIII –COMMITTEES

- A. the Board of Directors of the Western Chapter may, by resolution at a meeting where a quorum is present establish one or more committees to exercise a portion of the authority of the full Board.
- B. A report of Committee activity will be given at each Board Meeting.
- C. Non Board members in good standing will be encouraged to participate as committee members.

ARTICLE IX- GENERAL PROVISIONS

- A. the Fiscal year of the Western Chapter shall be from January 1 to December 31.
- B. Books and Records: The Western Chapter shall keep correct and complete books and records of the activities and transactions of the Chapter, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, all resolutions of the Board and all minutes of the meetings of the Board and committees thereof.

C. Non Discrimination: In all of its dealings, neither the Chapter nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or mental or physical handicap.

D. Standard of Care:

1. A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as reflects on the best interest of the Western Chapter and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.
2. Each director shall provide a completed NYSHC 'Conflict of Interest' form annually in January. The Secretary shall keep a file of these forms.
3. Directors shall not engage in any personal enterprise which stands to profit financially from any action of the Board, without full disclosure, and abstention from any vote on such an issue.

E. By-Law Revision

1. By-Laws may be amended at any time at the request and recommendation of the Board of Directors and approval by a majority vote of membership present at a General Membership Meeting.
2. A committee will be established to review the by-laws every five (5) years if no requests for amendment have been introduced.
3. The membership shall be informed of the proposed changes in writing at least 30 days prior to a General membership meeting.

ARTICLE X- ADMINISTRATIVE POLICIES

- A. Purchasing Policy: All purchases of goods and services in excess of five hundred (\$500.00) shall require submission of three quotes or proposals. Purchase of sole source items (ex. Fairgrounds rental and display services) shall be exempt from this policy. Officers shall be authorized to make small purchases no exceeding \$50.00 without prior approval. All other purchases or disbursements shall be approved by the Board.
- B. Equipment: The Chapter may provide equipment (ex. Computer/software) to Officers or Board members to assist in the performance of their duties. Any such equipment is the property of the Chapter, shall be used only for Chapter business and must be returned immediately at the end of said officer/members term of office.
- C. Notification: All members are asked to provide an email address for the receipt of any Chapter notices. All notifications shall be made via email or the Chapter Newsletter.
- D. Other Policies: The Board, at its discretion, may adopt additional policies and procedures are required for the efficient operation of the Chapter.

ARTICLE XI- DISSOLUTION

In the event of the dissolution of the organization being voted at a legal meeting, properties and monies belonging to the organization shall be disposed of according to State and Federal Law, under the direction of a majority vote of the members in good standing.

Dated: September 17, 2018