

PIEDMONT PASO FINO HORSE ASSOCIATION, INC. BY-LAWS*

ARTICLE I (Name, Operation)

Section 1. Name. The name of the Association shall be Piedmont Paso Fino Horse Association, Inc. (Hereinafter referred to as Piedmont PFHA or the Association). The Association shall be operated and conducted as a nonprofit organization. The Association will operate as a regional groups affiliate of the Paso Fino Horse Association (Hereafter referred to as PFHA). The Association will conduct itself in a way consistent with the aims and rules of the PFHA002E

Section 2. Financial Operation. Piedmont PFHA 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 permitted to inure to the benefit of any individuals except as expenses paid for agent or volunteer services rendered to or for the Association.

ARTICLE II (Objectives) The objectives of the Association shall include but not be limited to:

- Assisting and encouraging the membership to breed, raise, train, enhance, improve, protect, and promote the Paso Fino Breed;
- Maintaining accurate records of all Piedmont affairs and activities with reasonable access thereto for the members of Piedmont;
- Sponsoring shows, educational clinics, trail rides and other forums for the benefits of its members; and
- Informing and educating the public in general as to the qualities of the Paso Fino horse, by means of publications, exhibitions, and other informative means.

ARTICLE III (Membership, Dues, Privileges and Responsibilities)

Section 1. Membership. Any adult person interested in the objectives of the Piedmont PFHA is eligible for membership application. Membership applications shall be submitted in writing along with applicable dues to the Treasurer of Piedmont PFHA.

Section 2. Membership classifications. Piedmont PFHA membership classifications include

- Individual membership - one (1) adult (at least eighteen (18) years of age).

Individual memberships are entitled to one (1) vote.

- Family membership - Up to two (2) adults and any children under the age of eighteen (18) living in the same household.

Family memberships are entitled to one (1) vote for each designated adult.

- Farm membership - an individual or family membership with a farm listing in Piedmont's publications, with a designated adult agent.

Farm memberships are entitled to three votes for the designated agent.

- Social membership – Individual membership entitled to Piedmont PFHA benefits.

Social memberships are non-voting.

Section 3. Dues. Annually the Board shall set the annual dues for the ensuing membership term and shall present those dues to the membership at the annual meeting of the Association. Dues shall be payable on the first day of October each year. Dues paid by members joining Piedmont between July 1 and September 30 shall apply for the upcoming membership year.

Section 4. Membership Responsibilities. To be entitled to full Piedmont PFHA benefits one must be a member of Piedmont PFHA, maintain current Piedmont PFHA dues, maintain good standing with Piedmont PFHA, and not have designated a region other than Piedmont as one's regional affiliation. Members with regional affiliations other than Piedmont PFHA are

entitled to all benefits with the exception of voting on national matters, voting in Piedmont PFHA elections, and holding office in Piedmont PFHA. Membership is for a term of one year and must be renewed on an annual basis. Applicants must be free of outstanding debts to Piedmont before membership will be renewed. The Board of Directors reserves the rights to review, reject, revoke the application of any individual whose conduct is found to be contrary to or in violation of the Code of Ethics as detailed in the PFHA Constitution. To remain in good standing with Piedmont PFHA, members must obey and be bound by the by-laws of Piedmont PFHA and the actions of the Board of Directors of Piedmont PFHA.

Section 5. Member Discipline. The Board of Directors may censure, suspend, or expel from Piedmont PFHA any member charged with acts of conduct detrimental to the Association and/or in violation of the Code of Ethics detailed in the PFHA constitution. Disciplinary action will be imposed after a due and proper hearing at which the accused is afforded an opportunity to be heard and defended on all charges.

ARTICLE IV (Officers of Piedmont PFHA)

Section 1. Officers. The officers of Piedmont PFHA shall consist of a President, Vice President, Secretary, and Treasurer. The aforesaid officers shall be elected by secret ballot at the designated annual membership meeting every even calendar year. Officers of Piedmont PFHA assume the duties of their offices at the end of the meeting in which they are elected.

ARTICLE V (Duties of Officers)

Section 1. Duties of the President. The President shall be the Chief Executive Officer and shall preside over all meetings of the PFHA. He/she shall appoint all Piedmont Committee Chairpersons and a parliamentarian with the advice and consent of officers and directors. The President shall see that the by-laws, rules, and regulations of Piedmont PFHA are enforced. The President, for one year immediately after finishing their elected term, will also serve as an advisor to the Board of Directors, and attend meetings of the Board.

Section 2. Duties of the Vice-President. The Vice-President shall in the absence of the President or during incapacity of the President perform the duties and function of the President's office. The Vice-President shall serve as a close assistant to the President.

Section 3. Duties of the Secretary. The Secretary shall record and maintain a record of the minutes of all meetings and proceedings of the Piedmont PFHA, conduct correspondence, and perform such other secretarial duties as may be required by the President or the Board of Directors. The Secretary shall also be responsible for the upkeep and maintenance of the membership roster.

Section 4. Duties of the Treasurer. The Treasurer shall be the fiscal officer of Piedmont PFHA and shall deposit all funds received in a designated banking institution in the name of Piedmont PFHA. The Treasurer shall maintain an accurate account of all finances and financial transactions and shall make all authorized disbursements. The Treasurer shall insure that disbursements are made only through the official Piedmont checking account. Itemized vouchers shall support disbursements and the Treasurer shall maintain the vouchers. An annual audit of the files of the accounts and files of the Treasurer shall be made by a qualified person appointed by the President at the close of each fiscal year and the results of such audit shall be reported to the members at the next occurring annual meeting. Interim audits may also be made upon giving at least ten (10) days notice to the Treasurer. Written reports of all receipts and disbursements and the financial status of Piedmont PFHA shall be made semi-

annually. The first report shall be made at the first membership meeting following the close of the fiscal year. No funds shall be withdrawn from the Association depository except by check signed by the President, Vice-President, or Treasurer, all of whom shall be bonded in the amount determined by the Board of Directors.

The Treasurer shall be responsible for all tax reports and returns as may be required by the State and Federal Governments.

ARTICLE VI (Board of Directors)

Section 1. Composition. The business and property of Piedmont PFHA shall be managed and controlled by a Board of Directors, which shall consist of the elected officers (President, Vice-President, Secretary, and Treasurer) and three (3) at-large members elected one per year for a term of three years and a National Delegate appointed by the Board of Directors for a term of one year.

Section 2. Terms of Office. The term of service on the Board of Directors for the officers of Piedmont PFHA shall coincide with the term of elected office. The term of service for the three at-large members shall be for three years. Each at-large member shall begin his or her term of service in a different year to prevent concurrent expiration of all terms of office.

Section 3. Duties and Responsibilities. The Board of Directors shall be the administrative and policy-making body of Piedmont PFHA and shall exercise general supervision of the affairs thereof. No act of the Board of Directors, however, shall conflict with the by-laws of the Piedmont PFHA. The Board of Directors shall establish each year by September 30 a budget for the following year. The Board of Directors shall hold at least two (2) meetings per year, the times and places to be designated by the President. The Board of Directors shall have the right to declare a vacancy in its membership when any member without just cause fails to attend two (2) consecutive Board Meetings. The Board of Directors shall have the right to fill any vacancy on said Board by electing a new member to complete the unexpired term of office. The presence in person of a majority of the Board members shall be requisite for the transaction of business at any meeting, and a majority vote of such members present shall be necessary for a decision. The Board of Directors shall maintain a record of its meetings and proceedings and shall submit the record to the membership during a regular or special meeting of the membership.

Section 4. Duties of Delegate. The National Delegate shall attend all PFHA Meetings. If the delegate is unable to attend a PFHA meeting, a two- week notice shall be given to the Board of Directors. The Board of Directors shall appoint an alternate delegate to attend the meeting. The National Delegate shall make a written report to the Board of Directors and the membership within 20 days of the National Association meeting.

ARTICLE VII (Meetings)

Section 1. Annual Meeting. An annual meeting for the election of officers shall be held in October, November, or December, time and place to be determined by the President. Additional periodic meetings may be called at the discretion of the President.

Section 2. Notice. Notification of each membership meeting must be given at least two (2) weeks in advance stating the date, time and place of such meeting. In the event, however, that an emergency meeting is required, oral notice shall be deemed due and sufficient notice.

Section 3. Transaction of Business. A quorum of at least twenty (20) voting members shall be required for the transaction of business at any membership meeting. There shall be no voting by proxy at any meeting. However, absentee ballots shall be recognized as members present when voting for officers, directors, and by-law changes. A notification of by-law changes shall be given to the membership at least two (2) weeks prior to voting on the changes.

ARTICLE VIII (Elections)

Section 1. The President, within a reasonable time after the annual meeting, shall appoint a nominating committee consisting of three (3) Piedmont voting members in good standing, none of whom are officers of the Association. The responsibility of this committee will be to actively solicit and encourage qualified candidates and make as well as receive nominations (preferably at least two (2) nominees per office) for offices the ensuing term. The nomination committee 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 thirty (30) days prior to the election at the Annual Meeting. In addition, nominations for any office may be by any member in good standing from the floor at the annual meeting, or by email, or by letter to the President of the Association. The Nominating Committee shall remain in force until its recommendations are presented to the Presiding Officer at the Annual Membership Meeting.

Section 2. Eligibility for Office. No person shall be eligible to serve as an officer of Piedmont PFHA unless such person has been an active member in good standing with Piedmont PFHA for at least twelve (12) months prior to the date of nomination. No person shall hold more than one (1) elective office in the Piedmont PFHA at one time. No person shall be nominated nor elected to the office of President who has served less than one (1) year on the Board of Directors. This service should be within the last five years.

Section 3. Election Procedures. Members who are unable to attend the annual meeting may vote by absentee ballot.

ARTICLE IX (Committees)

Section 1. Appointments. The President, upon taking office, shall within a reasonable time thereafter, appoint the chairpersons and members of standing committees and any special committees that he/she deems requisite for the ensuing year. The chairpersons of all committees shall submit to the Board of Directors their respective programs for considerations and appropriate actions.

Section 2. Definition. A standing committee shall be any group created by the membership through the by-laws upon the recommendation of the Board of Directors whose purpose is to plan and implement projects and programs of the Piedmont PFHA. All plans of implementation must have the prior approval of the Board of Directors of Piedmont PFHA.

Section 3. Standing Committees. Standing committees of Piedmont PFHA shall include but not be limited to: Futurity, Nominating, Membership, Youth, and Marketing. The Board may create and empower other committees, general or special, as needed.

Section 4. Fiscal matters. Any monies collected by a standing committee or special committee in the implementation of its approved projects must be accounted for and submitted to the Piedmont Treasurer. The Piedmont Treasurer shall make all disbursements. No committee

shall establish a separate bank account for receiving and disbursing funds unless approved by the Board of Directors. All written records shall be submitted to the Secretary of Piedmont PFHA.

ARTICLE X (Organization Procedure)

Section 1. Amendments to by-laws. Amendments to the within by-laws may be adopted by two-thirds (2/3) vote of the members present at any regular or special meeting of Piedmont PFHA at which there is at least a quorum present, provided also that notification of such meeting and any proposed amendment shall have been given as specified in **Article VII**.

Section 2. Dissolution. Piedmont PFHA may be dissolved as provided by statute and upon adoption of a resolution for such purpose by a two-thirds (2/3) vote of the membership either by presence or by notarized absentee ballots. A written notice of such resolution shall be presented to the membership two (2) weeks prior to a meeting called for the purpose of voting on dissolution. In the event that Piedmont PFHA is dissolved, no member or group of members shall receive any benefit from the assets of Piedmont PFHA, but such assets remaining after the payment of outstanding obligations shall be turned over to another eleemosynary, or not-for-profit, corporation, which is exempt from tax.

Section 3. Parliamentary Authority. "Roberts Rules of Order" shall constitute the parliamentary authority for all matters of procedure not specifically provided for by the within by-laws.

Section 4. Voting National PFHA Board of Directors Meetings. Voting National PFHA Board of Directors Meetings. The Piedmont delegate shall cast the Piedmont block of votes for National officers and National rule change proposals based on the majority vote of Piedmont members.

Section 5. Voting Results. The overall results of any vote taken in Piedmont PFHA, either at a board of directors meeting, committee meeting, or a general membership meeting, shall be made available to the members within 5 days after the votes are tallied.

***last updated April 27, 2019**