

# UPHA MEMBERSHIP ORGANIZATION, INC.

## Bylaws

### ARTICLE I

#### Name

This organization shall be known as "UPHA Membership Organization, Inc.", under which name it is incorporated under the laws of the State of Kentucky, as provided for non-profit organizations. Meetings of this organization will be run under "Roberts Rules of Order."

### ARTICLE II

#### Purpose

This Corporation is a non-profit organization, organized and operated to qualify and remain qualified as exempt from income tax under Section 501(c)(5) of the Internal Revenue Code of 1985, as amended. Its purpose is to better the conditions of those engaged in the pursuit of various equine related activities; to support research aimed at improving the horse as a species; and to promote the development of a higher degree of efficiency for its members in their efforts to improve the general condition of the show horse industry.

### ARTICLE III

#### Officers

Section 1. The officers of this Corporation shall be a President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Immediate Past President. They shall also be referred to as the Executive Board.

Section 2. The President, First Vice-President and Second Vice-President shall be elected at the annual meeting and shall hold office for a term of one year or until their successors shall be elected. The Secretary and Treasurer shall be appointed by the President, for a period of one (1) year but for no more than four (4) consecutive years, and may be replaced by the President

Section 3. The President shall preside at all meetings of the Corporation and of the Board of Directors. He shall be signatory of all contracts and written agreement of the Corporation, and shall perform such duties as generally pertain to his office. He shall be a member ex-official of all committees of the Corporation.

Section 4. The First Vice-President shall conduct the duties of the President in his absence. He may be signatory to checks of the Corporation when required and shall succeed to the office of the President upon the resignation, removal or disability of the President to perform his duties.

Section 4a. The Second Vice-President shall conduct the duties of the First Vice-President in his absence. He shall succeed to the office of the First Vice-President upon the resignation, removal or disability of the First Vice-President to perform his duties.

Section 5. The Secretary and/or Executive Secretary shall keep a record of all meetings of the Corporation and of the Board of Directors; they shall give notice of all general meetings of the Corporation and all meetings of the Board of Directors. They shall conduct the correspondence of the Corporation.

Section 6. The Treasurer shall collect all revenues of the Corporation and shall make disbursements and pay bills of the Corporation upon the approval of the Board of Directors, and shall keep and maintain all records and accounts of the Corporation. He shall furnish a bond in the amount fixed by the Board of Directors, the cost of which shall be paid by the Corporation. His account shall be audited in such manner as directed by the Board of Directors. He shall deposit the funds of the Corporation in one or more accounts, as directed by the Board of Directors, under the name of the Corporation, providing for withdrawals by check or draft signed by any two of the following: the President, a Vice-President and the Treasurer. A full report of the treasury of the Corporation shall be made by the Treasurer at each quarterly meeting of the Board of Directors. The fiscal year of the Corporation shall be July 1<sup>st</sup> - June 30<sup>th</sup>.

Section 7. The Immediate Past President is a voting member of the Board of Directors and the Executive Board.

#### **ARTICLE IV**

##### **Business Office; Registered Agent**

SECTION 1. The principal place of business of this Corporation shall be 4059 Ironworks Parkway, Suite #2, Lexington, Kentucky 40511. The President may, from time to time, change the location of its principal office or establish additional offices for the Corporation within or without the State of Kentucky.

SECTION 2. The name of the registered agent of the Corporation is Karen G. Richardson. The address of the registered office of the Corporation is 4059 Ironworks Parkway, Suite #2, Lexington, Kentucky 40511. The Board of Directors may, from time to time, designate a different person as its registered agent any may designate a different address as its registered office; provided, however, that such designation shall become effective only upon the filing of a statement of such change with the Secretary of State of Kentucky as is required by law.

#### **ARTICLE 5**

##### **Board of Directors**

SECTION 1. There shall be a Board of Directors of this Corporation consisting of the following:

- a. The President, the First Vice-President, the Second Vice-President, Secretary, and Treasurer.
  
- b. The Immediate Past President of the Corporation.
  
- c. The Chairman of each chapter of the Corporation.

SECTION 2. The Board of Directors shall be the governing body of the Corporation, and shall have charge of the affairs, funds and property of the Corporation and shall report its activities to the Corporation by the Secretary at each meeting.

SECTION 3. The Board of Directors shall meet at least four (4) times each year at a time and place designated by the President of the Corporation. The first such meeting each year shall be held as soon as practicable, following the election of Chairman by the Chapters, but in no event shall this first meeting be held later than March 15 of a calendar year. In so far as it is practicable, subsequent meetings each year shall be held at three month intervals.

SECTION 3a. Special meetings may be called at the discretion of the President when deemed advisable. The President may also call special meetings for the Executive Board members only.

SECTION 3b. Each member of the Board of Directors shall be notified of the time and place of each meeting, at least ten days prior to each meeting, whether regular or special; but such notice may be waived by written agreement, signed by all members of the Board of Directors.

SECTION 4. Voting at Board of Directors' meetings may be in person or by proxy. The person holding the proxy of another Director must be a Director in his own right, or the Vice-Chairman of a Chapter and such proxy must be in writing and signed by the Director represented. In the event of his attending the meeting, a Director has the right to revoke his proxy.

SECTION 4a. The voting members of the Board of Directors shall be the First Vice-President, Second Vice-President, Secretary, Treasurer, Immediate Past President and the Chapter Chairmen. The President may vote proxies submitted to him and in the event of a tie vote. Any past Presidents of the Organization may attend Board meetings in a non-voting capacity.

SECTION 5. Members of the Board of Directors will be expected to attend all meetings of the Board, unless they have submitted an excuse acceptable to the other members of the Board. Any Director who does not adhere to this policy will be subject to review or removal from the Board of Directors by the Executive Board.

SECTION 6. A quorum of the Board of Directors shall consist of two-thirds (2/3) of the members of the Board of Directors present in person or by proxy.

SECTION 7. In the event that any Director shall vacate his office, his successor shall be appointed by the Executive Board to fill that position until the next Chapter election can be held.

SECTION 8. In the event that the office of Second Vice-President shall be vacated, a successor shall be elected by a majority vote of the Board of Directors at a meeting duly called for that purpose.

SECTION 9. The Board of Directors may appoint subcommittees at its discretion, but no such subcommittee shall serve longer than until the officers elected at the next annual meeting take office.

## **ARTICLE VI**

### **Meetings And Elections**

SECTION 1. The annual convention of this Corporation shall be held during the month of January each year, or a reasonable time thereafter. The exact time and place of the

annual convention shall be decided by the Board of Directors, at which convention the President, First Vice-President and Second Vice-President shall be elected for the ensuing year.

SECTION 2. The Board of Directors shall appoint a nominating committee in connection with the election of officers. Nominations shall be taken from the floor.

SECTION 3. Election of officers shall be conducted at the annual convention. Printed ballots will be furnished by the Secretary in the case of a contested election. Each member present shall be entitled to mark his own ballot. Proxy votes shall be counted only if cleared by the Credentials Committee.

SECTION 3a. The President shall appoint a Credentials Committee to serve at each annual convention.

SECTION 3b. The President shall appoint a Nominating Committee composed of three members.

SECTION 3c. All Presidential appointments will be for one year terms.

SECTION 3d. In the event there is no representative of the American Saddlebred, Morgan or Hackney breeds on the elected Board of Directors, the Executive Board may allow a breed representative to hold a non-voting seat at all Board of Directors meetings.

SECTION 4. Only active members in good standing shall be entitled to vote in closed active members' meetings at any annual convention, chapter, general or special meeting. Each member shall be entitled to one (1) vote on each matter subject to vote of the membership as expressly provided by the By-Laws or as expressly consented to by the Board of Directors.

SECTION 4a. Both active and associate members in good standing shall be entitled to vote in open meetings at any annual convention, chapter, general or special meeting. The result of such a vote is to serve only as an advisement of general opinion in referring an issue to the closed Active members' meeting for consideration.

SECTION 5. A general or special meeting of this Corporation may be duly called by the President at such time and place either within or without the Commonwealth of Kentucky as he may deem to be in the best interests of the Corporation.

SECTION 6. Due notice of the annual convention and all general or special meetings of this Corporation shall be given by all members at least ten (10) days prior to such meeting. Such notice shall state the time and place and the purpose for which the meeting is called.

SECTION 7. A quorum of a duly called meeting of the Corporation shall consist of the active members in good standing present at such meeting, regardless of their number.

## **ARTICLE VII**

### **Chapters**

SECTION 1. A Chapter is a State, or States, of the United States of America and the country of Canada. The Chapters of the Corporation shall be as follows:

1. Arizona, California, Nevada, Utah
2. Oregon, Washington, Montana, Idaho, Wyoming
3. Wisconsin, Minnesota, North Dakota
4. Iowa, Nebraska, South Dakota
5. Missouri, Kansas
6. Louisiana, Texas, Oklahoma
7. Mississippi, Arkansas
8. Alabama, Tennessee
9. Kentucky
10. Illinois
11. Indiana
12. North Carolina, South Carolina
13. Ohio
14. Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, Vermont and Canada
15. Pennsylvania, New Jersey, Maryland, Delaware
16. Florida
17. Georgia
18. Virginia, West Virginia
19. Colorado, New Mexico
20. Michigan

SECTION 2. Chapter officers shall be elected for a term of one year by the Chapter members.

SECTION 3. The officers of a Chapter shall be a duly elected Chairman and Vice-Chairman.

SECTION 3a. The President may appoint a Chairman and Vice-Chairman of a new Chapter, said appointment to be effective until the next annual convention where all officers will be elected.

SECTION 3b. A Chapter Chairman may appoint, at his discretion and with the approval of the Chapter, a Secretary and/or Treasurer. These officers may be either active or associate members of the Corporation. If an associate member is appointed Secretary of a Chapter, he or she shall not be privy to a closed active members' meeting without the consent of the active members present.

SECTION 4. The fiscal year of all the Chapters will be July 1<sup>st</sup> through June 30<sup>th</sup>.

SECTION 5. Each Chapter must have a minimum of three (3) meetings per year, with written notice sent to all Active and Associate Chapter members.

SECTION 6. A Chapter may have separate governing instruments provided such instruments are approved by the Corporation's Board of Directors prior to adoption by the Chapter. If a Chapter does not have separate governing instruments, the Chapter and its members shall be governed by the By-Laws of the Corporation, except that a Chapter may adopt by its membership procedural rules covering the conduct of Chapter meetings and elections, so long as such rules are consistent with the By-Laws of the Corporation.

SECTION 7. Any funds collected or raised by a Chapter from its members, or through activities conducted on behalf of, in furtherance of the purposes of, or with the sanction of the Corporation, may be held by the Chapter. All such funds shall at all times be held exclusively for the benefit of the Corporation, and used by the Chapter for purposes and activities consistent with and authorized by the Articles and By-Laws of the Corporation. Each Chapter shall give the Corporation a financial report at least annually with respect to its fund balances, receipts and disbursements.

SECTION 8. Any funds held by a chapter shall be available for reallocation among the Chapters as determined by the Board of Directors, provided that any such reallocation shall be on a loan basis (without interest) and repaid within not more than one year, unless the Chapter Chairman of the loaning Chapter shall grant more favorable terms. In the event of the failure or inability of a Chapter to repay any such loan, the Corporation shall make repayment and look to the Chapter which failed to repay for reimbursement.

SECTION 9. The Chapters are expected to make grants to the Corporation for such use as the Board of Directors may determine, consistent with the Articles and By-Laws of the Corporation. Notwithstanding the foregoing, any Chapter having funds which the Board of Directors determines are not forecasted for educational, promotional and/or any other valid reason as outlined by the Chapter Chairman or his delegate at the annual convention, shall be required to make a grant of such excess funds to the Corporation.

SECTION 10. In the event of the termination of a Chapter, all funds then held by it shall be granted to the Corporation, for such use as the Board of Directors may determine, consistent with the Articles and By-Laws of the Corporation.

SECTION 11. The Chapters may transfer funds to the Corporation for investment in a common pool, any earnings or gain on such invested funds or investments to be allocated and returned by the Corporation to the appropriate Chapter at least annually. No such transfer of funds shall be considered a grant unless specifically denominated as such by a Chapter. Any funds transferred for investment shall be returned to the Chapter upon request, subject to governmental restrictions on premature withdrawals and similar penalties. All Chapter funds invested hereunder shall be placed in U.S. Government securities, money markets funds or similar low risk investments.

## **ARTICLE VIII**

### **Membership**

SECTION 1. All persons who are bona fide professional horsemen, and have been a professional for at least one year, and who are acceptable personally and professionally to the membership in all Chapters shall be eligible for Active membership in the Corporation.

SECTION 2. Associate membership is available to any person interested in the show horse industry. Each associate member shall have all the rights, privileges and duties prescribed by these By-Laws and defined by the Board of Directors, except the right to vote in closed active members' meetings, to hold elective office in this Corporation or any Chapter thereof, to serve on the Board of Directors, to attend meetings open only to active members without their expressed consent, or otherwise determine the policy and administration of this Corporation. Election of President and Vice President shall be conducted at the annual convention. The duly elected Associate Membership President shall hold a non-voting seat on the Board of Directors.

SECTION 3: Junior Membership is available to anyone age 17 & under. Junior membership is required for any rider participating in the UPHA Challenge Cup program.

SECTION 4. Life Membership will be granted to any one age 70 and over, who has been an Active member of the UPHA for at least 10 consecutive years prior to turning age 70. Life membership will also be granted to all UPHA Presidents after their term has expired.

SECTION 5. Each application for Active membership in the Corporation must be signed by at least one member in good standing of the applicant's Chapter and sent to the Chapter Chairman or Executive Secretary.

SECTION 6. The Chairman of a Chapter, upon accepting an application for membership, shall notify the Secretary of the Corporation.

SECTION 7. Any Active member in good standing of a Chapter desiring to transfer membership to another Chapter for convenience may do so in any calendar year upon receipt of confirmation of his being a member in good standing from the Chairman of the Chapter from which transfer is to be made.

SECTION 8. Each application for active membership shall be approved by the Chapter Chairman and/or by the Board of Directors.

SECTION 9. An Active member shall be, or shall have been, a bona fide professional horseman.

SECTION 10. Any person holding a current United States Equestrian Federation (USEF) Amateur card is ineligible for Active membership in the Corporation.

## **ARTICLE IX**

### **Ownership And Responsibility**

SECTION 1. Membership in this Corporation is a privilege, not a right and no member shall obtain any property right in property of the Corporation.

SECTION 2. The Corporation shall not be responsible for any debt, obligation or liability, contractual or otherwise, incurred by any Chapter and/or any individual member thereof.

SECTION 3. No members of any Chapter shall attempt to represent the opinion of this Corporation without the express approval of the Board of Directors, except as pertaining to established policy.

SECTION 4. No loans may be made by the Corporation to its Directors or officers.

## **ARTICLE X**

### **Dues**

SECTION 1. Annual membership dues shall be determined by the Board of Directors.

SECTION 2. Dues shall be forwarded by Chapter Chairmen of the Corporation within ten (10) days of receipt of the same from members.

## **ARTICLE XI**

### **Public Relations Committee**

SECTION 1. It shall be the duty of the Corporation's Public Relations Committee to investigate, consider and make recommendations concerning the actions of any individual or group which are deemed to be detrimental to the best interest of the members of the Corporation, upon approval of the Board of Directors.

SECTION 2. Each Chapter may have a Chapter Public Relations Committee consisting of its Chairman and one or more members from the Chapter who have been appointed to serve by the Chapter Chairman. The Chapter Public Relations Committee, with the Chapter Chairman serving as Chairman, shall be the spokesman for the Corporation at all horse shows within the individual Chapter. This Committee shall have the responsibility for acting in the interests of the Corporation concerning conditions which might be considered detrimental to the interests of the Corporation and its members. If a member of the Chapter Public Relations Committee cannot attend a horse show, it shall be his duty to ask another member of the Corporation to serve as a substitute.

SECTION 3. In addition, each Chapter Public Relations Committee, on behalf of the Corporation, shall have the responsibility for contacting show committees within the Chapter early in the season in order to offer suggestions for improvement of shows to be held within that Chapter. It shall be the purpose of the Chapter Public Relations Committee to assist the shows in any way possible. The spirit of the Corporation shall be one of cooperation rather than demand.

SECTION 4. No Chapter Public Relations Committee has the authority to direct a boycott of any show in its Chapter unless prior approval has been obtained from the Board of Directors which will hold a special canvass of its members to consider the request.

SECTION 5. Each Chapter Chairman shall be required to submit a written report summarizing the activities of his Public Relations Committee during the preceding year. This report is to be presented to the Board of Directors at the annual convention of the Corporation.

## **ARTICLE XII**

### **Amendments**

SECTION 1. These By-Laws may be amended by a two-thirds vote of the members present and entitled to vote, in person or by proxy, at a meeting of the Corporation regularly, called or held, provided that all members are notified of the proposed change at least ten (10) days prior to the meeting.

SECTION 2. Any proposed amendment to these By-Laws must be submitted in writing to the Board of Directors at least thirty (30) days prior to the date of the meeting for ratification.