

Amended Bylaws Of
UPHA MEMBERSHIP ORGANIZATION, INC.
(Revised January 5, 2023)

ARTICLE I. NAME

This organization shall be known as “UPHA Membership Organization, Inc.,” under which name it is incorporated under the laws of the Commonwealth of Kentucky, as provided for non-profit organizations.

ARTICLE II. PURPOSE

SECTION 1. 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.

SECTION 2. The principal place of business of this Corporation shall be 4059 Iron Works 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 Commonwealth of Kentucky.

SECTION 3. The Corporation shall maintain a registered office and a registered agent in the Commonwealth of Kentucky as required by Kentucky law. The address of the registered office of the Corporation is 4059 Iron Works Parkway, Suite #2, Lexington, Kentucky 40511, which may be changed from time to time by the Board of Directors.

ARTICLE III. MEMBERS

SECTION 1. Professional membership is available to all persons who are bona fide professional horse trainers, have been a professional horse trainer for at least one year prior to applying for Professional membership, whose financial income comes from the profession of horse training or riding instruction, and who are acceptable personally and professionally to the membership in all Chapters shall be eligible for Professional membership in the Corporation.

- a. Young Professional membership is available to all persons aged 40 or under who otherwise meet the qualification requirements of Professional membership. Young Professional members shall have all the rights, duties and consequences of Professional membership as prescribed by these Bylaws. Young Professional members are here and after included in any reference to Professional members.

SECTION 2. Associate membership is available to any person interested in the show horse industry. Each Associate member shall have all the rights, privileges, duties and consequences prescribed by these Bylaws and defined by the Board of Directors.

SECTION 3. Junior Membership is available to anyone age 17 and under.

SECTION 4. Lifetime Professional Membership will be granted upon payment of the fee prior to turning age 70. An individual may become a member for life with no additional amount due to maintain membership during their lifetime or granted to any one age 70 or over who has been a Professional 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. Lifetime Associate Membership upon payment of fee, an individual may become a member for life with no additional amount due to maintain membership during their lifetime.

SECTION 6. Each application for Professional membership in the Corporation must be signed by the applicant's Chapter Chairperson acknowledging the applicant has been a professional for at least one year.

SECTION 7. The Chairperson of a Chapter, upon accepting an application for membership, shall notify the Secretary of the Corporation.

SECTION 8. Any member in good standing may request a transfer of membership to a Chapter other than that assigned by geographic location by submitting a written request to the Executive Director. The request must state the reason for transfer, include confirmation that the member is in good standing from the Chairperson of the Chapter from which transfer is sought and approval of the transfer from the Chairperson of the new Chapter. Upon approval of the transfer by the Executive Board, the transfer is permanent, until such time as a new request is submitted and approved.

SECTION 9. Each application for Professional membership shall be approved by the Chapter Chairperson and by the Board of Directors.

SECTION 10. A Professional member shall be, or shall have been, a bona fide professional horseman (Trainer / Riding Instructor) for at least one year prior to application.

SECTION 11. Any person holding a current United States Equestrian Federation (USEF) Amateur card is ineligible for Professional membership in the Corporation.

SECTION 12. Annual membership dues shall be determined by the Board of Directors. All memberships shall expire November 30th; except Life memberships.

SECTION 13. Dues shall be forwarded by Chapter Chairperson of the Corporation within ten (10) days of receipt of the same from members.

SECTION 14. All members of the UPHA agree to and shall be bound by the Code of Ethics during their membership in the UPHA.

SECTION 15. Any conduct alleged to be in violation to the Code of Ethics will be brought forward to the UPHA Executive Board, UPHA Board of Directors and the UPHA Ethics Review Committee for review. See Code of Ethics procedure document regarding, Rules and Procedures for Review.

SECTION 16. Any member, as defined in Article III Sections 1, 2, or 3, who does not adhere to the UPHA policies set forth in the Bylaws or acts in any manner adverse to the best interests, goals and purpose of the organization will be subject to suspension or permanent expulsion from membership by a two-third vote of the board of directors. No dues will be refunded nor will the expelled or suspended member remain in good standing with the UPHA if the individual's membership is revoked.

SECTION 17. Any suspended or expelled member of the UPHA, as defined in Article III Section 16, their beneficiaries or designees shall not attend, compete or participate at any UPHA or UPHA affiliate sponsored event during said time of suspension or expulsion. Nor shall any horse owned by, leased or owned under any business or corporation related to the suspended or expelled member pursuant to the Articles of Incorporation by the Secretary of State.

ARTICLE IV. OFFICERS

SECTION 1. The officers of this Corporation shall be a President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Immediate Past President.

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. The President shall be signatory of all contracts and written agreement of the Corporation; shall perform such duties as generally pertain to the office or prescribed by the Board of Directors; and shall be an ex-officio member of all committees except the Nominating Committee. All Presidential appointments will be for one-year terms.

SECTION 4. The First Vice-President shall conduct the duties of the President in the President's absence. The First Vice-President may be signatory to checks of the Corporation when required; shall succeed to the office of the President upon the

resignation, removal, or disability of the President to perform the duties; and shall perform other duties prescribed by the Board of Directors.

SECTION 5. The Second Vice-President shall conduct the duties of the First Vice-President in the First Vice-President's absence; shall succeed to the office of the First Vice-President upon the resignation, removal, or disability of the First Vice-President to perform the duties; and shall perform other duties prescribed by the Board of Directors. 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 6. The Secretary shall keep a record of all meetings of the Corporation and the Board of Directors; shall give notice of all regular meetings of the Corporation and the Board of Directors; shall conduct the correspondence of the Corporation; and shall perform other duties prescribed by the Board of Directors.

SECTION 7. The Treasurer shall be responsible for monitoring the Corporation's financial performance and records of the Corporation; shall make quarterly reports to the Board and Executive Board; and shall perform other duties prescribed by the Board of Directors. The Treasurer shall serve on the Corporation's Finance Committee. The Corporation shall maintain sufficient crime/employee dishonesty insurance to cover volunteers as employees.

SECTION 8. The President shall appoint a Nominating Committee composed of three members for the election of officers. The Nominating Committee shall present its candidates for office to the Executive Board of Directors for approval at least fifteen (15) days prior to the final yearly meeting of the Board of Directors. Candidates for office shall be approved by the Board of Directors and presented to the membership at the annual conference, where nominations shall be taken from the floor.

SECTION 9. Election of officers shall be conducted at the annual conference. Printed ballots will be furnished by the Secretary in the case of a contested election. Members present shall mark their own ballot. Proxy voting shall not be allowed.

SECTION 10. All Employees, Standing Committee Chairs, Members of the Executive Board of Directors and the Board of Directors of the UPHA must adhere to the Conflicts of Interest Policy.

ARTICLE V. MEETINGS

SECTION 1. The annual conference 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 conference shall be decided by the Board of Directors.

SECTION 2. The President may appoint a Credentials Committee to serve at each annual conference.

SECTION 3. Only Professional members in good standing shall be entitled to vote in meetings at any annual conference or at any, chapter, regular, or special meeting.

SECTION 4. Both Professional and Associate members in good standing shall be entitled to vote in open meetings at any annual conference or at any chapter, regular, or special meeting. Unless designated as a closed or Professional Members meeting, all meetings shall be considered open to all members in good standing.

SECTION 5. A regular or special meeting of this Corporation may be called by the President at such time and place either within or outside the Commonwealth of Kentucky as the President may deem to be in the best interests of the Corporation.

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

SECTION 7. The election of the Associate President and the Vice President shall be conducted at the annual conference by the Associate membership.

SECTION 8. A quorum for a meeting of the Corporation shall consist of the Professional members in good standing present at such meeting, regardless of their number.

ARTICLE VI. BOARD OF DIRECTORS

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

- a. The President, First Vice-President, Second Vice-President, Secretary, Treasurer, Immediate Past President, Director(s) at Large, Associate Member President and the Chairperson of each chapter of the Corporation. There may be one (1) or two (2) Director(s) at Large. Any professional member in good standing can be considered for these positions, except for the Associate Member President.
- b. The Director of Fundraising and Committee Chairs are non-voting members. The President shall serve in a non-voting capacity unless his/her vote is necessary to break a tie. The President and/or Executive Board may invite interested parties to speak at Board of Director meetings.

SECTION 2. The Director(s) at Large 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. The Director(s) at Large shall be a former President or former member of the Executive Board. The Director of Fundraising may be appointed to the Executive Board by the President.

SECTION 3. The Board of Directors shall be the governing body of the Corporation; 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 4. 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 meeting each year shall be held as soon as practicable, following the election of Chairpersons 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. Meetings may take place by telephone or other electronic communications.

SECTION 5. Special meetings may be called at the discretion of the President when deemed advisable. Meetings may take place by telephone or other electronic communications.

SECTION 6. 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 7. Proxy voting is not allowed.

SECTION 8. A quorum of the Board of Directors shall consist of 12 members of the Board of Directors in good standing.

SECTION 9. Members of the Board of Directors will be expected to attend the National Conference of the Organization and all meetings of the Board, unless they have submitted an excuse acceptable to the President. Directors will be required to attend at least one regular Board of Directors meeting in person. Directors may attend meetings by telephone or other electronic communications after notifying the President of their inability to attend in person. 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 10. In the event that any Director shall vacate the office, the successor shall be appointed by the Executive Board to fill that position until the next Chapter election can be held.

ARTICLE VII. EXECUTIVE BOARD

SECTION 1. The Organization shall be operated under the authority delegated by the Board of Directors to the Executive Board.

SECTION 2. The Executive Board shall be composed of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Immediate Past President,

up to two Directors at Large and Director of Fundraising. The Director(s) shall be non-voting members.

SECTION 3. The Executive Board shall be responsible for the management of the day-to-day activities of the Organization and implementation of the policies established by the Board of Directors. The Executive Board may, between meetings, act in place of and for the Board of Directors and the Organization. Actions taken by the Executive Board must be reported to the Board of Directors and be ratified by the Board of Directors at its next meeting.

SECTION 4. The President may call special meetings of the Executive Board provided all members are given at least five (5) days notice. A meeting may be held at any time when all voting members can be assembled and agree to waive the five (5) day notice. Meetings may take place by telephone or other electronic communications.

SECTION 5. The Quorum for an Executive Board Meeting shall be three (3) voting members.

ARTICLE VIII. CHAPTERS

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

1. Arizona, California (including areas south of Fresno County), Nevada, Utah
2. California (including Fresno County and areas north), Oregon, Washington, Montana, Idaho, Wyoming, Western Canada (all Canadian Provinces including Manitoba westward)
- 3/4. Wisconsin, Minnesota, North Dakota, Nebraska, South Dakota
5. Iowa, Missouri, Kansas
- 6/7. Louisiana, Texas, Oklahoma, Mississippi, Arkansas
- 8/17. Alabama, Tennessee, Georgia
9. Kentucky
10. Illinois
11. Indiana
12. North Carolina, South Carolina
13. Ohio
14. Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, Vermont
15. Pennsylvania, New Jersey, Maryland, Delaware
16. Florida
18. Virginia, West Virginia
19. Colorado, New Mexico
20. Michigan
21. Eastern Canada (all Canadian Provinces including Ontario eastward)

SECTION 2. Chapter officers shall be elected for a term of one year by the Chapter members at a local chapter meeting or by written ballot. Chapter officers shall be limited to serving four consecutive one year terms.

SECTION 3. The officers of a Chapter shall be a duly elected Chairperson and Vice-Chairperson who are elected at the annual meeting. The President may appoint a Chairperson and Vice-Chairperson of a new chapter with the appointment to be effective until the next annual convention where all officers will be elected. In the event a Chapter Chairperson vacates the office or fails to perform the duties of the office, the Vice-Chairperson shall assume the position of Chapter Chairperson. Should the Vice-Chairperson be unable or unwilling to serve as Chapter Chairperson, the Executive Board shall appoint a person to fill the position until the next Chapter election can be held.

SECTION 4. A Chapter Chairperson may appoint, at the Chairperson's discretion and with the approval of the Chapter, a Secretary and/or Treasurer. These officers may be either Professional or Associate members of the Corporation. If an Associate member is appointed Secretary of a Chapter, the member shall not be privy to a Professional members' meeting without the consent of the Professional members present.

SECTION 5. The fiscal year of all the Chapters will be January 1 through December 31.

SECTION 6. Each Chapter must have a minimum of three (3) meetings per year, with written notice sent to all Professional and Associate Chapter members.

SECTION 7. 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 Bylaws of the Corporation, except that a Chapter may adopt by its membership's procedural rules covering the conduct of Chapter meetings and elections, so long as such rules are consistent with the Bylaws of the Corporation

SECTION 8. 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 Bylaws 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 9. 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 Chairperson 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 10. The Chapters are expected to make grants to the Corporation for such use as the Board of Directors may determine consistent with the Bylaws 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 Chairperson or Chapter's delegate at the annual convention, shall be required to make a grant of such excess funds to the Corporation.

SECTION 11. 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 Bylaws of the Corporation.

SECTION 12. 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 designated 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.

SECTION 13. The Executive Board of Directors with approval of the Board of Directors may consolidate or delegate the chartering of any Chapter. Chapters may be established in areas having an adequate number of association members for proper support. The consolidated chapters shall operate under the bylaws of the UPHA and the rules of the Executive Board of Directors.

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. FINANCES

SECTION 1. The fiscal year of the Organization shall be January 1 to December 31.

SECTION 2. Failure to pay the required annual dues by December 1 of each year shall constitute the resignation of membership. Upon receipt of payment of current year's membership, membership shall be reinstated.

SECTION 3. Dispersal of funds shall be approved by a member of the Executive Board.

SECTION 4. The Organization shall not be responsible for any debt, obligation, or liability (contractual or otherwise) incurred by any Chapter and/or any individual member, unless authorized by the Board of Directors.

SECTION 5. Every five years, the accounts of the UPHA shall be reviewed or audited by a certified public accountant approved by the Finance Committee and the Executive Board of Directors.

ARTICLE XI. STANDING COMMITTEES

SECTION 1. The Organization may have the following Standing Committees:

- Finance
- Nominations and Elections
- Equitation
- Conference
- Young Professional
- Associate
- Governance

SECTION 2. The President, with approval of the Board of Directors may create or dissolve other standing committees as he/she deems necessary by a majority vote.

SECTION 3. The President may appoint subcommittees at his/her discretion, but no such subcommittee shall serve longer than the officers elected at the next annual meeting.

SECTION 4. The President shall appoint the Committee Chairmen for a term of one year. The President will appoint committee members taking into account the recommendation of the committee chairman.

ARTICLE XII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules the Organization may adopt.

ARTICLE XIII. AMENDMENT OF BYLAWS

SECTION 1. These Bylaws may be amended by a two-thirds vote of the members present and voting at a meeting of the Corporation provided all members are notified of the proposed change at least ten (10) days prior to the meeting.

SECTION 2. Any proposed amendment to these Bylaws must be submitted in writing or electronically by the Executive Board to the Board of Directors at least thirty (30) days prior to the date of the meeting.

ARTICLE XIV. AFFILIATES

SECTION 1. Affiliate shall be defined as any subsidiary, group, person, or organization officially attached or connected with the UPHA.

SECTION 2. Affiliates shall operate in accordance with the procedures set forth in the UPHA Bylaws and comply at all times with UPHA Policy.