

SOUTHWESTERN PASO FINO HORSE ASSOCIATION, INC. BY-LAWS

ARTICLE I

Name and Territorial Limits

Section 1. The name of this organization shall be "Southwestern Paso Fino Horse Association, Inc". ("The Organization").

Section 2. The territorial limits shall be Texas, part of Louisiana, Oklahoma, and Arkansas, as established by the National Paso Fino Horse Association and shall include such other territories as approved by the Board of Directors of the Organization.

ARTICLE II

Objectives and Purposes

The objectives and purposes of the Organization shall be to educate, instruct, and inform people in the Paso Fino horse and to engage in such other related functions and activities requisite to carrying out such objectives and purposes.

ARTICLE III

Membership

Section 1. Any person interested in the objectives and purposes of the Organization shall be eligible for membership.

Section 2. All applications for membership shall be submitted, in writing, to the Membership Chairperson, the Treasurer, or the Secretary of the Organization. A qualified applicant shall become a member of the Organization upon payment of the annual dues. The Secretary, upon notification of receipt of such dues, shall forthwith transmit to such member a copy of the Organization By-Laws. The secretary shall update the official membership roster as new members are added and a list of members shall be published in the newsletter at least annually.

Section 3. Types of Memberships

- A. Regular Memberships PFHA Members
 1. Individual--A member in good standing with The Paso Fino Horse Association, hereinafter referred to as PFHA, eighteen (18) years or older, with voting membership in the Region. An individual is entitled to one (1) vote.
 2. Corporate--A legal entity, as recognized by PFHA, that desires membership in a farm name. This membership is entitled to one (1) Vote.
 3. Family--Composed of two (2) persons, eighteen (18) years or older, and any junior members of the same household also having family membership in PFHA. This membership is entitled to two (2) votes.
- B. Associate Members (having all privileges, except voting and holding an office).
 1. Junior Membership--A member in good standing with PFHA, but under eighteen (18) years of age.
 2. Members, eighteen (18) years or older, Individual or Corporate, who are members in good standing with PFHA, but whose voting membership is with another region.
 3. Members, of any age, Individual or Corporate who are not members of PFHA.
 4. Sponsoring--Any individual, business, organization, or group that wishes to support the purposes and functions of the Organization.

ARTICLE IV

Dues

Section 1. The annual dues, in the amount designated by the organization, shall be payable on the first of October of each year: however, dues paid by persons joining the Organization between the dates of August 1 and September 30 shall be regarded as the annual dues for the ensuing year.

Section 2. Any person failing to pay the annual dues or other assessments imposed by the Organization shall cease to be a member of the Organization, if such non-payment continues for a period of thirty (30) days after due notice thereof.

ARTICLE V

Membership Discipline

Section 1. The Executive Committee may censure, suspend, or expel from the Organization any member charged with acts or conduct detrimental to said Organization, provided such charges are sustained after a due and proper hearing before said Executive Committee, at which the accused has been afforded an opportunity to defend against such charges. A majority vote of the Executive Committee, however, shall be required for the expulsion of any member against whom a charge has been sustained in the manner aforesaid.

ARTICLE VI

Officers

Section 1. The Officers of the Organizations shall consist of a President, Vice-President, Secretary, and Treasurer, which shall be known as the Executive Committee. Such Officers shall be elected by ballot in August and take office the following October 1, except when a special election is held. An officer elected in a special election shall assume the duties of the office immediately after the results are announced.

Section 2. No person shall be elected an Officer of the Organization unless such person has been an active member in good standing for at least one (1) year prior to election.

Section 3. No member shall hold more than one (1) elective office during the same term of office.

Section 4. The term of office shall be for a period of two (2) years, or until an officer resigns or is otherwise replaced through a special election. An officer elected in a special election shall serve the remainder of the regular term of office of two (2) years. An officer cannot hold the same elective office for more than two (2) consecutive terms, except that when an officer serves an abbreviated term as the result of having been elected in a special election, the abbreviated term shall not be considered as one of the two (2) consecutive terms.

Section 5. The Board of Directors shall be composed of the Executive Committee, the immediate past President, committee chairpersons of the Organization and the Delegate. The immediate past President shall be defined as the last past President who completed his /her term of office and shall have a vote as a board member.

Section 6. There will be a delegate to the National Board of Directors (PFHA). This Delegate will be elected at the same time as the Officers of the Executive Committee, but only members holding PFHA memberships will be eligible to participate in election of the Delegate. The Delegate will not be subject to the same term limits as that of the Officers.

ARTICLE VII

Duties of Officers (Executive Committee)

Section 1. The President shall be the Executive Officer of the Organization and shall preside over all meetings thereof, including meetings of the Board of Directors. Furthermore, he/she shall have the right to appoint a Parliamentarian and all Committee Chairpersons for the Organization and serve as a member of all committees thereof, except the Nominating committee.

Section 2. The Vice-President shall work closely with the president and all committee chairpersons to aid in a smooth running organization. During the absence or incapacity of the President, the vice-president shall perform the duties and functions of the President. Should the presidency be permanently vacated for any reason during the normal two-year term of office, the Vice-President will immediately assume the presidency for the remainder of the two-year term.

Section 3. The Secretary shall record the minutes of all meetings, maintain accurate records of the membership, maintain an official current membership roster reflecting qualified members, associate members, and life members and shall conduct the correspondence for the Organization as may be required. Additionally, the secretary shall provide the Parliamentarian with the current total number of members prior to the beginning of all meetings in order to calculate whether a quorum is present for voting purposes. Furthermore, the secretary shall have responsibilities for elections as defined in Article IX Sec. 2 B and C.

Section 4. The Treasurer shall collect all dues and assessments, receive, deposit, and disburse all monies (except operational funds needed by local show secretaries) authorized by the Organization, maintain an accurate accounting of all financial transactions and submit at the annual meeting a report of all receipts and disbursements and financial status of the Organization. He/she shall also submit interim reports thereof when requested by the President of Board of Directors.

Section 5. The Parliamentarian shall be the procedural advisor of the Organization. He/she may attend all Executive Committee and board meetings, but shall not have the right to vote at such meetings.

Section 6. The aforesaid Officers shall perform the duties and functions prescribed by these By-Laws and such other duties and functions as may be adopted and implemented by the Organization in accordance with proper parliamentary procedure.

Section 7. The Board of Directors shall be the governing body of the Organization and shall determine all matters of policy which may arise during the interval between annual or other regular meetings, hear all charges against members and discipline members in accordance with the provisions as set forth herein, prepare the budget, approve disbursements and counsel with all Committees. There shall be a meeting of the Board of Directors prior to all General Membership meetings.

Section 8. The Delegate to the National Board of Directors shall represent the Organization at PFHA Board of Director Meetings. The delegate is charged with the responsibility of maintaining a dialogue with PFHA regional membership in order to ascertain wishes of the said membership.

Section 8. The Delegate will further be responsible for reporting to the membership on
Continued the business conducted at PFHA Board of Director Meetings, including his/her votes at such meetings. He/she shall have the right to vote at board meetings.

ARTICLE VIII

Regular Meetings

Section 1. Regular periodic meetings (a minimum of two [2] per year) shall be called at the direction of the President. The President shall designate one of the regular periodic meetings as the Annual Meeting.

Section 2. The President or other members of the Executive Committee may call special meetings. In addition, such meetings must be called when requested in writing by a Committee comprised of at least one-third of the members in good standing. The exact purpose of all special meetings must be stated in the notice thereof.

Section 3. Due written notice of all meetings shall be given to the membership, setting forth the date, time and place of such meetings. In the event, however, that an emergency meeting is required, oral notice of such meeting shall be deemed due notice thereof. It is suggested that a meeting agenda be prepared and distributed prior to all meetings.

Section 4. The presence of at least 20 percent of the members in good standing shall be required for the transaction of business at any meeting.

ARTICLE IX

Elections

Section 1. General elections of Officers will be held every two years, in odd numbered years, in August. August 15th is designated as Election Day. Election will be by mailed ballot. The person receiving the most votes will be declared the winner.

Section 2. With regards to elections, the following actions shall be accomplished each election year.

- A. At least two (2) months before Election Day, the President shall appoint three (3) members in good standing of both the Organization and PFHA to comprise a Nominating Committee. One of the appointees shall be designated as Chairperson.

It shall be the duty of the Nominating Committee to prepare a slate of candidates for all officer positions for the upcoming election. The Nominating Committee shall solicit nominations of candidates from the membership via newsletter and/or by personal contact.

- A. Continued.

All candidates must be members (Individual or Family) in good standing of both the Organization and PFHA for at least one (1) year prior to Election Day and be a legal resident within the territorial limits of the Organization. No member shall be listed as a candidate who has not indicated to a member of the Nominating Committee his or her willingness to serve if elected.

The Nominating committee shall deliver the slate of candidates to the secretary not later than one (1) month before Election Day. The nominating committee shall make an attempt to secure at least two (2) candidates for each officer position.

- B. The Secretary shall prepare the Ballots and mail them to the Membership, along with instructions for completing and validating the ballot, and a return envelope addressed to the Secretary and clearly stamped with the word BALLOT. This mailing shall occur not later than fifteen (15) days before Election Day.
- C. The Secretary and two (2) other members appointed by the President shall function as Election judges, verifying the returned ballots and tallying the votes. This shall be done in the presence of all the Election Judges. The Election Judges shall not announce the results of the election, but shall forward the final vote tally to the President, with their certification of the results, by mail or in person, no later than September 1st.
- D. The President shall then announce the election results to the membership via newsletter and to PFHA by Letter.

- E. The newly elected officers shall assume office and function October 1st, without ceremony.

Section 3. The President, with the concurrence of the Board of Directors, may call a special election to fill an office position that has been vacated for any reason. A special election may be conducted by mailed ballot or by secret ballot at a regular

or special membership meeting. However, if called, a Special Election shall be conducted expeditiously. A member elected as an Officer in a Special Election shall serve only the remaining part of the normal two-(2) year term of office, but without prejudice to possibly being reelected in subsequent elections.

ARTICLE X

Standing Committees

Section 1. There may be the following Standing committees:

- a. Events Committee
- b. Publicity and Advertising committee
- c. Show Committee
- d. Membership Committee
- e. Welcoming Committee
- f. Awards and Banquet committee
- g. Communication Committee
- h. Website Committee
- i. Parade Committee
- j. Youth Committee

Section 2. The President, upon taking office, may appoint the Chairperson of the aforesaid Committees and additional Committees he/she may deem necessary. No elected officer may chair a Standing Committee.

ARTICLE XI

Organization Procedure

Section 1. Roberts Rules of Order shall constitute the parliamentary authority for all matters of procedure specifically provided for by these By-Laws.

Section 2. Amendments to these By-Laws may be adopted by a majority vote of the membership at any regular or special meeting of the Organization at which there is at least a quorum (20 percent of the membership) present, provided also that notice of the meeting and the specific purpose thereof shall have been given to the membership at least sixty (60) days prior to such meeting. There shall be no voting by proxy in the aforesaid matter.

Section 3. The organization may be dissolved by a resolution duly adopted by a two-thirds (2/3) vote of the total membership in good standing at a meeting called for such purpose, following specific written notice to the membership of at least ninety (90) days prior thereto and at which meeting there is at least a quorum. Such votes may be submitted in writing or by personal vote. In the event of such dissolution, all funds and property of any nature which remain after the payment of all outstanding obligations shall be distributed in accordance with the provisions of the Internal Revenue Code relating to the dissolution of Membership Corporations of a similar nature and as further provided in the Articles of Incorporation within the Organization.