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# Current By-Laws of the New York State Horse Council

## **ARTICLE I - NAME:**

The name of the Corporation is New York State Horse Council, Inc. The Corporation shall hereinafter in these bylaws be referred to as the Council.

## **ARTICLE II - PURPOSES:**

The purposes of this Council are to promote and foster interest in, and awareness of, the horse industry in the State of New York; to aid in the protection and care of horses; to guide and stimulate interest in equestrian sports and recreation; to develop facility and safety standards in connection with the use of horses; to actively engage in forums to originate and influence legislation favorable to horsepersons and the equine industry in the State; to gather and disseminate information in connection with the above purposes; and to do any and all lawful things within the meaning of the Not-for-Profit Corporation Law of the State of New York to effectuate such purposes.

The Council is exclusively non-profit. No officer, director, member or employee therefore shall receive or be lawfully entitled to receive any pecuniary profit from the operation thereof. Reasonable compensation may be given to employees for their service in effecting one or more of the Council purposes.

## **ARTICLE III - MEMBERSHIP**

**Section 1. Qualifications.** Any person, family, or organization having interest in furthering the purposes of the Council may be a member.

**Section 2. Application.** Applicants may become members upon written application to the Council, acceptance by the membership Committee and the payment of dues.

**Section 3. Classification.** Membership in the Council is divided into the following classes:

- I. Annual Memberships
  - A. General (insurance optional)
    - Individual
    - Family
    - Youth (no insurance or voting privileges)
  - B. Group (no insurance)
    - Club
    - Business
    - Education

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- II. Special Memberships (If insurance is desired for these categories, it must be purchased separately.)
  - A. Life (Individual only. Insurance is only included the first year the life membership is purchased. Thereafter it must be purchased separately.)
  - B. Honorary
  - C. Lifetime Recognition

**Section 4. Membership Privileges.** General, and Life members shall be entitled to full rights and privileges, including the right to vote and hold office. The designated member representing Group memberships shall be entitled to the same rights and privileges as General dues paying member, except for insurance.

**Section 5. Honorary Members.** The Board of Directors, at a duly organized meeting, may elect Honorary Members by a two-thirds vote of the Board members present. Honorary members shall be exempt from payment of dues and shall be entitled to the privileges of regular members, except the right to vote and hold office. This shall remain in effect for the balance of the current year and the full subsequent year.

**Section 6. Lifetime Recognition.** The Board of Directors, at a duly organized meeting and by a two-thirds vote of the Board members present, may bestow the title of Lifetime Recognition Member on any individual whose service and devotion in support of the Council are deemed sufficient to warrant meritorious recognition. Lifetime Recognition Members shall be exempt from payment of dues, and shall be entitled to all rights and privileges of regular membership, including the right to vote and/or hold office. .

**Section 7. Resignation.** Any member may withdraw from the Council after fulfilling all obligations to it by giving written notice of such intention to the Membership Committee. Dues are not refundable.

**Section 8. Suspension.** A member may be suspended for a period or expelled with or without cause such as violation of any of the bylaws or rules of the Council, or conduct prejudicial to the best interest of the Council. Suspension or expulsion shall be by a two thirds vote of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member charged, at the latest recorded address, at least fifteen (15) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place where the Board of Directors is to take action on the matter. The member shall be given an opportunity to appear before the Board, or to present a statement to be considered by the Board. The time period of

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suspension or expulsion shall be determined by the Board of Directors at the time the final action is taken.

### ARTICLE IV. DUES

**Section 1. Annual Dues.** The Board of Directors may determine from time to time the amount of an initiation fee, if any, and of annual dues payable by members to the Council.

**Section 2. Payment of Dues.** The annual dues of members are payable with their application for membership and thereafter on the first day of January of each year. Dues of a new member making application for membership after the last day of September of each year shall entitle such new member to membership for the remainder of that year, and for the next ensuing year, however the insurance will not be activated until January 1<sup>st</sup> the following year.

To obtain the full benefits of membership dues shall be paid one (1) month prior to a meeting.

**Section 3. Default and Termination of Membership.** Members who fail to pay their dues, subscriptions, or assessments within two months from the time they become due, (January 1<sup>st</sup> of current year) shall be considered not to be a member in good standing and shall be notified of their default by the Membership Chair, and if payment is not made within the next succeeding three months, they shall be terminated.

### ARTICLE V. MEMBERSHIP MEETINGS:

**Section 1. Annual Meetings.** An annual meeting shall be held in September at a place and date designated by the President for the Board of Directors. The meeting agenda shall include the annual report of officers, Region vice presidents, directors and committees; the election of members to the Board of Directors; the election of officers; and the transaction of other business. Notice of the meeting shall be distributed to each member in good standing via mail or electronically no later than 30 days prior to the scheduled meeting date, such notice to set forth the place, date, time and initial agenda. Meeting notice shall also be posted on the NYSHC, Inc. website.

**Section 2. Special Meetings.** The President is empowered by the Board of Directors to call special meetings. Notification of any special meeting shall be not less than fifteen (15) days in advance of the meeting. Only that business specified in the meeting agenda will be transacted.

**Section 3. Quorum.** A simple majority of the members of the Board, including the officers, shall constitute a quorum for the transaction of business.

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**Section 4. Voting.** General, Life, and Lifetime Recognition Memberships shall be entitled to one (1) vote. Non-dues paying members are not entitled to vote with the exception of Lifetime Recognition Members. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the members present in person or by proxy. Voting privileges shall be extended only to members in good standing whose dues have been paid one (1) month prior to a meeting.

**Section 5. Proxies.** Every member in good standing of the Council entitled to vote at any member meeting therefore may vote by proxy. A proxy shall be in writing, including by email, **by the person, including email, authorizing the vote (the "principal") and shall be in force only for a specific issue stated in advance which will be brought to vote at a special or Annual membership meeting on a specific date stated in advance.**

**Section 6. Order of Business.** It is suggested that the order of business be as follows at all meetings of the Council's membership, Board of Directors and Executive Committee:

- a) Calling of meeting to order
- b) Determination of quorum
- c) Proof of notice of meeting
- d) Approval of minutes of the previous meeting
- e) Election of directors and officers as required
- f) Reports of officers
- g) Reports of committees
- h) Unfinished business
- i) New Business
- j) Adjournment of meeting

This order of business may be altered or suspended.

### **ARTICLE VI. DIRECTORS**

**Section 1. Number.** The Board of Directors shall be: The Presidents of Council Chapters; 16 Regional Directors; and the twelve (12) Officers of the Council, to include eight (8) Regional Vice Presidents, Corporate President, Vice-President, Secretary and

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Treasurer; and Directors at Large, including the immediate past-President, and up to three (3) other Directors-at-Large, as provided for below. If available to serve, there shall be two (2) directors from each of the eight (8) Regions.

The areas of the respective Region directors shall be determined by the region vice president. On occasion, a Director may rotate out of his/her elected position, but is engaged in valuable service to the Board. In such cases, the Executive Committee may appoint that person a Director at Large, for a regular 2-year term. Only three such persons may serve at any one time.

The Presidents of Council Chapters may not be officers of the Council, but may chair committees. If a current Director is elected to become Chapter President, that person must resign his or her seat as a Director. That vacancy can then be refilled by appointment or special election by the Board or Exec. Committee.

A person holding more than one Director-level position (e.g., Chapter President and Director-at-Large) is only entitled to one vote, and the total quorum count is reduced by one, for the duration.

**Section 2. Election of Directors and Term.** Members nominated for office must be in good standing with the Council. The sixteen (16) directors shall be elected by ballot at the annual meeting of the members by a plurality of the votes cast by the entitled members. The members of each Region shall vote only for the directors who are from and serve from their respective Region. Ballots shall indicate the residence and Region of the voter. Directors shall be elected for a term of two years.

**Section 3. Honorary Directors.** The Board of Directors at a duly organized meeting, may nominate and elect honorary directors by a two-thirds vote of the directors present. Honorary directors may participate in director's meeting, but shall not be entitled to vote. The term of appointment shall be for five (5) years, and shall not exceed six (6) in number.

**Section 4. Duties of the Directors.**

- A. The Board of Directors, who perform their duties as an avocational community service, manage and direct the affairs of the Council.
- B. Directors must exercise reasonable care and exemplary good faith in corporate affairs. 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. Directors shall conduct themselves to reflect well on the operation of the Council.

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C. The Board is empowered to control all day-to-day affairs of the Council, but may appoint an Executive Committee to transact approved business and take emergency action between meetings of the Board of Directors.

### **Section 5. Meetings of the Board.**

Number and timing of meetings: The Board of Directors, including the Executive Committee, shall meet at least quarterly to include an annual meeting in September, and an organization meeting to be held no later than December 31st of each year; in the event of extreme inclement weather, this meeting may be rescheduled, but must be done so promptly. Meeting attendance may be in person via electronic means.

- Special meetings: The President is empowered by the Board to call for special meetings of the Board of Directors. Notice of the annual meeting, signed by the Secretary, shall be distributed to the last recorded mail or electronic address of each member of the Board no later than June 30th. Notice of the organizational meeting shall be sent to the last recorded electronic mail address of each member of the Board at least 30 days prior to the date appointed for the meeting. Only ten days' notice shall be required for special meetings of the Board.

### **Section 6. Quorum.**

- Voting in a meeting: A simple majority of the voting members of the Board, including the officers, shall constitute a quorum for the transaction of business. In the absence of the President and Executive Vice President, one of the Regional Vice Presidents shall be designated by a majority vote of persons present to act as Chairman of the meeting. Directors may not vote by proxy at Board Meetings. If a quorum is not present, a lesser number may adjourn the meeting to a later day.
- Voting electronically: Voting on time sensitive issues may be accomplished via a quorum of electronic mail votes to be restated and certified in the minutes of the next Board meeting. This may either be by e-mail or by using some other protected site.

**Section 7. Vacancies.** Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled by a majority vote of the remaining members of the Board. The person so chosen shall hold office until the expiration of the term of the director whose place is filled, or until a successor shall have been elected.

**Section 8. Removal of Directors.** Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds of the members of the Board of Directors present at any special meeting called for that purpose. The director involved shall have the right to address the entire Board of Directors in person or by petition.

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## ARTICLE VII. OFFICERS

**Section 1 Number.** The officers of this Executive Committee of the Council shall be: President, Executive Vice President, Regional Vice Presidents (one from each of the eight (8) Regions), Recording Secretary, Treasurer, and the immediate Past-President.

**Section 2. Eligibility for Election.**

- a) Members nominated for office must be in good standing with the Council.
- b) No more than one (1) member of an immediate family is eligible to serve on the Executive Committee at the same time.

**Section 3. Method of Election.** The officers shall be elected for two year terms at an annual meeting of the membership by a majority of all members in good standing entitled to vote. The Region Vice Presidents shall be elected by a majority of the membership residing in the Region represented and which they themselves are from.

**Section 4. Duties of Officers.** The duties and authority of the officers of the Council, as delegated by the Board of Directors, shall be as follows:

- A. The President shall call and preside at all meetings of the Council and of the Board of Directors and of the Executive Committee, and shall be a member ex-officio of all committees except the nominating committee. The President shall appoint the Chair of all standing and special committees.
- B. The Executive Vice President shall perform the duties of the President in his/her absence. At meetings, in the absence of the President and the Executive Vice President, one of the Regional Vice Presidents may be designated to preside at the meeting by the members.
- C. The Recording Secretary
  1. Recording Secretary shall keep a detailed record of the proceedings of the Council and shall send same to Directors within three (3) weeks of meeting; shall maintain the archives of the Council.
  2. The Treasurer shall be responsible for maintaining a complete list of paid members in good standing.
- D. The Treasurer shall collect all dues and income due the Council, maintain accounts, issue checks for Council activities, prepare financial reports for annual and Board of Director meetings, and prepare other financial reports required by the state or federal government. The Treasurer may, with the

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approval of the Board of Directors engage a Certified Public Accountant to review the financial records and prepare the state and federal tax filings.

- E. In case of absence or disability of either the Secretary or the Treasurer, the Executive Committee may appoint a Secretary or a Treasurer pro tem.

**Section 5. Bonds.** The Board of Directors may require such security for the faithful discharge of the duties of the officers, such expense to be borne by the Council.

**Section 6. Vacancies.** A vacancy in any office shall be filled by the Board of Directors without undue delay, at its annual meeting or at a meeting specially called for that purpose, or the Executive Committee may fill any vacancy at a meeting called specially for that purpose.

**Section 7. Reimbursement of Officers.** The officers may receive such reimbursement as the Board of Directors determines to include, mileage and other expenses to attend equine functions as representatives of the Council, such to be approved in advance.

**Section 8. Removal of Officers.** Any one or more of the officer(s) may be removed either with or without cause, at any time, by a vote of two-thirds of the members of the Board of Directors present at any special meeting called for that purpose. The officer(s) involved shall have the right to address the entire Board of Directors in person or by petition.

### ARTICLE VIII. COMMITTEES.

**Section 1. Executive Committee.** The President, Executive Vice President, eight (8) Region Vice Presidents, Recording Secretary, Treasurer, and the immediate Past President, shall constitute the Executive Committee. This committee will conduct the day-to-day affairs of the corporation, as delegated by the Board, and when the Board of Directors is not in session, as well as emergency affairs, reporting on those actions at the next Director's meeting. Meetings may be called by the President or three (3) members of the Executive Committee. The President shall preside, or in his/her absence, the Executive Vice President. The Executive Committee shall appoint such employees as may be necessary to conduct the business of the Council. It shall have the Treasurer's accounts reviewed at least once each year by accountant and report thereon to the Board of Directors

**Section 2. Nominating Committee.** Before the end of June in each year the President shall appoint a Nominating Committee of at least three (3) members. The duty of the Nominating Committee shall be to nominate candidates for Directors and Officers to be elected at the next annual election. The Chairperson shall notify the Secretary in writing at least forty-five (45) days before the date of the annual meeting of the names of the candidates and the position for which they are nominated. After



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verification of the nominated candidates' good standing as members of the Council, the Secretary shall mail or e-mail this slate to the last recorded address of voting members in good standing simultaneously with the Annual Meeting Notice. Such notice shall be postmarked or dated at least thirty (30) days before the Annual Meeting.

**Section 2.1 Independent Nomination.** Upon appointment of the Nominating Committee, all members may make nominations directly to the Chairperson. Members in good standing may nominate themselves or any other member in good standing, but must first secure acceptance of the person being nominated and forward such acceptance to the Nominating Chair. Once the "official" slate is determined by the Committee, any member who had been nominated but not included on the slate, may be listed on the ballot as an "Independent" candidate. It will be the responsibility of the Chairperson to contact each potential "Independent" candidate and verify the individual's desire to be a candidate. All candidates, whether part of the "official" slate or "independent" will be listed on the same ballot and only those candidates will be eligible for election.

**Section 3. Membership Committee.** The Membership Committee shall be responsible for maintaining the membership rolls and other membership activities as assigned.

**Section 4. Other Committees.** The President shall appoint such other standing and ad hoc committees as are necessary to further the interests and activities of the Council. Each committee shall be charged by the President, and report upon its activities to the President and at the Director and membership meetings.

**Section 5. Committee Quorum.** A majority of any committee of the Council shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

**Section 6. Committee Vacancies.** The various committees shall have the power to fill vacancies in their membership.

### **ARTICLE IX. CHAPTERS**

A Council Chapter may be established in a County or in a combination of Counties if a group of interested members of the Council applies to the Board of Directors for permission to do so, subscribes to the Council plan governing the establishment of such chapters (such plan to be formulated from time to time by the Board of Directors of the Council) and thereafter the Board of Directors approves formation of the Chapter.

### **ARTICLE X. GENERAL PROVISIONS.**

**Section 1. Fiscal Year.** The fiscal year of the Council shall begin on the first day of January and end on the last day of December of each year.

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### **Section 2. Checks and Fund Transfers.**

- Signatures: All checks or demands for money and notes of the Council shall be signed by such officer or officers or such other persons or persons as the Board of Directors may from time to time designate. Checks written for the amounts exceeding a maximum amount stated in a Board-approved Policy are required to have two officer signatures.
- Approval in Lieu of second signature: An e-mailed authorization by a second officer is acceptable, and shall be printed and retained with the invoice and check stub.
- Electronic fund transfer of checks by the bank handling the NYSHC, Inc. checking account may be used, with the records retained in the banking files. Email authorizations of amounts exceeding the single signature limit may be used, as above.

**Section 3. Seal.** The corporate seal will have inscribed thereon the name of the Council, the year of its organization and the words "Corporate Seal, New York". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

**Section 4. Rules of Order** The most current edition of Robert's Rules of Order, Revised, shall be the rules of procedure in all areas not covered by the New York State Horse Council Bylaws, its Board of Directors, and its Committees.

### **ARTICLE XI. AMENDMENTS.**

**Section 1.** These bylaws may be amended or repealed or new bylaws may be adopted, upon recommendation of the Board of Directors to the members, by a majority of the votes cast at any duly organized meeting of the members by the members entitled to vote thereon, provided notice of intention to amend, repeal or adopt new bylaws shall be contained in the notice of the meeting, which notice shall be mailed to the last recorded address of each member at least thirty (30) days before the time of the meeting.

These bylaws may also be amended or repealed or new bylaws may be adopted by the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board. A concise statement and notification of any Bylaws change adopted, amended or repealed by the Board of Directors which affects an impending election shall be sent to the members simultaneous with notification of the next Membership meeting. Bylaws adopted by the Board of Directors may be amended or repealed by the members.

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