

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 purpose of this Council is 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 practices favorable to horsepersons and the equine industry in the State; to gather and disseminate information in connection with the above purposes or any other legal purpose; 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 not-for-profit. No officer, director, member or employee therefore shall receive or be lawfully entitled to receive any pecuniary profit from the operation thereof, except as otherwise provided or herein. 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 pursuant to Article III Section 3.

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

I. Annual Memberships

A. General

- Individual
- Family
- Youth (no voting privileges)

B. Group

- Club
- Business
- Education

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II. Special Memberships

- A. Life (Individual only.)
- 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. Group memberships are entitled to one vote by a designated member of their group.

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 upon 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 by giving written notice, including electronic, of such intention to the Membership Committee and returning any NYSHC electronic and physical property, including providing log in/password information they have been using within five business days thereafter to the President or their designee. Dues and insurance fees are not refundable.

Section 8. Code of Conduct

I. Diversity, Equity, and Inclusion (DEI).

NYSHC is committed to incorporating the values of diversity, equity, and inclusion (DEI) in all governance and operations of NYSHC. These values shall be upheld by all members, individuals, and officers and any discrimination based on age, gender, sexual orientation, race, ethnicity, religion, disability status, or any other marginalized populations will not be tolerated.

II. Rules of Conduct.

A. All members, Directors and Officers who conduct any and all NYSHC business including, but not limited to: meetings, gatherings, and events, shall do so in good faith, ethically, safely, and legally, for the best interest of NYSHC, and act with civility and respect to others.

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B. All members and officers are expected to fulfill their duties pursuant to Article VI Section 4, Section 8, or as assigned by the president and submit completed reports when required.

C. No members or officers shall use any Council funds for any non-Council use or expenses.

D. Suspension, Removal from Office or Expulsion from Membership:

Any member, Director or Officer may be suspended for a period of thirty (30) calendar days, removed from their Office, or expelled from Membership with or without cause such as a violation of any of the bylaws, rules, or code of conduct of the Council, or any conduct that is damaging to the best interest of the Council.

Disciplinary action shall be determined by the 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 their latest recorded electronic or postal address, at least fifteen (15) calendar days before final action is taken thereon. Specific details including the bylaws and code of conduct violations must also accompany the notice. A notice of the time and place of a Special Meeting where the Board of Directors is to take action on the matter shall accompany this statement. The individual under review shall be permitted to address the Board of Directors and submit any evidence they have to support their position at the time of the Special Meeting.

Two-thirds of the Board of Directors are empowered to issue a suspension, removal or expulsion with or without cause. The charge shall be discussed by the Board of Directors, and the final decision will be reported to that individual within no more than three (3) business days. The Board of Directors may agree to extend any of the above time periods to allow the review of more evidence. Following an expulsion, all NYSHC property and or funds must be returned to a member of the Executive Committee within forty-eight (48) hours of the final decision. Expulsion may be reconsidered after the remainder of the current year in addition to one full calendar year from the date of expulsion at which point the Board may reconsider. An applicant can provide a written statement explaining why they believe the expulsion should be lifted. The Board of Directors shall review and discuss the written statement and, following a two-thirds vote, provide a final written response within thirty (30) calendar days by certified mail at the individual's last recorded address. The decision of the Board of Directors is final and there shall be no appeal.

ARTICLE IV. DUES

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and 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 1st of the following year. Dues and insurance fees are not refundable.

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Section 3. Member in Good Standing - A Member in Good Standing is a member with paid, up-to-date membership. A Member in Good Standing must also be clear of any code of conduct violations. Code of conduct violations for the purposes of this section shall mean they are free from disciplinary considerations.

Section 4. Default and Termination of Membership. Members who fail to pay their dues, subscriptions, or assessments within one month from the time they become due, (January 1st of current year) shall be considered inactive until membership dues are paid. The Board of Directors shall direct the Membership Committee to develop plans to re-engage inactive members.

ARTICLE V. MEMBERSHIP MEETINGS:

Section 1. Annual General Membership Meetings. An annual general membership meeting shall be held in the fourth quarter of each year at a place and date recommended by the Annual General Membership Committee and approved by the Board of Directors. The meeting agenda shall include the annual report of officers, regional vice presidents, directors and committees, and the transaction of other business. Notice of the meeting shall be distributed to each active member via

U.S. 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 be posted on the NYSHC, Inc. website, unless weather, natural disaster, or other intervening event causes the meeting date to be changed.

Section 2. Special Membership Meetings. The President is empowered by the Board of Directors to call Special Membership Meetings. Notification of any Special Membership 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 quorum of general members is not required for the Annual General Membership Meeting or Special Membership Meetings.

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. Voting privileges shall be extended only to active members whose dues have been paid at least 60 calendar days prior to the start of the election process. Voting may proceed by electronic means or by paper ballot.

Section 5. 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 Board:

This order of business may be altered by the President.

- a) Calling of meeting to order
- b) Determination of quorum

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- 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

Section 6. Rules of Order The most current edition of Robert's Rules of Order, Revised, shall be the guide for rules of procedure in all areas not covered by the Council Bylaws, Policies and Procedures.

ARTICLE VI. DIRECTORS AND OFFICERS

Section 1. Number. The Board of Directors shall consist of a maximum of 32 officers and directors plus all Chapter Presidents as listed below:

The Executive Committee including President, Vice President, Secretary, Treasurer; the immediate Past President and 8 Regional Vice Presidents plus Sixteen Regional Directors - if available to serve, there shall be 2 directors from each of the 8 Regions, the Presidents of Council Chapters as defined in Article VIII, and up to 3 Directors-at-Large.

The areas of the respective Regional directors shall be determined by the region vice president. When a Director's elected term of office ends but is engaged in valuable service to the Board. In such cases, the Executive Board may appoint that person a Director at Large, for a 2-year term following the date of appointment. Only three such persons may serve at any one time.

The Presidents of Council Chapters may not serve on the Executive Committee, 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 of Directors.

A person holding more than one Director 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 Terms. See Article X Elections.

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 a 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.

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Section 4. Duties of the Directors and Directors at Large.

- A. The Board of Directors, who perform their duties as an avocational community service, manage and direct the affairs of the Council. The Board of Directors is empowered to control all day-to-day affairs of the Council, but the Executive Committee may transact approved business and take emergency action between meetings of the Board of Directors.
- B. The Board of 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.

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 general membership meeting in the fourth quarter each year, and an organizational meeting to be held no later than December 31st of each year.

- A. Special virtual meetings: The President is empowered by the Board of Directors to call for special meetings of either the Executive Committee or the Board of Directors as necessary. Only a three-day electronic notice shall be required for special meetings of the Executive Committee or the Board of Directors.
- B. 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.
- C. Voting in a meeting: A simple majority of the voting members of the Board, including the Executive Board, 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. A Chapter President may designate a Chapter Officer to attend and vote in the Board Meeting as a proxy for the Chapter President. If a quorum is not present, a lesser number may adjourn the meeting to a later day.
- D. 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 (i.e. Google Form, etc.).

Section 6. Vacancies. Whenever a vacancy occurs on the Board of Directors, excluding the Executive Board, by death, resignation, or otherwise, it shall be filled by a majority vote of the remaining members of the full Board. Should a vacancy occur on the Executive Committee of Directors, it shall be filled by a majority vote of the remaining members of the Executive Committee. 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. Any member considered for a position on the Board of Directors must be or must become a member in good standing.

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Section 7. 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 Secretary shall keep a detailed record of the proceedings of the Council and shall send a draft of the meeting minutes to Directors within three (3) weeks of meeting to be approved by the Board at the next Directors meeting. The Recording Secretary shall maintain the archives of the Council including Conflict of Interest forms and Code of Conduct forms signed by all Directors.
- D. The Treasurer shall collect all dues and income due the Council, maintain accounts, issue checks for Accounts Payable, 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 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 8. 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 9. Reimbursement of Directors and Officers. The directors and 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.

ARTICLE VII. COMMITTEES.

Section 1. Executive Committee. The President, Executive Vice President, eight (8) Region Vice Presidents, 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 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 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 an accountant and report thereon to the Board of Directors or as indicated by not-for-profit law (IRS, New York State, etc).

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 positions for which they are nominated. After verification of the nominated candidates' good standing as members of the Council, the Secretary shall

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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 3. Membership Committee. The President shall appoint members to a Membership Committee as necessary. 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 committee chairpersons shall have the power to fill vacancies in their membership. Committee members must be members in good standing of the Council and have the approval of the President.

ARTICLE VIII. 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. Once approved, a Chapter Agreement must be executed. Regional Vice Presidents will be responsible for acting as the Liaison to Chapters within their Region, with the assistance of the Region's Directors.

ARTICLE IX Elections:

Section 1. Method of Election. The Officers shall be elected for two year terms by a majority of members in good standing entitled to vote. The Regional Vice Presidents and Regional Directors shall be elected for two year terms by a majority of the membership residing in the Region to be represented and which they themselves are from. New York State Residency and Council membership required. When possible, terms of Directors and Officers will be staggered. New officers will assume their official duties as of January 1.

Section 2. 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

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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.

- A. A list of vacancies on the Board of Directors will be sent to the membership with a request for nominations in July and August. Members will be informed by the Nominating Committee of how to submit their nominations for individuals to be considered for a vacancy.
- B. Nominations will be closed on September 1 to give the nominating committee adequate time to vet the nominees and create introductory biographies for the final nominees put forth by the Nominating Committee.
- C. As early as September 15 but no later than October 1, the final nominees will be announced to the membership via electronic email and in the fourth quarter newsletter. The newsletter will include a ballot that can be printed and mailed in via postal service; as well as a printed ballot included for members who pay the fee to have a hard-copy newsletter mailed to them. The announcements, whether by newsletter or electronic mail, will include the means by which members can vote electronically or submit a paper ballot.
- D. Voting will close on November 15. Votes will be tabulated, and the results will be announced to the membership no later than the Organizational Meeting of the Council to be held in December.

Section 3. Eligibility for Election.

- A. Individuals nominated for office must be current, active members in good standing of 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 unless receiving an exception by the Executive Board of Directors.

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.

Section 2. Checks and Fund Transfers.

- Signatures: All checks or demands for money 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.

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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 or emailed 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.

Article XII. Orderly Dissolution Process

In the case of the dissolution of this not-for-profit corporation, any funds in the treasury, real estate and equipment will be distributed to not-for-profit equine youth education programs in New York State; Equine Rescue Organizations that are a current member of the New York State Horse Council, Inc. (NYSHC, Inc.); Equine University programs in New York State that are current members of the NYSHC, Inc. The dissolution of the corporation may be authorized as provided by Article 10 of the New York Not for Profit Law.

Original Drawn May 1977,

Revised 11/11/1983, Revised 01/14/1989, Revised 05/20/1992, Revised 03/27/1993, Revised 09/22/1996, Revised 05/24/1999, Revised 12/04/1999, Revised 9/20/2002, Revised 2/26/2005, Revised 9/17/2016, Revised 12/13/2023.