

Approved 12-18-2017

KANAWHA VALLEY HORSEMEN'S ASSOCIATION CONSTITUTION AND BYLAWS

ARTICLE 1 – NAME

The name of this non-profit association shall be known as KANAWHA VALLEY HORSEMEN'S ASSOCIATION (KVHA), an association incorporated under the laws of West Virginia (*herein referred to as the "Association"*).

ARTICLE 2 – PURPOSE

The purposes of the Association shall be to create, stimulate and promote interest in horsemanship, horseback riding as a recreational activity and encourage the training and breeding of show horses.

ARTICLE 3 – MEMBERSHIP

Section 1. Membership

Individual membership is open to anyone interested in horsemanship. Each member must agree to be bound by the Regulations and Bylaws of this Association. They shall be members in good standing and have a sincere interest in horses (*herein referred to as "Members"*).

Section 2. Membership Dues

- (a) Each Member shall pay dues in accordance with the criteria, rates and payment dates established by the Board of Directors.
- (b) Annual dues to the Association for a membership year shall be assigned to classes of; Lifetime Member (*an honorary no-dues-for-life distinction awarded by the Board*), Family (*1+ members of a family living at the same household address*), Adults (*18 & over*), and Juveniles (*those who have not reached their 18th birthday on or before January 1st of the current membership year*). Dues amounts may be updated by a majority vote of the KVHA Board of Directors.
- (c) Payment of dues may be made through on-line payments or by check. Cash will not be accepted.
- (d) A Board-decided fee will be assessed on any returned check made payable to KVHA and this fee, as well as the amount of payment, shall be submitted by money order.

Section 3. Membership Year

- (a) The membership and fiscal year shall be January 1 through December 31.
- (b) Individual memberships shall be effective as of the date the Secretary or Treasurer of the Association receives a Member's dues for that year. Member barns will receive a listing of their current KVHA members by the start of the Association's show season.

Section 4. Voting Eligibility

All Members age 18 and over and in good standing may vote. Any voting Member may be represented and vote at any membership meeting in person or by properly-authorized proxy or ballot mailed to the Association.

Section 5. Membership Meetings

- (a) A KVHA Member meeting must be held at least once a year.
- (b) A special KVHA Member meeting may be called at any time upon request of the President or three or more Directors. Such a meeting is authorized only if all members are notified prior to the said meeting.
- (c) All Members shall be notified by electronic means (email) or U.S. mail of the date and place of any Membership meeting at least thirty (30) days prior to the date of the meeting.
- (d) Each Member who is entitled to vote at a meeting may authorize another person or persons to act for him or her by proxy. Said proxy shall be in written form naming the member giving the authority and naming the proxy holder, but no such proxy shall be voted or acted upon after eleven (11) months from its date, unless the proxy provided for a longer period.
- (e) The rule of order of all Member business meetings is conducted as follows: Discussion of the Minutes, Treasurer's Report, Report of Special Committees, New Business, Unfinished Business, Miscellaneous Business, Election of Officers and Directors (*annually*), and Adjournment. The President may discuss rule changes or suggestions at that time or call another General meeting later.

Section 6. Good Standing

Any Member may be removed, suspended or expelled from the Association by a simple majority vote of the Board of Directors for any of the following causes: financial delinquency to KVHA, dishonest conduct, or behavior unbecoming a lady or gentleman.

Section 7. Membership Withdrawal

Any Member desiring to withdraw from the Association must notify the Secretary of the KVHA by written notice, with no refunds.

ARTICLE 4 – OFFICERS

Section 1. Officers

The Officers of the Association shall consist of a President, Vice President, Secretary and Treasurer. Selection of such Officers will be the sole responsibility of the Board of Directors. The Board of Directors will elect the Officers to serve the Association as provided in Article 6, Section 5. The Officer must be a Member in good standing, and all Officers shall be voting Board Members.

Section 2. President

The President shall have been an active member of the KVHA or on the Board of Directors for the previous year. The President shall preside over all meetings and be a member ex officio of all Association Committees. He/she shall enforce these Bylaws and execute the will of the Association and the Board of Directors. He/she shall perform all duties incident to such office, and such other and further duties as may from time-to-time be required of him/her by the members of the Board of Directors. This may include, but is not limited to, casting a ballot in cases of directional tie or appointing Special Committees. The President shall also appoint the Secretary and Treasurer with simple majority approval by the Board of Directors.

Section 3. Vice President

The Vice President shall perform all duties of the President in case of his/her absence or disability.

Section 4. Secretary

The Secretary shall: (a) keep the minutes of the proceedings of the Members and of the Board of Directors and distribute them before the next meeting; (b) see that all notices are duly given in accordance with the provisions of these bylaws; (c) be custodian of the corporate records; (d) keep a register of the contact information of each Member which shall be furnished to the Secretary by such Member; update all communication with Members as approved by the Board of Directors, including, but not limited to, website and social media accounts; (e) receive any grievance filings and forward these to the President and all other Board Members, and (f) in general perform all duties incident to the office of Secretary and such duties as from time-to-time may be assigned him/her by the President or the Board of Directors.

Section 5. Treasurer

The Treasurer shall supervise the custody of all monies belonging to the Association, and shall designate the depository of the same. It shall be the Treasurer's duty to keep proper and accurate records of the finances of the Association. The Treasurer shall see that all checks drawn against the funds for duly authorized and approved expenditures are signed by any two of the following: the Treasurer, the President, or any other person so authorized by the Board of Directors. The Treasurer shall keep an accurate record of all transactions of the Members and Board of Directors. He/she shall give all notices required by law and all notices required by the Bylaws of the Association and maintain adequate records so that the current status is known at all times regarding payment of dues applicable to each Member. All books shall be open for inspection and examination by Board of Directors or any committee appointed for that purpose. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may determine. The cost of any bond shall be paid by the Association.

Section 6. Expenses

All expenses over an amount determined by the Board and made by Directors or Officers must be authorized in advance by the Board of Directors or the President. Allowable expense threshold amounts may be updated by a majority vote of the KVHA Board of Directors.

Section 7. Officer's Term of Office

Officers shall be elected as provided in Article 6, Section 5, and shall hold a one-year term of office which shall commence January 1 and continue through December 31.

Section 8. Removal from Office

Any Officer or Director may be removed from office for neglect, refusal to perform his/her duties, conflicts of interest or other cause, by a three-fourths (3/4) vote of the Board of Directors.

Section 9. Vacancy in Office

A vacancy caused by death, resignation or removal of any Officer may be filled for the unexpired term by a simple majority vote of the Board of Directors.

ARTICLE 5 – BOARD OF DIRECTORS

Section 1. Structure of the Board of Directors

- (a) There shall be a Board of Directors consisting of a minimum of 10 and a maximum of 15 members to be elected as provided in Article 6.
- (b) Directors must at all times be members in good standing of the Association.
- (c) No more than half of the Board of Directors shall be comprised of professional horsemen or horsewomen.
- (d) The composition of the Board should be fairly distributed not only among member barns – and limited to no more than three (3) representatives from any barn – but also fairly distributed among Saddleseat, Huntseat, Western and Academy divisions.

Section 2. Term of Office

- (a) Board of Directors of this Association will be elected for a term of three (3) years, of which one-third will be elected yearly. The term of each Director begins January 1 and ends three years later on December 31.
- (b) It is the duty and responsibility of each Director to attend all meetings of the Board of Directors. Failure to attend at least three-fourths (3/4) of said meetings in any consecutive twelve-month period shall constitute neglect of duty. Any Director missing two (2) consecutive Board meetings without contacting the President or Secretary may be dismissed in accordance with Article 4, Section 7 of these Bylaws.

Section 3. Duties and Responsibilities

The Board of Directors shall constitute the governing body of the Association. It shall:

- (a) Be vested with full power and authority to put into effect Bylaws which have been approved by the Membership, as well as resolutions and decisions of this Association;
- (b) Shall develop and approve Policies and Procedures related to horse show operations and/or other areas related to the functioning the Association;
- (c) Produce such horse shows and other events as the Board of Directors shall determine;

- (d) See that KVHA Horse Shows, the Treasurer of the Association and other responsible parties are bonded or covered by insurance at the expense of the Association;
- (e) Fill all offices for vacancies of unexpired terms;
- (f) Clarify the duties of the Officers and others than as defined herein;
- (g) As needed, review and establish the criteria and rates for Membership dues, sponsorship fees and Horse Show fees that are compatible with the financial needs and goals of the Association;
- (h) Set the dates for Board and Membership meetings and election of Directors;
- (i) Approve proposed amendments to the Bylaws for submission to the Membership for approval;
- (j) Take any action helpful to further the interest of the Association;
- (k) Obtain sponsorships for the KVHA shows as necessary for each class on the show bill;
- (l) Serve as a show steward at all KVHA Horse Shows as needed;
- (m) Make every attempt to coordinate KVHA show dates to avoid conflict with other horse shows;
- (n) Attend all Board Meetings.

Section 4. Board Meetings

- (a) The regular KVHA Board of Directors meeting will be held on the second Monday of each month or on a date agreed by the Board members.
- (b) A simple majority shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than half of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time.
- (c) The Show Manager will be expected to attend Board meetings, but will not have a vote in his/her capacity as Show Manager.

Section 5. Director Vacancy

In the event that a standing Director position is vacated, a simple majority of the remaining members of the Board shall appoint a replacement to serve until the next membership election, at which time a new Director will be elected to fulfill the unexpired term of the resigned Board member.

ARTICLE 6 – ELECTIONS

Section 1. Eligibility for Serving on Board of Directors

Eligibility for election to the Board of Directors shall be determined according to Article 5, Section 1 of these Bylaws.

Section 2. Nominating Committee

Nominations shall be made by a nominating committee and openly accepted from all KVHA members by mail-in nomination forms or by documented phone call to the nominating committee. The member must be notified of the nomination and be informed of the duties of the respective office, and give formal acceptance of the nomination. The Board of Directors may serve as a Nominating Committee if an official committee has not been organized for this service. All nominees must be reviewed and

appointed by a simple majority at an official Board meeting. The nominee must be a member in good standing at the time of election.

Section 3. Election of Directors; Balloting

The election to membership of the Board of Directors shall be by mail-in or electronic ballot and shall be completed by December 15 of each year. Only an individual (*age 18 years or older*) who is in good standing with this Association, and whose current membership is paid, may cast a vote. Family memberships receive one vote per household.

Section 4. Mailing of Ballots

The Nominating Committee shall provide a ballot by mail or electronic means to each Member of the Association, at least thirty (30) days prior to the date set by the Board of Directors for receipt of completed ballots under Section 3.

Section 5. Election of Officers

The Board of Directors shall elect the Officers of the Association, whose terms begin January 1 and end December 31 of the same year. In the event no member of the Board of Directors has adequate financial experience to serve as Treasurer, then notwithstanding other provisions of these Bylaws, the Treasurer need not be a member of the Board of Directors, and may be appointed by a simple majority vote of the Board of Directors.

ARTICLE 7 – SHOW GOVERNANCE

Section 1. Performance Classes

The KVHA performance classes will be governed by United States Equestrian Federation (USEF) Rules.

Section 2. Academy Classes

The KVHA academy classes will be governed by The National Academy Championship Horse Show Rules.

ARTICLE 8 – POLICIES AND PROCEDURES

The Board of Directors shall develop and approve Policies and Procedures related to horse show operations and/or other areas related to the functioning of KVHA as determined by the Board. These Policies and Procedures do not require approval of the full membership but must be approved by a majority of the members of the Board of Directors.

ARTICLE 9 – POINT CALCULATIONS AND ELIGIBILITY

Section 1. Point Calculation

An exhibitor's points will be counted from the date his or her KVHA dues are received by the Secretary or Treasurer of KVHA.

Section 2. Eligibility for Recognition

- (a) Rider and Owner of the horse ridden must both be members of KVHA in order for points to count towards the Year-End Recognition.
- (b) Points accumulated by a horse owned by an Association member would follow the horse. In cases where ownership is changed, the points accumulated will follow the horse only if the new owner is a member of KVHA and transfer of ownership has been reported to the Secretary of KVHA.
- (c) In classes where only the rider is judged, points will follow only the rider. (*Different horses may be used.*)

Section 3. Year-End Recognition

“Year End” recognition will be awarded to the high point and reserve high point winners in each point class.

Section 4. Disqualification

In the event of a performance disqualification, only the horse that has been disqualified will lose its points. No other point adjustment will be made.

Section 5. Point Information Requests

Any person requesting points from the KVHA Secretary or Show Secretary may receive only his or her points.

ARTICLE 10 – AMENDMENTS TO BYLAWS

Section 1. Amendments Proposed by Board of Directors

These Bylaws may be amended when the Board determines that a change is needed to protect the interests of the Association by either:

- (a) A majority vote of the Members present at a regular or special Membership Meeting, provided that the proposed amendment has been approved by the Board of Directors and a notice of the proposed amendment shall have been sent out to all members with call for such a meeting; or
- (b) A majority vote by the use of a ballot mailed to all Members along with the proposed amendments.

Section 2. Alternative Method of Amendments

During the general meeting or through appropriate discussion with a Board member, a Member may make a motion, which could constitute a rule change. The motion must include a follow up draft of the proposed changes to this document, and be approved by a majority vote of the members present at a Member meeting and/or through mail-in absentee ballot. The approved draft must then be finalized by the Board to become effective.

Section 3. Amendment Dates to Bylaws

Amendments have been made to the Bylaws in December 2005, April 2014 and December 2017.