

# **Northwest Sporthorse Breeders Association**

## **Organization Bylaws**

### **Article I – Name**

The name of this organization is the “Northwest Sporthorse Breeders Association” (NSBA), hereafter referred to as the “Association”.

### **Article II – Mission, Definitions and Objectives**

**Section 1.** The mission of the Association is to enable its members to develop, breed, promote and market Sporthorses.

**Section 2.** The Association regional area (Northwest) includes Washington, Oregon, Idaho, and British Columbia.

**Section 3.** The term “Sporthorse” as used herein shall not pertain to any one breed or registry but shall be used to identify those horses and ponies particularly suited for competition in traditional equine sporting events such as dressage, combined training/3-day eventing, hunters, show jumping, and carriage driving/combined driving.

**Section 4.** The principal office of the Association shall be the city and or county of the current Association Secretary. The Association may have other offices as determined by the Board of Directors or as the affairs of the Association may require.

**Section 5.** Objectives of the Association:

- A. Provide education to members on such topics as marketing, breeding, promotion, sales, showing in hand, and sound business practice.
- B. Support Northwest Sporthorse Breeders through promotion and sponsorship of futurities and maturities
- C. Organize and hold at least one annual Northwest Sporthorse Breeders Show
- D. Recognize the accomplishments of members by providing and sponsoring breeders and owners awards
- E. Coordinate with National Sporthorse Associations to provide a venue to conduct regional finals and recognition for qualifying Sporthorses (USDF, USAEquestrian, various breed associations).
- F. Negotiate favorable advertising and insurance rates for Association members.
- G. Promote Association activities

### **Article III – Members**

**Section 1.** The membership of the Association shall consist of owners and breeders of sport horses and those individuals with a demonstrated interest and desire to contribute to the goals and functioning of the Association.

**Section 2.** Each individual member of this Association shall be entitled to one (1) vote.

**Section 3.** Period of membership shall be one year, and will be considered active on receipt of association annual membership application and payment of dues. The board of directors will determine dues.

## **Article IV – Meetings of Members**

**Section 1. Annual Meeting.** An annual meeting of the members shall be held at a location determined by a resolution of the Board of Directors. The meeting will be held at the completion of all shows designated by the Association as counting toward year end points and awards, but before the end of the calendar year.

**Section 2. Business of the Annual Meeting:**

- A. Open meeting of the Board of Directors
- B. Current Year Show Committee Report
- C. Treasurers Report
- D. Election and installation of upcoming year Officers and Committee Chairs
- E. Presentation of Annual Awards and Recognitions
- F. Educational Session or other business as appropriate or as requested by the membership or by the Board of Directors.

**Section 3. Special Meetings.** Special meetings of the members may be called be chairman, the board of directors, or not less than one-tenth of the Association members.

**Section 4. Notice of Meetings** The publication "Flying Changes" is the official newsletter of the Association. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either via Flying Changes, personally, by mail or by e-mail to each member not less than ten days before the date of such meeting. The purpose(s) for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association with postage thereon prepaid.

**Section 5. Quorum.** One tenth of Association Members.

**Section 6. Voting by Mail.** Election of officers may be conducted by mail if a quorum of members is not present at the Annual meeting.

## **Article V – Board of Directors**

**Section 1. General Powers.** The board of directors shall manage the affairs of the Association.

**Section 2. Number and Qualification.** The authorized number of directors of the Association shall be seven (7), Chairman, Vice-Chairman, Secretary, Treasurer, and three Board Members at Large. Each director of the Association shall be a Voting Member of the Association.

**Section 3. Quorum.** Four members of the board of directors shall constitute a quorum for the transaction of business; one of which must be the chairman or vice-chairman.

**Section 4. Election and Term of Office.** The term of office of the directors shall be one year or until his (her) successor is elected. A director may succeed himself (herself) in office, but in no event may the chairman hold said office for more than two consecutive terms.

**Section 5. Nominating Committee.** The board of directors shall, at least 60 days before each annual meeting where directors will be elected, appoint from the Voting Members of the Association a committee of at least two members who shall, at least 30 days before each annual meeting, submit the names of persons nominated by the committee to be directors for the ensuing term. The persons nominated may include any directors or officers who have held or who currently hold office. All nominations shall be delivered to the secretary of the Association who shall cause a list containing the names of all eligible persons nominated to be prepared and distributed to all members of the Association at least 20 days before the Annual meeting.

**Section 6. Balloting.** At the annual meeting, the election of directors shall be by ballot, and each Voting Member of the Association attending the meeting shall be furnished with a ballot on which are listed the names of all persons nominated to be a director.

If a quorum of members is not present at the Annual Meeting, the Board of Directors may direct that the election be held by mail. In such an event the secretary will mail to each Voting Member a ballot that must be cast by the member and returned by a specified date when such ballots shall be counted. The board of directors may provide rules and regulations to insure the integrity of the ballot and election.

**Section 7. Vacancies.** Vacancies in the board of directors shall be appointed by a majority of the remaining directors then in office even though less than a quorum, or by the sole remaining director. A successor director so elected shall serve for the unexpired term of his predecessor.

**Section 8. Regular Meetings.** The Board of Directors shall meet at least twice yearly.

- A. Once in January of each calendar year for the purposes of organization, installation of officers, and the transaction of other business. No notice of such organizational meeting need be given.
- B. Once at the annual meeting.

**Section 9. Place of Meeting.** Meetings of the board of directors shall be held at any place mutually agreed upon by the Board of Directors. In the absence of this agreement regular meetings shall be held at the principal office of the Association.

**Section 10. Other Meetings.** Other regular meetings of the board of directors shall be held without call at such time, date, and place as the board so elects. The chairman or any two (2) directors may call special meetings of the board of directors for any purpose or purposes at any time.

Written notice of the time and place of special meetings shall be delivered personally to each director or sent to each director by mail, or by other form of written communication, charges prepaid, addressed to him at his address as it is shown on records of the Association or if it is not so shown on the records or is not readily ascertainable, at any place at which the meetings of the directors are regularly held. The notice shall be mailed at least ten (10) days before the time of the holding of the meeting.

The transactions of any meeting of the board of directors, however called and noticed and wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the directors not present signs a waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consent, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

**Section 11. Action without a Meeting.** Any action by the board of directors may be taken without a meeting if all members of the board individually or collectively consent in writing or via e-mail to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the board at their next regular session.

**Section 12. Compensation.** The directors shall receive no compensation for their services as directors.

**Section 13. Power of Directors.** All powers of the Association shall be exercised by or under the authority of, and the board of directors shall control the business and affairs of the Association. Without limiting the general powers, the board of directors shall have the following powers:

- A) To select and remove all the other officers, agents and employees of the Association, prescribe powers and duties for them as may be consistent with law and these bylaws, fix their compensation, and require from them security for faithful services.
- B) To conduct, manage, and control the affairs and business of the Association and to make rules and regulations consistent with law and these bylaws.

**Section 14. Removal of Directors.** A director may be removed for the following reasons:

- A) He (she) has moved out of the regional area defined in Article 1.
- B) He (she) fails to attend two consecutive meetings without permission from the board.
- C) For cause.
- D) By impeachment petition signed by two-thirds of the Voting Members.

## **Article VI – Officers**

**Section 1. Officers.** The officers of this Association shall be; chairman, vice-chairman, secretary, treasurer, and such other officers as the board of directors may appoint.

**Section 2. Election.** The board of directors shall elect all officers of the association for terms of one year, or until their successors are elected and qualified, except for the Chairman who can hold said office for no more than two consecutive terms.

**Section 3. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by appointment by a majority of the board of directors.

**Section 4. Chairman.** Subject to the control of the board of directors, the Chairman shall have general supervision, direction, and control of the business and affairs of the Association. He shall preside at all meetings of the members and directors, and shall have such other powers and duties as may be prescribed from time to time by the board of directors. The chairman is an ex-official member of each committee.

**Section 5. Vice-Chairman.** In the absence or disability of the chairman, the vice-chairman shall perform all the duties of the chairman, and in so acting shall have all the powers of the chairman. The vice-chairman shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors. The vice-chairman is an ex-official member of each committee.

**Section 6. Secretary.** The secretary shall be present at the meetings of the Association to record the minutes; shall make all records available upon request to the Association

members; maintain the records of the Association together with a complete membership list containing the names and addresses of all members; shall perform the duties of the chairman, in event the offices of the chairman and vice-chairman become vacant, until replacements are selected and shall perform the duties of the chairman in the event the chairman and vice-chairman are absent. The secretary is an ex-official member of each committee.

**Section 7. Treasurer.** The treasurer shall have custody of and be responsible for all funds of the Association; shall collect all funds due and deposit them into the Association account, in a bank which is approved by the Association members; shall jointly, with a director sign all checks drawn upon the Association's funds, in payment of its obligations; shall submit financial reports and an annual report to the Association; shall be responsible for the preparation of the closing financial statements and income tax forms for the year served in office and shall make all records available for audit. The treasurer is an ex-official member of each committee.

**Section 9. Board Member at Large.** Attend Board meetings, participate in decision making and discussion of issues brought before the Board, carry out duties and responsibilities and commitments as volunteered or as requested by the board and including Newsletters, Membership, Education, Show Committee, Web Site, Stallion auction and others as may arise. Specifically, each board member at large shall act as a liaison for a breeding discipline for a geographic area (Dressage and Hunter, Oregon and Washington). In this role, they shall assist in coordinating education, participating shows, member relations, and obtaining sponsors for the NSBA Breeder's Classic.

**Section 10. Removal.** Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the Association would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 11.** Officers shall take office upon their selection and installation by the directors.

## **Article VII – Miscellaneous**

**Section 1. Execution of Documents.** The board of directors may authorize any officer or agent to enter into contract or execute any instrument in the name of and on behalf of the Association and this authority may be general or confined to specific instances; and, unless so authorized by the board of directors, no officer, agent, or other person shall have any power or authority to bind the Association by any contract of engagement or to pledge its credit or to render it liable for any purpose or any amount.

**Section 2. Inspection of the Bylaws.** The Association shall keep in its principal office the original or a copy of these bylaws, as amended or otherwise altered to date, certified by the secretary which shall be open to inspection by the members at all reasonable times during office hours.

**Section 3. Rules of Order.** The rules contained in Robert's Rules of Order, revised, shall govern all member's meetings and director's meetings of the Association, except in the instances of conflict between Robert's Rules of Order and bylaws of the Association or provisions of law.

Section 4. Notice. Any written or printed notice as required by these bylaws shall be deemed given if said notice is printed and mailed to those to whom notice shall be given.**Article VIII – Fiscal Year**

The fiscal year of the Association shall begin on the first day of January and end on the last of December in each year.

## **Article IX – Amendment of Bylaws**

These bylaws may be amended or repealed and /or new bylaws adopted by the vote of a majority of the members of the board of directors at any directors meetings, except that a bylaw fixing or changing the number of directors may be adopted, amended, or repealed only by the vote or written consent of a majority of the Voting Members of the Association or the vote of a majority of a quorum at a meeting of the Voting Members called for that purpose and which is the vote of the majority of those present and voting.

Members of the Board of Directors for the Northwest Sporthorse Breeders Association

**Original Bylaws adopted Nov 22, 2003.**

**Revised at the NSBA Annual Meeting and adopted Oct 28, 2006.**