

BY-LAWS

OHIO FOUNDATION QUARTER HORSE ASSOCIATION

ARTICLE I

NAME, OBJECT, LOCATION

Section 1.

The name of the organization shall be the Ohio Foundation Quarter Horse Association, Inc. referred to as OFQHA in this document.

Section 2.

The area encompassed by OFQHA shall be established by the borders of the State of Ohio.

Section 3.

The purpose of this non-profit corporation is to associate all Ohio Foundation Quarter Horse owners and enthusiasts to promote the Foundation American Quarter Horse. To organize, establish, maintain, and promote any and all activities within or with-out the State of Ohio, including but not limited to horse shows, sales, auctions, parades, drill competitions, promotional contests, and other activities of whatsoever nature, as established by the directors, in order to promote and provide for the development of members of the organization and to provide funds for charitable purposes.

To raise funds to provide for any and all activities necessary to further the purposes for which OFQHA exists.

To purchase, lease or otherwise acquire, and to hold, own, use, develop, mortgage, lease, sell, or otherwise dispose of, all or real or personal property necessary or convenient for use as promotional items for OFQHA and /or to supply revenue to the OFQHA to enable it to carry on its enumerated purposes to purchase, lease or otherwise acquire and to *manage* either as principal or as agent premises bingo, games, raffles, parties or any other form of entertainment or business in which revenues can be raised to enable the corporation to carry on its enumerated purposes, so long as said activities *are* not prohibited by law; to employ public performers; to purchase, lease or otherwise acquire and to *manage* and dispose of any and all amusement devices which can be used to promote and/or raise revenues.

Section 4.

Business address shall be a Post Office Box in Ohio accessible to the officers of OFQHA.

Section 5.

Indemnification - OFQHA shall indemnify and hold harmless any officers and Directors of OFQHA, their personal representative and heirs, against legal expenses, judgments, and expenses of settlement which OFQHA previously approves, actually and reasonably incurred in connection with an actual or threatened legal proceedings, if such person acted legally, in good faith, and was duly authorized to act on behalf of OFQHA in the transaction from which the legal liability arose, which was official OFQHA business (except in relation to matters as to which he/she shall have been guilty of negligence or misconduct in respect to the matter in which indemnity is sought). To preserve their right of indemnity, such person shall immediately notify OFQHA of such actual or threatened litigation, whereupon OFQHA shall have the right to direct defense thereof, including, but not limited to selection of counsel and direction of settlement negotiations. Directors, Officers, and other persons specified in Section 1702.12 (E) of the Ohio Revised Code shall be indemnified to the full extent and in the manner specified in Section 1702.12 (E).

Section 6.

All meeting will be run according to Roberts Rules of Order
2nd Edition.

Article II

MEMBERSHIP

Section 1.

(a) Membership shall be open to any reliable person, firm, or corporation interested in promoting

Foundation Quarter Horses.

(b) Membership advises Board of Directors. The process for submitting recommendations to the

Board is as follows:

1. Member makes motion
2. Member seconds motion
3. Membership discusses motion
4. Secretary composes final version of motion and reads it back to membership
5. Members vote on final version of recommendation to present to Board of Directors
6. Directors will act on request
7. President will report back to membership

(c) Any person, firm, or corporation having joined OFQHA shall, thereby become subject to

expulsion by OFQHA as provided by these By-Laws. In all matters governed by the vote of the members, each member eighteen (18) years old and over, in good standing shall be entitled to one vote. For voting purposes, "member in good standing" is defined as one

having paid dues by the first show for the current membership year and who has not been expelled.

Section 2.

When any person, firm or corporation as a member of OFQHA shall be accused of any acts or practices which may be just cause for expulsion from OFQHA said person, firm, or corporation shall be entitled to a full, fair, and impartial public hearing before the Board of Directors of OFQHA where he/she shall be faced by his/her accuser or be permitted to examine all of the evidence offered in support of the charge by the accuser or others where he/she shall be given full opportunity to refute such evidence, but upon being adjudged guilty of the practice as charged and worthy of expulsion by affirmative vote of a majority of the Directors, he/she shall forthwith be so expelled. *All membership fees paid shall be forfeited.* Any expelled member may be reinstated with the approval of the Board of Directors and membership.

Section 3.

Meetings will be held at a time, place and date as may be fixed by resolution of the Board of Directors for transaction of any business as may be brought before the meeting that is convenient to the majority of the Directors and the membership.

Section 4.

Any officer of OFQHA may call the meeting to order and may act as chairman of such meeting, precedence being given as follows: President, Vice President and Secretary. The Secretary of OFQHA shall act as Secretary of all meetings of the members but in his/her absence the presiding officer may appoint any person to act as Secretary of the meeting.

ARTICLE III

DIRECTORS

Section 1.

The membership will determine the direction of OFQHA and business and property of QEQHA shall be managed by the Board of Directors, President and Vice President. The number of Directors shall be not less than nine (9). Each to serve a three (3) year term.

Each Director shall serve until his successor has been duly elected.

In case of any increase in the number of Directors, the additional Directors shall serve as such until the election and qualification of their successors by the members.

Section 2-

In case of any vacancy on the Board of Directors by death, resignation, disqualification, increase in

number or other cause, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor to fill the unexpired term.

Section 3.

Special meetings of the Board of Director may be called by the President or 3 Directors. Members may request a special meeting by contacting a minimum of 3 Directors and the President. A reasonable attempt will be made to notify all Directors prior to the meeting.

Section 4.

A majority of the number of Directors shall constitute a quorum for the transaction of business, but if at any meetings of the Board there may be less than a quorum present, a majority of those present may adjourn the meeting until a quorum is present.

Section 5.

The written contracts of OFQHA shall be executed on behalf of OFQHA upon the approval of the Board of Directors by two signatures, one being the Treasurer and the other being the President, Vice President or Secretary.

Section 6.

Each and/or any Director who fails to attend 50% of called directors' meetings annually of OFQHA without notification may be replaced by the remaining members of the Board of Directors. Notification may be made to the President.

Section 7.

The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to law, or the Certificate of Incorporation or these By-Laws, as they may deem expedient concerning the conduct, management, members, removal, the fixing and collecting of dues and fees, the conduction of shows, exhibitions, and social functions, and other details relating to the general purposes of OFQHA.

Section 8.

All Officers and Directors shall pay membership dues by the first show of each year.

ARTICLE IV

OFFICERS AND DUTIES

Section 1.

The Officers of OFQHA shall consist of a President, Vice President, Secretary and a Treasurer. All Officers except the Secretary and the Treasurer shall be elected by a majority of the membership casting votes at the

annual election. The Secretary and the Treasurer shall be elected by a majority vote of the Officers and the Board of Directors. The Secretary and the Treasurer shall be appointed by a majority vote of the Board, President **and** Vice President. The Treasurer shall be bonded-

The President, Vice President, Secretary, and Treasurer may succeed themselves in office. A term consists of one year.

No individual shall be qualified to be elected as a Director of Officer unless he or she has been a member of OFQHA in good standing for one year.

Section 2.

Election of President. Vice President and Directors shall be by popular vote of all adult members as of the first show. Balloting shall be done by mail in a manner *to* ensure one vote per single membership and 2 votes per family membership.

President, Vice President and Directors will be voted upon in November with the results published in the December newsletter.

President, Vice President and Directors will take office at the regular January Meeting.

Section 3.

President

The President shall be the Chief Executive Officer of OFQHA. President prepares agenda for Board of Director Meetings and Membership meetings and presides over meetings of both bodies. The president ensures meetings are started on time, and run with courtesy and good taste according to the Robert's Rules of Order, 2nd Edition.

Represents OFQHA to the public conducting his or herself in an orderly and ethical manner. Serves as an ex-officio member of all committees unless a member of the committee.

The President shall see that all the By-Laws, Rules and regulations of OFQHA are enforced and shall perform all other duties that may be authorized by the Board of Directors.

The President shall be ex-officio a member of all committees without voting privileges unless a regular member of the committee.

The President signs legal documents on behalf of the organization with the consent of the Board of Directors. President may not sign any contract creating a financial liability for the organization without the approval of the Board of Directors.

The President, from time to time, may create and empower other committees, general or special.

Section 4.

Vice President

Presides over a meeting in the absence of the president or when the president has to step down from the chair to debate an issue. The vice president also presides if the president is being-censured or if a motion is being made that concerns only president. See the 2nd Edition of Robert's Rules of Order. In the absence of the President, the Vice President shall have the powers and shall perform the duties of the President and such other duties as may be authorized by the Board of Directors.

Section 5.

Secretary

Attends Board of Directors meetings and membership meetings. Presides over meeting in the absence

of the President and Vice-President.

Takes attendance at all meetings. Reads the minutes of the previous meeting.

Records minutes of current meeting, recording action taken any synopsis of discussion relevant to action. taken.

Minutes will not include discussion of matters on which no action is taken. Prepares minutes and submits final copy to President on week prior to the next meeting of the Board of Directors or

Membership.

Responsible for maintaining all the official documents of OFQHA. Responsible for handling general correspondence.

The Secretary shall be ex-officio of all committees appointed by the President or the Board of Directors without voting privileges unless a regul...member of the committee. The Secretary shall make a report of his or her office to the Board of Directors and to all membership meetings and shall perform such

other duties as may be authorized by the Board of Directors.

Section 6.

Treasurer

The Treasurer shall receive and record all monies of the Association and maintains a record of all income and expenditures in electronic format approved by the Directors as well as in printed form.

The Treasurer shall be bonded for \$50,000.

Each committee chairperson who receives monies shall provide the Treasure with a written report of monies received when turning funds collected over the Treasurer and provide the Secretary with copy of the report

given to the Treasurer.

The treasurer shall disburse monies only upon presentation of itemized statements for approval of the

Board of Directors.

Treasurer shall issue receipts for **all** funds received by the organization.

The Treasurer shall account for all monies by itemized statements in detail to each meeting of the members and to the Board of Directors.

Prepares report in an approved format and submits final copy to President one week prior to the meeting of the Board of Directors or membership. Provides breakdown of income and expenditures in specific areas as requested by the Board of Directors or committees dealing with a specific issue. All reports will be "approved as read, pending audit."

Provides bank statements and all financial records to Finance Committee for quarterly audits upon request in a timely manner.

Final approval of treasurer's report will require audit by the finance committee. Finance committee will audit financial records quarterly.

The Treasurer will not accept personal checks from individuals who have submitted any NSF check to OFQHA. Any individual who has not made good their returned checks will not be permitted to

participate in OFQHA events until the account is cleared. Board approval will be required before the Treasurer may again accept personal checks from said individuals.

ARTICLE V

NEWSLETTER

Section 1.

Purpose

To provide open communication among members; keeping members informed of plans and events, and providing a forum for discussion of issues impacting OFQHA as well as general interest articles of interest to the membership. Items for the newsletter will be reviewed by the editor and the president prior to publication. OFQHA reserves the right to edit or reject any item submitted. Any member paying dues by the first show deadline may submit an item **for** consideration to the newsletter. Items may be submitted in writing or by e-mail.

Section 2.

Editor

Responsibilities

Collect, compile, and prepare newsletter for publication with a compatible program so the newsletter can be shared easily among members and the web designer. Editor will authenticate the source of all material submitted for publication and make grammatical corrections that do not change the content. Editor is responsible for meeting deadlines set by the Directors of OFQHA.

Section 3.

Newsletters to non members

Newsletters may be sent to non-members that provide services to OFQHA at the discretion of the Board of Directors and the President.

FISCAL YEAR

ARTICLE VI

OFQHA shall conduct its affairs on the calendar year basis - beginning January 1 and ending December

31.

ARTICLE VII

DUES

Section 1.

Membership classes

Individual \$20.00

Family \$30.00 - includes children under the age of 19 as of January 1.

Life \$175.00

Section 2.

Membership Payment
Deadline

Dues paid by first show receive:

Voting privileges

Year-end points

Newsletter

First priority when signing up for OFQHA events with limited participants

Dues paid after the first show receives benefits including:

Year-end points after joining

Newsletter beginning with month following dues payment

Second priority when signing up for OFQHA events with limited participants

Voting privileges

Section-3-

Membership Chair Responsibilities

- (a) Turns dues collected over to the treasurer for deposit...
- (b) Keeps accurate record of dues payment and member addresses
- (c) Maintains membership database in an electronic format that can be easily shared with
officers and the Newsletter Editor.
- (d) Provides addresses to Newsletter Editor for mailing Newsletter
- (e) Issues membership cards

^{a.} Membership cards will carry a unique member identification number beginning with the year and month in which dues are paid.

i. Example: 2006
Feb-00123

b. Membership cards for Life members will substitute the word "Life" for the year.

Example: Life-00123

c. Sends membership card with form letter to members upon payment of membership.

Dear Member,

On behalf of the Ohio Foundation Quarter Horse Association (OFQHA), we would like to thank you for your (circle one) individual, family, or lifetime membership. Your active participation in your association

is deeply appreciated. Volunteers are always needed to make our events possible.

event.

The enclosed membership card must be presented when signing up for any OFQHA

Sincerely yours,

Member Chair

President OFQHA

ARTICLE VIII

AMENDMENT OF BY-LAWS

The membership shall have the power to make, amend, and repeal the By-Laws of OFQHA by a vote of two-thirds (2/3) majority of those qualified as voting members present at a regular meeting following three (3) readings.