

TRI-STATE  
HORSEMEN'S  
ASSOCIATION

CONSTITUTION  
&  
BY-LAWS



Revised January 11, 2004  
Ratification Proposal February 25, 2004

# CONSTITUTION

## ARTICLE I-NAME

The name of the organization shall be "The Tri-State Horsemen's Association, Inc." (Hereinafter sometimes referred to as "TSHA" or "the Association")

## ARTICLE II-PURPOSE

### Section 1

To protect and serve the common interest of TSHA.

### Section 2

To improve and further develop the quality of horses and horsemanship through various educational methods, such as films, speakers, clinics, etc.

### Section 3

To conduct TSHA, activities as a non-profit, tax exempt organization as provided under Section 501(c)(7) of the Internal Revenue code.

### Section 4

To provide educational scholarships/grants to TSHA members as determined, from time to time, by the Scholarships/Grants Committee.

### Section 5

To provide Recognition and Service Awards for active members.

## ARTICLE III-MEMBERSHIP

Membership shall be open to anyone with an interest in horses and horsemanship, regardless of age, sex, race, or place of residence.

### Section 1

Individual Adult members shall be entitled to vote at General meetings of this Association and shall be eligible to hold office after one year's membership in good standing. A member in good standing is one who has no outstanding financial obligation to TSHA and has paid dues no later than February 28th, as recorded by the Membership Chairperson.

### Section 2

Family members include parent(s)/legal guardian(s) and children under the age of eighteen (18). Each adult member of a Family membership is entitled to one (1) vote.

### Section 3

Junior members shall consist of those persons who have not reached their 18th birthday by January 1st, of the current year. For Junior membership purposes, "birthday" shall be the 31<sup>st</sup> day of December of the year in which the member was born. (Thus, a member whose birthday occurs in midyear may join as a junior member.) Junior members are not entitled to vote or to hold elected office. Junior members may be appointed to committees at the discretion of the Executive Board.

## ARTICLE IV-OFFICERS AND DIRECTORS

### Section 1

- A. The Board of Directors of the TSHA shall consist of a President, Vice President, Secretary, Treasurer, ten (10) Directors, and the current Past President.
- B. The Executive Board of TSHA shall consist of the Chairman and the Officers (President, Vice President, Secretary, and Treasurer) of the Board of Directors.

### Section 2

- A. The Officers and Directors shall be elected at the November meeting of the Association and shall assume their duties as of January 1<sup>st</sup>. Officers shall serve for a term of one year and Directors for a term of two years. Each Officer and Director shall hold office until his/her successor shall have been elected and assumed the office or position on January 1st.
- B. Elections:
  - 1) All ballots cast at the November Election will be counted at the November Election meeting,
  - 2) Absentee ballots will be opened and counted at the November Election Meeting,
  - 3) The results of any electronic ballot will be delivered, opened, the results counted at the November Election meeting.

### Section 3

The Officers and Directors shall constitute the Board of Directors, which shall manage the business and affairs of the Association. The Officers and Directors shall elect a Chairman of the Board to preside at Board of Directors' meetings.

### Section 4

In the event a vacancy occurs in any elected office, prior to the normal expiration, from any cause whatsoever, it shall be filled by appointment by a majority vote of the Board of Directors. Such appointments shall continue until the next annual election. Such appointees shall complete the term of vacancy of said Officer/Director. Written notification of this action will be sent.

### Section 5

- A. Any Officer or Director failing to attend two consecutive Board of Directors' meetings may be relieved of his/her duties as an Officer or Director.
- B. A meeting of the Board of Directors shall vote on the issue of removal from office of said Officer or Director and said Officer or Director shall be removed upon 2/3 vote of those cast in the affirmative. Written notification of this action will be sent.

### Section 6

- A. Any Officer or Director may be relieved of his/her duties as an Officer or Director should that Officer or Director
  1. Be convicted of any felony, or
  2. Be convicted of the most serious class of misdemeanor, or
  3. Become mentally or physically incapacitated, or
  4. Bring into disrepute the reputation of TSHA.
- B. A meeting of the Board of Directors shall vote on the issue of removal from office of said Officer or Director and said Officer or Director shall be removed upon 2/3 vote of those cast in the affirmative. Written notification of this action will be sent.

## ARTICLE V-DISSOLUTION

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for pleasure, recreation, and other non-profitable purposes, substantially similar to those of the Corporation as shall at the time qualify as an exempt organization or organizations under Section 501(c)(7) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of Windham County, or its successor, exclusively for such purpose or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VI-AMENDMENT

This Constitution may be added to, altered, or amended at any General meeting of this Association by a vote of not less than two-thirds (2/3) of the membership represented at the meeting, and there must be at least fifteen (15) members present. Notice of any proposed amendment shall be given to all members one month prior to the vote.

## ARTICLE VII – INDEMNIFICATION

Persons who are, or shall be, or shall have been an Officer, or Director of the Association, or Chair of a Standing Committee, and their personal representative shall be indemnified by the Association against all costs and expenses reasonably incurred by or imposed upon them in connection with or resulting from any action, suit or proceedings to which they may be a party by reason of their being or having been an Officer, or Director of the Association, or Chair of a Standing Committee, except in relation to such matters as to which they shall have finally been adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of their duties as such Officer, or Director of the Association, or Chair of a Standing Committee. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages and reasonable amounts paid in settlement.

# BY-LAWS

## ARTICLE I-MEMBERSHIP

The membership year shall run from January 1st to December 31st of each year. All membership fees are due and payable on January 1<sup>st</sup>. Payments MUST BE submitted with application for membership or renewal. Members who have not paid their dues by February 28th, as recorded by the Membership chairperson, shall have their membership terminated. Board members or Standing Committee Chairs may submit supporting documentation to the Membership Committee Chairman for consideration of disapproval of a membership application(s), which will then be presented to the Board of Directors for action.

## ARTICLE II-DUTIES OF OFFICERS AND BOARD OF DIRECTORS

### Section 1

- A. The Chairman of the Board shall be elected as the first order of business at the January meeting of the Board of Directors, by and from the membership of the Officers and Members of the Board of Directors. The Chairman shall preside at meetings of the Board of Directors; appoint all Standing Committee Chairs; call special meetings of the Board of Directors; perform all other duties usually assigned to this office. In the absence of the Chairman, the order of succession will determine who shall preside.
- B. Order of succession shall be as follows:
  1. President, (should the President not have been elected Chairman);
  2. Vice-President;
  3. Treasurer;
  4. Secretary;
  5. Members of the Board of Directors as determined by longevity on the Board of Directors.

### Section 2

The President shall preside at all General meetings of the Association; sign all contracts and other obligations of the Association with the approval of the Board of Directors; appoint all committee Chairs for committees approved at a General meeting of the Association; call special meetings of the Association; perform all other duties usually assigned to this office; be ex-officio of all committees with the exception of the Nominating Committee.

### Section 3

The Vice President shall, in the absence of the President, perform all duties of the President.

### Section 4

The Secretary shall take minutes, including all persons originating motions, at all General and Board of Directors' meetings, and have them available at all the Association meetings, give notice of the Annual Meeting, and keep the correspondence and all records of the Association, and have the responsibility for all outgoing correspondence which has the Board of Directors' approval.

### Section 5

The Treasurer shall collect all funds due to the Association, shall have the care and custody of these funds; shall deposit same in a checking/savings account maintained in the name of the Association. He/she shall keep proper books of account, showing the funds received and the disposition of such funds. He/she shall make a report at each meeting and whenever requested to do so by the President. He/she shall act as a statutory agent for the Association. There shall be an audit of the financial accounts of the Association upon the election of a new Treasurer or at least every two (2) years. The aforementioned audit shall be conducted by a qualified professional accountant, selected by the Chairman of the Board of Directors and approved by the Board of Directors, and the reports made on such at the first Board of Directors meeting after receipt of the auditor's report.

### Section 6

The Board of Directors shall have general supervision of the affairs of the Association between its business meetings; fix the hours and place of meetings; make recommendations to the Association; perform such other duties as specified in these By-Laws. The Board shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association.

### Section 7

Directors shall not receive any stated salaries for their services, but nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

### Section 8

The Past President is a non-voting, advisory position with a one year term, expiring upon the (re)election of a President.

### Section 9

- A. Any Officer or Director may request an emergency leave of absence for a period not to exceed 3 months. Should the Board of Directors, upon a 2/3 affirmative vote of the votes cast, grant a leave of absence to any Officer or Director, said absence shall not be construed as grounds for removal under Article IV §5 of the Constitution.
- B. Should the Board of Directors grant a leave of absence to either the Secretary or Treasurer, the Board shall appoint a member of the Board to fill that position during the absence of that Officer.
- C. Should the Board of Directors grant a leave of absence to any Director, that Director may grant his/her written authority of proxy to another Director during his/her absence.

## ARTICLE III-QUORUM

### Section 1

A quorum at General and special meetings of the membership shall consist of fifteen (15) voting members present.

### Section 2

A quorum of the Board of Directors at a meeting of that body shall consist of seven (7) voting members present.

## ARTICLE IV-MEETINGS

### Section 1

The Annual Meeting of the Association shall be held during the month of November each year on such day, time and place as the Board of Directors may designate.

### Section 2

The Nominating Committee shall submit nominations for Officers and Directors at the October meeting. All members shall be notified by mail. Any member of the Association at the October meeting may also make nominations. Nominations will close at the end of the October meeting.

### Section 3

General meetings of the Association shall be held in April, May, October and November on the first (1st) Wednesday of each month. The President or the Board of Directors may call additional meetings.

### Section 4

Meetings of the Board of Directors shall be held monthly on the third (3rd) Wednesday of each month. Special meetings of the Board of Directors may be called at the request of the Chairman or President or any three Members of the Board. Notice of the time and place of any special meeting of the Board shall be given at least two days previous thereto.

### Section 5

A printed notice of the Annual Meeting of the Association shall be in a publication having in Windham County, CT, a general circulation, not more than thirty nor less than five days before the date of such meeting.

### Section 6

All meetings of the Association, Board of Directors or Association Committees shall be conducted in accordance with Robert's Rules of Order.

**ARTICLE V-EXPENDITURES**

An annual budget prepared by the Budget/Finance Committee shall be approved by the Board of Directors prior to being presented to the membership at the November meeting and be put to a vote of the assembly. Unbudgeted expenses will be submitted to the Budget/Finance Committee for evaluation. The Budget/Finance Committee will forward a recommendation for the disposition of these unbudgeted items to the Board of Directors for their determination of expenditure.

**ARTICLE VI-COMMITTEES**

**Section 1**

The Association shall have the following Standing Committees. Said committees shall have and exercise all authority as shall be provided by the Board of Directors. Each committee shall submit a report to the Board of Directors before or at the monthly Board of Directors meeting.

**Budget/Finance:** shall prepare the annual budget for presentation at the November meeting.

**Educational Program:** shall arrange suitable educational programs.

**Membership:** shall be responsible for the maintenance of the Association mailing list and membership list. The Chairman of the committee is responsible for processing membership applications and forwarding to the Board of Directors any recommendation(s) for consideration for disapproval of any membership application.

**Nominating:** shall solicit, qualify, and submit nominations for Officers and Directors at the October General meeting.

**Organized Events (5 Standing Committees):** will be responsible for the organization and management of the Association's

- Open Show
- Dressage Show
- Hunter Pace
- Trail Ride
- Clinics

**Publicity:** shall be responsible for all publicity and reporting on activities of the Association through various news media.

**Sanctions:** shall review violations, which may preclude membership in the Association and/or participation in TSHA event(s) and recommend disciplinary action(s) to the Board of Directors.

**Scholarships/Grants:** will be responsible for providing Educational Scholarships/Grants to TSHA members.

**Section 2**

Other committees, as may be needed will be appointed by the Board of Directors. All committees shall serve at the pleasure of the Board of Directors and shall keep minutes of its proceedings.

**Section 3**

All standing committees must submit a proposed budget for the subsequent year to the Budget/Finance Committee no later than the September Board of Directors meeting. Any standing committee failing to submit a budget, as required above, will be funded at no more than 85% of the current years budget.

**ARTICLE VII-AMENDMENT**

Notice of any proposed amendment shall be given to all members one month prior to the vote. These By-laws may be added to, altered, or amended at any General meeting of this Association by a vote of not less than two-thirds (2/3) of the votes cast by membership represented at the meeting, and therefore must be at least fifteen (15) members present, or failing a quorum of the full membership, by a unanimous vote of the full Board of Directors at the following scheduled Board of Directors meeting, or at a specially convened meeting prior to the next scheduled meeting. Notice of any approved amendment shall be given all members in the following month's official news publication.

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# AMENDMENTS

**As amended by the Membership October 3, 2007**

## CONSTITUTION

**ARTICLE IV - OFFICERS & DIRECTORS**

**Section 2**

A. The Officers and Directors shall be elected at the November meeting of the Association and shall assume their duties as of January 1st. Officers shall serve for a term of one year and Directors for a term of two years. Each Officer and Director shall hold office until his/her successor shall have been elected and assumed the office or position on January 1st.

**Section 4**

In the event a vacancy occurs in any elected office, prior to the normal expiration, from any cause whatsoever, it shall be filled by appointment by a majority vote of the Board of Directors. Such appointments shall continue until the next annual election. Such appointees shall complete the term of vacancy of said Officer/Director. Written notification of this action will be sent to the appointee.

**Section 5**

- A. Any Officer or Director failing to attend two consecutive Board of Directors' meetings may be relieved of his/her duties as an Officer or Director.
- B. The Board of Directors shall vote on removal from office of said Officer or Director during New Business at the second failed attendance. Said Officer or Director shall be removed upon 2/3 vote of those cast in the affirmative. Written notification of this action will be sent to said Officer or Director.

## BY-LAWS

**ARTICLE IV - OFFICERS & DIRECTORS**

**Section 6**

The Board of Directors shall have general supervision of the affairs of the Association between its business meetings; fix the hours, place and date of meetings; make recommendations to the Association; perform such other duties as specified in these By-Laws. The Board shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association.

**Section 7**

Directors shall not receive any stated salaries for their services, but nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

**Section 8**

The Past President is a non-voting, advisory position with a one-year term, expiring upon the election or reelection of a President.

**ARTICLE IV – MEETINGS**

**Section 2**

All members shall be notified by mail that nominations are being accepted. The Nominating Committee shall submit nominations for Officers and Directors at the October Meeting. Subsequently a mailing of the slate of the nominated Officers and Directors will be sent to all members. Nominations will close at the end of the October meeting.

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