

## CNYRHA By-Laws

### Article 1: TITLE and OBJECTIVES

Section 1: Title: This organization is incorporated under the laws of the state of New York and shall be known as the Central New York Reining Horse Association (CNYRHA), and will be based in Syracuse, New York. At all times it will be operated as a not for profit association in accordance with the laws of the state of New York and the United States of America. All proceedings of this association shall be in accord with the policies and activities of the National Reining Horse Association.

Section 2: Objectives, To promote and encourage the showing of reining horses in central New York for the benefit and enjoyment of its members and to develop and disseminate materials as necessary to provide contestants and spectators with a better understanding of the proper performance of the reining horse in the show arena.

### Article II: Elections

Section 1: The nominations of officers and directors shall be in Nov., with the elections to be held in December.

Section 1A: Beginning 2005 The office of President shall be for 2yrs and beginning in 2006 the office of Vice President shall also be for two years thence forth the two office terms shall alternate elections every year. Also beginning 2005 three directors shall be elected for two years and beginning in 2006 three directors shall be elected for two years thence forth alternating elections for three directors ever year.

Section 1B: The position of Secretary and Treasurer shall not be an elected position but rather an appointed position approved by the board of directors.

Section 2: An officer may succeed himself/herself for unlimited terms as long as they are re-nominated and re-elected at the annual meeting in accordance with the by-laws.

Section 3: Adult members in good standing with both NRHA and CNYRHA for the previous and current year are eligible for election to office. Nominations for offices open for election may be submitted and published in the association newsletter and included on the official ballot- not less than 30 days prior to the General Membership Meeting. Only members in good standing with CNYRHA are eligible to nominate and vote.

Section 4: Each member in good standing with CNYRHA shall be entitled to one vote, including youth members that hold a regular CNYRHA membership. Family memberships will be entitled to two (2) adult votes.

Section 5: Absentee ballots shall be made available to all members by publication in the association newsletter at least 30 days prior to the December meeting. Said ballots must be received by the presiding officer prior to the election.

Section 6: The election of the officers at the December meeting shall be by closed ballot and shall be audited by 3 pre-authorized members. In the event of a tie(s) in the election of officers the Presidents votes shall be held unopened to be used to break said tie(s).

### Article III: Duties of Officers

Section 1: The President shall preside at all meetings of the association and shall appoint such committees as he/she shall consider expedient or necessary and conduct the business of the association in accordance with the by-laws, rules and regulations. The President may negotiate contracts on behalf of the association. He/she shall be an ex-officio member of all committees.

Section 2: The Vice President shall perform all the duties of the President in his or her absence or disability, and shall assist the President as necessary.

Section 3: In general, the Board of Directors of the Association shall be charged with the daily operation responsibilities of the Association including but not limited to decisions necessary for continuity and those requiring immediate attention. No action shall be taken by an Officer of the Association without prior approval of a majority of the Officers. No Officer shall enter into contracts whether written or verbal, incur debt, or make expenditures without prior approval of the majority of the Officers. Such authority may be general or confined to specific instances.

Section 4: The business of this association shall be managed by its board of directors. The board of directors shall be comprised of the vice president, President, Immediate Past President and six (6) elected Directors.

The board of directors shall have charge of the affairs, finances and property of the association to which they will make a regular report to the general membership meetings.

In addition to the powers and authorities these by-laws expressly confer upon them, the Board of Directors may exercise all such powers of the association and do all such lawful acts that are not prohibited by the statute or by these by-laws.

The Board of Directors shall be empowered to fill any vacancies occurring in the Board. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall serve the unexpired term of his predecessor.

A quorum of the Directors in office shall be necessary to transact business of the association. A quorum for the purposes of these By-Laws is defined as five (5) members of the Board of Directors. Once it is

established that a quorum exists, a majority of such quorum shall then decide upon any question that may come before the meeting and shall be binding as though the full Board of Directors were sitting.

Any Board of Director that misses more than two (2) unexcused meetings per year may be removed for cause.

The Secretary shall keep the minutes of all meetings of the Association and shall if requested, read such minutes at the close of each meeting for approval and he/she shall mail out notices for meetings, functions, shows, etc. and perform other duties from time to time as deemed necessary.

The Treasurer shall have charge of all receipts and monies of the Association, deposit same in the name of the Association, and shall disburse said funds as ordered or authorized by the majority of officers. He/she shall keep regular accounts of the receipts and disbursements, submit said record when requested, and give an itemized statement of the same at regular meetings of the Association. He/she shall sign checks and withdrawal slips on behalf of the Association upon any and all of its bank accounts, and the same shall be honored on his/her signature alone or that of the President. And he/she shall attest all memberships and will be his/her responsibility to maintain an updated membership list. The position Treasurer shall receive compensation as determined by the Board of Directors on an annual basis.

Section 5: An Officer of the Association shall stand in a Fiduciary relation to the Association and shall perform his or her duties, including his or her duties as a member of any committee upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the Association, and with such care and diligence as a person of ordinary prudence would use under similar circumstances.

Section 6: Removal. Any Officer elected by the membership may be removed by a majority vote of the Officers whenever in its judgment; the best interest of the Association would be served thereby. All Officers are expected to attend all scheduled meetings. Two (2) un-excused absences will be considered grounds for removal for cause.

#### ARTICLE V: MEMBERSHIP

Section 1: Membership is open to any individual of good character and reputation, currently in good standing with the NRHA that has an interest in reining horses and the promotion of the reining horse.

Section 2: Any member expelled, suspended, or reprimanded by the National Reining Horse Association will automatically be equally sanctioned, expelled, or suspended by this Association for an equal period of time as the NRHA shall determine and shall forfeit all rights under the by-laws of the Association.

#### ARTICLE VII. AMENDMENTS:

Section 1: These by-laws may be amended at the November meeting or at any other general membership meeting of the Association by a majority vote of the members present. There will be thirty (30) days advance notification given to the general membership of any proposed amendments.

## Article VIII: Contracts, Loans, Checks and Deposits

Section 2: Loans. No Loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name.

Section 3: Checks, Drafts, etc. All checks, drafts or other order of payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by both either the President or Vice President and the Treasurer.

Section 4: Deposits. All funds of the Association otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Elected Officers select.

Section 5: Accounts. Upon completion of the General membership Meeting and the election of Officers, all accounts of the Association and instruments thereof shall be relinquished and transferred to the newly elected President or Vice President and/or Treasurer, if any.

## ARTICLE IX: MEETINGS

Section 1: At any meeting of the general membership, whether it is an annual meeting or a special meeting, the members present shall constitute a quorum regardless of the actual number present.

Section 2: Order of Business. The order of business for all meetings shall be as follows:

Call to Order

Reading of Minutes

Treasures Report

Report of Committees

Old Business

New Business

Adjournment

## Article X; Annual Statements:

Section 1: The President shall present at each year-end meeting a full and complete statement of the business and affairs of the Association for the preceding year.

Section 2: The Association shall annually conduct a review of all finances of the Association. The Treasurer shall make available all financial documents necessary to conduct said review. Said review need not be verified by a Certified Public Accountant unless deemed necessary by the Elected Officers.

#### ARTICLE XI; Indemnification

The Association shall indemnify each of its Officers, and employees whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been party because he or she was an Officer or employee of the Association. The individual shall have no right to reimbursement, however in relation to matters as to which he or she has been adjudged liable to the Association for negligence or misconduct in the performance of his or her duty as Officer or employee by reason of willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of his or her employment. The right of indemnity for expenses shall also apply to expense of suits, which are comprised or settled if the court having jurisdiction of this matter shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of all other rights which such Officer or employee may be entitled.