

# Bylaws of the Cleveland Bay Horse Society of North America, Inc.

## PREAMBLE

The purposes of the Cleveland Bay Horse Society of North America, Inc. (hereafter "CBHSNA" or "the Society") are to: (1) Preserve the Cleveland Bay horse breed by promoting the breeding and registration of purebred and part bred Cleveland Bay Horses, also known as Cleveland Bay Sporthorse, in order to preserve the breed and maintain genetic diversity; (2) educate the general public about the Cleveland Bay Horse and the Cleveland Bay Sporthorse; (3) encourage the exhibition and showing in equine events of Cleveland Bay Horses and Cleveland Bay Sporthorses; (4) work cooperatively with the other Cleveland Bay Horse societies around the world for the betterment of the breed and (5) engage in any other lawful activities.

## ARTICLE I General Matters

A. Name. The name of this corporation is Cleveland Bay Horse Society of North America, Inc.

B. Parliamentary Authority. The rules contained in the current edition of the Standard Code of Parliamentary Procedure by Alice Sturgis shall govern the CBHSNA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or rules of the Society.

## ARTICLE II Membership

A. Membership Eligibility. Membership is open to any person interested in furthering the purposes of the CBHSNA who: 1) applies for membership via a form or method approved by the Board of Directors; 2) subscribes to the purposes and goals of the Society as stated in the PREAMBLE; 3) agrees to abide by the Bylaws and rules of the CBHSNA 4) have their application for membership reviewed and approved by the board of directors by a simple majority; 5) current on any dues or fees owed to The Society (e.g. advertising fees for the Bay Watch) 6) has not been convicted of a felony or any statutory violation(s) involving animal abuse, animal neglect or animal cruelty. Conviction of a statutory violation shall include conviction by a judge or jury in a court of law, the entry of a guilty plea, or the member's entry of a plea which acknowledges that the prosecutor has sufficient evidence to support a conviction. This prohibition continues to apply even if the member has had the felony or statutory violation(s) involving animals expunged or otherwise removed from his or her record in a manner that does not clearly reflect innocence in the underlying felony or statutory violation(s).

B. Suspension and Expulsion. A member may be suspended or expelled from membership upon the affirmative vote of a majority of all the directors, if such suspension or expulsion would be in the best interest of the Society. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in the Society. Members terminated as a result of an expulsion may not renew their membership in the Society without obtaining the affirmative vote of the majority of the board of directors and will forfeit any dues paid to date.

C. Membership Classifications. The CBHSNA shall have the following five (5) classes of membership:

(1) Individual Membership – a person over the age of 18 as of January 1<sup>st</sup>. The Individual Membership enjoys all the rights and privileges afforded by the CBHSNA, has full voting rights and can stand for election as a Director or serve as Officer in The Society.

(2) Family Membership – persons living at the same physical address who are a spouse or domestic partner and children under age 18 as of January 1<sup>st</sup>. All persons participating in a Family Membership shall have all rights and privileges afforded by the CBHSNA, however a Family Membership is allowed only one vote and only one person at any given time will be eligible to stand for election as a Director or Officer of the CBHSNA.

(3) Junior Membership - Persons age 17 or under as of January 1<sup>st</sup>. Junior members do not have voting rights and cannot stand for election as a Director of the CBHSNA. Junior members can serve on committees.

(4) Life Membership – Persons over the age of 18 as of January 1<sup>st</sup> who have elected to pay a onetime membership fee. A Life Member has full voting rights, can stand for election as a Director, serve as an Officer of the CBHSNA and serve on committees.

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(5) Reciprocal membership – An organization similar to the CBHSNA in purpose is granted a membership in exchange for a membership in the aforementioned organization. The purpose of a reciprocal membership is to align the efforts of the CBHSNA with like-minded organizations of similar purpose and goals to the benefit of both organizations. While a reciprocal membership agreement is in force, the Board of Directors will have the power to decide any issues that arise pertaining to reciprocal member organizations. A reciprocal member will be treated as a full member of the CBHSNA, with these exceptions: (i) a reciprocal member will have no voting right and cannot stand for election as Director of the CBHSNA (ii) a reciprocal member will not be required to pay any membership fees; and (iii) one copy of any CBHSNA publication will be provided to the reciprocal member.

D. Voting. Members may be able to cast their votes either by paper ballot, in person, or electronically as long as it follows the rules set forth by the Committee putting forward the issue/vote. No votes by proxy are permitted under any circumstances.

E. Payment of Dues. Dues shall be accrued and payable by December 31 of the preceding year. The amount of dues shall be fixed by the Board of Directors.

### ARTICLE III Membership Meetings

A. Annual General Member Meeting. The annual general meeting of members shall be held for the transaction of such business as may be brought before the members. This meeting may be held anytime after September 1, but before December 31 on a date and at a location selected by the Board of Directors. Prior notice to members of any annual general meeting of members must be given by written notice to members at least sixty (60) days prior to the scheduled meeting by sending a separate written notice and by publishing a notice in the newsletter.

B. Special Meetings. Special meetings of members may be held at such time and place as may be designated in the notice, whenever called in writing by direction of the President, by a majority of the Board of Directors, or by a notice signed by not less than twenty-five percent (25%) of the voting members then in good standing. Unless approved by a majority vote of the Board of Directors, all special membership meetings (including those called by not less than twenty-five percent (25%) of the voting members) shall be held in the state of Connecticut. No business shall be transacted at a special membership meeting except that business stated in the notice of the special membership meeting. Notice of the special membership meeting should briefly describe the purpose of the meeting and shall be given in the same manner as provided for notifying the membership of an annual general membership meeting provided that such written notice shall state the place, day and hour of the meeting and shall be sent to each member entitled to vote at such meeting, not less than thirty (30) nor more than sixty (60) days before the date of such meeting. The Secretary shall have the responsibility of sending the notices.

C. Quorum. Those members present at any membership meeting of members shall constitute a quorum at such meeting.

D. Manner of Acting. At a meeting where matters are to be voted upon by the members, and unless a greater proportion of votes is required by law or by these Bylaws, a simple majority of the votes cast by those members present shall be all that is necessary for the adoption of a measure before The Society.

### ARTICLE IV Board of Directors

A. General Powers. The CBHSNA shall be managed by its Board of Directors. The Board of Directors may adopt rules governing the rights and obligations of CBHSNA members. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate.

B. Qualifications, Number and Term. To be eligible to serve as a Director, a person must be a member in good standing of the CBHSNA. The Board of Directors shall consist of nine (9) members. Three (3) Directors shall be elected by the members each year to serve for a three-year term. A Director's term of office shall begin on the day following the director's election and shall expire on the day of the third annual general member meeting following the Director's election.

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C. Election. Each voting member in good standing shall be entitled to one vote for each Director to be elected. Ballots will be mailed to each voting member in good standing at least forty-five (45) days before the annual general membership meeting. If the ballot is returned by mail it shall be placed in an envelope marked "Ballot," and mailed to the Secretary, or other designated person. If online voting is permitted, safeguards shall be implemented to protect the integrity of the voting process. Ballots shall be counted by three persons who are not Directors, members of the Nominations Committee or candidates named on the ballot. The three nominees receiving the largest number of votes are elected to serve as Directors. If there is a tie vote for the third Director position, the successful nominee will be determined by lot. If more than three Directors are to be elected due to a vacancy on the board, the same procedure shall apply. For example, the nominee receiving the fourth highest number of votes will be elected for the fourth Director's seat to serve for the remainder of the term of the Director whose seat was vacated. The three nominees with the highest number of votes will serve in the Director's positions with a complete three year term. Election results shall be transmitted in writing to the President, who shall announce the results at the annual general member meeting.

D. Meetings. The President shall schedule all meetings of the Board of Directors at a date and time convenient to a majority of the Board of Directors. Notice of these meetings shall be in writing. Notice by electronic transmission is written notice. The act of a majority of Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law. Five (5) Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum is present at said meeting, a majority of the Directors present or a sole Director present may adjourn the meeting.

E. Open Meetings. All meetings of the Board of Directors shall be open to the members of the CBHSNA. However, the Board may act in an Executive Session which is not open to CBHSNA members when discussing certain matters.

F. Executive Session. An executive session is any meeting or part of a meeting of the CBHSNA Board of Directors that is closed for deliberation on certain matters. The CBHSNA Board of Directors may hold an executive session during any meeting for any reason in accordance with the following guidelines and procedures:

An executive session may be called as follows:

- (1) The CBHSNA President, at his or her discretion, has the right to call an executive session.
- (2) Any CBHSNA Director may move the CBHSNA President to call an executive session. If the CBHSNA President declines to do so, any other Director may second the motion for executive session, and upon the affirmative vote of at least two-thirds (2/3) of the Directors present at the meeting, the executive session will be called.
- (3) Executive session is held for the purpose of free exchange of information on sensitive topics. Any matter discussed in executive session shall remain confidential and shall not be discussed with any person not present in the session. Any Board action taken as a result of discussions held within executive session must occur in open meeting of the CBHSNA Board of Directors.

G. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors. The Board of Directors will make efforts to fill vacancies but may opt to leave the vacancy open until such time the membership can vote. Each person so elected shall serve until the duration of next annual meeting.

H. Removal, Resignation. Any Director may resign from office at any time by giving written notice thereof to an Officer of the Society. Any director may be removed for cause by a majority vote of all the other directors then in office. Causes for removal may include but are not limited to: (a) failure to attend three (3) consecutive regular meeting of the Board of Directors (b) Felony conviction (c) committing an act of moral turpitude; (d) failure to act in the best interests of the Society, (e) incompetence or (f) ceases to be a member in good standing.

I. Compensation. Directors shall receive no compensation for their service as Directors.

## ARTICLE IV OFFICERS

A. Officers. The Officers of the CBHSNA shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may appoint Assistant Officers as it shall deem desirable provided that the duties and responsibilities of the Assistant Officers shall be described in a written document which has been approved by a majority of the Board. An Assistant Officer is not required to be a member of the Board of Directors; an Officer must be a member of the Board of Directors. Any two or more offices may be held by the same person, except the

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offices of President and Secretary and the offices of President and Vice President. The Officers shall be elected by and from the members of the Board of Directors.

B. Term. Officers shall serve for one year and may be reelected. Officers shall be elected by majority vote of the Board of Directors. The election of Officers shall occur during the regular Board of Directors meeting following the AGM. An officer's term shall commence upon his or her election. Each Officer shall hold office until the Officer's successor has been duly elected or appointed.

C. Vacancy. Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office.

### D. Duties of Offices.

1. President. The duties of the President shall be to preside at all membership meetings including the Annual General Meeting (AGM), all Board of Director meetings, Executive Sessions and any Special Meetings. The President will appoint committee chairpersons, recommend members for committees and have the power to remove Committee Chairpersons. The President may serve as an ex officio member of all committees except for Nominations committee.

2. Vice President. The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.

3. Secretary. The Secretary shall keep the records of the CBHSNA. The Secretary shall send out notices that are required under these Bylaws or as required by law; be custodian of the corporate records of the CBHSNA; keep a record of the address of each member which shall be furnished to the Secretary by such members; and in general perform such other duties as may be prescribed by the Board of Directors.

4. Treasurer. The Treasurer shall keep correct and complete records of accounts showing the financial condition and results of operations of the CBHSNA. The Treasurer shall be legal custodian of all monies, notes, securities, and other valuables which may come into the possession of the CBHSNA. The Treasurer shall prepare and present a budget to the President and the Board for approval, and shall prepare financial statements for the Board and membership at least annually during the Annual General Meeting. The Board of Directors may appoint or enter into an agreement with a 3<sup>rd</sup> party to review the financial records of the CBHSNA. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors.

## ARTICLE V COMMITTEES

Committees of the Society shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Society or any operations needing study, recommendation or action. The Board may establish special committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Connecticut Nonprofit Corporation Act.

The president shall appoint the Chairs of such committees and the Chair may appoint persons to such committees as long as they qualify under the bylaws and rules of the CBHSNA. The Chair of each Standing committee must be a Director of the Society.

All committees may have additional tasks assigned to them by the membership and the Board of Directors. The President may assign tasks to the committees if it is research based only and not a directive to set policy.

Each chair of a committee shall continue as such until his/her successor is appointed, unless the committee is disbanded, such chair is removed for cause, shall resign from the committee, or shall cease to qualify as a member.

Chair may remove a committee member with or without cause.

A majority of the whole committee shall constitute a quorum and the act of a majority of the members in attendance at a meeting at which a quorum is present shall be the act of the committee.

Each committee may adopt rules for its governance not inconsistent with these Bylaws or rules adopted by the Board of Directors

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A. Standing Committees. Standing committees shall consist of at least two members one of which shall be a Director of the CBHSNA society who is appointed by the President and the others shall be members in good standing. The committee responsibilities are outlined below; but are not limited to these duties. Standing committees can be inactivated by a majority vote of the Board of Directors if the duties or purpose of the standing committee is no longer relevant to the purpose of the CBHSNA. The standing committees of the CBHSNA and the duties of these committees are as follows:

1. Annual General Meeting Committee. This Committee organizes, publicizes and manages the logistics associated with the annual general meeting of members and the meetings of the Board of Directors which precede and follow the annual general meeting.
2. Breed Committee. Breed Committee is a resource for members requiring assistance with registrations, transfers and licensing. Breed Committee also conducts research and provides information as it pertains to Breed Health. Breed Committee also manages and maintains the North American Cleveland Bay Horse Census.
3. Performance Awards Committee. This Committee operates the Performance Awards Programs which recognize the achievements of purebred and partbred Cleveland Bay Horses.
4. Marketing & Public Relations Committee. The marketing and public relations committee is responsible for marketing, promotions and public relations for the CBHSNA including of the BayWatch, Annual Printed Issue, website and other promotional materials.
5. Membership Services Committee. The Membership Services Committee includes; membership, Grievance, Fundraising, Rules & Bylaws, and any other member related services or programs.
6. Nominations Committee. The Nominations Committee is responsible for managing and administering the nominations process for elections for the Board of Directors. The committee shall consist of one Board member who is not up for reelection who will act as the Chair and at least one member in good standing. The Board of Directors shall by majority vote determine the chair and the chair will select their non-director members with board approval. The Nominations Committee shall publicize, solicit, and submit the names of all qualified candidates for vacant positions on the Board of Directors. Members who desire to serve on the Board shall apply to the Nominations Committee, pursuant to standing rules adopted by the Nominations Committee. Nominations from the membership will be placed on the ballot as long as the nominee is a member in good standing who is eligible for election. Proof of a nominee's acceptance of the nomination shall be provided to the Nominations Committee pursuant to standing rules established by the Nominations Committee. Nominations from the floor at the annual general meeting of members are prohibited.

### ARTICLE VI INDEMNIFICATION

The CBHSNA shall indemnify Directors, Officers, employees and agents of the Corporation to the maximum extent permitted by law, including, without limitation, sections 331116 through 331124 of the Connecticut General Statutes. The CBHSNA may procure insurance providing greater indemnification to such persons as well as to volunteers.

### ARTICLE VII FISCAL YEAR

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

### ARTICLE VIII TAX STATUS

This corporation is intended to qualify as a tax exempt organization as described by Section 501 (c)(5) of the Internal Revenue Code of 1986, as amended. Notwithstanding any provision of the Certificate of Incorporation apparently to the contrary, the affairs of the corporation shall be conducted in such a manner as to qualify for tax exemption under that Section or the corresponding provision of any future Federal tax laws. No part of the net earnings of the corporation shall inure to the benefit of any member.

### ARTICLE IX DISSOLUTION

The Society may be dissolved with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds ( $\frac{2}{3}$ ) vote of the members. The membership may call for a dissolution by a petition to the board signed and agreed to by at least 51% of the membership; at which

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time the dissolution must be voted on by the membership and approved by no less than two-thirds (~~2~~<sup>3</sup>) vote of the members. Any remaining debts of the Society will be paid prior to dissolution. The Secretary will submit and file a Certificate of Dissolution with the Connecticut State Secretary and final form 990 with the Internal Revenue Service. None of the assets will be distributed to any officer or director of the Society. Any remaining assets will be given to a charitable organization agreed upon by the Board of Directors.

### ARTICLE X BYLAWS AMENDMENTS

Amendments may be proposed by the Board of Directors or any twenty-five (25) voting members or Membership Services Committee. Proposals shall be submitted to the Board of Directors for review and comment. All proposals submitted shall be presented to the membership and may contain Board recommendations.

These Bylaws may be amended by approval of two thirds (2/3) of the members who actually vote on the amendment. For example, if there are 120 members eligible to vote and 90 of these members vote on an amendment, 60 members (two thirds of the 90 members who voted) must approve the amendment in order for it to become effective. Voting by proxy is not allowed. Voting shall be by written ballot. Written notice of a proposed amendment must be sent to all members forty five (45) days in advance of the deadline for voting. The Secretary shall send this notice and the ballot to each member eligible to vote on the amendment. If the voting on an amendment occurs in conjunction with a meeting of members, the ballot for amending the bylaws must be separate from the ballot to elect directors and must be returned in a separate envelope marked "Bylaws".

### ARTICLE XI SEVERABILITY OF BYLAWS

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

#### **Adoption of Bylaws**

IN WITNESS WHEREOF, the undersigned Officers of the CLEVELAND BAY HORSE SOCIETY OF NORTH AMERICA hereby certify that these Bylaws were voted on and approved by the membership pursuant to the procedure as described in Article X, of the Bylaws of the CBHSNA.

Anna Cohen, CBHSNA President

Milinda Ellis, CBHSNA Secretary