

2023 IDAHO HORSE COUNCIL BYLAWS

ARTICLE I - ORGANIZATION

- Section 1.** This organization, known as the Idaho Horse Council, Inc., herein to be referred to in this document as the Council, and is incorporated as a non-profit corporation under the laws of the State of Idaho, Title 30. Idaho Nonprofit Corporation Act.
- Section 2.** This Council shall/may be a state council member of the American Horse Council, Inc.
- Section 3.** The principle place of business of the Council shall be in the city of Boise; county of Ada, or location as approved by the Board of Directors but if an executive director has been appointed may be executed in the office of the duly appointed executive director of the Council upon the approval of the Board of Directors.
- Section 4.** There shall be no capital stock issued to members or officers.
- Section 5.** Property. No property rights shall accrue to any member or person and in case of dissolution all property or assets, after payment of debts, shall accrue as provided in the charter, provided however, no incorporator or member shall be responsible for, or individually liable for, any debts or obligations of the Council. Upon dissolution, remaining assets shall be donated, transferred, delivered and conveyed by the directors to one or more organizations engaged in similar activities.

ARTICLE II - PURPOSE

- Section 1.** The purpose of the Idaho Horse Council shall be to promote the interests of the entire equine industry of Idaho; to act as liaison among various horse groups; to disseminate information, act as official voice of the state equine industry.
- Section 2.** Objectives of the Council shall be:
- A. To further the common interest of the Idaho horse industry.
 - B. To serve as a means of communication within the industry and spokesman to those outside the industry where unity and strength are needed.
 - C. To monitor legislative and administrative decisions which would have an impact on horses and/or the Idaho Horse industry.
 - D. To promote horse related activities and/or programs of beneficial interest to the industry in Idaho.
 - E. To promote the highest standards of sportsmanship and horsemanship for the use of horses as a source of healthful recreation and welfare of Idaho residents.
 - F. To encourage the protection and development of natural and environmental resources vital to the horse industry in Idaho.
 - G. To encourage and support programs developed by the Idaho Youth Horse Council in the use of horses for enhancing the development of human behavior.
 - H. To promote and encourage programs or activities which enhance the marketing of horses.
 - I. To develop programs which encourage the humane and appropriate treatment vital to horse's best welfare.

ARTICLE III - MEMBERSHIP

- Section 1.** Eligibility: Any person, association, corporation, society, or other group who subscribes to and promotes the purposes and policies of this Council shall be eligible for membership in accordance with the provisions of these by-laws.
- Section 2.** Classes of Membership: The Council shall have classes of membership designated as follows:

Regular: Regular members shall be organizations or clubs operating in Idaho representing national associations, inter-state or state wide horsemen organizations, and local clubs provided that:

- A. The principal place of business of the organization is within the state of Idaho.

- B. The organization holds at least one meeting per year.
- C. The organization has a Board of Directors that meet regularly.
- D. The organization shall be responsible for selection of their voting delegate.
- E. Each member organization shall be entitled to one vote regardless of organization size.

Associate: Associate members shall consist of individuals, families, groups, professionals, commercial firms or businesses who wish to join the Idaho Horse Council in its efforts in supporting the Idaho equine industry or have interest in supporting the development of the equine industry in Idaho. Associate members may attend meetings, participate in committees, and receive benefits of the Idaho Horse Council and shall be entitled to all privileges of regular members except the right to vote or hold office.

Special: Special membership may be extended to individuals, organizations, or firms upon the discretion and specification of the Board of Directors.

1. The Idaho Youth Horse Council shall be considered the youth educational arm of the Idaho Horse Council in planning, coordination and development of horse youth programs in Idaho. As an affiliate of the Idaho Horse Council, the Youth Horse Council will be granted permanent membership without the obligation of annual membership fees with voting rights and one delegate.
2. Honorary members are elected by a unanimous vote of the directors present and shall be exempt from payment of any dues and shall be entitled to all privileges of regular members, except the right to vote or hold office.
3. Grandfathered directors are board members who belonged to a member organization when they were voted onto the board; the aforementioned organization has since allowed its membership to lapse, or the director is no longer associated with that member organization.

Section 3. The Executive Committee shall approve or reject all applications for Council membership based upon the group's aims and objectives being commensurate with the Council's as described in Article I and II of these By-Laws.

Section 4. Resignation: Any member may withdraw from the Council by giving written notice of such intention to the president or executive director without recourse to obtain refund of membership fees.

Section 5. Suspension: Any member may be suspended for a period or expelled for cause such as violation of any of the by-laws or rules of the Council, or for conduct prejudicial to the best interests of the Council. Suspension or expulsion shall be by a two-thirds vote of the Board of Directors, provided that a statement of charges shall have been mailed by registered mail to the member under charges at the last recorded address at least fifteen (15) days before the final action is taken thereon; this statement shall be accompanied by a notice of the time, date, and the place where the Board of Directors is to take action. The member shall be given an opportunity to present a defense at the time and place mentioned in the notice.

Section 6. Dues: Annual dues are to be paid by within the calendar year before the annual convention and shall cover the period between January 1 and December 31 of the current year. Annual dues shall be payable with application for membership and a current list of officers with contact information and member count.

Section 7. Fees: The Board of Directors is empowered to make such changes and/or adjustments in the dues by membership category as are deemed necessary for the proper operation of the Council. Such changes will be in effect for a minimum of one year and notice shall be given at the annual meeting prior to a dues schedule change. Annual dues for organizations or groups may be determined on the basis of the previous year's list of individual paid members where appropriate for formulating the total annual dues structure of the organization or group.

Section 8. Arrears: Members who fail to pay their dues, subscriptions, or assessments by March 1st after notification may be dropped from the rolls, and thereupon forfeit all privileges, including voting rights. Membership shall become effective upon receipt of appropriate dues or postmark by the Council.

Section 9. Transfer of Membership: Membership in this Council is not transferable or assignable.

ARTICLE IV - MEETINGS

- Section 1A.** Annual Meeting: An annual meeting of the members shall be held at the principal city of incorporation or as otherwise designated by the Board of Directors at a time within the months of November or December for the purpose of receiving reports from committees, Board of Directors, and officers in the transaction of Council business.
- Section 1B.** Special Meetings: Special meetings of Regular members may be called by the president, or of a majority of the Board of Directors or on petition to the president and /or executive director by 20 percent of the voting delegates from the current regular membership.
- Section 2.** Notice of Meetings: Written notice to each regular membership category stating the place, date, and hour of the meeting shall be delivered not less than ten days prior to date of the meeting either personally or by email to the last recorded email address of each membership category. The purposes for which the meeting is called shall be stated in the notice.
- Section 3.** Audit: At the annual meeting, the president shall appoint an Auditing Committee who shall examine the books and financial records of the Council and make their report within the first quarter of the following year. Such committee to have the assistance of a certified public accountant when deemed necessary.
- Section 4.** Voting: Only Regular member delegates; the Youth Horse Council delegate, the Director(s) at Large, when applicable; and members of the Board of Directors in good standing, shall be entitled to vote.
- Section 5.** Proxies: No proxy vote shall be valid.
- Section 6.** Business: The order of business and procedures of each meeting shall be conducted according to Roberts Rules of Order, new revised. The president may appoint a parliamentarian.
- Section 7.** Presiding Officer: The president of the Council shall preside at all meetings unless unable to attend. In that event, the first vice-president shall serve and preside, in succeeding order of vice-presidents. In the absence of both the president and any vice-presidents, the delegates shall choose a member of the Board to preside at the meeting.
- Section 8. Meetings may be conducted in-person and/or electronically via Zoom or similar service at the discretion of the President or presiding chairperson.

ARTICLE V - BOARD OF DIRECTORS

- Section 1.** General Powers: The Board of Directors shall be the governing Board of this Council.
- Section 2.** Number and Qualifications: The Board of Directors shall be elected by the voting delegation in accordance with Section 4 of Article IV of these By-Laws. The number of directors of this Council may from time to time, be increased or decreased, providing that the number of directors shall not be reduced to less than three (3).
- Section 3.** Tenure: The term of office shall be for three (3) years. Should a board member resign or leave for any other reason, the executive committee may fill the position by appointment, until the position may be filled by regular election at the next annual meeting. If a Board member's organization affiliation has terminated their membership, the Board member will retain their status on the Board by Special Membership.
- Section 4.** Directors – at – Large: in addition to the elected Board of Directors, the past-president shall remain on the Board of Directors for two (2) years following serving as president of the Council. In addition, the Board may appoint a maximum of six (6) directors-at-large to serve a three-year term. The appointment

of the directors-at-large remain at the discretion of the Board. The Directors-at-large shall have power and voting privileges bestowed upon elected members of the Board of Directors.

- Section 5.** Special Meetings: Special meetings of the Board of Directors may be called by the president and/or the Board of Directors. A special meeting by the Board of Directors may be called when a simple majority of the Board members have sent a written request via email to the president and/or the executive director, if an executive director has been employed, ten (10) days prior to the designated meeting date.
- Section 6.** Term: The Board of Directors may be re-elected as many times as the voting members shall so elect him or her.
- Section 7.** Board Decisions: Board decisions shall consist of a simple majority of the Board of Directors present.
- Section 8.** Vacancies: A vacancy in the Board may be filled by vote of the remaining directors. Each director so elected shall hold office until the next annual meeting of delegates at which time a director shall be elected to complete the unexpired term of the vacant office.
- Section 9.** Removal: Any director may be removed from office with cause by 3/4 vote in person of the other members of the Board at any meeting of the Board, regular or special. If any Board member fails to attend three (3) consecutive Board meetings without notification to the Council or executive director, of reasonable excuse for their absence, they shall be terminated from the Board by written notification.
- Section 10.** Salaries: Directors as such shall not receive salaries for their services: but nothing herein contained shall be construed to preclude any director from serving the Council in any other capacity and receiving compensation therefore.
- Section 11.** All official correspondence will be sent out to directors to their email on record. Directors are responsible for maintaining a working email address in order to receive correspondence and meeting notifications.

ARTICLE VI - OFFICERS

- Section 1.** Officers: The officers of the Council shall be a president, one or more vice-presidents, secretary, and treasurer. These officers constitute the executive committee of the Council. The secretary and treasurer will be appointed and/or nominated annually by the President from within the Board or the membership at large with full voting rights on the executive committee.
- Section 2.** Election and Term of Office: The term of office for the president and vice-president is two years each with the vice-president automatically becoming president for the next two-year term. A president and vice-president shall each be elected from the Board of Directors. Selection of officers shall be limited to members of the Board of Directors.
- Section 3.** Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
- Section 4.** Powers of President: The president shall be the principal executive officer of the Council and shall in general supervise all of the business and affairs of the Council. The president shall preside at all meetings of the members and of the Board of Directors. The president may sign with another proper officer of the Council authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the Council; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.
- Section 5.** Powers of the Vice-President: In the absence of the president or in the event of their inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform

such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 6. Powers of the Secretary: The secretary assumes the responsibilities assigned by the Board of Directors which are essential to the functions of the Council.

Section 7. Powers of the Treasurer: The treasurer assumes the responsibilities assigned by the Board of Directors which are essential to the functions of the Council.

Section 8. Powers of the Executive Committee: The power of the executive committee is to enact the policy as established by the Board of Directors.

ARTICLE VII - GENERAL BUSINESS MANAGEMENT

Section 1. Employment of Executive Director: The Board of Directors shall have power to employ or to authorize the employment of an executive director or such other employees and to establish permanent office facilities as may be deemed necessary and to fix their compensation. The executive director may also be designated to act as treasurer. He or she shall have charge of the business and management of the Council with responsibilities to and under the direction of the policies established by the Board of Directors.

Section 2. Management of Business: The Board of Directors shall have general supervision and control of the affairs of the Council and shall make all rules and regulations not inconsistent with law or with these by-laws for the management of the business and guidance of the members, officers, employees, and agents of the Council. It shall be their duty to require proper records to be kept of all business transactions.

Section 3. Bonds and Insurance; The Board of Directors may require the executive director and all other officers, agents, and employees charged by the council with responsibility for the custody of its funds or negotiable instruments to give adequate bonds. Such bonds, unless cash security is given, shall be furnished by a responsible bonding company and approved by the Board of Directors, and the cost thereof shall be paid by the Council.

Section 4. Duties of Executive Director: The duties of the executive director shall be to represent the Council at meetings, gatherings, legislative functions, and other places deemed appropriate to the Council. The executive director shall express the views and desires of the Council on all Council business. The executive director is responsible and accountable to the Board of Directors and must act in accordance with the Executive Committee on issues which represent the Idaho equine industry.

ARTICLE VIII - COMMITTEES

Section 1. Committees of Directors: The Board of Directors may designate and appoint committees as deemed necessary.

Section 2. Term of Office: Each member of committee shall continue as such until the next annual meeting of the members of the Council and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairperson: One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof. The chairman will appoint the secretary to the committee.

Section 4. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum: A quorum shall consist of a simple majority of the committee members present.

Section 6. Resolutions: Resolution(s) are to be formalized and drafted when appropriate and submitted for approval by the general membership during the annual meeting. These will then be submitted to the Board of Directors for appropriate action.

ARTICLE IX - FINANCES

- Section 1.** Powers: The powers of the Idaho Horse Council shall be to own, direct, manage, supervise, and control all property and funds of this Council within the rights and privileges of the Articles of Incorporation within the state of Idaho.
- Section 2.** Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Council in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of the Idaho Horse Council, and such authority may be general or may be confined to specific instances.
- Section 3.** Checks, Drafts or Orders: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Council shall be approved by a member of the Executive Committee. For any single procurement exceeding five hundred dollars (\$500.00), a majority vote of the Executive Committee shall be required. Financial records shall be submitted annually for audit.
- Section 4.** Deposits: All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies, or other depositories as the Board of Directors may select.
- Section 5.** Gifts: The Board of Directors may accept on behalf of the Council, any contribution, gift, bequest, or devise for any purpose of the Council.

ARTICLE X - INSTRUMENTS

- Section 1.** Membership: The Board of Directors may provide for the issuance of certificates, pins, and/or decals of membership in the Council, which shall be in a form as may be appropriate and determined by the Board. Such instruments must demonstrate evidence of current membership concurrent with appropriate insignia to the Idaho Horse Council.
- Section 2.** Logo: The Board of Directors may adopt an appropriate logo descriptive of the Idaho Horse Council for use on appropriate documents and educational material.
- Section 3.** Seal: The Board of Directors may adopt and provide an appropriate seal under provisions of incorporation, which shall be used on legal documents, instruments, official copies of the minutes of the meetings and recordings.

ARTICLE XI - AMENDMENTS

These by-laws may be altered, amended or repealed, and new bylaws be adopted by a 2/3 majority of the recognized voters as identified in ARTICLE IV, Section 4 of these Bylaws, with a quorum present at any regular meeting or at any special meeting, if proper written notice is given of intention to alter, or amend, or repeal, or adopt new by-laws at such meeting. The exact wording change as proposed must be provided in writing to all eligible voting delegates in the written notice of the meeting.

ARTICLE XII - MISCELLANEOUS PROVISIONS

- Section 1.** By-Laws Printed: After adoption, these by-laws and Articles of Incorporation may be printed in pamphlet form and a copy thereof may be delivered to each member and to each person who may later become a member of the Council as shown in the records.
- Section 2.** Printed Information: The Board of Directors may authorize the printing and distribution of educational materials that includes, but is not limited to, brochures, newsletters, documents, and reports, for the conduct of communications to enhance and develop the Horse industry in Idaho.
- Section 3.** Social media will be managed by an individual or individuals appointed by the Executive Committee. This may include but is not limited to: Facebook, Instagram, TikToc, and both the Idaho Horse Council

and the Idaho Horse Expo websites.

Section 4. Enactment Clause: The revised by-laws of the Idaho Horse Council, Inc., were approved and adopted by the Directors and the voting delegates of the regular membership at the annual membership meeting on November 12, 2022 in Nampa, Idaho.