



West Virginia Equine Association

BYLAWS

As Amended and Approved
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West Virginia Equine Association

1. NAME, PURPOSE, AND TERRITORY

The name of this corporation is West Virginia Equine Association, herein after referred to as the Association.

The purpose of the West Virginia Equine Association is to provide state and local representation for all equestrians and equine enthusiasts in West Virginia and to unite the industry and serve as a communication link with all aspects of the industry.

The objectives for which the West Virginia Equine Association is incorporated shall be to:

- **Help** promote and protect the interests of all WV equines and equestrians and to give aid and support to every type of equine activity.
- **Operate** in a spirit of co-operation and to encourage communication among West Virginia's diverse equine interests.
- **Regulate**, with others, the acquisition, building, maintenance and supervision of trails and rights-of-ways.
- **Share** in the development of equine legislation, enhancement of the equine industry and the preservation and protection of equine traditions for the future.
- **Educate** and be a source of information and referrals to the equine community and the general public.
- **Sponsor** programs and demonstrations and to take such actions as the general membership directs.

The Association, shall at all times, operate as a 501c3 non-profit corporation.

The Association shall conduct most business in the state of West Virginia.

2. MEMBERSHIP

Membership shall be composed of individuals, families, and associations having an interest in the Association and meeting the desired qualifications outlined in this section. The Association may refuse membership to any person or organization, when in their judgment the Association's welfare justifies such action.

2.1 Categories

There shall be six types of membership categories: individual, junior, family, group, associate, and lifetime. These categories are outlined in this section.

- **Individual** membership shall consist of a single person eighteen years or older. Individual members shall be entitled to a single vote.
- **Junior** membership shall consist of a single person under the age of eighteen. Junior members do not have voting privileges.
- **Family** membership shall consist of one or two adults (eighteen years or older) and any number of youth. Each adult shall be entitled to a single vote.
- **Group** membership shall consist of associations, organizations, and corporations.



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Groups shall be entitled to have at least one delegate. Groups may have additional delegates per each thirty members that they have at the time their dues are paid, not to exceed five delegates total. Each delegate shall have a single vote.

- **Associate** membership shall consist of an individual or group. If the associate membership is for a group, there shall be a single delegate that is permitted to represent that group. Associate members do not have voting privileges. The board of directors, by majority vote, may grant membership to an individual or group as an associate member and determine the length of their membership.
- **Lifetime** membership shall consist of an individual member who pays for a lifetime membership. Lifetime members shall be entitled to a single vote.

2.2 Dues

The Board of Directors shall set the dues of the Association.

Annual dues shall be collected beginning the first of December through the first of March each year. All memberships expire on the first of March each year. Current members must pay their dues prior to the first of March to be in good standing. New members may pay dues at any time during the year. Dues shall be prorated during the year for new memberships only. Members having a valid lifetime membership will not be required to pay dues once their lifetime membership is paid.

Members are permitted to pay by cash, check, or money order, or by credit card where available. Personal checks that are returned from the bank will be charged a twenty-five dollar fee. Two returned personal checks will result in automatic suspension of check payment privileges, and any further monetary transactions will be conducted on cash or money order basis only. Members paying by cash shall be given a signed receipt.

2.3 Conduct

All members, including officers and directors, shall be expected to maintain a certain conduct while their membership is active. Any form of conduct that inhibits the business of the Association is strictly prohibited. Use of profanity, violence, and threats shall absolutely not be tolerated at any meeting, sponsored event, or any other place where official business of the Association is being conducted. Personal attacks, including slanderous remarks, also shall not be tolerated. These conduct rules also apply to electronic meeting places, including but not limited to bulletin boards, chat rooms, and mailing lists, that are owned or managed by the Association.

In the event a member feels another member has violated this code of conduct, they must submit a letter detailing the complaint to the board of directors explaining the situation. The board of directors shall then submit the letter to the executive committee for review. The executive committee shall review the complaint, involving both the person whom the complaint is against and the originator of the complaint. The executive committee shall make a decision regarding the complaint, and shall decide a punishment suitable for the conduct. All decisions concerning the complaint shall require two-thirds vote by the executive committee.



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2.4 Discrimination

The requirements being met, no member shall be discriminated against on the basis of their gender, race, nationality, birthplace, current residence, disability, marital status, caring or parental responsibilities, age, or beliefs on matters such as religion and politics. Members shall also not be discriminated against for their private interests, as long as they do not interfere with the business of the Association.

2.5 Resignation and Termination

Any member may resign by filing a written or electronic letter of resignation with the secretary. Resignation shall not relieve a member of any charges previously accrued. Any member who resigns shall not have any dues refunded or rebated.

At any time, the board of directors, by two-thirds vote, may terminate any member's membership. Failure to pay annual dues within thirty days of their due date will result in termination of membership.

2.6 Evidence of Membership

The board of directors shall cause appropriate cards of membership to be issued. Each membership card shall have the name of the member, the date their membership was renewed, and the date the member originally joined the Association. These cards, in conjunction with the corporate records of the Association, shall serve as evidence of membership. Membership cards for lifetime members shall indicate the lifetime status of the member.

3. MEETINGS

The Association shall conduct regular, annual, special, and committee meetings at intervals and locations specified in the following sections. Meetings shall start at the time advertised unless an emergency arises that causes the meeting to be postponed. The president shall preside at all meetings. In the event the president is not present, the meeting shall be presided by the vice-president or the secretary.

The secretary shall record all meetings. In the event the secretary is not present, the presiding officer shall appoint a member that is present to record the meeting. The secretary shall record on paper or electronically in text, minutes of the meeting during the meeting. Meetings may also be audio or video taped by the secretary if the need arises.

3.1 Regular Meetings

The Association shall have bi-monthly regular meetings, with the first being in January. Each meeting date and time shall be set by majority vote of the members present at the previous meeting.

3.2 Annual Meeting

The annual meeting shall occur in January of each year. Election results shall be announced and the new officers and directors shall preside over the meeting. Each officer, board of director, committee chairperson and regional representative present shall give reports on the activities of the Association.



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3.3 Special Meetings

Special meetings may be called by the Executive Committee, by a simple majority of the board of directors or by written request of at least ten percent of voting members.

Any and all business may be transacted at a special meeting. Each call for a special meeting shall be in writing, signed by the person or persons making the call and sent to the secretary. Calls may also be submitted electronically. All calls for special meetings shall state the time, location and purpose of the meeting.

3.4 Notification of Meetings

Written or printed notice of all meetings shall be prepared and mailed to each member's last known electronic or physical mailing address not less than fourteen days prior to the meeting date. Notices of special meetings shall be sent to each member in good standing not less than 5 days prior to the meeting.

3.5 Quorum

Any two officers and the members in good standing present at any properly announced meeting shall constitute a quorum.

3.6 Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

4. ABSENTEE AND PROXY VOTING

Every member in good standing of the Association that is entitled to vote at any meeting therefore may vote by proxy. All proxy votes shall be in writing and mailed or sent electronically and shall be revocable at the will of the member executing it. Proxy votes shall be invalid after thirty days from the date of its execution. The secretary shall verify all proxy votes.

5. BOARD OF DIRECTORS AND OFFICERS

Conviction of any felony crime or any crime against the welfare of an animal by any local, state, or federal court shall disqualify an individual for running for an office or board of directors position. No person is eligible to be an officer or director if they are in competition with, or are affiliated with, any enterprise in competition with the Association. Officers and directors must be a member of the Association.

Any officer or director that is found to be guilty of a felony crime or crime against the welfare of an animal, regardless of when they were convicted, shall immediately be removed from their position.

5.1 Board of Directors

The association shall have a board of up to seven directors so long as there are no more than one hundred voting members; one director will be added for each 20 voting members over one hundred, not to exceed a maximum of twenty directors.



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5.1.1 Election of Directors

Beginning November 1st, nominations shall be received through November 30th by the secretary from all members in good standing for persons that they would like to nominate as board members. The secretary shall compile the nominations into a secret ballot. Copies of this ballot will be sent out using the US postal service to all members one month prior to the annual meeting. Each ballot shall be returned to the secretary by the start date and time of the annual meeting. At the annual meeting, all ballots shall be counted and the results announced; the nominees receiving the greatest number of votes are elected. In the event of a tie, the members present at the annual meeting shall vote and decide the directors whom received the least amount of votes. In the event there is a single nominee for all open board seats, those nominees shall be automatically elected and not placed on the ballot, and no ballot will be mailed out.

5.1.2 Responsibilities

The board shall direct business of the Association and shall exercise all powers of the Association except those reserved to members by law, by the articles of incorporation, or by these bylaws.

The board shall have power to employ a manager, define his duties and fix his compensation.

5.1.3 Terms

At the first annual meeting, directors are elected to succeed the incorporating directors. All directors are elected for a term of one year.

5.1.4 Resignation, Termination and Absences

Any director may resign by filing a written or electronic letter of resignation with the secretary.

A board member shall be terminated from the board due to excess absences, more than two absences without prior notice from board meetings in a year. Any director who fails to be present at three consecutive board meetings shall be disqualified and the term of office shall immediately and automatically terminate. A director shall be terminated from their position at any time with a two-thirds vote by the entire membership or by three-fourths vote of the remaining directors.

5.1.5 Vacancies

Whenever a vacancy occurs in the board, other than the expiration of a director's term, the seat will remain vacant until the next regular meeting. At the next regular meeting, the position will come up for election before the membership so that an official elected by the membership can fill the remainder of the term.

5.2 Officers

The Association shall have four officers at all times. The position of manager is optional and shall be filled at the will of the board of directors. Officers shall also be ex-officio voting members of the board of directors.

5.2.1 Election of Officers

Beginning November 1st, nominations shall be received through November 30th by the secretary



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from all members in good standing for persons that they would like to nominate as officers. The secretary shall compile the nominations into a secret ballot. Copies of this ballot will be sent out using the US postal service to all members one month prior to the annual meeting. Each ballot shall be returned to the secretary by the start date and time of the annual meeting. At the annual meeting, all ballots shall be counted and the results announced; the nominees receiving the greatest number of votes are elected. In the event of a tie, the members present at the annual meeting shall vote and decide the officers whom received the least amount of votes. In the event there is a single nominee for all offices, those nominees shall be automatically elected and not placed on the ballot, and no ballot will be mailed out.

5.2.2 Responsibilities

Each officer shall have responsibilities detailed herein the following subsections. Officers shall be expected to fulfill every responsibility that is given to them in these bylaws, by state and federal law, and by parliamentary law according to the parliamentary authority that these bylaws declare in use. Failing to fulfill all responsibilities is sufficient reason for termination of the officer(s).

5.2.2.1 President

The president presides over all meetings of the Association and the board of directors, calls special meetings of the board of directors, and performs all acts and duties usually performed by an executive and presiding officer. The president will sign papers pertaining to the Association, as they may be authorized or directed to, including, contracts and other instruments in writing on behalf of the Association. The president performs such other duties as may be prescribed by the board of directors. The president acts as an ex-officio member of all committees.

5.2.2.2 Vice-President

In the absence or disability of the president, the vice president performs the president's duties. The vice-president acts as an ex-officio member of all committees.

5.2.2.3 Secretary

The secretary keeps the corporate records for the Association. The secretary has general charge and supervision of the books and records for the Association. The secretary shall sign all papers pertaining to the Association as the board authorizes them. The secretary sends all notices required by law and by these bylaws and makes a full report at the annual meeting about all business pertaining to the office of the secretary. The secretary keeps complete membership records and ensures the accuracy of the membership records including all contact information. The secretary keeps a mailing list of non-members for general use and ensures its accuracy. The secretary acts as secretary of the executive committee, makes all reports required by law, and performs other duties as the Association or the board require. Upon the election of a successor to the secretary, the secretary turns over all books and other property belonging to the Association that they may have in their possession within two weeks of departing from their office. The secretary acts as an ex-officio member of the publication committee.

5.2.2.4 Treasurer

The treasurer shall oversee the collection of dues from the membership, shall keep all accounts of the Association, and present the financial reports at every meeting. The treasurer shall also



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present a fiscal report in writing at the annual meeting, which shall be made available to the membership at that time. The treasurer shall be responsible for all deposits to accounts of the Association. The treasurer shall perform any other duties designated by the board of directors. Upon the election of a successor, the treasurer shall turn over all books and possessions of the Association within two weeks of departing from their office. The treasurer acts as an ex-officio member of the audit committee.

5.2.2.5 Manager

The manager performs the duties and exercises the authority vested in him by the board. Under the board's general supervision, the manager has general charge of the usual business of the Association including purchasing, marketing, and handling of all products and supplies handled by the Association. The manager employs, supervises and dismisses all employees of the Association.

5.2.3 Terms

All officers shall be elected for a term of one year.

5.2.4 Resignation, Termination and Absences

Any officer may resign by filing a written or electronic letter of resignation with the secretary.

An officer shall be terminated from their office due to excess absences, more than two absences without prior notice from board meetings in a year. Any officer who fails to be present at three consecutive board meetings shall be disqualified and the term of office shall immediately and automatically terminate. Officers may be terminated at any time with a two-thirds vote of the board of directors or majority vote of the entire membership.

5.2.5 Vacancies

Whenever a vacancy occurs for any officer, other than the expiration of an officer's term, the remaining directors appoint a member to fill the vacancy until the next regular meeting of the members. At the next regular meeting, the position will come up for election before the membership so that an official elected by the membership can fill the remainder of the term.

6. BOARD OF DIRECTORS MEETINGS

The Association shall conduct regular and special board meetings at intervals and locations specified in the following sections. Meetings shall start at the time advertised unless an emergency arises that causes the meeting to be postponed. The president shall preside at all meetings. In the event the president is not present, the meeting shall be presided by the vice-president or the secretary.

6.1 Regular Board of Directors Meetings

Regular board meetings are held bi-monthly or when and where the board determines. The board meetings can be held at the same date and location as the regular meetings however cannot overlap into the time of a regular meeting. In the event the board meeting goes longer than expected, the meeting shall be called to adjournment or a time shall be fixed for an adjourned meeting. Electronic meetings of the board of directors shall be held bi-monthly on the months



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that the board does not hold regular meetings. Written or printed notice of all meetings shall be prepared and mailed to each board member's last known electronic or physical mailing address not less than fourteen days prior to the meeting date.

6.2 Special Board of Directors Meetings

Special meetings of the board shall be called upon request of the president, or one-third of the board. Notices of special board meetings shall be sent to each board member not less than five days prior to the meeting or via telephone not less than forty-eight hours prior to the meeting. Notices of electronic special meetings shall be sent to each board member not less than three days prior to the meeting or via telephone not less than twenty-four hours prior to the meeting.

6.3 Quorum

At least fifty percent of the directors and any two officers must be in attendance at all board meetings for business transactions to take place and motions to pass.

6.4 Voting

All issues to be voted on shall be decided by a simple majority of the board members present at the meeting in which the vote takes place.

7. REGIONAL REPRESENTATIVES

Regional representatives shall be put into place by the board of directors. Regional representatives can be removed at any time with majority vote of the board of directors.

Regional representatives shall be responsible for marketing to new members and sponsors in the areas that their region covers. They shall also be responsible for collecting ideas and opinions on the association from persons in their region. They shall be responsible for assisting with events that the association may sponsor in their region, and any other duties assigned to them by the board of directors.

8. COMMITTEES

All committees, both standing and special, shall consist of volunteers that are members in good standing. Each committee shall be responsible for giving the membership a written report of any business associated with their responsibilities at each regular meeting. Chairpersons for each committee shall be nominated by the president and approved by the board of directors.

8.1 Standing Committees

The following standing committees shall be in place:

- **Welfare Committee** shall seek to promote and ensure equestrian welfare through cooperation with animal control, animal welfare organizations, and law enforcement agencies. The welfare committee shall work closely with the education committee to distribute education pertaining to equine welfare to new and current owners. The welfare committee shall also work closely with the legislative committee to promote and introduce legislation pertaining to equine welfare.
- **Trails Committee** shall work with local, state, and federal officials to ensure current



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trails remain open for equestrian use, new trails are designated to allow equestrian use, and that current trails that do not allow equestrian use are opened up for equestrian use.

- **Legislative Committee** shall work to promote positive state and federal legislation and assist with introducing any legislation that the membership desires.
- **Audit Committee** shall be responsible for ensuring the financial records of the Association are accurate.
- **Education/Public Relations Committee** shall seek to provide education in the form of literature, clinics, and other methods to promote equestrian education and to make the public aware of such programs and other activities of the Association.
- **Membership Committee** shall seek to promote and maintain the growth and development of members by seeking to provide benefits to the current members.
- **Fundraising Committee** shall be responsible for seeking funding by organizing and running fundraisers, writing grants, and using other methods to acquire income with the exception of membership dues.
- **Publication Committee** shall be responsible for all publications of the Association.

8.2 Executive Committee

The four officers shall serve as the members of the Executive Committee. The board determines their tenure of office and their power and duties. The board may allot to the executive committee all or any stated portion of the board's functions and powers, subject to the board's general direction, approval and control. Copies of the minutes of any executive committee meeting shall be mailed to all directors within seven days. The executive committee shall also oversee any violations of conduct. In the event the committee is reviewing a violation against one or more of the officers, the board shall appoint members from its own membership to replace the officer(s).

8.3 Special Committees

The president may form other committees on any subject furthering the purposes of the association for which there is no standing committee.

9. FINANCIAL MATTERS

This section details how the association shall handle its finances.

9.1 Fiscal Year

The fiscal year of this Association shall commence on the first day of January each year and shall end on the last day of December of that year.

9.2 Audits

The board should install and maintain an adequate system of accounting and records. Each year, an internal audit committee, appointed by the board of directors, shall audit the books and accounts of the Association. The audit is reported in writing and is presented at the annual meeting.

The board of directors may, with a majority vote, hire an outside auditor to audit the financial records of the Association. If the total income for the Association is greater than fifteen thousand dollars in a single year, and the funds allow, the board of directors shall hire an outside



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auditor to audit the financial records to ensure accuracy of the records.

9.3 Bonding

The board of directors may require the manager and all other officers, agents, and employees charged by the organization with responsibility for the custody of its funds or other assets, including property, to give adequate bonds. Such bonds, unless cash security is given, shall be furnished by a responsible bonding company and approved by a majority of the board of directors. The Association shall pay the cost of the bonding company.

9.4 Financial Reports

Written financial reports shall be made available to the membership at each regular meeting. All audit reports shall be made available at the first meeting that occurs after the audit has been completed.

9.5 Accounts

All accounts belonging to the Association shall require two signatures, the president and the treasurer, where the financial institute allows the use of two signatures. All accounts shall have the secretary on the account with no signing abilities so that the secretary always has access to the account records. All deposits, including those of membership dues, shall be made within two weeks of the treasurer receiving them. The board of directors shall approve all expenditures more than one hundred dollars. All electronic or check/credit card transactions' receipts must be surrendered to the treasurer for record.

10. CORPORATE RECORDS

The secretary shall keep the corporate records of the Association. All records shall be kept in an orderly fashion. Any part of the corporate records, with the exception of the confidential section, shall be made available within two weeks to any member who presents a request in writing or electronically to the secretary. The request must state the information that is being requested, as well as state a reason as to why the request is being made.

A confidential section of the corporate records shall be maintained. It shall contain information such as financial account numbers and passwords for electronic account management and the website. Information in the confidential section of the corporate records shall only be made available to those having placed the information into this section, or to any person whom is designated by two-thirds vote of the board of directors to have the information.

11. PUBLICATIONS

The publication committee shall oversee all information that is produced by the Association including, but not limited to, the newsletter and website. Content that is placed in any publication must be approved by the publication committee and shall be reviewed for errors prior to publication.

11.1 Newsletter

The Association shall publish a newsletter.



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11.2 Website

The Association shall have a website that is maintained by the publication committee. All fees associated with setting up and maintaining the website must be approved by the board of directors. All account information, including usernames and passwords, shall be kept in a confidential section of the corporate records. At least two members of the publication committee shall be able to edit the website at any given time.

12. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt and any statutes applicable to the Association that do not authorize the provisions of these bylaws to take precedence.

13. AMENDMENTS

These bylaws may be amended, changed or altered at any time by two-thirds vote of the entire board of directors, provided prior notice is given of the proposed amendment(s) in the notice of the meeting at which such action is taken. However, the provisions in Article Fourteen of these bylaws shall not be amended or repealed. Written or printed notice of all proposed amendments shall be prepared and mailed to each officer and director's last known electronic or physical mailing address not less than fourteen days prior to the meeting date. It is recommended that proxy voting be used for amendments to the bylaws.

14. DISSOLUTION

Upon the dissolution of this Association, all its debts and liabilities shall first be paid according to their respective priorities. Afterwards, any assets that are left shall be given to one or more non-profit 501c3 organization(s) whose main purpose involves equines in West Virginia.