

## **ARTICLE 1 Name and Purpose**

**Section 1** Name: This association shall be known as the Empire State Quarter Horse Association, Inc., and shall at all times be operated and conducted as a not for profit association in accordance with the laws of the State of New York.

**Section 2** Object: The general purpose shall be to further encourage the ownership of the Quarter Horse and to enlighten the public to its general purpose, to promote more and better breeding and secure as many possibilities for the exhibition and sale of Quarter Horses in compliance with the American Quarter Horse Association rules.

**Section 3** ESQHYA (Empire State Quarter Horse Youth Association) is the designated youth organization of ESQHA and under our guidance. The ESQHYA is the AQHA youth affiliate. ESQHYA is a separate entity under AQHA and New York State, by their choice.

## **ARTICLE II Membership**

**Section 1** Any reliable person owning Quarter Horses or interested in Quarter Horses is eligible for membership in this Association, regardless of the state or country which they reside.

**Section 2** Membership may be obtained upon payment of dues for the current year, if applicant is approved and is in good standing with AQHA.

**Section 3** Each membership is entitled to one vote. A family membership includes children who are eligible to ride in AQHA Youth Activity. Nonpayment of dues shall automatically forfeit membership in the Association. All dues must be current to vote. Farm or organization membership is same as family, including only one vote.

**Section 4** Any member may resign his or her membership and withdraw from the Association by presenting to the Secretary a written statement of resignation with the understanding that dues will not be refunded.

**Section 5** Any member may be expelled upon just cause in accordance with Section 6 below.

**Section 6** All complaints shall be in writing and signed by the complainant and submitted to the Board. The Board shall provide a copy of the complaint to the accused member. Within one month thereafter, all parties will be allowed to present their case to the Board in executive session. The complainant and the accused member shall be present such evidence or witnesses as they deem necessary to support their position. The Board will then meet in executive session to vote to expel or not to expel upon a majority of the Board present and will mail a copy of their finding to the accused within five days thereafter.

**Section 7** Any member expelled by the American Quarter Horse Association is automatically expelled from this Association.

**Section 8** Any resigning or expelled member forfeits all rights to any property of the Association.

**Section 9** Any expelled member may be reinstated, upon receiving the majority approval of the Board of Directors.

**Section 10** Any member who fails to make good any indebtedness to ESQHA and/or ESQHYA shall have all membership privileges in ESQHA suspended. All members included under that membership shall remain suspended until such payment is made good and is cleared by the current ESQHA treasurer. This shall include all members (youth and/or adult) whose bills are paid by another party, as well as those that pay their own bills. Also, ESQHA shall report any unpaid and non-collectable indebtedness to AQHA.

### **ARTICLE III Officers and Directors**

**Section 1** The general management of the affairs of the Association shall be vested in the Board of Directors, which shall be composed of the officers, elected and honorary directors. The AQHA Representative will be a non-voting member of the Board of Directors. The number necessary to constitute a quorum at meetings of the Board shall be one third or more of the duly elected officers and directors, excepting honorary directors. A majority of this quorum shall be governing. Officers or directors, to exercise voting privileges, must be present at a meeting to vote, this privilege cannot be delegated by proxy.

**Section 2** The elected Officers of the Association shall consist of a President, First Vice President, Second Vice President and Treasurer. To be eligible for nomination as an Officer, the nominee must be a member in good standing.

**Section 3** Secretary is a paid position appointed by the Board of Directors annually. The Secretary is not a voting member of the Board but shall attend Board meetings. The Secretary salary is to be decided by the Board, depending on the duties that will be required.

**Section 4** There shall be a minimum of twelve Directors elected from the general membership. Prior to accepting nominations, the Board will specify the number of directorships to be filled. To be eligible for nomination as a Director, the nominee must be a member in good standing. The absence from three consecutive meetings of the Board of Directors, without cause, except for honorary directors, may be reason for removal from the Board. Removal would require the majority vote by the Board of Directors. A replacement Director shall be appointed from the general membership by the remaining Directors for the unexpired term and must be a member in good standing.

**Section 5** The President, First Vice President, Second Vice President shall be ex-officio members of all committees. The immediate Past President will be a non-voting member of the Board Of Directors for one year, unless they choose to run for a regular directorship and are elected.

**Section 6** The Directors of the Association shall be elected for a two year term, except at the first meeting to be held Saturday of March 1963, when six were elected for a one year term and an additional six for a two year term. Thereafter, a minimum of six directors will be elected annually for a term of two years.

**Section 7** All officers shall be legal residents of New York State. Directors may have a maximum of three directors that have legal residency outside of New York State with the remaining slate of Directors being legal residents of the state. Honorary directors may reside anywhere.

**Section 8** Candidates for election to office for the succeeding year or years shall be selected by the Nominating Committee and their names presented at the nominating meeting. The nominating meeting will be held at a general membership meeting in October.

**Section 9** Nominations for election, in addition to those made by the nominating committee, may be made at the nominating meeting, by any member in good standing and then duly seconded by a member in good standing. Those individuals nominated must meet the criteria outlined in Article III; Sections two and four.

**Section 10** The officers and directors, except honorary directors, of the Association shall be elected by ballot. The form of ballots may be mailed in, submitted electronically, or presented in person at the election meeting. The ballots shall be emailed and/or on the website. The candidate receiving the majority of the votes shall be elected to the office for which they were nominated. One official ballot for each member eligible to vote. Family or farm membership shall have one vote.

**Section 11** Two or more inspectors of election shall be appointed by the President at the election meeting.

**Section 12** The offices of President, First Vice President, Second Vice President and Treasurer shall be for a term of one year. An officer may succeed themselves.

**Section 13** If a vacancy occurs among the officers or directors, such vacancy shall be filled for the remainder of the unexpired term by appointment of a member selected by the remaining officers and directors.

**Section 14** There is an established separate directorship entitled "honorary director" to be bestowed on those members with records of outstanding and meritorious service to ESQHA. This is a special recognition and honor, which they have justly earned. This honorary directorship is a benefit to ESQHA for their continuous participation, support, and guidance. Those who receive and deserve this evidence of our appreciation and esteem will enjoy the same rights and privileges as officers and other members of the Board of Directors. A person can be nominated for this honor by any member in good standing. After the nomination for this honor, there must be a majority vote by the Board of Directors and Officers, to proceed. Then at that time, it would require a majority vote by the general membership.

#### **ARTICLE IV Duties and Authority**

**Section 1** The President shall preside at all meetings of the Association and of the Board of Directors. The President will only vote in the case of a tie.

**Section 2** The President shall appoint such committees as they and/or the Board of Directors shall consider expedient or necessary.

**Section 3** In the absence of the President, the First Vice President, and in their absence, the Second Vice President, shall have the powers and perform the duties of the President and such other duties as may be prescribed by the Board of Directors. In the absence of all the above, then the Treasurer shall preside and assume the duties of President.

**Section 4** The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors. If requested, they will read such minutes at the close of each meeting for approval. They shall send out notices for meetings of the Association and the Board of Directors. They shall also perform other duties as may be required by the by-laws, the President or the Board of Directors.

**Section 5** The Treasurer shall have charge of all receipts and monies of the Association and deposit same in the name of the Association. The Treasurer shall promptly pay such bills as directed to be paid by the Board of Directors or incurred in the usual course of business. They shall report said disbursements to the Board of Directors at the next regular meeting. Bills not previously authorized which are unusual, questionable, or disputable in the opinion of the Treasurer, shall be referred to the Board of Directors for approval before payment. The Board shall set an amount that can be authorized to be spent without preapproval. The Treasurer shall sign checks and withdrawal slips on behalf of the Association upon all bank accounts, and the same shall be honored on their signature alone or that of the President. All bills will be disbursed by Association check or debit card.

## **ARTICLE V Committees**

**Section 1** The standing committees of the Association will include the following: Awards; By Laws; Convention/Banquet; Fund-raising, Horseshow (with sub-committees per show), Marketing, Nomination and Website.

The President may at any time appoint other committees, on any subject. Committees, so appointed shall serve from the time of appointment until the specific assignment is completed, unless sooner relieved by the President or until the succeeding President takes office, whichever is sooner.

**Section 2** All Committee Chairpersons shall attend duly authorized Directors' Meetings and present timely reports.

**Section 3** All committee chairs will submit member names to the President. Those committee member names will be submitted to the Secretary for recording.

## **ARTICLE V1 Meetings**

**Section 1** Election meeting: There shall be an election meeting of the Association on the first Sunday in December, or such other date specified by the Board of Directors, for election of officers and directors, based on the results of the October Nomination meeting. A minimum of three general membership meetings shall be held annually at a time and place designated by the Board of Directors.

**Section 2** Notice of meetings: Notices of Board of Directors meetings may be provided via email, text, or phone at least ten days in advance of the meeting. Notice of general membership meetings shall be via email and/or website at least ten days in advance of meeting.

**Section 3** Special Meetings of the Board of Directors may be held by conference call upon 72-hour notice for a vote provided the meeting is called by the President or three Board members. Voting upon such motions shall be in accordance with these by laws. The notice for Special Meetings must contain the specific reason for the meeting.

**Section 4** Quorum: A quorum for general membership meetings of the Association shall consist of the members present at such meetings. Business may be transacted by majority vote of said quorum.

**Section 5** Order of Business; The order of business shall be as follows at all meetings of the Association and at the meetings of the Board of Directors:

- 1) Roll call of officers and directors
- 2) Introduction of new members or guests
- 3) Approval of minutes of the previous meeting
- 4) Treasurer's report
- 5) Communications and bills
- 6) Committee reports
- 7) Unfinished business
- 8) New business

**Section 6** ESQHA show point system for year-end awards shall be done by the Board of Directors.

## **ARTICLE VII By-Laws**

**Section 1** These by-laws may be changed, added to, or subtracted from at a regular or special meeting of the Association by a majority vote of members present at the time the vote is taken. Under Article VI, Section 2, the membership must be notified that at the meeting, proposed changes, additions and/or subtractions to the by-laws will be presented and voted on. Notification will be via email and/or Association website.

**Section 2** The Board of Directors may recommend changes, additions and/or subtractions to the by-laws at any time, but such recommendations, to be valid, must be set forth in a call of a special meeting or regular general membership meeting as above provided.