

NEW MEXICO BUCKSKIN HORSE ASSOCIATION BY-LAWS

Effective **November 4, 2018**

Article I

Title, Purpose, Location

Section 1. Title

This Association shall be known as the New Mexico Buckskin Horse Association Incorporated (NMBHA), and shall at all times be operated as a non-profit organization, in accordance with the laws of the State of New Mexico providing for such organizations, and by which it shall acquire all such rights granted to associations of its kind.

Section 2. Purpose

The purpose of this association shall be to stimulate any and all such matters as may pertain to the breeding, exhibition, publicity, sale, education relating to, and improvement of the breed.

Section 3. Place of Business

The principle place of business shall be the State of New Mexico. Business shall be carried out at any place convenient to such members or officers as may be participating in the association.

Article II

Members

Section 1. Membership

Members of the association shall be admitted, retained, and expelled in accordance with such rules and regulations as the membership may from time to time adopt. In all such matters governed by the vote of the members, each member in good standing, except youth eighteen (18) and under, shall be entitled to one (1) vote. (Youth age is determined as of January 1 of the current year.) Any person may enter competition, become a member, and participate in any NMBHA activities, regardless of race, color, creed, or sex. Membership shall be paid for a period of January 1 through December 31 of each year.

Section 2. Membership Categories

NMBHA offers three categories of membership: Individual, entitled to one (1) vote each; Youth, 18 and under, no voting privilege (youth age is determined as of January 1 of the current year; and Business, authorized to have one (1) vote - the individual with voting status for this type of membership is to be listed on file with the NMBHA Secretary.

Article III

Membership Meetings

Section 1. Annual Meeting

The annual year-end membership of the NMBHA shall be held at such time and place as may be fixed by a vote of the Board of Directors, after October 1st, but no later than November 30th of each year, for the election of officers and directors, and all other such matters as may be brought before the meeting. A thirty (30) day notice of such meeting shall be given by a notice stating the time and place of such meeting to the last known mailing or email address of each member in good standing.

The newly elected officers of the association are to assume their offices and all former officers or relieved of their offices immediately after the election. All books and records to include, but not limited to, financial records, bank statements, association meeting minutes, and corporate authorization records, are to be turned over to the new officers at this time. All the previous year's financial records and point records are to be audited by an audit committee appointed by the President, and should be done prior to the Annual Meeting or no later than December 1.

Section 2. Special Membership Meetings

Special meetings of the membership may be held at such time and place as may be designated in the notice, whenever called for in writing or email by the direction of the President, or by a majority of the Board of Directors, or by notice signed by not less than fifty (50) percent of the members in good standing. Notice of each special meeting shall indicate the subject or subjects to be considered.

Section 3. Quorum

At any meeting of the members held in accordance with the foregoing provision as to notice, the members attending such meeting, present in person, shall constitute a quorum of members for all purposes.

Section 4. Call Meeting to Order and Chairperson

Any officer of the association may call the meeting to order, and may act as chairperson of such meeting, precedence being given as follows: President, Vice-President, Secretary, or Treasurer. In the absence of all such officers, the members may elect a chairperson. The chairperson may appoint a person to act as secretary of such meeting. At all such meetings, Robert's Rules of Order shall prevail.

Article IV

Unsportsmanlike Conduct, Ethics, Humane Treatment, & Expulsion Procedures

Section 1. Conduct

The Board of Directors may determine if the conduct of any person present at any event is adverse to the best interests of exhibitors, spectators and/or NMBHA. Refer to the American Buckskin Registry (ABRA) Official Handbook, General Rules and Regulations, Part B, Section 17, 1 through 7 and any future changes ABRA may include.

Section 2. Humane Treatment

Refer to ABRA's Statement of Position on Animal Welfare, prohibiting inhumane treatment of horses at any of our events. It also addresses unsportsmanlike conduct. Violators may be barred from the show grounds and/or banned from future participation. The full text of this statement shall be posted in the office at every show.

Section 3. Good Standing

Any member who is suspended from the American Buckskin Registry Association (ABRA) will be suspended from NMBHA. Any member who issues a worthless check for membership dues, entry fees, NMBHA approved events, or any other debt owed NMBHA, shall be suspended until debt is cleared. Any person who fails to clear any debt within fifteen (15) days of notification of incurred debt shall be considered NOT IN GOOD STANDING and may lose any or all points and/or awards and all privileges of an NMBHA member.

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Section 3. Expulsion Procedure

Expulsion from the association shall require a review from the Board of Directors and a two-thirds (2/3) majority vote of all Board members. The Board shall have the authority to take any additional actions as may be necessary. The member shall be notified by certified letter.

Article V

Board of Directors

Section 1. Positions and Terms

The Board of Directors shall consist of **eight (8)** individuals:

1. President
2. Vice-President
3. Secretary
4. Treasurer
- 5-8. **Four (4) two (2) year Directors – two (2) elected each year**
(This By-Law change also removed office of Past President)

Each Directors term shall be two (2) years in duration. **Two (2) Directors** shall be nominated and voted on in each year. The Executive positions are by definition one (1) year terms. All Board members will have equal voting rights, except the current President, who may vote only in case of a tie.

Section 2. ABRA/NMBHA Membership Required

All Officers and Directors shall be members in good standing with ABRA and NMBHA during their term of office. NMBHA membership is due prior to election; ABRA membership is due January 1 of the up-coming year. Proof of memberships shall be required before a Board Member has voting privileges.

Section 3. Vacancy

In the case of a vacancy on the Board of Directors by resignation, death, disqualification, or any other cause, the Board of Directors shall appoint a replacement to serve until the next election. The vacancy may be filled at any Board meeting by a majority vote of the Board.

Section 4. Scheduled Board Meetings

The President shall set the regular meetings of the Board of Directors.

Section 5. Special Board Meetings

Special meetings of the Board of Directors may be called by the President, or by two-thirds (2/3) of the Directors in good standing without notice.

Section 6. Quorum and Voting

A quorum shall consist of fifty percent (50%) of the Board of Directors currently holding office, except in cases concerning Article IV, which require a two-thirds (2/3) vote. Votes may be called for by the President via email, but must have a response from fifty percent (50%) of the Board of Directors currently holding office in agreement for passage of a motion, within 48 hours. All email voting results will be recorded by the Secretary, and be included in the next set of meeting minutes. No proxy or mail-in votes will be allowed.

Section 7. Rules of Order

At all Board meetings, Robert's Rules of Order shall prevail, unless otherwise specified in these by-laws.

Section 8. Absences

Any Director who has two (2) unexcused absences from scheduled Board of Directors meetings during the year shall be automatically removed from the Board. In order for the absence to be excused, the absent Director must notify the President.

Section 9. Contract Execution

The written contracts which have been approved by the Board of Directors may be executed on behalf of NMBHA by an appointee of the President.

Section 10. Nominations

A nominating committee appointed by the President shall recommend the nomination of officers and directors for NMBHA at the annual membership meeting. Nominations, however, will be accepted from the floor during the election.

Article VI

Duties of Officers

Section 1. President

In order to hold the office of President, the individual must be in good standing with both NMBHA and ABRA. This individual must have been a member of the Board of Directors of NMBHA for a period of no less than two (2) years previous to presidential nomination. However, in special circumstances, the Board of Directors may waive this provision. The President shall be the Chief Executive Officer of the association, and shall preside at any and all meetings of the members and/or Board of Directors. The President shall see that the By-Laws, rules and regulations of the association are enforced, and perform all other duties that may be prescribed from time to time by the members and/or the Board of Directors. The President must see that all regular and special meetings are conducted in a manner conforming to Robert's Rules of Order, and shall also serve as the ex-officio member of all committees.

Section 2. Vice-President

The Vice-president, in the absence of the President, shall have the powers, and shall perform the duties of the President, and other such duties as may be prescribed by the members. The Vice-President shall be a member of the Board of Directors to assist the President and be knowledgeable of the business to conduct in the absence of the President. The Vice-President shall chair the Show Committee, and shall also serve as an ex-officio member of all committees.

Section 3. Secretary

The Secretary shall keep the minutes of all membership meetings, meetings of the Board of Directors, and any membership and Board of Directors special meetings. The Secretary shall make a report to all Board of Directors and general membership meetings and shall perform other duties as may be prescribed by the Board of Directors or the President.

Section 4. Treasurer

The Treasurer shall receive, deposit and account for all money of NMBHA, and shall be responsible for paying all bills. The Treasurer is to prepare for each scheduled Board of Directors meeting an accounting and financial report. On an annual basis, the Treasurer is to make a full accounting to the general membership. In addition to being responsible for the General financial records and reporting, the Treasurer is responsible for similar records and reporting for the Youth and Amateur funds, and shall perform such other duties as may be prescribed by the President or the Board of Directors. On-line banking is allowed, but there shall be no ATM or debit card transactions allowed. On-line banking shall be available only to the Treasurer and the President. In circumstances where in there is no elected or appointed Treasurer, the President and the Secretary shall share those duties. Both may retain their signatory status, but only the President shall have on-line access. (Passed 10-30-16)

Section 5. Check Signatories

At the annual membership meeting four (4) members of the Board of Directors shall be appointed to sign checks for NMBHA. Two (2) signatures per check will be required. The Treasurer is NOT to be authorized to sign checks.

Section 6. Membership Officer

The President shall appoint a Membership Officer with the following duties: (1) receive and process all membership applications and issue membership cards on a timely basis, (2) answer inquiries concerning benefits and requirements of membership, (3) keep accurate records of memberships and horse nominations, and (4) report periodically to the Board of Directors. Any monies collected from memberships, horse nominations, amateur fees, or any other source shall be promptly turned over to the Treasurer. The membership list is to be maintained and used exclusively for the benefit of NMBHA members, and may be shared only with permission of the members.

Article VII

Fiscal Year

The association shall conduct its affairs on a fiscal year basis. The fiscal year is to begin on the first day of December and shall end on the last day of November.

Article VIII

Election

Election of officers and Directors shall be held on an annual basis at the annual membership meeting (last business meeting of the year). See Article V – Section 2 for membership requirements.

Article IX

Standing Committees

Section 1. Youth Organization

An NMBHA Youth Organization may be authorized, subject to the By-Laws and approval of the Board of Directors and members subject to ABRA rules.

Section 2. Amateur Organization

An NMBHA Amateur Organization may be authorized, subject to the By-Laws and approval of the Board of Directors and members subject to ABRA rules.

Section 3. Show Committee

There shall be a separate Show Committee, and the Treasurer shall maintain a separate checking account for it. The Vice-President is the chairperson of the Committee, and shall be responsible to the Board of Directors for all activities of the Show Committee. The Show Committee is comprised of the show managers and any other NMBHA members who wish to serve.

Article X

Cease to Exist

This corporation shall be operated on a non-profit basis and no part of its property or earnings shall ever inure to the benefit of any incorporator or member. A member of the Association shall never be entitled to receive any dividend or any interest in the property upon the dissolution of the corporation. If at any future time, for any reason whatever, it should become necessary to discontinue the operation of the corporation and to abandon the objectives for which it was formed thereupon, upon the discharge of all lawful indebtedness and obligations of the Corporation, the remaining property and assets of every kind and nature, shall be conveyed by this Corporation, acting through its proper officers and upon resolution of the Board of Directors, to such other non-profit corporation, Association, or Municipality which the Board of Directors shall deem most appropriate to the carrying on of the objectives and purposes of the Corporation as set out in the Articles of Incorporation of NMBHA.

Article XI

Amendments

The members shall have the power to make, amend, and/or repeal the By-Laws of the Association by a simple majority vote of a duly qualified quorum of the general membership. A thirty (30) day written or email notice of the proposed amendments must be sent to all members in good standing before a vote of By-Law changes may be called.

Article XII
Indemnification

The Association shall indemnify and hold harmless any officer, director, and employee of the Association, their personal representatives and heirs, against reasonable legal expense, judgments, and expense of settlement which the Association previously approved, actually and reasonably incurred in connection with an actual or threatened legal proceeding, if such person acted legally, in good faith, and was duly authorized to act on behalf of the Association in the transaction from which legal liability arose, which was official Association business (except in relation to matters as to which they shall have been guilty of negligence or misconduct of the matter in which indemnity is sought). To reserve this right of indemnity, such person shall immediately notify the Association of such actual or threatened litigation, whereupon the Association shall have the right to direct defence thereof, including, but not limited to, selection of counsel, and direction of settlement negotiations.