



## RULE BOOK SECTION 3

### ORGANIZATIONAL STRUCTURE

	Page No.
Membership Information . . . . .	1
Scholarship Program . . . . .	3
Code of Ethics for Directors . . . . .	4
Who to Contact - See separate new single sheet list. . .	
Past Presidents . . . . .	5
OHA Programs . . . . .	6
Protests and Violations . . . . .	11
By-Laws . . . . .	14

NOTE: All forms are available on the OHA website:

[www.oregonhorsemen.com](http://www.oregonhorsemen.com).

The official OHA newsletter is published monthly and is e-mailed to all members. It is also available on our website.

The website and newsletter will contain any new information that you need to keep up to date.

## MEMBERSHIP CATEGORIES:

**TAKE NOTE: Both the exhibitor and the owner of the equine must be OHA members for year-end and ROM points to count.**

Sr. Membership 18 and over – <b>Not an Amateur</b>	\$20.00
Sr. Membership 18 and over – Amateur	\$25.00
(membership to compete for any Amateur awards)	
Youth Membership, 17 and under	\$15.00
Life Membership	\$200.00
Family Membership includes:	
Up to two Senior Members 18 and over	\$30.00
For each Youth Member, 17 and under at the same address add	\$5.00
For each Amateur card required, Sr. Amateur Family members add	\$5.00
-----	
Business Membership	\$50.00
Stable Membership	\$50.00

**IMPORTANT NEW INFORMATION:** Beginning in 2005 your Business or Stable membership will include a business card-sized ad on our website and a link to your website. This will give you very low-cost advertising.

Equines registered to a Stable or Business name will be eligible for year end awards if shown by the owner(s) of the Stable or Business. Proof of registration in the Stable or Business name must be on file annually with the OHA Points Keepers. If equines registered to a Stable or Business name are shown by a non-owner of the Stable or Business, the exhibitor must have an OHA individual or family membership.

-----	
Affiliate Member Group (non voting)	\$25.00
Associate Member Group (one representative to vote)	\$25.00
Associate or Affiliate Member Gymkhana Group	
(Qualifies group for OHA gymkhana events)	
( Exhibitors must be individual or family members)	

**Associate Member Group:** For large organizations of breeders, discipline groups or other equine enthusiasts that wish to actively participate in a statewide organization for legislative purposes, information exchange, event development, or any other equine activity. Each Associate Member Group has one membership vote. The Associate Member Group may appoint a chairman who will furnish information to the OHA Board of Directors and be the liaison between the two groups. The Associate Member Group Chairman is to be submitted annually when the Association membership is renewed and ceases to exist when the Associate Membership expires.

-----	
Senior Drill Team Membership – 18 and over	\$25.00
Youth Drill Team Membership – 17 and under	\$15.00

**OHA Officials: Fees if paid by November 1**

Judge Only	\$20.00
Trail Trial Judge, Drill Team Judge	\$5.00
Steward Only	\$20.00
Judge/Steward Combination	\$30.00
Trail Trial/Drill Team/Steward Combo	20.00

Penalties apply for late payments – see application form

**Blazing Trails (Pleasure Trail Riding Program):**

Enrollment	\$25.00
Yearly Membership Dues	\$10.00

(See By-Laws at the end of this section for a description of voting privileges.)

**DONORS:**

General: OHA welcomes donations to any of its programs. We appreciate all the individuals and organizations that have participated in funding and supporting the various awards programs, our legislative efforts, and our scholarship program.

Donors of a minimum of \$100 per year will receive a business card ad on the OHA website with a link to the donor’s website if available. Donors of a minimum of \$200 per year will receive the ad and a membership in OHA for the appropriate year.

All Privately Sponsored Award Donors must complete the Donation Form and furnish award and class specifications prior to November 1 for the following year’s awards. This allows planning time to include the classes in the events for the next competition year, and to notify exhibitors of its availability.

Donations to the Area Awards, Legislative Fund, Scholarship Fund, Equine Rescue Fund, and any other OHA-sponsored event or program are welcome any time of the year. We hope you will remember your favorite fund in your charitable bequests.

There is a donation form on our website: [www.oregonhorsemen.com](http://www.oregonhorsemen.com)

Or, contact an OHA representative from the Contact Sheet in the front of this manual for more information.

**OHA SCHOLARSHIP RULES – Note – These rules are under revision and may be completely rewritten for 2014. Please see our website for changes as 2014 progresses.**

The applicant must be an OHA Youth Member in good standing. An OHA youth member is age 17 years and under, and this eligibility is based on the age of the youth on the first day of January of any year.

For the purpose of this scholarship, “college” is defined as any university, community college, or trade school.

The scholarship will be payable to the youth only when proof of college admittance (i.e., a receipt for tuition or books) with student status of either full, or part-time is received.

If the award winner fails to enroll/attend college within one year of graduation, the scholarship will be forfeited. A written request may be submitted stating the reason for not attending college within this one-year grace period. The scholarship committee will then review this written request and the request can be accepted or denied. The decision of the committee will be final.

All of the determined scholarship money will be given to the winner after all requirements are fulfilled and written request has been received from the awardee. **The Applicant must continue supporting OHA by keeping up their membership dues and taking an active part in OHA activities (as approved by the Scholarship Committee), until they complete their senior year in High School.**

The recipient is responsible for maintaining contact with the scholarship committee until the final payment is completed.

**A youth must achieve a minimum of 750 merit scores to be considered for this scholarship. Some of the merit scores must be earned in each of the required categories. The merit scores are earned from various activities, such as: showing and/or participating at various approved OHA Equine Activities, being a 4-H and/or OHSET member, other OHA activities, community service, and scholastic achievement, etc. All required information must be submitted to the Scholarship Committee during the applicant’s senior year in High School. The Scholarship Committee will automatically record some of the OHA Equine Activities merit scores when this information is received from the OHA Points Keeper. Exhibitors are responsible for turning in their Points Sheets to the Points Keeper.**

It is the duty of the OHA Board of Directors to determine the dollar amount and how many scholarships will be given in any given year. The Scholarship Committee will review the applicant’s files and notify the O.H.A Board of Directors as to the number of applicants meeting the scholarship requirements for the year.

## **Code of Ethics For Directors of the Oregon Horsemen's Association**

All Board members have two legal duties – the Duty of Loyalty and the Duty of Diligence. Your Duty of Loyalty means acting in the best interests of the Oregon Horsemen's Association. An important part of that Duty of Loyalty is keeping the Corporation's confidential information confidential.

The OHA Board has the right to insist that information it considers confidential, must be kept confidential by all of its representatives and agents, and by all of the members of its Board of Directors. Any time that a member of the Board thinks that keeping a particular matter confidential is in the best interests of the Association, the issue of confidentiality should be discussed. If the Board agrees that this particular matter or information should be kept confidential, then all Board members must refrain from telling anyone else about that confidential matter or information.

If requested, Board members agree to sign a written agreement of confidentiality regarding that topic which will state they will not disclose the confidential information to anyone else.

If a Board member fails to perform their Duty of Loyalty by divulging the Association's confidential matters to others, then that failure is widely regarded as sufficient reason for the removal of that Board member from the Board of Directors.

### **Duties of Diligence**

The Oregon Horsemen's Association (OHA) has the goal of representing all equine breeds and disciplines. It is an active advocate for all equine exhibitors, spectators, owners and people who are lovers of the equine.

The OHA Board of Directors represents all equines and disciplines. This helps the equine community solve common problems and attain goals. The goal of the OHA Board of Directors is to promote equality among all equine competitions.

To attain these goals set forth in the Oregon Horsemen's Association Rule Book, a huge responsibility falls upon each individual director and the entire board as a whole.

It becomes clear that each director has a moral responsibility to our community of equines, our members, and to each other as each attempts to carry out the principles of our Association.

Because of the diversity within the equine industry, there will always be diversity in opinion among the directors as to the solving of any problem, or approach to solving a problem or achieving a goal.

The purpose of this code of ethics is to govern the relationship between directors so that respect of opinion, open civil communication lines either by email or telephone, and personal interaction can be maintained without harboring disrespect of integrity between individuals.

All Board members shall abide by these guidelines or be subject to dismissal.

## **PAST PRESIDENTS**

1955	Don McFarlane
1956	I.M. Johnson
1957-1958	Lyle Cobb
1959-1960	Bill Jones
1961	Fredrick Foote
1962-1963	Craig Landeen
1963	Elmer Shoepe
1964	Sherman Brock
1966	Craig Landeen
1967-1968	Dr. Harold Davis
1969-1970	John Blackwood
1971 -1972	Dick Wagner
1973-1975	John Rosebrook
1976-1978	Bill Taylor
1979-1980	John Taylor
1981	John Rosebrook
1982	Gloria Shibley
1983	Dick Wagner
1984-1985	Phil Fishburn
1986-1987	Lyle Cobb
1988-1990	Dave Ault
1991-1994	Erve Kosel
1995-1997	Don Stultz
1998-2002	Jim Havelhurst
2003-2004	Sherry Hunter
2004-2009	Beverly Harper
2010-2012	Millie Chipman
2012	Gregg Shrake
2013-2015:	Pat Berger
2016	Current President Millie Chipman

## OHA PROGRAMS

### AMATEUR:

This program is set up to enhance the OHA experience of the non-professional equine enthusiast, 18 years and older. Exhibitors must have an amateur card which is available with their annual membership. Year end championship awards are offered to amateur - exhibitors at both the Area and Over-all State levels.

### AREAS:

To better serve the equine community, Oregon has been divided into five (5) geographical areas. Each area has an elected Area Chairman. The area promotes OHA-approved events and other equine activities that are beneficial to the equine owners in that area. Area awards in several categories are established for the high-point equines in each area. The Area Chairman brings issues of importance to their Area to the OHA Board of Directors for support and problem-solving. The Chairman may appoint area committees and have area meetings to discuss issues, or may have Area Events that benefit the Area or OHA in some manner.

### ASSOCIATE/AFFILIATE MEMBER PROGRAM:

**Affiliate Member Group:** Small organizations of equine enthusiasts that wish to be part of a statewide organization for legislative purposes and information exchange. The contact member will receive the OHA newsletter by e-mail. They will have access to the OHA Board to furnish input for their area of interest. *This is a non-voting membership.*

**Associate Member Group:** For large organizations of breeders, discipline groups or other equine enthusiasts that wish to actively participate in a statewide organization for legislative purposes, information exchange, event development, or any other equine activity. Each Associate Member Group has one membership vote. The Associate Member Group may appoint a chairman who will furnish information to the OHA Board of Directors and be the liaison between the two groups. The Associate Member Group Chairman is to be submitted annually when the Association membership is renewed and ceases to exist when the Associate Membership expires.

Both groups are valued members that add importance to the equine numbers represented by OHA when legislative representation is required. Both groups are valued for educational sources and group participation in expos, youth seminars, and fair booths with OHA. They are invited to participate in judge's seminars and other OHA activities.

### AWARDS:

The year-end high-point award system gives an opportunity for equines and exhibitors to achieve recognition in various disciplines and divisions in the show arena. Many of the equine breed associations and special disciplines at a state and national level provide awards for registered equines in their breed or discipline through the OHA shows and programs. A series of Versatility Awards based on all Open Shows is available.

**The Register of Merit program** provides prestigious awards to outstanding athletes in their divisions. There is a lifetime sign-up fee and several divisions to suit any equine athlete. This program gives the added recognition and added value to equines that do not have a ROM program available through their breed organization.

### BLAZING TRAILS:

We are advocates for the trail rider and offer an award to individuals for hours spent riding and enjoying their equines on trails. The logged hours for pleasure has created a wonderful venue for those who just enjoy the outdoors, being with their equines and friends and getting a little recognition for it. These are the heroes who are concerned about land use issues and keeping public lands open for the rest of us.

**The Trail Competition** is also a strong program in OHA. We have developed criteria for competitions and provide education for the judges. The Register of Merit program includes equines competing in the Open Trail events, Mountain Trail and other judged trail events.

### DRILL TEAMS:

Drill Team activities are recognized as one of the most important equine sporting events enjoyed by spectators as well as riders. Drill team activity in competitions, parades, exhibitions, rodeos, and shows is a major public relations tool for the industry. Drill is one of the recognized categories in the Register of Merit Program.

### EDUCATION:

OHA offers Judge and Steward Clinics for applicants and for current licensees continuing education. Members are welcome at these events. Our professional trainers, riding instructors and clinicians have presented clinics at fairs and Expos on horsemanship, showmanship and drill team as well as other disciplines. Late-breaking legislative information, safety issues, and other information that concerns all equine owners is maintained on our website or published monthly in our official e-mailed newsletter.

### EQUINE RESCUE:

OHA continues to be concerned about the ongoing abuse of equines in Oregon. Establishment of this committee will allow OHA to participate as needed with farrier, feed, veterinary and transport costs for rescue operations.

### EQUINE SHOW APPROVAL AND PRODUCTION:

The Equine Show Governing Committee develops the OHA Show Program. This committee works as a team with the committee heads of awards, rules, Judges, Stewards, show approvals, show production, and points keepers. Shows are the main function of this committee so they can focus on training and producing quality professional judges and stewards, as well as show management. They set standards for show approvals and the point award system.

The rules, guidelines and specifications for exhibitors, management and officials are constantly reviewed and updated as needed. The committee is responsible for the OHA Rulebook. The committee produces official OHA events, with the proceeds used for all OHA programs.

### JUDGE AND STEWARD LICENSING PROGRAM:

The Judges and Steward Committee educates and licenses professional judges and stewards. Clinics are offered as well as an apprentice program. The individuals must complete required steps which include references, tests, apprentice work, and attendance at clinics.

OHA-approved judges and stewards are often used for events produced by county and state fairs, 4-H, OHSET, schooling shows, private facility shows and other events. Many OHA judges go on to achieve status in breeds at national and international levels.

#### **LEGISLATION:**

OHA keeps a constant vigil for issues that will affect the equine industry in our state. OHA is also the Oregon representative for the American Horse Council, which keeps OHA in touch with national issues that will impact the equine industry.

OHA was instrumental in the passage of the Inherent Risk law, as well as the release of money for the betterment of the Oregon State Fairgrounds. We strongly support county fairs and our Oregon State Fair. Legislative information is included on our website [www.oregonhorsemen.com](http://www.oregonhorsemen.com).

#### **SPECIAL EVENTS:**

OHA participates in special equine events whenever possible.

#### **YOUTH DEVELOPMENT PROGRAM:**

OHA now offers a far-reaching program for Oregon youth through the year-end awards program, contests, and scholarships. Contests are periodically offered in the arts, essays, and poetry, public speaking, and photography. OHA youth are encouraged to participate in 4-H and Oregon High School Equestrian Teams.

Our scholarship program offers scholarships to outstanding OHA members who participate in OHA activities, excel academically, and participate in community services and school activities. See more information in this section or check the website for newly updated information that may not be in print.

## **PROTESTS AND VIOLATIONS**

### **See Judge & Steward Rules for procedures on complaints, protests and violations against judges or stewards.**

These procedures are established to resolve differences that cannot be resolved through the exhibitor advocate program or by mediation of the steward and show management at an event.

#### **Violations:**

In general, violations in this section on conduct and ethics involve attitudes and deeds of proper sportsmanship. An OHA member or other exhibitor is guilty of improper conduct and is subject to the penalties set forth in this section if he commits or causes another to commit any of the following acts:

1. Personal action or incitement of any other person, to act in a manner deemed improper, unethical, dishonest, unsportsmanlike or intemperate
2. During a competition, any violation of the Code of Ethics for Exhibitors including:
  - Any act or remark that is offensive or abusive or made with the intent to influence or cast aspersion on the judge, steward, competition official or any exhibitor at the competition
  - Any attempt to interfere with, jeopardize, or intentionally make difficult the judging of another exhibitor
  - Disobedience to the commands of the judge, steward, ringmaster, or members of the competition management
  - Physical assault or threat of assault upon the person of anyone on the competition grounds
  - Intentional interference, jeopardizing the performance of any exhibitor
  - Cruelty to any equine, or animal, as defined in the OHA or USEF rulebooks.
3. Violations of the Code of Ethics for the OHA Board of Directors.
4. Attempts by any member or non-member involved in any OHA activity, including any hearing or potential hearing, to influence the action of the Association's Hearing or Conduct and Ethics Committees, the Board of Directors, members or employees of the Association, by intimidation of any sort, or threats of any manner, including threat of legal action.

#### **Penalties:**

If found guilty as a result of the Conduct and Ethics Committee hearing, the accused may be:

- Censored
- Suspended from participating in OHA-approved competitions for a determined length of time
- Suspended from OHA membership for a determined length of time
- Or, other appropriate penalty determined by the Committee.

Suspension from participating in OHA-approved competitions may include an equine or equines, owned or leased completely, or in part, by the accused person. Suspension may include any volunteer, any employed person, or any relative who rides or exhibits for the benefit, credit, reputation, or satisfaction of the person disciplined. Forfeiture of trophies, ribbons, prize monies, or points gained at the competition(s) involved in the protest, or

any other penalty deemed appropriate will be decided by the Conduct and Ethics Committee and approved by the OHA Board of Directors.

In addition to the above, penalties may also include the following:

- If censured and found guilty of a further violation, the accused shall be subject to a heavier penalty than for the first offense.

**Notice of Penalty:** Pending an appeal period of 10 days, the Notice of Penalty shall be published in the official monthly newsletter of the OHA. In case of review, the decision of the Board of Directors shall be published. In both cases the accused shall be notified of any decisions by regular mail sent to his last known address.

**Non-Payment of Event Fees:**

1. Any approved competition, which accepts exhibitors without payment of the requisite fees, etc., does so at its own risk and the Association will not be responsible for assisting in the collection of fees. If a person makes a payment for competition fees that is non-negotiable, the secretary of the approved competition shall report the name and address of the exhibitor to the Show Approval Chairman or OHA Board of Directors within 30 days.
2. Upon receipt of such notice the secretary of the Association shall notify the payer by regular mail of their indebtedness and warn them that unless settlement is made within two weeks, they and any equines for which the non-negotiable fees have been paid will automatically be barred from taking part whatsoever in any OHA award programs until settlement is made. Current suspensions will be noted on the OHA website.
3. Competitions seeking approval will also be notified of suspended persons.

**Method of Filing a Protest:**

A protest or charge involving violations of conducts or ethics as outlined in this section by any OHA member, or other OHA participant, may be filed by anyone involved with said violation.

The protest, charge or grievance must be:

- In writing
- Signed by the protestor
- Filed with the secretary of the competition within 48 hours of the alleged violation, or,

If not a competition protest, filed with the President of OHA within 48 hours of the alleged violation

- Accompanied by a fee of \$50.00 (refundable if protest is upheld)

A protest, charge or grievance must state the full name and address of the accused and the accuser, and must contain a complete and definite statement of the act(s) that constitute the alleged violation. Precise details regarding the alleged violation of the rules are necessary. The maker of the protest, charge or grievance is encouraged to list each rule alleged to have been violated and be prepared to substantiate the charge by personal testimony at a hearing. The names and addresses of witnesses, if any, must be given.

In the event a competition is both OHA and USEF approved, the USEF protest regulations will apply. In all questions and disputes, the findings of the Board of Directors will be final.

**Procedure for Hearings and Reviews:**

Upon receipt of all protests, the protest will be sent to the appropriate OHA committee for review and research of the allegations contained in the protest. This committee will determine if the protest is valid, has been filed timely, and that it cannot be resolved without a full hearing. If the committee determines a hearing is required, it will be forwarded to the OHA Conduct & Ethics Committee or to the OHA Executive Committee along with the research notes of the reviewing committee.

**Hearings:**

1. Any OHA member or other person against whom a protest is filed, shall be entitled to a hearing before the OHA Conduct and Ethics Committee or the Executive Committee. A hearing may be held not earlier than 10 days after the notice of such a hearing has been mailed to the last known address of the accused and others involved.
2. A hearing may be held at a place and time designated at the discretion of the Chairman of the above Committee or established by the Executive Committee.
3. The accused, those filing the protest, and witnesses representing both sides are entitled to appear at the hearing to be heard. The accused will have the right to question witnesses and cross-examine those protesting.
4. Failure of the accused or the protester to attend the hearing will not void the hearing and the committee may proceed with the hearing, basing its decision on written and oral testimony and factual information available at the hearing. A written and/or taped recording of the hearing will be kept.
5. Within 10 days following the hearing a hearings official will send the accused written notice to his last known address, stating the Committee's decision to find "not guilty," "to censure" or "to penalize." The notice will state the reasons for the determination. Any penalty or suspension will be set forth in specific and detailed explanation.

**Appeal for Review:**

1. The accused may appeal this decision within 10 days from the receipt of the Committee's notice of decision. Such appeal will be considered by the OHA Board of Directors. The Board's decision will be based on a review of the record of testimony from the original Committee hearing.
2. Notice of desire to appeal and request for a review must be made by the accused in a letter postmarked in the 10 day period and addressed to the OHA President. The letter must give the basis for a review on one or both of the following grounds: (a) that the facts presented at the hearing were insufficient in establishing that a violation had occurred, (b) that the penalty was too severe. An additional \$100 shall accompany this appeal.
3. The review will be conducted by the OHA Board of Directors. The Committee's decision shall be in effect until the review decision is reached.
4. The review decision of the OHA Board will be final. The Board of Directors may by a majority vote of those members present, uphold or reverse the Committee's decision, or may impose a penalty more severe or less severe, than that which was imposed by the Committee. Notice of such review decision will be made to the accused by letter from the President of OHA.

**By-Laws of the  
Oregon Horsemen's Association  
Revised: October 14, 2009**

**TABLE OF CONTENTS**

**ARTICLE I. PURPOSE**

Section 1. Purpose

**ARTICLE II. NONVOTING MEMBERS**

Section 1. Nonvoting Members

Section 2. Rights and Obligations of Nonvoting Members

**ARTICLE III. VOTING MEMBERS**

Section 1. Power and Purpose of the Voting Members

Section 2. Records of Members

Section 3. Dues

Section 4. Selection of Voting Members

Section 5. Qualifications of Voting Members

Section 6. Suspension or Removal of Voting Members

Section 7. Resignation of Voting Members

Section 8. Quorum for Voting Membership Meetings

Section 9. Decision-Making by Voting Members

Section 10. Proxy Voting

Section 11. Voting by Mail, Fax or E-mail

Section 12. Annual Voting Membership Meeting

Section 13. Other Voting Membership Meetings

Section 14. Content of Notice

Section 15. Waiver of Notice

Section 16. Record Date

**ARTICLE IV. BOARD OF DIRECTORS**

Section 1. Duties of the Board

Section 2. Qualifications of Directors and Composition of the Board

Section 3. Number of Directors

Section 4. Terms of Directors

Section 5. Selection of Directors

Section 6. Removal of Directors

Section 7. Resignation of Directors

Section 8. Filling Vacancies

Section 9. Conduct of Directors

Section 10. Quorum

Section 11. Decision-Making and Voting

Section 12. No Proxy Voting

Section 13. Telephonic Meetings

Section 14. Decisions By Mail or Email

Section 15. Meetings

Section 16. Closed Meetings

Section 17. Notice of Meetings

Section 18. Waiver of Notice

Section 19. Authority of Directors

**ARTICLE V. OFFICERS, CHAIRPERSON, AND STAFF**

Section 1. Officers

Section 2. Election and Term of Office

Section 3. Removal

Section 4. Vacancies

Section 5. President

Section 6. Vice President(s)

Section 7. Secretary

Section 8. Treasurer

Section 9. Chair

Section 10. Executive Director and Staff

**ARTICLE VI. COMMITTEES**

Section 1. Establishment

Section 2. Board Committees

Section 3. Non-Board Committees

Section 4. Committee Members

Section 5. Chair

Section 6. Committee Procedures

Section 7. Limitations on Powers

**ARTICLE VII. MISCELLANEOUS PROVISIONS**

Section 1. Compensation of Officers and Directors

Section 2. Conflict of Interest

Section 3. Tax Year

Section 4. No Discrimination

Section 5. Annual Financial Assessment

**ARTICLE VIII. AMENDMENTS**

Section 1. Articles of Incorporation and Bylaws

NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending or interpreting these bylaws, contact David Atkin, attorney, at Nonprofit Support Services.

**BYLAWS**  
**OF THE**  
**OREGON HORSEMEN'S ASSOCIATION**

**ARTICLE I. PURPOSE**

Section 1. Purpose. The purposes of Oregon Horsemen's Association are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of Oregon Horsemen's Association include the following:

The representation of all equine breeds and disciplines.

To advocate for all equine exhibitors, spectators, owners and people who are lovers of equine.

To safeguard and promote the enjoyment and use of equine.

To expand and enhance the image of all breeds, disciplines and equine activities.

To ensure the safe and humane treatment of equines.

**ARTICLE II. NONVOTING MEMBERS**

Section 1. Nonvoting Members. Oregon Horsemen's Association may have NONVOTING MEMBERS at the discretion of the Board of Directors.

Section 2. Rights and Obligations of Nonvoting Members. The Board of Directors may by resolution establish categories of nonvoting membership and determine any obligations and privileges of members in those categories. The nonvoting members will not have the power to vote on the election of directors or members, or to participate in a binding vote on any corporate matters.

A. Youth Individual Members. Youth Individual members shall consist of any person who has not reached his or her eighteenth birthday by January 1<sup>st</sup> of the calendar year during which application is made.

B. Affiliate members.

**ARTICLE III. VOTING MEMBERS**

Section 1. Powers and Purpose of Voting Members. Voting Members have the power to elect and also to remove the members of the Board of Directors of Oregon Horsemen's Association, to elect and remove voting members and to vote on any amendments to the bylaws or articles which would alter the qualification, selection, removal, obligations, rights or powers of the voting members, and to vote on any other matters properly put before them for an advisory vote by the Board of Directors. The Voting Members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the organization's programs and activities.

Section 2. Records of Members. The secretary shall ensure that the organization maintains a current, formal, alphabetical record of the names, addresses and status of voting members and non-voting members.

Section 3. Dues. Annual dues, if any, will be set by the Board of Directors. Failure to pay dues on time automatically terminates membership.

Section 4. Selection of Voting Members. Requests for Voting Membership shall be automatically approved following a determination that the applicant has paid any required dues and satisfies any other qualifications required for membership. This determination can be made by the Board of Directors or by a committee delegated this task by the Board of Directors. If at any time there are no voting members, then the Board of Directors may appoint new voting members.

Section 5. Qualifications of Voting Members. Clarifications of the criteria for the qualification or selection of voting members, including representation of certain constituencies or required participation in the activities of Oregon Horsemen's Association, may be set by a resolution of the Board of Directors so long as they do not contradict the provisions of these bylaws. All members of the Board of Directors shall automatically be voting members.

A. Senior Individual Voting Membership. Senior Individual Voting membership shall consist of any person who has reached his or her eighteenth birthday by January 1 of the calendar year during which the application is made.

B. Family Membership. Family membership shall consist of all immediate members of the family who reside within one household, each of whom shall be entitled to vote, providing he or she shall have individually reached his eighteenth birthday prior to January 1<sup>st</sup> of the calendar year during which application for membership is made.

C. Life Membership. Life Membership shall be a voting membership with all the rights of a Senior Individual Voting membership.

D. Stable or Business Membership. Stable or Business membership shall be a one-vote membership representing a stable or a business.

E. Associate Membership. Associate membership is for breed associations, discipline groups and large special interest groups. The associate representative will be entitled to one vote.

Section 6. Suspension or Removal of Voting Members. A voting member may be expelled by the voting members or by the Board of Directors for serious misconduct which adversely affects the interests or reputation of the corporation.

Before the voting members can suspend or remove a voting member there must be not less than fifteen (15) days prior written notice of the suspension or expulsion to the member, giving the reasons therefore. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or removal by the voting members, or by a person or persons authorized to decide that the suspension or removal not take place.



Nonpayment of dues will result in automatic termination of membership.

Section 7. Resignation of Voting Members. Any voting member may resign at any time by sending or delivering a written resignation to the Secretary of the Corporation.

Section 8. Quorum for Voting Membership Meetings. Those members present at a meeting of the voting membership shall constitute a quorum.

Section 9. Decision-Making by Voting Members. The affirmative vote of at least a majority of the voting members present at a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions by the voting members, unless a greater proportion is required by law, the Articles or Bylaws. An abstention counts as a “no” vote. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.

Section 10. Proxy Voting. Proxy voting will not be allowed at any meeting of the voting members or as part of reaching any decision by the voting members.

Section 11. Voting by Mail, Fax or E-mail. Voting by mail, fax or email will not be allowed.

Section 12. Annual Voting Membership Meeting. There must be an annual meeting of the voting members which will be held to elect members to the Board of Directors. It will be held during the fourth quarter of the calendar year at a time and location determined by resolution of the Voting Members, or by the Board of Directors, if the Voting Members do not do so, unless the meeting is set for a different period of the year by the Board of Directors.

Written notice of the Annual Meeting must be sent by first class mail, fax, or e-mail, as directed by the individual member, to all voting members entitled to receive notice, at the address, e-mail, or fax number provided by the member or as it appears in the corporate records, at least 15 days in advance of the meeting.

At the annual meeting voting members will hear and consider reports from the Board of Directors, officers and staff concerning the activities, management and budget of the corporation. Voting members will then elect the members of the Board of Directors, and also vote on any other matters for which proper notice was given. Voting will be by secret ballot if any person so requests. The failure to hold an annual meeting does not affect the validity of any corporate action.

Section 13. Other Voting Membership Meetings.

A. Regular Meetings. The corporation may hold a series of regular meetings of the voting members at times and locations set by the Board of Directors or Officers. A single notice sent by first class mail, e-mail, or fax, as directed by the individual voting member, at least seven days in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.

B. Special Meetings. Special Meetings of the voting members may be called by the President, by the Board of Directors or by a quorum of the voting members. Notice for a

special meeting must be mailed by first class mail, e-mail, or fax, as directed by the individual voting member, at least seven days in advance of the meeting and must specify the purpose(s) for which the meeting is called. Only the business for which a Special meeting is called may be considered at the meeting.

Section 14. Content of Notice. The notice must contain the date, time, location and when required, the purpose of the meeting. Notices of Special meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to the bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered must be included with the notice.

Section 15. Waiver of Notice. Any voting member may waive the right to receive full advance notice of any meeting. Waivers of notice will be in writing, signed by the person entitled to notice, and will be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a voting member at any meeting without specific objection to improper notice will constitute a waiver of the full notice of that meeting.

Section 16. Record Date. The record date for determining the members entitled to receive notice of a meeting will be the day before the day on which the notice is mailed. The record date to determine the members entitled to vote at a member’s meeting will be the date of the meeting.

#### **ARTICLE IV. BOARD OF DIRECTORS**

Section 1. Duties of the Board. The Board of Directors will establish the corporation’s policies and review and change them as necessary, oversee its programs, appoint or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The Board must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. The role of the Board does not include direct management or conduct of the daily operations of the organization.

Section 2. Qualifications of Directors and Composition of the Board. Nominees for positions on the Board of Directors must have demonstrated a commitment to the mission and purposes of Oregon Horsemen’s Association, and must have expertise in areas relevant to the needs of the organization. Any person who is a Senior Individual member is qualified to be a member of the Board of Directors.

Section 3. Number of Directors. The Board of Directors must consist of no fewer than five and no more than thirty.

The voting members may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may appoint new directors at that same meeting or at a later time to fill the newly created positions.

Section 4. Terms of Directors. Directors will serve three year terms. One third of the Directors shall be elected annually by the membership at it's annual meeting. However, unless they formally resign or are removed from office, directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a director may serve.

Section 5. Selection of Directors.

A) Nominations. Directors shall be elected by the then-current voting members at an annual meeting of the voting members held for that purpose. Nominations for new Board members may be made by the Board of Directors, by individual Board members, by voting members.

B) Election Process. Each voting member will have the right to vote only for as many persons as there are director positions open on the Board of Directors at the time of the election. The vote must be by a secret ballot if any person so requests.

C) Election Policy and Procedures. The Board may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

D) Annual Meeting. The election of directors will take place at the annual meeting of the voting members, which will be held during the fourth quarter of the calendar year at an exact time and place set by the Board of Directors, unless the Board or the voting members decide by resolution to set it at a different time of the year.

Section 6. Removal of Directors. Directors may be removed with or without cause by resolution of the voting members. Proper notice must be given in advance, as required for an annual membership meeting, or for a regular meeting of the voting members, or as required for a special meeting of the voting members, whichever is appropriate, stating that the removal of a director is to be considered.

Section 7. Resignation of Directors. A director may resign at any time. The resignation of a director must be in writing and be delivered to the Board, its presiding officer, the president, or the secretary. Once delivered, a notice of resignation is irrevocable.

Section 8. Filling Vacancies. The President may, with the ratification of the Board, appoint new directors to fill any vacancies on the Board. A director elected to fill a vacancy will serve only until the next regular election of directors, at which time she or he must be elected by the voting members in order to remain a director.

Section 9. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interest of the corporation.

Section 10. Quorum. At all meetings of the Board of Directors, the presence of a quorum, which is at least two thirds of the number of directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 11. Decision-Making and Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any director, the names will be recorded in the minutes of each director who voted for, voted against, or abstained on a particular motion.

The directors must diligently and conscientiously attempt to make decisions by consensus. They must employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus apparently cannot be achieved, any director may request that a vote be taken. The affirmative vote of at least a majority of all of the Directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these bylaws. An abstention counts as a "no" vote.

Section 12. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 13. Telephonic Meetings. Meetings may not be held by telephone.

Section 14. Decisions By Mail or Email. The Board may use mail, fax or email to make any decision or take any action that is within its power, without a real-time meeting, through the use of a "Unanimous Consent Resolution." A clearly stated motion must be sent or presented to all of the directors on the Board, along with clear instructions that this process requires a vote of "yes, no, or abstain" from each director in response. If the Unanimous Consent Resolution is sent by mail or fax, then it must be signed and returned by mail or fax by each director. If it is sent by email then each director must send their vote in an emailed reply, and in that case no signature is necessary. Motions are adopted and effective on the date that all directors in office have responded with an affirmative "yes" vote. If any director fails to vote, votes "no" or abstains, then the Unanimous Consent Resolution motion fails to pass. A printed record of each director's vote will be stored with the corporate records.

Section 15. Meetings. The Board must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. Robert's Rules of Order may be consulted for guidance at the discretion of the Board of Directors, but is not binding unless required.

Section 16. Closed Meetings. The Board of Directors shall reserve the right to go into closed session/ executive session by a two-thirds vote of the Directors present when privacy is needed to protect the rights of individuals or organizations.

Section 17. Notice of Meetings. Notice must be given of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these bylaws. The notice must be given not less than 2 days in advance of the meeting, and may be given via the organization's website, "Coming Events" section.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice may be given via the organization's

website. Notice must state the time, date, and location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all directors.

Section 18. Waiver of Notice. Any director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

Section 19. Authority of Directors. No member of the Board of Directors may officially represent the positions of the organization or speak or make agreements on behalf of the Corporation without specific authorization by the Board of Directors to do so.

#### **ARTICLE V. OFFICERS, CHAIRPERSON, AND STAFF**

Section 1. Officers. The officers of Oregon Horsemen's Association must carry out the policies and decisions of the Board of Directors as directed by the Board. The officers must include a president, vice-president, secretary and treasurer. The Board may also elect additional vice-presidents, a chairperson, and other officers as desired. The same person may not hold the offices of president and secretary at the same time, but the same person may hold any other two offices.

Section 2. Election and Term of Office. The officers of Oregon Horsemen's Association will be elected by the Board of Directors. As soon as possible following the election of directors, the Board of Directors will meet to elect new officers of the corporation. Officers will serve two year terms. However, unless they formally resign or are removed from office, officers will remain in office until their successors are properly elected, designated or appointed. There is no limit to the number of terms, successive or otherwise, an officer may serve.

Section 3. Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the officer so removed. The person being considered for removal has no vote in the process of removal.

Section 4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the remaining directors still in office, although less than a quorum, may elect an officer to fill such a vacancy. The elected officer will hold office for the remaining portion of the term of that office.

Section 5. President. The president is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The president generally will preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The president will also perform other duties as may be assigned by the Board of Directors. The president may serve as an ex-officio member of any committee.

Section 6. Vice-President. In the absence of the president or in the event of the president's inability to act, the vice-president will perform the duties of the president. The vice-president, when acting as president, will have all the powers of and is subject to all the restrictions on the president. The vice-president will also perform other duties assigned by the Board of Directors. More than one vice-president position may be created and duties clarified, in an ordinary resolution of the Board.

Section 7. Secretary. The secretary will perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors and of any Board committees, in one or more books provided for that purpose; b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the corporate records; d) keep a register of the mailing address of each voting member as provided by such member; e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and f) perform or oversee all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The treasurer will perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation; c) present reports at every Board meeting on the financial affairs of the corporation; d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Chair. The Board may elect a chair and determine his or her duties.

Section 10. Executive Director and Staff. The Board may appoint or employ an executive director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board determines otherwise, the executive director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation.

#### **ARTICLE VI. COMMITTEES**

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee, must state whether it is a "Board" committee or a "non-Board" committee, and must state what powers, authority and duties have been delegated to the committee, how the chair of the committee and how the members of the committee will be appointed or elected, and may state what procedures, if any, the committee will use in carrying out its work. All committees must report to the Board and give minutes of all meetings to the Board of Directors.

The Board of Directors must always have the power to amend, alter, or repeal the decisions of its committees, subject to limitations on the unilateral amending of contracts, interference with third-party rights, and other legal limitations.

Section 2. Board Committees.

A. The Board may establish "Board" committees to which are delegated part of the power of the whole Board to authorize expenditures and craft budgets, policies and programs to be approved by the full Board. Such committees must be established by the affirmative vote of a majority of all directors then in office. Board committees must consist of two or more directors, and must not have any members who are not members of the Board of Directors.

B. Executive Committee: The Board may elect an Executive Committee. The Executive Committee will have the power to make decisions between Board meetings, including financial and budgetary decisions. The Executive Committee must comply with the provisions of the bylaws concerning the full Board as far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions must be recorded in official minutes, which will be submitted to the full Board. Unless the Board of Directors decides otherwise, the Executive Committee will consist of the elected officers of the organization. The Executive Committee must make reasonable efforts to contact all Board members first, to discuss the issues to be dealt with at an Executive Committee meeting.

Section 3. Non-Board Committees. The Board may establish "non-Board" committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the corporation. Such committees are established through a resolution adopted by the directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

Section 4. Committee Members. The President will nominate the members of each committee and the Chair of each committee, and the Board of Directors must approve or reject the nomination. The term of office of a member of a committee will continue until the next annual meeting of the members of the corporation and until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Chair. One member of each committee must be selected or appointed chair by the President, subject to confirmation by the Board.

Section 6. Committee Procedures. Unless otherwise specified, Board Committee meetings will operate with the same quorum and voting requirements as the full Board, and as far as possible will operate according to the procedures of the Board as stated in these bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and the resolutions so adopted must be recorded in the form of corporate minutes, approved by the Board of Directors and filed with the secretary.

Section 7. Limitations on Powers. No committee may a) elect, appoint or remove any officer, member of the Board of Directors, or member of a Board committee; b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings

therefore; d) amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; e) authorize the payment of a dividend or any part of the income or profit of the corporation to its directors or officers.

**ARTICLE VII. MISCELLANEOUS PROVISIONS**

Section 1. Compensation of Officers and Directors. No officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or of an officer as defined in these bylaws. However, the corporation may pay compensation to officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Board members and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and members of the Board of Directors may receive reimbursement for actual expenses incurred in the course of fulfilling their responsibilities.

Section 2. Conflict of Interest. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an officer or member of the Board or to a member of a director's or officer's family. All transactions involving conflicts of interest must be approved using the following procedures: 1) Conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by staff, the executive director, or by a committee. 2) Directors and officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose the details of the proposed transaction on the record, c) abstain from voting on that matter, and d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. 3) The rest of the Board must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board, and its source, must be recorded in the minutes. 4) All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested directors vote to approve the transaction.

All Directors and Officers must sign a disclosure of all conflicts of interest, and update it if that disclosure needs to be changed.

Section 3. Tax Year. The tax year of the corporation is the calendar year.

Section 4. No Discrimination. In the delivery of its services to the public, Oregon Horsemen's Association does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

Section 5. Annual Financial Assessment. The Board must require the performance of an annual audit, financial review, financial compilation or financial assessment, which must involve the services of a trusted person with bookkeeping skills and knowledge, who does not do the bookkeeping for the organization or sign checks for the organization. This need not be a formal GAAP audit, but must at least involve a sufficiently thorough review of the organization's financial records so that it would likely discover any misuse, embezzlement or theft of the organization's funds or assets.

**ARTICLE VIII. AMENDMENTS**

Section 1. Articles of Incorporation and Bylaws. The affirmative vote of at least a majority of the entire Board of Directors at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend or repeal the Articles of Incorporation or the Bylaws. However, amendments must be approved by an affirmative vote of not less than the number of Directors required to constitute a quorum of the Board. Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.