

NDQHA BY-LAWS

Amended January 8, 2022

ARTICLE I. NAME AND OBJECTIVE

Section 1. The association shall be known as the NORTH DAKOTA QUARTER HORSE ASSOCIATION, hereinafter referred to as the Association or NDQHA, and shall at all times be operated as a non-profit corporation in accordance with the laws of the state of North Dakota. NDQHA will recognize and govern the ~~Amateur(NDQHA) and Youth (NDQHYA) Associations.~~

Section 2. The purpose of the Association shall be to promote and stimulate interest in the American Quarter Horse as registered by the American Quarter Horse Association, hereinafter referred to as AQHA, of Amarillo, Texas. All the proceedings of the Association will be in harmony with the policies and activities of AQHA.

Section 3. The official address shall be that of the Executive Secretary of the Association.

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ARTICLE II. MEMBERSHIP AND DUES

Section 1. Any person, family, firm, or corporation interested in the purpose and objectives of the Association may be a member by paying the annual dues to the Association as prescribed by the By-Laws. One membership shall be entitled to one vote.

Section 2. Dues for each calendar year shall be determined by the Board of Directors. All privileges of the Association shall be limited to paid members. Points for open year-end awards will count from the date of payment of dues through the end of the year. The payment date will be the date the Association or the Show Secretary receives payment from the owner of the horse.

Section 3. Disciplinary Procedures

Membership in the Association is a privilege, not a right. Any person, firm or corporation having joined the Association will become subject to the rules and by-laws then in force or later adopted by the Association, and will be subject to expulsion from the Association as provided by the by-laws.

Membership, or application therefore, may be terminated or rejected by the Board of Directors for cause detrimental to the interests of the Association, its programs, policies, objectives, and harmonious relationship of its members, as determined by the Board of Directors.

Any person placed under disciplinary sanction by AQHA, is automatically placed under like sanction by NDQHA. Sanctions shall apply to all Association activities. Disciplinary restrictions imposed by the Association shall conform to the restrictions imposed by AQHA.

Any member, who provides the Association with a check returned for insufficient funds or has an outstanding bill with the Association, will not be allowed to participate in any NDQHA sanctioned event until the unsettled balance is paid in full. The member will have 30 days from the date the member was notified to reconcile the bill with the Association and if not, the judges and accumulated points from that event will not count towards year-end awards.

Whenever anyone shall be accused of any violation, he/she shall be given not less than 15 days notice of time and place for hearing such accusation by the Board of Directors, at which time and place he/she shall have the opportunity, in person, to be heard and to present evidence on his/her own behalf and to hear and refute evidence against him/her. Any expelled member may be reinstated with the approval of the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

Section 1. The entire management and government of the Association, except as otherwise expressly provided herein, shall be vested in the Board of Directors, hereinafter referred to as the Board. It shall determine policy and speak for the Association in the best interest of NDQHA.

Section 2. The Board shall consist of nine elected members each elected to serve a three-year term. No elected Board member shall serve more than two consecutive terms. The Executive Secretary ~~and the~~ Treasurer shall be ex officio members of the Board without vote.

Section 3. In the case of a vacancy on the Board by death, resignation, or disqualification, the Board may elect a successor from the membership to serve for the duration of the unexpired term, or it may leave the vacancy open until the annual meeting at which time the membership shall elect a successor as provided in Article V, herein.

Section 4. Meetings of the Board of Directors

There shall be meetings of the Board immediately before and after the annual meeting of the membership. In addition, the Board shall hold regular conference call meetings on the first Wednesday of February, April, June, August, October and December unless the President or two-thirds (6) of the directors deem it is not necessary. Special meetings may also be scheduled at the call of the President or by two-thirds (6) of the directors. Notice of any meeting of the Board shall be reasonable and must be given to each member of the Board by mail, telephone or electronically. The agenda for all regular Board meetings shall be distributed to each director at least three days in advance of the meeting. ~~Minutes~~The minutes of all regular Board meetings shall be posted promptly on the official website.

Section 5. Any concerns or issues that involve NDQHA should be brought to the NDQHA Board of Directors' attention before AQHA is contacted. This rule would apply to all issues not regulated by the *AQHA Official Handbook of Rules and Regulations*.

Section 6. Quorum and Absences

A quorum at any meeting of the Board shall be five members of the Board. Any director who is absent for two consecutive meetings shall automatically have his/her term expire. The remaining Board shall have the option of reviewing said director and determining his/her status.

Section 7. Code of Ethics

All directors will read and agree to abide by the Code of Ethics whenever serving on behalf of the NDQHA or at any NDQHA or AQHA sponsored event. If the Code of Ethics is violated, the remaining Board shall have the option of reviewing the violation and determining said director's status.

Section 8. Conflict Resolution

All persons involved with the Association have an obligation to communicate openly and respectfully with one another and to provide reasons for particular decisions or actions. When disagreements arise, greater understanding by all is needed. The presence of conflict, if dealt with effectively, offers an opportunity for individual and organizational learning including the identification of policies and practices that need to be improved.

The president is ultimately responsible for ensuring that conflicts involving staff and volunteers are resolved in a satisfactory manner. He/She has a duty to inform the Board of any conflicts that impinge on the organization's ability to function or may damage its reputation.

Conflicts should be addressed at the earliest possible opportunity as unresolved conflict can lead to stressful, and in worse cases, poisoned environment.

ARTICLE IV. DUTIES OF THE BOARD OF DIRECTORS

Section 1. The officers of the Association shall consist of President, Vice-President, Executive Secretary ~~/, and~~ Treasurer. The President and the Vice-President shall be elected from the Board by the Board at the meeting immediately following the annual meeting of the NDQHA membership. The Executive Secretary ~~/ and the~~ Treasurer shall be appointed by the Board and may not be members of the Board.

Section 2. The President shall have the usual executive powers of supervision and management such as may pertain to the office of President, and such other powers and duties as are prescribed in the by-laws and designated by the Board.

The President shall:

- a. Preside at all meetings of the Association and the Board.
- b. Be an ex officio member of all committees.
- c. Assign each director to chair one of the eight Standing Committees, according to Article XI, herein: 1. By-laws, 2. Budget and Financial Review, 3. Marketing and Membership, 4. Shows and Special Events, 5. Futurity, 6. Awards, 7. Hall of Fame, 8. Annual Meeting and Banquet.
- d. Appoint the chairs and members of special committees with approval of the Board.
- e. Call special meetings of the Board.

f. See that the by-laws, code of ethics, rules, and policies of the Association are enforced.

Section 3. The Vice-President shall perform the duties of the President when the President is unable to serve.

Section 4. There shall be an Executive Committee. It shall consist of three members, the President, Vice-President, and immediate past President. The Board may delegate to such Committee ~~authority~~authorities to exercise all the power of the Board while the Board is not in session.

Section 5. The Executive Secretary shall perform the usual duties associated with such office as specified by the Board. The Executive Secretary may be paid a salary which will be determined by the Board.

Approval of Compensation

a. The annual process for determining compensation is as follows: The Board of Directors shall annually evaluate the Executive Secretary/Treasurer on his/her performance and ask for his/her input on matters of performance and compensation.

To approve the compensation, the Board must document how it reached its decisions, including the data on which it relied, in the minutes of the meeting during which the compensation was approved.

The Executive Secretary shall:

- a. Keep the minutes of all general membership and Board meetings and promptly forward them to the Webmasters for publication on the website.
- b. Maintain all records and documents of the Association.
- c. Conduct correspondence as directed by the Board.
- d. Maintain the Association membership roll.
- e. Assist with tabulation of points for year-end awards.
- f. Assist the Treasurer with corporate accounts and be listed on the bank's list of official signatures. The Executive Secretary shall perform the duties of the Treasurer when the Treasurer is unable to serve.
- g. Abide by the Code of Ethics

Section 6. The Treasurer shall be bonded in an ~~amount~~amount to be determined by the Board. Accounts shall be subject to a semi-annual review by the Budget and Financial Review Committee unless otherwise ordered by the Board. The Treasurer may be paid a salary which will be determined by the Board.

The Treasurer shall:

- a. Maintain the Association financial records.
- b. Collect and maintain all Association funds and make disbursements as directed by the Board.
- c. Prepare financial reports for all regular Board meetings and distribute them to each director

at least three days in advance of each meeting. Prepare financial reports for the NDQHA membership and publish them on the website at least seven days in advance of the annual meeting.

d. Abide by the Code of Ethics

Section 7. ~~Amateur~~, Youth, Show and Special Event Secretaries and Treasurers shall be held to the same standards as the NDQHA Executive Secretary ~~/and~~ Treasurer, as well as any other guidelines the Board may impose.

Section 8. The Directors shall represent the NDQHA membership and serve as liaisons between the membership and the Board.

Each Director shall:

- a. Serve as chair of one of the eight Standing Committees, according to Article XI, herein.
- b. Prepare Standing Committee reports for each of the Board meetings and for the NDQHA annual membership meeting.

ARTICLE V. ELECTIONS AND NOMINATIONS

Section 1. The annual election of directors shall be held at the annual meeting of the NDQHA membership. Each vacant position will be voted on in turn by written ballot, except when there is only one nominee.

Section 2. Nominations of vacant director positions shall be from the floor.

Section 3. The members receiving the highest number of votes shall be elected.

Section 4. Directors shall be elected for a term of three years, with three directors being elected each year.

Section 5. Newly elected directors shall begin their official duties at the Board meeting immediately following the annual meeting of the NDQHA membership.

ARTICLE VI. MEETINGS

Section 1. Annual Meetings

The annual meeting of the membership shall be held at such time and place as determined by the Board. Notice of the annual meeting shall be published on the official website.

Section 2. Special meetings of the members may be held at such time and place as may be designated by notice whenever called in writing by the direction of the President or by a majority of the Board or by notice signed by no less than 20 percent of the members then in good standing.

Section 3. The members attending any regular or special meeting of the members shall constitute a quorum for all purposes. Any meeting of the membership shall be chaired by the President of the Board or the Vice-President in the absence of the President. The Executive Secretary shall act as secretary of all meetings of the members, but in his/her absence the Board may appoint any person to act as secretary of the meeting. Minutes of all meetings of the members shall be published on the Website.

ARTICLE VII. AMENDMENT OF BY-LAWS

Section 1. The by-laws may be amended at the annual meeting by a majority vote of the members present and voting.

Section 2. The proposed amendment(s) must be presented in writing to the By-laws Committee at least 90 days prior to the annual meeting. The committee shall then submit the proposed amendment(s) with recommendations to the Board for approval. The Board shall then submit the proposed amendment(s) with recommendations to the Webmasters for publication on the Website at least 30 days prior to the annual meeting.

Section 3. Approved amendments shall become effective immediately.

ARTICLE VIII. RULES OF ORDER

Roberts Rules of Order shall govern all proceedings of all meetings of the Association and of the Board, insofar as they do not conflict or are not inconsistent with the provisions of the by-laws.

ARTICLE IX. PUBLICATION/WEBSITE

The official publication of the Association and the official website shall be www.ndqha.com.

ARTICLE X. ELECTED AQHA DIRECTORS

Section 1. AQHA Directors are elected annually at the AQHA Convention. The number of Elected AQHA Directors that may represent NDQHA is determined by an Annual Allocation formula which is based on the number of active AQHA numbered and appendix horses ("Active Horse Population") within North Dakota as of September 30 of the preceding year.

Section 2. The Elected AQHA Directors shall be subject to review annually by the NDQHA membership at the annual meeting.

Section 3. Any member who is interested in running for either a vacant position or to challenge a current Elected AQHA Director at the next AQHA Convention will be introduced and be allowed to present his/her resume.

Section 4. The NDQHA membership will vote on the support of each Elected AQHA Director position in turn.

Section 5. For each Elected AQHA Director position available, the Executive Secretary will submit the name(s) of the candidate(s) with the highest number of votes to the AQHA Nominations and Credentials Committee as the NDQHA choice for Elected AQHA Director(s). The candidate(s) will then be voted on at the following AQHA Convention.

ARTICLE XI. STANDING COMMITTEES

1. By-laws
2. Budget and Financial Review
3. Marketing and Membership
4. Shows and Special Events
5. Futurity
6. Awards
7. Hall of Fame
8. Annual Meeting and Banquet

The by-laws were amended by majority vote of the NDQHA membership at the annual meeting in Fargo ND on January 8, 2022. They will become effective on January 8, 2022, according to Article VII, herein.