

# Bylaws of the Leon County Horsemen's Association

## Article I. Principal Place of Business

The Principal place of business of the Association shall be its clubhouse and arena located at 188 Horseman Association Road, Tallahassee, Florida.

## Article II. Members

### 1. Types of Memberships:

The Association shall have three (3) types of membership as follows:

- a. **Individual:** An individual membership is defined as one person 18 years of age or over.
- b. **Family:** Family membership is defined as one or more persons age 18 years of age or over along with minor children, if any, who live together as a family under one roof. In addition, family members may include persons under the age of 22 who are full-time college students and who maintain their permanent residence with the family although their temporary school residence may be different than that of the family.
- c. **Honorary:** Individuals may be recognized with an Honorary Membership as approved by a majority vote of the members at any meeting. Honorary members do not pay dues and are non-voting members of the Association.

### 2. Prospective Members:

Each member wishing to join the organization will be eligible immediately with points accruing from the moment membership dues are paid.

The prospective member must attend meetings as outlined in this document. The prospective member shall be approved for membership once a membership application is complete. Any family member seeking a separate membership in the Association after he/she reaches his/her 18th birthday may become a member by submitting an application and paying appropriate fees. Each member shall be notified upon their acceptance into the Association and be given a copy of the Bylaws, a current membership list and any other documents pertaining to membership in the Association. At no time shall the membership of the Association consist of more than forty percent (40%) non-horse owning members.

### 3. Dues:

- a. Yearly dues for each type of membership shall be set annually by the Board of Directors and communicated to the current members no later than the January meeting. Dues are payable in full by the membership meeting in March.

- b. If the dues are not paid by the March meeting, the membership is terminated. Re-application for membership through the new member application process will have to be completed to re-establish membership. Any show points earned prior to reestablishing membership will be forfeited and will not be applied to the new membership.

#### **4. Resignation:**

Any member may resign voluntarily. Any dues or fees paid by the member shall be forfeited. All show points or work hours accumulated by the member are forfeited.

#### **5. Disciplinary Action:**

Any member or the Board of Directors itself may register a complaint against another member due to inappropriate behavior such as acting in manner contrary to the express objectives of the Association, disorderly conduct, failure to comply with the Bylaws or rules of the Association, being physically abusive to horses, having disregard for the safety and welfare of others, misuse of Association facilities or other behavior determined to be detrimental to the proper functioning of the Association.

A written complaint of another member must be presented to the Board of Directors for consideration or may be submitted by the Board itself. The complaint will be referred to a disciplinary committee comprised of Board members. The committee shall handle the matter expeditiously and conclude the matter within thirty (30) days of the complaint, if at all possible. The committee shall promptly notify the member in question of the complaint.

The committee will investigate the complaint and report to the Board with its recommendation of disciplinary action to be taken. The Board shall consider the recommendations of the committee and make a final decision on any action to be taken. If the Board's decision is termination of membership, the member in question shall be promptly notified and then the recommendation for termination shall be presented to the membership at the next membership meeting. Voting shall be by secret ballot. A two-thirds (2/3) vote of the members present and voting is required for approval of the termination. Upon termination of membership, all dues or fees paid by the member, show points earned or work hours logged, shall be forfeited.

#### **6. Qualifications to Maintain Membership in Good Standing:**

Only members in good standing shall be permitted to vote upon matters brought before the membership, be eligible to earn show points or be eligible to receive Association awards.

To be in good standing, a member must:

- a. Pay dues in a timely manner as provided for in these Bylaws;
- b. Pay all other financial obligations to the Association in a timely manner;

- c. Attend meetings of the membership on a regular basis. Specifically, to maintain good standing, members cannot miss two (2) consecutive meetings or miss four (4) meetings during any given year. Any member who misses more than the specified number of meetings but wishes to maintain his membership in good standing must notify the President in writing within twenty (20) days of the violation, explaining the circumstances of his absence. Upon review of the circumstances, the Board of Directors may vote to allow the member to remain in good standing. Members that are unable to attend weeknight meetings due to employment or education, that reside over 50 miles from the meeting site, or for other reasons which are not in the member's control, may request exception from the meeting attendance requirement in writing to the Board of Directors. The request is granted at the Board of Directors' discretion.

For these individuals or families, show work hours or additional work time may be substituted for the missed meeting(s) at a rate of rate of two (2) work hours for each meeting missed necessary to meet the meeting attendance requirement. There are six (6) membership meetings scheduled annually.

### **Article III. Meetings**

1. **Regular Meetings:** The Association will meet on the third Tuesday of the months of January, March, May, July, September, and November, at a place and time so designated by the Board of Directors of the Association. September will be the nominating meeting for all Board positions and November will serve as the elections meeting for Board positions.
2. **Annual Meeting:** There shall be an annual meeting of the Association to be held on the third Tuesday of November of each year at a time and place so designated by the President with the approval of the Board of Directors.
3. **Special Meetings:** Special meetings of the membership shall be held whenever called by the President or by one-third (1/3) of the Board of Directors.
4. **Notice:** Notice of all membership meetings shall be mailed by U.S. Mail or electronic mail not less than fourteen (14) days prior to the date of the meeting to each member at his usual place of business or residence. The notice of the annual meeting or any special meeting shall state in general terms the nature of the business to be transacted. The notice of regular, special, or annual meetings may be included in a publication of the Association to satisfy the notice requirements herein.
5. **Quorum:** A quorum shall consist of thirty percent (30%) of the members in good standing for purposes of taking action at any regular, special, or annual meeting of the members. If at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting from time to time and place to place until a quorum is present.
6. **Voting:** Each individual and family member of the Association in good standing shall have the right to vote upon each proposal presented at any meeting of the Association. There shall be no voting by proxy. Individual members are entitled to one (1) vote. Family memberships are entitled to two (2) votes. The person(s) representing a family membership must be eighteen (18) years of age or older and present at the meeting in order to vote. Any new member accepted to membership within thirty (30) days prior to an election shall not be eligible to vote in said election.

## Article IV. Board of Directors and Officers

1. **Membership:** The affairs of the Association shall be managed by a Board of Directors consisting of the five (5) officers and four (4) at-large directors, one of which shall be the Immediate Past President when available to serve. All of the powers and duties of the Association existing under the Statutes of the State of Florida, the Articles of Incorporation of the Association and these Bylaws shall be exercised by the Board of Directors.
2. **Term:** Each officer and director shall hold office for a term of one year or until he is removed in the manner elsewhere provided. Directors and Officers shall be elected at the annual meeting of the members and shall assume their official duties effective January 1. A director or officer may be re-elected to succeed themselves.
3. **Election:**
  - a. Nominations shall be open to the membership at the regular membership meeting prior to the annual membership meeting. Nominees must be a member in good standing, must be at least eighteen (18) years of age, and have been a member of the Association for three (3) months. Nominees must be present to accept the nomination or submit a written acceptance to the Secretary prior to the nomination. Once nominations are closed, no additional candidates can be nominated for office.
  - b. The election shall be held at the annual membership meeting.
  - c. The election shall be by ballot vote (unless dispensed by unanimous consent). For directors, the election shall be by a plurality of the votes cast, each person voting being entitled to cast his vote for each of as many nominees as there are vacancies to be filled. For officers, the election shall require a majority vote of the votes cast.
  - d. If any officer or director position is not filled by election at the annual meeting, the Board of Directors shall convene immediately following the election to appoint a member to serve in that capacity.
4. **Meetings:**
  - a. **Regular Board:** Meetings shall be held monthly at such time and place as shall be determined from time to time by a majority of the Board.
  - b. **Special Board:** Meetings of the Board may be called by the President and must be called by the Corporate Secretary at the written request of three (3) Board members.
  - c. **Joint Transition Board Meeting:** A joint transition board meeting shall be called by the incoming President to be held after the election in November but prior to the officers taking office on January 1. The meeting shall be noticed to all current board members and all incoming board members. The purposes of the meeting shall be to review the current year's events, determine goals and a plan of work for the coming year, approve a budget for the coming year, and turn over officer records to the incoming officers.

- d. **Notice:** Notice of the meetings of the Board of Directors shall be given to each director personally or by mail, telephone, telefax, or electronic means at least five days prior to the day named for such meeting stating the date, time and place of such meeting. Notice of special meetings shall state the principal purpose of the meeting but such notice shall not limit the nature of the business to be transacted.
  - e. **Quorum and Voting:** A quorum of the Board of Directors consists of a majority of the members of the Board. All business transacted by the Board requires a majority vote of the votes cast except where these Bylaws state otherwise. If at any meeting of the Board, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time and place to place until a quorum is present. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice.
  - f. **Attendance at Meetings:** Within five days after any absence from a Board meeting, the absent board member shall notify the President and Corporate Secretary of the reason for the absence. In the event an officer or director fails to attend two (2) consecutive Board meetings without just cause, the member shall automatically forfeit his position on the Board and will be so informed by written notice sent by the Corporate Secretary by certified mail, return receipt requested. A vacancy on the Board occurring in this manner shall be filled by appointment by the remaining Board members. If the Board cannot fill the vacancy within thirty (30) days of same, the position will be open to a majority vote of the membership.
5. **Removal of Officer or Director:** Any officer or director may be removed from office with or without cause by a two-thirds (2/3) vote of the members present and voting. A special meeting for such purpose may be called by a majority of the Board or shall be called by the Board upon the petition of ten (10) or more active members. The notice of meeting of the members to remove an officer or director shall state the specific officer or director sought to be removed. If more than one (1) officer or director is to be voted upon to be removed from office, the votes shall be cast separately. If an officer or director is removed from the Board by the above procedure, the vacancy created shall be filled by the members at the same meeting. An officer or director removed from the Board shall not be eligible to stand for re-election until the next annual meeting of members.
6. **Resignation:** The Board of Directors may accept the resignation of any director or officer. A vacancy occurring in this manner shall be filled by appointment by the remaining Board members. If the Board cannot fill the vacancy within thirty (30) days of same, the position will be open to a majority vote of the membership. The person filling the vacancy in office must be qualified for the position as stated elsewhere and shall be elected or appointed for the unexpired term of his predecessor in office.
7. **Compensation:** No officer or director shall be compensated for his service, however officers and directors shall be entitled to reimbursement for personal funds reasonably expended in the course of performing their official duties in accordance with the budget.

## **Article V. Duties of Officers and Directors**

- 1. President:** The duties of the President shall be to:
  - a. preside at all membership meetings and board meetings;
  - b. insure that the duties of all other officers of the Association are performed in a proper and timely manner;
  - c. call any special meeting as deemed necessary and cause the membership to be notified of such meetings;
  - d. serve as chair of the Sponsorship Committee; and,
  - e. countersign all checks of the Association when required.
  
- 2. Vice President:** The duties of the Vice President shall be to:
  - a. act in the capacity of the President in the President's absence;
  - b. serve as facilities manager by overseeing maintenance of the club house and arena grounds, ensuring that the facilities are secured after all activities, overseeing the rental of the facilities and coordinating work days;
  - c. assist the President in carrying out his duties;
  - d. countersign all checks of the Association when needed; and,
  - e. perform such other duties as are assigned to the officer by the President.
  
- 3. Corporate Secretary:** The duties of the Corporate Secretary shall be to:
  - a. provide secretarial and clerical duties required by the Association and its officers;
  - b. act as recording secretary at all meetings of the membership and Board;
  - c. prepare and distribute the Association's monthly newsletter to members;
  - d. organize pre-show work nights including member and Board member attendance and jobs to be performed;
  - e. keep the club events calendar;
  - f. maintain accurate logs on membership hours worked, work night attendance and meeting attendance;
  - g. notify any member who has failed to maintain their membership in good standing of their delinquency and the consequences of their failure to do so;
  - h. affix and attest the seal of the Association to all documents requiring same;

- i. countersign all checks of the Association when needed; and,
- j. perform such other duties as are assigned to the officer by the President.

**4. Show Secretary.** The duties of the Show Secretary shall be to:

- a. act as secretary at all horse shows, maintaining an accurate accounting of all entries, points earned;
- b. perform the functions of the show coordinator including providing for equipment, supplies and personnel for all shows;
- c. secure judges for all horse shows in a timely fashion;
- d. countersign all checks of the Association when needed; and,
- e. perform such other duties as are assigned to the officer by the President.

**5. Treasurer:** The duties of the Treasurer shall be to:

- a. account for all monies of the Association;
- b. provide at each show a cash box and maintain responsibility for collections and disbursements of all show monies;
- c. pay all bills not exceeding \$500.00 promptly as incurred when approved by the President, Vice President, Corporate Secretary or Show Secretary;
- d. sign all checks on behalf of the Association and obtain a countersignature from the President, Vice President, Corporate Secretary or Show Secretary;
- e. prepare and distribute a monthly report of the Association's income and expenses;
- f. prepare a budget for the upcoming year as stated in Article IX, Section 2, to be presented to the Board for approval at the Joint Transition Board Meeting;
- g. prepare and distribute the Associations' Annual Financial Statement before March 1 to the Board and membership. The report shall show all amounts of receipts and expenses as well as a comparison of same to the budget. The Annual Financial Statement can be delivered in person at a membership meeting, mailed to all members, or included in the Association's newsletter; and,
- h. perform such other duties as are assigned to the officer by the President.

**6. Directors:** The duties of the Directors shall be to:

- a. serve as a permanent Bylaws Committee;
- b. serve as chair of one of the standing committees as identified in Article VI;

- c. serve as trustees for the Association facilities; and,
  - d. carry out the business of the Association.
7. **Records:** Newly elected officers shall receive their predecessor's files, records of activities, working materials, including electronic files, if available, in good order at the Joint Transition Board Meeting. All secretarial, show, and financial records that are to be maintained at the Association's principal place of business as required in Article X should be in place within thirty (30) days of the new fiscal year except such financial records as are needed by the Audit Committee for further review.

#### **Article VI. Standing Committees**

1. **Disciplinary Committee:** As provided for in Article II, Section 5.
2. **Sponsorship Committee:** The President shall serve as the chair of this committee whose purpose will be to secure donations and sponsorships for the Association.
3. **Audit Committee:** As provided for in Article IX, Section 3.
4. **Banquet Committee:** One of the Directors shall serve as chair of this committee whose purpose will be to investigate, plan, and carry out the Association's end of the year banquet including, but not limited to, date, time, location, entertainment, food, and decorations.
5. **Awards Committee:** One of the Directors shall serve as chair of this committee whose purpose will be to determine and purchase, within budget guidelines, all awards to be given at the Association's end of the year banquet.
6. **Activities and Education Committee:** One of the Directors shall serve as chair of this committee whose purpose will be to coordinate and schedule meeting programs, trail rides, clinics, and other educational events.
7. **Public Relations and Member Services Committee:** One of the Directors shall serve as chair of this committee whose purpose will be to advertise the Association's shows and activities, communicate with other area horse clubs and associations, and serve as liaisons for potential members and new members of the Association.

#### **Article VII. Policies**

1. **Liability:** Members and guests of the Association understand that horseback riding activities can be dangerous and that they ride at their own risk. Members and guests at any horse show or activity may be required to sign a liability waiver form. Under Florida Statute, Section 773.02, an equine activity sponsor or equine professional is not liable for an injury or death of a participant in equine activities resulting from the inherent risks of equine activities.
2. **Coggins Requirement:** A current negative Coggins shall be required for all horses ridden by members or guests at all functions of the Association, whether on Association property or elsewhere, and shall be produced upon demand.

3. **Horse Shows:** Horse shows shall be held from time to time. The show schedule, class list, rules, requirements, fees and awards associated with the shows are to be determined by the Board of Directors and distributed in written form to the membership for approval prior to the beginning of the show season.
4. **Association Facilities:** The following rules apply to the use of the Association's facilities by the membership:
  - a. Members may use the Association facilities when they are not otherwise being used by the Association or approved renters. Guests must be accompanied by a member. Members will be financially and otherwise responsible for all damages caused by any guests a member brings to the facilities.
  - b. Association facilities may be rented with approval by the Board of Directors and upon payment of the appropriate rental fee. Rental fees shall be established annually by the membership. Management of such rental activities shall be coordinated with the Association's Vice President.
  - c. Members may not use the facilities to give lessons or clinics unless the member books the arena with the Board of Directors and pays any applicable rental fees.
  - d. The Board shall have the authority to act on any written or verbal complaints received regarding guests or renters conduct or misuse of the facilities. The Board shall have the authority to impose restrictions, revocations, and reprimands upon anyone, who in the Board's opinion, has abused the privilege of using Association facilities. The Board's decision in this matter shall be binding and reported to the membership.

#### **Article VIII. Conflicts of Interest**

A conflict of interest may exist when the interests or activities of any member may be seen as competing with the interests or activities of the Association, or the member derives a financial or other material gain as a result of a direct or indirect relationship of the Association with any third party. The member shall disclose any possible conflict of interest to the Board of Directors as soon as possible. When any conflict of interest is relevant to a matter requiring action of the Board or membership, the person involved in the conflict shall abstain from voting on the matter; provided, however, that such person may be counted in the number of members present for the purpose of determining the presence of a quorum at the meeting.

#### **Article IX. Finances**

1. **Depositories:** The monies of the Association shall be deposited in the name of the Association in such banks, trust companies, savings and loan associations, and credit unions whose deposits or share accounts are insured by a corporation created by the federal government or by an instrumentality of the federal government. Which depositories shall be designated from time to time by the Board of Directors. Payment of monies from such accounts shall be only by checks or other withdrawal orders signed by such persons as are authorized by the Board of Directors or as stipulated to in these Bylaws. All expenditures must be signed by no less than two (2) authorized officers who are not related.

2. **Budget:** The expenditure of the funds of the Association shall be in accordance with a budget approved by the Board of Directors. Funds contributed for designated purposes may be expended for such purposes upon approval of the President. Any budget approved by the Board should be provided to the membership in a timely manner. The budget shall be ratified by the membership and may be amended from time to time by the membership.
3. **Audit:** The President shall appoint an Audit Committee consisting of three (3) members in good standing who are not Board members prior to the end of the fiscal year. The Treasurer shall provide the Association's books to the Chairman of the Audit Committee before January 31 of the next year. The Audit Committee shall present its report to the membership by the March membership meeting and retire the records as provided for in Article X.

#### **Article X. Books and Records**

The Association shall keep a membership book containing, in alphabetical order, the name and address of each member. The Association shall keep as records, minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors, and copies of all written communications to all members for the prior three (3) years at its principal place of business. The financial records of the Association shall be kept for the prior five (5) years at its principal place of business. The class sheets and records of all horse shows shall be kept for three (3) years at its principal place of business. These records shall be open to inspection by the members of the Association at all times unless the Board of Directors, by resolution, designates particular times for inspection.

#### **Article XI. Fiscal Year**

The fiscal year of the Association shall be January 1 to December 31.

#### **Article XII. Assets and Income of Association Used Solely for Intended Purposes**

The assets (which term includes its property, rights, interests and privileges of any kind and nature) and income of the Association shall be used solely and only for the purposes set forth in the Articles of Incorporation. No part of its assets or income shall ever inure to the benefits or become the property of its officers and members, except that its officers and members may be reimbursed for any advances made by them for the benefit of the Association. Upon the dissolution of the Association, all assets and net profits of the Association shall be paid out and distributed for the purposes as set forth in its Articles of Incorporation, and no part of the assets or income shall be distributed or become the property of any officer or member of the Association. No substantial part of the Association's activities shall be for the purpose of attempting to influence legislation and the Association shall not participate or intervene in any political campaign on behalf of any candidate for public office.

#### **Article XIII. Parliamentary Authority**

On all questions of parliamentary law, the current edition of Roberts Rules of Order shall be the authority in all cases in which they are applicable and not inconsistent with the Articles of Incorporation and Bylaws of the Association.

#### **Article XIV. Amendments to Bylaws**

The Bylaws of the Association may be amended by a two-thirds (2/3) vote of a quorum of members in attendance at a regular or special meeting, provided that a written copy of the proposed amendment is provided to the Board of Directors and approved by the Board of Directors for submission to the membership for consideration, and a written copy of the proposed amendment shall have been provided to each member at least thirty (30) days before such amendment is voted upon. Amendments shall become effective at the time of approval unless otherwise specified within the amendment itself.

#### **Appendix. Amendments**

As amended June 17, 2003  
As amended April 19, 2005  
As amended July 17, 2007  
As amended July 21, 2009  
As amended July 20, 2010