



## BY-LAWS OF NORTH EAST RANCH HORSE ASSOCIATION, INC

### ARTICLE 1 – NAME

The name of the corporation shall be North East Ranch Horse Association, Inc. officially abbreviated NERHA.

### ARTICLE 2 – PURPOSE

The purposes for which NERHA is formed are:

- (a) To advance, organize, promote and providing the means for improving the ranch horse and further the interest of its members through cooperation and collaboration with the American Ranch Horse Association (“ARHA”) including good horsemanship and sportsmanship and to aid in every way the ideals and purposes of the ARHA. This association shall provide activities intended for all levels of the horse and rider to compete in a friendly family-oriented atmosphere.
- (b) To operate within the Northeast region of the ARHA (NY, MA, NH, VT, ME, RI, CT, NJ and PA) exclusively for non-profit purposes as a 501c3 organization;
- (c) To obtain funds, receive dues, gifts, contributions and grants, borrow or otherwise raise money to carry out the foregoing purposes.

### ARTICLE 3 – MEMBERSHIP

#### Section 1 – Eligibility for Memberships

The membership shall consist of persons, firms, partnerships, ranches and organizations that are interested in the purpose and objectives of the NERHA association and the ARHA. Membership in NERHA is a privilege and not a right.

#### Section 2 – Types and Definitions of the Memberships

NERHA will offer three (3) types of memberships; individual, family and youth. A family membership is defined as all members of a family that reside in the same household as well as any youth 18 years or younger. Youth is defined to be anyone 18 years or younger as of January 1 of that fiscal year. A member in good standing is defined as a person who has paid their dues and has not been suspended from ARHA or NERHA.

#### Section 3 – Rights of the Members

All current paid members that are 19 years and older will have voting privileges. Family memberships are allotted two (2) votes. Those current paid members have the right to hold an office and/or reside on a committee. Members also possess the right to nominate officers, directors at large and persons for any major awards that NERHA presents. To be eligible to vote

on ARHA Charter Business and the election of NERHA officers and Board members the member must be a current member of the ARHA.

#### **Section 4 – Annual Dues**

Annual Dues are based on a fiscal year. The fiscal year shall be January 1 to December 31. The amount required for annual dues shall be: \$35.00 dollars for an individual membership, \$50.00 dollars for a family membership and \$25.00 dollars for a youth membership. Changing these amounts can be made by the majority vote of the board of directors. Continued membership is contingent upon being up to date on membership dues. All memberships will be submitted to the treasurer.

#### **Section 5 – Termination**

The Board of Directors, by a majority vote, may refuse the right of participation (terminate) to any person(s) who jeopardizes the integrity of NERHA. NERHA will automatically suspend any member that has been suspended by the ARHA.

### **ARTICLE 4 – MEETING OF THE MEMBERS**

#### **Section 1 – Notice of Regular Membership Meetings**

There shall be a minimum of two (2) formally organized regular membership meeting per fiscal year. One (1) meeting shall be held at one of the NERHA shows to be determined by the Board of Directors and one meeting will be held in November at a date and location to be determined by the Board. The November meeting will be the annual meeting with elections being held. This meeting may or may not be held in conjunction with the banquet. A notice of the annual membership meeting shall be sent to each voting member or family by email at least seven (7) days prior to the meeting. An agenda of the annual meeting shall also be provided at that time.

#### **Section 2 - The order of business at any regular meeting shall be as follows:**

1. Call to order
2. Reading and Acceptance of minutes into the record
3. Treasurer's Report
4. Officers' and Committee Reports
5. Election matters, if any
6. Unfinished business
7. New business
8. Adjournment

#### **Section 3 – Special Meetings**

Special meetings may be called by the President or in his/her absence, the Vice President or upon petition signed by twenty (20) or more NERHA members. The Secretary shall give notice of the Special Meeting. Notice shall be emailed to the last known email address of each member in good standing of NERHA at least five (5) days prior to the meeting with starting time, locations and shall briefly indicated the subject(s) or matter(s) of discussion.

#### **Section 4 – Quorum**

The members present at any properly called meeting shall be deemed a quorum for that meeting.

## **Section 5 – Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Only persons in good standing with NERHA who are 19 years or older shall have voting privileges. No proxy voting will be allowed. To be eligible to vote on ARHA Charter Business and the election of NERHA Officers and Board, the member must also be a current member of the ARHA.

## **ARTICLE 5 – OFFICERS AND BOARD OF DIRECTORS**

### **Section 1 – Role of the Board**

The board is responsible for the overall policy and direction of the association. It shall serve as the planning committee for this association. All matters of concern will be brought before the Board of Directors. Any financial expenses exceeding five hundred (\$500.00) dollars requires a majority vote of the Board of Directors. The President after verifying with the treasurer that funds are available, can make decisions on spending money for the benefit of the club that require a decision that would be outside the time frame for the entire board to be contacted. The President will then notify the board within 5 days of this decision. The Board will be charged with resolving any disciplinary actions within NERHA. The Board shall consist of members elected by the membership.

### **Section 2 – Officers and Duties**

All Officers and Directors must be current NERHA and ARHA members. There shall be four (4) officers on the board consisting of: President, Vice President, Secretary and Treasurer. There will be as few as four (4) or as many as eight (8) Directors at Large. They shall be nominated and voted on by the membership. If a director position becomes vacant before a term is complete, that position will remain vacant until the next nomination and election process is made. If an officer position becomes vacant, the President will appoint a director to the position. All officers and board members must be current members in good standing with NERHA by January 1<sup>st</sup> of the fiscal year and with ARHA by January 30<sup>th</sup> of the fiscal year and be at least nineteen (19) years of age. No officer or board member will be paid for any service they provide to NERHA. All officer and board positions are volunteer positions.

President – He/she shall be the chief executive officer of NERHA and shall have general direction and charge of the conduct and operation of NERHA. He/she shall exercise such duties as customarily pertain to the office of president and shall have general and active supervision over the property, business, affairs and management of NERHA and over its several officers. He/she may appoint agents or independent contractors as approved by the Board. The President shall have the authority to execute all documents of every nature on the behalf of NERHA. He/she shall preside as chairman at all meetings of the members and be an ex-officio member of all committees. The president will only have a vote in case of a tie. The president shall set all meeting times and locations.

Vice President – It shall be the duty of the vice-president to preside at all meetings from which the president is absent. To succeed to the office of president in the event it becomes vacant and do all other things customarily done by a vice-president. The Vice President shall be the chairman of the Budget and Finance committee. He/she shall perform such other duties as may be prescribed from time to time by the Board or by these By-Laws.

Secretary – The secretary shall attend all meetings of members and of the Board, shall act as secretary for such meetings and shall keep or cause to be kept a true and complete record of the proceedings of such meetings and shall perform a like duty for standing committees appointed by the Board, when required. He/she shall have charge of the membership books of the NERHA, attend to the giving and servicing of all notices of NERHA and shall perform such other duties as the Board may prescribe. The Secretary will be chairman of the Nomination and Elections committee.

Treasurer – The treasurer shall have the care and custody of the money, funds, valuable papers and documents of NERHA and shall have and exercise, under the supervision of the Board, all the powers and duties commonly incident to his/her office. He/she shall deposit all funds of NERHA in such bank(s), trust companies or with a firm or firms doing a banking business as the directors shall designate. He/she may endorse for deposit or collection all checks and notes payable to NERHA or to its order, may accept drafts on behalf of NERHA. The Treasurer shall ensure that all expenses are distributed properly and timely. He/she shall keep accurate books of account of NERHA's transactions, which shall be the property of NERHA and, together with all its property in his/her possession, shall be subject at all times to the inspection and control of the Board. The Treasurer shall submit a statement of accounts at regular meetings, exhibit a full account of receipts and disbursements during the past fiscal year and file or oversee the filing of all required local, state and federal tax reports. All checks, drafts, notes or other obligations for the payment of money shall be signed by the treasurer or such officer(s) or agent(s) as the Board shall, by general or special resolution, direct. The Board may also in its discretion require, by general or special resolutions, that checks, drafts, notes and other obligations for the payment of money shall be countersigned or registered as a condition to their validity by such officer(s) or agent(s) as shall be directed in such resolution.

Directors at Large – The directors shall be available to assist in the daily operations of the association. The directors of the board along with the officers shall make all rules and regulations and take all actions which it deems necessary or proper for the government of NERHA and for the orderly conduct of its affairs and the management of its property which is not inconsistent with the Articles of Incorporation and these By-Laws. Each Director should serve on at least one (1) committee and may be chairman as delegated by the President. Those committees would ideally be, but not limited to: Fundraising & Sponsorship Committee, Youth Activities Committee, Show & Events Committee, Awards & Banquet Committee and Amateur Committee.

### **Section 3 – Terms**

All officers will serve a two (2) year term. Officers may serve two (2) consecutive terms. Officers will serve staggered two (2) year terms with the President & Vice President being elected or re-elected in odd years and the Treasurer and Secretary being elected or re-elected in even years. Directors will serve a two (2) year term. Directors may serve consecutive terms. Directors of the board will serve staggered two-year terms. Each year one half of the board will be elected or re-elected.

### **Section 4 – Nomination & Elections**

Nominations for Officers and Board members will be accepted from the membership starting September 15 until October 15. Nominations can be sent through email to NERHA. They will also

be accepted during the last show of NERHA. Those persons being nominated must be a current member of NERHA and ARHA.

Elections will be held at the annual meeting held in November of each year. Current NERHA & ARHA members who cannot attend the annual meeting may request a ballot to be emailed to them. The ballot must be returned by email to the Charter Secretary a minimum of seven (7) days prior to the annual meeting. The secretary will bring the ballots to the annual meeting to be added to the votes of the members at the meeting. The secretary & vice president will tally the votes at the annual meeting.

### **Section 5 – Board Meetings**

Meetings of the Board will be held a minimum of quarterly or upon request of the President or one-third of the Board. Notices of all meetings shall be sent out by the Secretary to each Board member five (5) days prior to said meeting. An agenda for the meeting(s) will be provided at that same time. The minutes of the meetings of this organization are public information and shall be made available to any member upon request when given a reasonable amount of time to make that information available. Roberts Rules of Order-Newly Revised, will apply.

### **Section 6 – Definition of Majority of the Board & Quorum**

A quorum of the board of directors is defined as one (1) more than 1/2 of current persons enlisted on the Board of Directors. A majority vote of the board shall be defined as one (1) more than 1/2 the quorum. The act of a majority of the directors present at a meeting who constitute a quorum shall be the act of the Board.

### **Section 7 – Attendance & Termination**

Any officer or board member who does not attend three (3) consecutive Board of Directors meetings may be terminated at the discretion of a majority vote of the board. The Board of Directors, by a majority vote, may terminate any officer or board member who jeopardizes the integrity of the NERHA board.

### **Section 8 – Indemnification of Liability**

Each officer and director shall be indemnified by NERHA against any liability and/or expenses reasonable incurred by him/her in connection with the defense of any action suit or proceeding instituted in which he/she may be made party defendant by reason of his/her being or having been a director or officer of NERHA.

## **ARTICLE 6 – COMMITTEES**

### **Section 1 – Committee Formation**

The Board may create committees as needed. It is the desire of NERHA to have standing committees to provide for an equal distribution of member input and balance in the work required to operate this association smoothly. Members of all committees shall be members of NERHA. The duties of all committees and their chairs will be addressed by the President. Committees are open to non-board members. This participation is encouraged.

## **Section 2 – Executive Committee**

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer. It will serve as a buffer for seamless transition in the flow of business and goals between the incoming and outgoing Presidents.]

## **Section 3 – Finance & Budget Committee**

The Vice President will be the chairman of the finance and budget committee. The Treasurer will be a member of this committee. The finance committee shall prepare an annual budget to be presented to the full board of NERHA for approval. Once approved by a majority vote, the Treasurer shall have the responsibility of operating NERHA financially within said budget. Any major changes in the budget must be approved by the Board of Directors. Financial records of the organization are public information and shall be made available to any member upon request when given a reasonable amount of time to make that information available.

## **Section 4 – Nomination/Election Committee**

The Secretary will be the chairman of the Nomination/Election committee. There will be at least one (1) other member on this committee. Ballots will be made, sent out by email if requested, received and tallied by this committee. They will be charged with informing the newly elected officer/board members of their position. The specifics of the election process are defined in Article 5 Section 4.

## **Section 5 – Standing Committees**

Each Director at Large should serve on at least one (1) committee and may be chairman as delegated by the President. Those committees would ideally be, but not limited to: Fundraising & Sponsorship Committee, Youth Activities Committee, Show & Activity Committee, Awards & Banquet Committee and Amateur Committee.

## **ARTICLE 7 – AMENDMENTS AND RULES**

### **Section 1 – Amendments**

Final and ultimate authority rests with the members of NERHA. Amendments may be made to these By-Laws upon approval of a majority vote of the members at the Annual Year End Meeting or a special meeting called for this purpose. Amendments shall be furnished in writing to the members at least ten (10) days prior to the meeting.

### **Section 2 – Rules**

The President and/or Board of Directors are responsible for upholding the rules established by the ARHA that are set forth in the ARHA rule book.

## **ARTICLE 8 – DISCIPLINARY PROCEDURE**

### **Section 1 – Disciplinary Procedure**

The provisions for disciplinary procedure for the NERHA will be equivalent to the rules defined in the ARHA rule book and shall be utilized for disciplining members of this association. Specifically; Violations, Disciplinary Procedure, Suspension, General Notice Procedure, Attorney Fees, Litigation Agreement; where applicable the NERHA name will be in exchange for ARHA.

## **Section 2 – Member Acceptance**

Any person who shall accept the privileges extended by NERHA, including participation in any activities, shall be deemed to have given his/her consent of the provisions relating to disciplinary procedures and all other provisions of these By-Laws. Being of member of NERHA is a privilege and not a right.

## **ARTICLE 9 – INDEMNIFICATION**

### **Section 1 – Indemnification**

Each director, officer and committee person of said NERHA shall be indemnified by NERHA against all cost, expenses and liabilities reasonably incurred by him/her in connection with or resulting from, an action, suit or proceeding to which he/she may make a party by reason of his/her being or having been a director, officer or committee person of NERHA, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such a director, officer or committee person. The foregoing indemnification shall cover amounts paid in settlement of any such action, suit, proceeding when such settlement appears to be of the interest in NERHA. The foregoing shall be in addition to any other rights to which such directors, officers or committee person may be entitled as a matter of law.

## **ARTICLE 10 – DISSOLUTION**

### **Section 1 – Dissolution**

Upon the dissolution of this charter the Executive Committee shall, after paying or making provision for the payment of all liabilities of this charter, dispose of all the assets of the charter exclusively to such organization(s) organized and operated exclusively for agricultural purposes as shall at the time qualify as exempt organizations(s) under Section 501c3 of the Internal Revenue Law.

**REVISED AND ADOPTED 11/15/2025**