



**VERMONT  
QUARTER  
HORSE  
ASSOCIATION**

**BY-LAWS**  
(REVISED JANUARY 23, 2010)

**ARTICLE I – NAME**

- Section 1** The name of the association shall be the Vermont Quarter Horse Association, Incorporated; hereinafter referred to as VQHA.
- Section 2** The VQHA shall at all times be operated and conducted as a non-profit corporation in accordance with the laws of the State of Vermont
- Section 3** The Association was founded in 1970 and incorporated by the State of Vermont on March 18, 1976.

**ARTICLE II – OBJECTIVE**

- Section 1** The purpose of this Association is to promote the American Quarter Horse in any and all matters such as may pertain to the history, breeding, exhibition, sale, publicity, racing or improvements of the breed within the State of Vermont.

**VQHA MISSION STATEMENT**

**To represent and promote the popularity, enjoyment, and welfare of The American Quarter Horse, American Quarter Horse Owners and Supporters, and the American Quarter Horse Industry in the State of Vermont.**

**ARTICLE III – MEMBERSHIP**

- Section 1** All persons who are interested in Quarter Horses and the objectives of VQHA shall be eligible for membership.
- Section 2** Annual dues shall be paid on application of membership. Annual dues shall become payable January 1 of each year. There shall be three types of memberships.
- A. **INDIVIDUAL MEMBERSHIP:** all individual over 18 years of age shall be eligible and have one vote.
  - B. **FAMILY MEMBERSHIP:** a family membership shall not exceed two voting members over 18 years of age and junior non-voting members from the immediate family.
  - C. **LIFE MEMBERSHIP:** any person or persons eligible for categories A and B above shall become a Life Member upon payment of a one time fee of \$200.00. Life membership is not transferable, but a Life Membership may be carried in the joint names of husband and wife, and the successor of them (spouse's death or divorce) shall be entitled to exclusive life membership having the one time privilege to amend the membership's name to correctly reflect the successor's status by filing with the Association a copy of the judicial

decree, written evidence of death, or written instrument of consent signed by the terminating spouse.

Annual dues shall be established on a yearly basis by the Board of Directors.

**Section 3** Membership is good for one year and it will be renewed each year on receipt of the annual dues.

**Section 4** Members shall exercise their vote by being present at meetings and neither by proxy nor absentee ballot.

**Section 5** No part of the organization's net earnings may inure to the benefit of any person having a personal or private interest in the activities of the organization.

#### **ARTICLE IV – OFFICERS**

**Section 1** The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer. The Officers shall be elected annually for a term of one year by the members. The elected Officers and Directors shall take possession at the Annual Meeting to be held between September 15<sup>th</sup> and October 30<sup>th</sup> each year. The President, Vice President, Secretary, and Treasurer shall be voting members of the Board of Directors of the Association and shall have the powers and duties as all other members of the Board. All Officers and Directors shall be residents of the State of Vermont and current adult members of the Association except no more than one Director may be a current adult member from out of state. The officers may be elected to successive terms without limit.

**Section 2** Duties of the Officers:

A. The President shall:

1. Preside over all meetings of the Association and all meetings of the Board of Directors.
2. Appoint all committees deemed necessary by the Board of Directors.
3. Call all board and/or membership meetings as are necessary.
4. Sign, together with the Secretary and Treasurer all contracts or obligations of the Association.
5. Be an ex-officio member of all committees of the Association except the nominating committee.
6. The President upon retiring from office shall be placed on the Board of Directors until such time that his/her successor retires from office.

B. The Vice President shall:

1. Perform all duties imposed on him/her by the President and/or Board of Directors.
2. Have all powers conferred on the President when for any cause the President is unable to act.

C. The Secretary shall:

1. Take minutes of all general and Directors meetings.
2. Keep all records and correspondence of this Association.

D. The Treasurer shall:

1. Collect all monies due the Association and shall have the care and custody of and responsibility for such funds of the Association.
2. Deposit in the name of the Association in such banks as the Directors shall designate the monies of the Association.
3. Keep proper books of account, showing the disposition of such funds as may pass through his/her hands.
4. Make a financial report to the Board of Directors when requested.

## **ARTICLE V – DIRECTORS**

**Section 1** The Board of Directors shall consist of thirteen members including the President, Vice President, Secretary and Treasurer.

**Section 2** All Directors shall serve without compensation.

**Section 3** Directors, excluding officers, shall serve two-year terms, FOUR being elected each year.

**Section 4** Directors may serve successive terms without limit.

**Section 5** Duties of Directors:

- A. The Board of Directors shall take whatever action is deemed necessary to carry out the primary purpose of VQHA without membership vote when deemed necessary by the discretion of the Board. However, the Board of Directors shall not overturn a majority vote of the membership.
- B. The Board of Directors shall review policy issues affecting the Association and make recommendations to the general membership regarding these issues.
- C. By formal resolution of the Board of Directors, specific duties of the President may be delegated to other persons.
- D. If the President and Vice President are absent or unable to act, the Board of Directors shall designate any one of its members to act as President and he/she shall have full powers of the President.
- E. The Board of Directors shall have the power to appoint until the next regular annual meeting persons to unfilled or vacated offices or newly formed offices.
- F. The Board of Directors may appoint committees of two or more Directors to exercise the powers of the Board.
- G. Directors who miss two consecutive Directors Meetings without good cause are subject to replacement by the Board of Directors.

**Section 6** Directors must be notified of all Directors Meetings at least seven (7) days before each meeting.

**Section 7** Any dispute arising in the Association including meaning of the By-Laws shall be decided by the Board of Directors until the next Annual Meeting. At this time their decision shall be brought up before the membership for a vote. This decision shall be entered into the minutes as a precedent unless an amendment to the By-Laws is deemed necessary.

**Section 8** At all meetings of the Board of Directors the attendance of seven (7) persons from the list of current Directors, two of which must be officers, shall constitute a quorum.

**Section 9** The Directors shall have the power to censure or expel any member of this Association for action of a derogatory nature to the Association, subject to a hearing before the Board of Directors. In order to obtain a hearing the member must request same in writing within ten (10) days of his/her written notification from the Board. Any person whose AQHA membership has been suspended will automatically have their VQHA membership suspended.

## **ARTICLE VI – COMMITTEES**

All committees shall come under the Rules of the Association. All Committee appointments, unless otherwise designated by the Directors, shall be for the fiscal year. All such Committees shall have a Chairperson, appointed by the President, and include at least two (2) members. In no instance shall the total number serving on a Committee exceed seven (7).

## **ARTICLE VII – FISCAL YEAR AND MEETINGS**

**Section 1** The fiscal year of the Association shall begin January 1 and end December 31 of each year.

**Section 2** The regular annual meeting of the Association for the election of Officers and Directors and for the transaction of such other business as may come before the meeting shall be held between September 15<sup>th</sup> and October 30<sup>th</sup> each year, at such time and place as designated by the Board of Directors. At least thirty (30) days notice of such meeting shall be given to each member in good standing by a notice sent by ordinary mail to the member's last known post office address. The annual awards banquet will be held on a different date to be decided by the Board of Directors.

**Section 3** Special membership meetings may be called at any time and place by the President, by a majority vote of the Board of Directors or by notice signed by not less than twenty (20) percent of the members. Notice of such special meeting should indicate the purpose of said meeting and shall be given in the same manner as provided with the respect to notice of the Annual Meeting.

**Section 4** In addition to the Annual Meeting there will be one general membership meeting held between March 15<sup>th</sup> and April 30<sup>th</sup> each year.

**Section 5** Twelve (12) members in addition to a quorum of Officers and Directors shall constitute a quorum for the Annual, Special and all Membership meetings.

**Section 6** Directors meetings will be held monthly except June, July and August at a location determined by the President. Additional meetings may be called by the President as necessary. Notice of the date, time and location of all Directors Meetings will be announced in the Association newsletter and posted on VQHA website. All members are welcome and encouraged to attend.

## **ARTICLE VIII – ELECTIONS**

**Section 1** All Officers and Directors shall be elected at the Annual Meeting by majority of the members present and eligible to vote.

**Section 2** In the event no candidate received a majority, the membership will vote again, considering only the two candidates who received the highest number of votes.

**Section 3** A Nominating Committee of three (3) shall be named by the President at least thirty (30) days prior to the Annual Meeting. No person shall be listed unless the nominee shall have consented to his/her name being admitted. Nominations for Officers and Directors shall be asked from the floor at election meetings.

## **ARTICLE IX – AMENDMENTS**

**Section 1** Proposed amendments to these By-Laws shall be submitted in writing to the Secretary.

**Section 2** The Secretary shall submit the proposed amendments to the Board of Directors for their recommendations to the membership.

**Section 3** Following the report of the Board of Directors to the membership the amendment shall be put to vote and to pass shall require a two-third (2/3) majority vote of all voting members present at which there is a quorum.

**Section 4** Notification all proposed amendments must be included in the notice of the meeting at which they will be considered. This notice must be sent to the membership at least thirty (30) days prior to that meeting.

## **ARTICLE X – BY-LAW ADOPTION**

**Section 1** These By-Laws shall be considered adopted upon approval of two thirds (2/3) of all members in good standing present at the meeting called for the express purpose of considering and adopting these By-Laws.

## **ARTICLE XI – DISSOLUTION**

**Section 1** The VQHA may be dissolved by the written consent of a majority of the total voting members. In the event of dissolution of the Association whether voluntary or involuntary none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association. After payment of all debts and creditors, the property and assets shall be donated to the American Quarter Horse Association, Inc.