

**NORTHWEST FLORIDA
QUARTER HORSE ASSOCIATION
BY LAWS**

ARTICLE I PURPOSE:

THE PURPOSE OF THIS ASSOCIATION IS TO SUPPORT THE HORSE INDUSTRY AS A WHOLE AND TO FOSTER AND SPREAD INTEREST IN RIDING, BREEDING, TRAINING, SHOWING AND EXHIBITING THE AMERICAN QUARTER HORSE.

THE PROCEEDINGS OF THIS ASSOCIATION SHALL BE SUBSTANTIALLY IN HARMONY WITH THE POLICIES AND ACTIVITIES OF THE AMERICAN QUARTER HORSE ASSOCIATION.

THIS IS A NOT FOR PROFIT ORGANIZATION.

ARTICLE II MEMBERS:

SECTION I. **MEMBERSHIP.** OPEN TO ANY RELIABLE PERSON ACTIVELY INTERESTED IN PROMOTION OF THE AMERICAN QUARTER HORSE, REGARDLESS OF RACE, SEX OR CREED.

SECTION 2. **DUES, AWARD POINTS AND TERMINATION OF MEMBERSHIP.**

A. THE BOARD OF DIRECTORS SHALL DETERMINE FROM TIME TO TIME THE AMOUNT TO BE COLLECTED AS THE ANNUAL DUES, OR MEMBERSHIP FEES.

B. MEMBERSHIP STARTS WHEN DUES/FEES ARE PAID IN FULL AND SHALL END DECEMBER 31 OF THAT YEAR IN WHICH THEY ARE PAID. A MAILED IN MEMBERSHIP SHALL BECOME ACTIVE FROM DATE OF POSTMARK. FEES PAID AT A SHOW SHALL START AT THE BEGINNING OF THAT SHOW. DUES MAY BE PAID AFTER ALL SHOWS FOR THE NEXT YEAR. A LIFETIME MEMBERSHIP IS AVAILABLE.

C. CLUB POINTS SHALL BE AWARDED ONLY AFTER DUES ARE PAID IN FULL.

D. THE BOARD OF DIRECTORS MAY, BY AFFIRMATIVE VOTE OF TWO-THIRDS OF ALL BOARD MEMBERS, AFTER APPROPRIATE HEARING AND WITH THE SUPPORT OF SATISFACTORY EVIDENCE, SUSPEND OR

EXPEL A MEMBER FOR JUST CAUSE.

SECTION 3. **EXPULSION/SUSPENSION.** THE FOLLOWING ACTS, WHEN PROOF OF THEIR COMMISSION SHALL HAVE BEEN ESTABLISHED BY EVIDENCE SATISFACTORY TO THE EXECUTIVE COMMITTEE OF THIS ASSOCIATION, SHALL IN THEMSELVES BE FULL AND SUFFICIENT GROUNDS FOR EXPELLING OR SUSPENDING ANY PERSON FROM MEMBERSHIP.

A. ANY MEMBER EXPELLED OR SUSPENDED BY THE AMERICAN QUARTER HORSE ASSOCIATION IS AUTOMATICALLY EXPELLED OR SUSPENDED FROM THIS ASSOCIATION.

B. ANYONE NOT PAYING INSUFFICIENT FUND FEES FOR A RETURNED CHECK AND/OR MAKING AN INSUFFICIENT FUND CHECK GOOD WITHIN SIXTY (60) DAYS CAN BE SUSPENDED BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS.

C. ANY MEMBER HAVING MISUSED, MISAPPROPRIATED OR STOLEN ANY FUNDS OR GOODS FROM THIS ASSOCIATION SHALL BE EXPELLED OR SUSPENDED, AS DIRECTED BY THE EXECUTIVE COMMITTEE.

SECTION 4. **REINSTATEMENT.** UPON WRITTEN REQUEST SIGNED BY A NWFQHA MEMBER IN GOOD STANDING AND DELIVERED TO THE SECRETARY OF THE ASSOCIATION, THE BOARD OF DIRECTORS MAY BY THE AFFIRMATIVE VOTE OF TWO-THIRDS OF ALL BOARD MEMBERS REINSTATE A FORMER MEMBER UPON SUCH TERMS AS THE BOARD OF DIRECTORS MAY DEEM APPROPRIATE. (REINSTATED MEMBERS ARE INELIGIBLE TO RUN FOR THE BOARD OF DIRECTORS OR HOLD OFFICE FOR 12 MONTHS AFTER REINSTATEMENT OF MEMBERSHIP).

SECTION 5. **VOTING ELIGIBILITY.** NO PERSON SHALL BE ENTITLED TO VOTE ON MATTERS PERTAINING TO THE ELECTION OF OFFICERS OR CHANGING OF THE BY-LAWS UNLESS THEY HAVE BEEN A MEMBER IN GOOD STANDING FOR AT LEAST THREE (3) MONTHS.

SECTION 6. **VOTING RIGHTS.** MEMBERS IN GOOD STANDING 18 YEARS AND OLDER (AS OF JANUARY 1ST) SHALL BE ENTITLED TO VOTE.

SECTION 7. **RIGHTS.** ANY PERSON HAVING JOINED THIS ASSOCIATION SHALL THEREFORE BECOME SUBJECT TO THE RULES OF THE BY-LAWS THEN IN FORCE OR LATER ADOPTED BY SAID ASSOCIATION AND SHALL BE SUBJECT TO EXPULSION AND/OR SUSPENSION FROM THE ORGANIZATION AS PROVIDED BY THESE BY-LAWS.

ARTICLE III BOARD OF DIRECTORS:

SECTION 1. THE BOARD OF DIRECTORS OF NWFQHA SHALL CONSIST OF:

A. AT LEAST SEVEN AND NO MORE THAN TWELVE INCLUDING THE ELECTED OFFICERS, WHO SHALL BE NWFQHA MEMBERS IN GOOD STANDING AND SHALL BE ELECTED ANNUALLY TO SERVE A TWO (2) YEAR TERM, UNLESS RE-ELECTED. PERSONS MUST BE MEMBERS OF THE ASSOCIATION FOR ONE FULL YEAR BEFORE THEY CAN BE ELECTED TO THE BOARD OF DIRECTORS. ELECTION OF BOARD OF DIRECTORS WILL ROTATE WITH FOUR DIRECTORS ON THE BALLOT EACH YEAR.

B. THE CONDUCT OF THE AFFAIRS AND BUSINESS OF THE ASSOCIATION SHALL BE VESTED IN THE BOARD OF DIRECTORS, AND THE BOARD OF DIRECTORS MAY EXERCISE ALL SUCH POWERS OF THE ASSOCIATION, AND DO ALL SUCH LAWFUL ACTS AND THINGS, AS ARE NOT BY STATUTE OR BY THESE BY-LAWS DIRECTED OR REQUIRED TO BE EXERCISED OR DONE BY THE MEMBERS OF THE ASSOCIATION. THE BOARD OF DIRECTORS SHALL USE ROBERTS RULES OF ORDER IN ALL MEETINGS.

C. IN ADDITION TO THE BOARD OF DIRECTORS THE PAST PRESIDENT SHALL SERVE ON THE BOARD FOR THE LENGTH OF TERM OF THE NEW PRESIDENT.

SECTION 2. A VACANCY ON THE BOARD OF DIRECTORS SHALL BE DECLARED TO EXIST UPON:

1. THE DEATH OF A MEMBER
2. THE WRITTEN RESIGNATION OF A MEMBER
3. THE FAILURE OF A BOARD MEMBER TO ATTEND THREE MEETINGS IN A CALENDAR YEAR, UNLESS A MAJORITY OF THE BOARD AGREES THAT THERE IS A REASONABLE EXCUSE FOR THE ABSENCE.

SECTION 3. ANY VACANCY ON THE BOARD OF DIRECTORS MAY BE FILLED AT ANY ORGANIZATIONAL, REGULAR, OR SPECIAL MEETING AT WHICH A QUORUM IS PRESENT BY A MAJORITY VOTE OF THE DIRECTORS PRESENT AT SUCH MEETING. IF THERE ARE STILL AT LEAST SEVEN (7) BOARD MEMBERS REMAINING FOLLOWING THE VACANCY ON THE BOARD, THE REMAINING BOARD MAY ELECT TO EITHER FILL THE POSITION OR LEAVE THE POSITION VACANT FOR THE REMAINDER OF THE YEAR.

SECTION 4. BOARD MEETINGS

A. REGULAR MEETINGS OF THE BOARD OF DIRECTORS SHALL BE HELD

AT SUCH TIMES AND PLACES AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS. AT ANY REGULAR MEETING, THE BOARD OF DIRECTORS MAY TRANSACT ANY BUSINESS THAT MAY PROPERLY BE BROUGHT BEFORE THE MEETING.

B. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS MAY BE HELD ON THE CALL OF THE PRESIDENT, OR IN HIS/HER ABSENCE, THE VICE-PRESIDENT, OR ON THE CALL OF A MINIMUM OF SIX (6) MEMBERS OF THE BOARD OF DIRECTORS, AND MAY BE HELD AT SUCH TIME AND PLACE AS MAY BE DESIGNATED IN THE CALL THEREOF. AT ANY SPECIAL MEETING, THE BOARD OF DIRECTORS MAY TRANSACT ONLY THE BUSINESS SPECIFIED IN THE NOTICE.

C. THE ANNUAL MEETING OF THE BOARD OF DIRECTORS SHALL BE ON THE SAME DATE AND THE SAME PLACE AS THE ANNUAL MEETING OF THE MEMBERS OF THE ASSOCIATION. NO SUCH NOTICE TO THE BOARD OF DIRECTORS OF THE ANNUAL MEETING SHALL BE REQUIRED. AT THE ANNUAL MEETING OF THE BOARD OF DIRECTORS, THE DIRECTORS SHALL TRANSACT ANY BUSINESS THAT MAY BE PROPERLY BROUGHT BEFORE THE MEETING.

SECTION 5. NOTICE OF THE TIME, PLACE AND PURPOSE OF ANY MEETING OF THE BOARD OF DIRECTORS (OTHER THAN THE ANNUAL MEETING) SHALL BE GIVEN NOT LESS THAN SEVEN (7) DAYS NOTICE TO EACH DIRECTOR BY MAIL, E-MAIL, TELEPHONE, OR PERSONALLY. ANY DIRECTOR MAY WAIVE NOTICE OF ANY MEETING.

SECTION 6. AT ANY MEETING OF THE BOARD OF DIRECTORS, A MAJORITY OF THE MEMBERS COMPRISING THE BOARD OF DIRECTORS SHALL CONSTITUTE A QUORUM.

SECTION 7. AT ALL MEETINGS OF THE BOARD OF DIRECTORS AT WHICH A QUORUM IS PRESENT, THE VOTE OF A MAJORITY OF THOSE DIRECTORS PRESENT AT SUCH MEETING SHALL DECIDE ANY QUESTION BEFORE THE MEETING.

ARTICLE IV OFFICERS:

SECTION 1

(A). THE OFFICERS OF THE ASSOCIATION SHALL CONSIST OF A PRESIDENT, VICE-PRESIDENT, SECRETARY, AND TREASURER; ALL OF WHOM SHALL BE ELECTED BY THE MEMBERS OF THE ASSOCIATION AT THE ANNUAL MEMBERSHIP MEETING. EACH OFFICER SHALL HOLD OFFICE FOR A TERM OF TWO (2) YEARS, BEGINNING AT THE CLOSE OF

THE ANNUAL MEETING AT WHICH THEY WERE ELECTED AND ENDING WHEN A SUCCESSOR IS ELECTED. OFFICERS OF THE ASSOCIATION MUST HAVE SERVED ON THE BOARD OF DIRECTORS BEFORE BEING ELECTED. IF OR WHEN AN EXECUTIVE OFFICER IS NOT REELECTED OR WISHES TO NOT BE CONSIDERED FOR A NEW TERM THEN THAT PERSON WILL ROTATE TO THE BOARD OF DIRECTORS FOR A TWO (2) YEAR TERM.

(B). BOARD MEMBERS WHO ARE NOMINATED FOR AN EXECUTIVE OFFICE WILL BE TAKING ON A FOUR (4) YEAR COMMITMENT TWO (2) IN EXECUTIVE OFFICE AND TWO (2) ON THE BOARD OF DIRECTORS.

(C) TWO (2) EXECUTIVE OFFICERS WILL COME UP FOR ELECTION EACH YEAR AND 4 BOARD OF DIRECTORS. At THE GENERAL MEMBERSHIP MEETING ON 1/23/2011 THE EXECUTIVE OFFICES UP FOR ELECTION WILL BE THE VICE PRESIDENT AND THE SECRETARY AND ROTATE TO THE PRESIDENT AND TREASURE IN 2012 AND BACK.

SECTION 2. POWERS AND DUTIES OF THE OFFICERS:

A. **PRESIDENT:** THE PRESIDENT SHALL BE THE CHIEF EXECUTIVE OFFICER OF THE ASSOCIATION, AND SHALL HAVE GENERAL DIRECTION AND CHARGE OF THE CONDUCT AND OPERATION OF THE ASSOCIATION. THE PRESIDENT SHALL APPOINT ALL COMMITTEES OF THE ASSOCIATION; SHALL HAVE POWER TO EXECUTE ALL DOCUMENTS OF EVERY NATURE ON THE ASSOCIATION'S BEHALF; AND SHALL PRESIDE AS CHAIR PERSON AT ALL MEETINGS OF THE MEMBERSHIP.

B. **VICE-PRESIDENT:** IN THE ABSENCE OR THE INABILITY TO ACT AS THE PRESIDENT, THE VICE-PRESIDENT SHALL PERFORM THE DUTIES OF THE PRESIDENT.

C. **SECRETARY:** SHALL KEEP THE MINUTES OF MEETINGS AND SHALL FURNISH ALL MEMBERS OF THE BOARD OF DIRECTORS A COPY OF THE MINUTES OF EACH MEETING, WITHIN TEN DAYS OF SAID MEETING. SHALL KEEP ALL MINUTES, TREASURER REPORTS AND NECESSARY CORRESPONDENCES IN THE OFFICIAL ASSOCIATION MINUTE BOOK. SHALL PERFORM SUCH OTHER DUTIES AS MAY, FROM TIME TO TIME, BE ASSIGNED BY THE BOARD OF DIRECTORS.

D. **TREASURER:** SHALL KEEP THE ASSOCIATION'S FINANCIAL RECORDS AND SHALL SUBMIT A STATEMENT OF FINANCIAL CONDITION, INCLUDING RECEIPTS AND DISBURSEMENTS AT EACH REGULAR MEETING OF THE BOARD OF DIRECTORS AND SHALL BRING WITH THEM TO EACH MEETING; CURRENT LEDGERS FOR THE ASSOCIATION ACCOUNTS; THE ASSOCIATION'S CHECK BOOK, BANK STATEMENTS,

CANCELLED CHECKS AND DEPOSIT RECEIPTS; AND SHALL KEEP AN UP-TO-DATE ROSTER OF THE MEMBERS OF THE ASSOCIATION, AND SHALL COLLECT MEMBERSHIP DUES. TWO SIGNATURES WILL BE REQUIRED ON ALL ASSOCIATION CHECKS ISSUED.

E. EXECUTIVE COMMITTEE:

A. THE EXECUTIVE COMMITTEE SHALL CONSIST OF THE PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER, IMMEDIATE PAST PRESIDENT AND A DIRECTOR AT LARGE, ELECTED BY THE BOARD OF DIRECTORS. THE EXECUTIVE COMMITTEE WILL HAVE THE POWER TO AUTHORIZE EMERGENCY EXPENDITURES NOT TO EXCEED \$500.00 WHEN THE BOARD OF DIRECTORS CANNOT MEET.

B. THE EXECUTIVE COMMITTEE SHALL ALSO SERVE AS THE GRIEVANCE COMMITTEE AND SHALL SETTLE MEMBER AND/OR SHOW DISPUTES THAT MAY ARISE.

SECTION 3. **ELECTION OF OFFICERS AND DIRECTORS:** OFFICERS AND DIRECTORS SHALL BE ELECTED BY WRITTEN BALLOT BY THE MEMBERS OF THE ASSOCIATION AT THE ANNUAL MEETING.

ARTICLE V MEMBERSHIP MEETING:

SECTION 1. THERE SHALL BE A GENERAL MEMBERSHIP MEETING HELD EACH YEAR.

SECTION 2. THE PRESIDENT, OR IN HIS/HER ABSENCE, THE VICE-PRESIDENT, MAY CALL A SPECIAL MEETING OF THE MEMBERS OF THE ASSOCIATION TO BE HELD AT SUCH TIME AND PLACE AS SHALL BE DESIGNATED IN THE NOTICE OF SUCH MEETING.

SECTION 3. NOTICE OF THE ANNUAL MEETING OF MEMBERS SHALL BE EMAILED BY THE SECRETARY TO EACH MEMBER OF THE ASSOCIATION AT LEAST FOURTEEN (14) DAYS PRIOR TO THE MEETING, STATING THE TIME AND PLACE THEREOF. NOTICE PUBLISHED ON THE WEBSITE SHALL BE CONSTRUED, AND IS, ACCEPTED AS LEGAL NOTICE OF SUCH MEETING. NOTICE OF ALL SPECIAL MEETINGS OF MEMBERS SHALL BE EMAILED, BY THE SECRETARY TO EACH MEMBER OF THE ASSOCIATION AT LEAST SEVEN (7) DAYS PRIOR TO THE MEETING, SETTING THE TIME AND PLACE THEREOF AND THE PURPOSE FOR WHICH THE MEETING IS CALLED.

SECTION 4. AT ANY MEETING OF THE MEMBERS OF THE ASSOCIATION, CALLED IN ACCORDANCE WITH THE PROVISION OF THIS ARTICLE, THE PRESENCE OF FIFTEEN (15) MEMBERS OF THE ASSOCIATION ENTITLED TO VOTE SHALL CONSTITUTE A QUORUM.

SECTION 5. THE VOTE OF THE MAJORITY OF THOSE MEMBERS PRESENT AND ENTITLED TO VOTE, IN ACCORDANCE WITH ARTICLE II, SECTION 5 AND SECTION 6, SHALL DECIDE ANY QUESTIONS BROUGHT BEFORE THE MEETING, PROVIDED, HOWEVER, THAT IF THE QUESTION IS ONE UPON WHICH A DIFFERENT VOTE IS REQUIRED BY EXPRESS PROVISION OF LAW, OR THESE BY-LAWS, THE EXPRESS PROVISION SHALL GOVERN AND CONTROL THE DECISION OF THE QUESTION. VOTING ON ANY QUESTION BEFORE THE MEMBERSHIP SHALL BE BY WRITTEN SECRET BALLOT, IF REQUESTED BY ANY MEMBER PRESENT.

ARTICLE VI YEAR END AWARDS:

SECTION 1. ONLY MEMBERS OF NWFQHA WILL BE ELIGIBLE FOR YEAR-END AWARDS

SECTION 2. AMATEUR, YOUTH AND NOVICE POINTS WILL BE ACCUMULATED ON A ONE HORSE / ONE RIDER RULE. OPEN POINTS WILL BE ACCUMULATE FOR EACH INDIVIDUAL HORSE, REGARDLESS OF THE PERSON SHOWING SAID HORSE, AND THE AWARD WILL BE GIVEN TO THE OWNER OF SAID HORSE, PROVIDING THE OWNER IS A NWFQHA MEMBER.

SECTION 3. ACCUMULATION OF POINTS WILL BEGIN IN ACCORDANCE WITH *ARTICLE II, SECTION 2, C.*

SECTION 4. YEAR-END AWARDS WILL BE AWARDED AT THE ANNUAL AWARDS BANQUET.

SECTION 5. YEAR-END AWARDS WILL BE IN ACCORDANCE WITH THE RULES APPROVED BY THE BOARD OF DIRECTORS, SUCH RULES SHALL BE PUBLISHED ON THE WEBSITE ANNUALLY, PRIOR TO THE FIRST SHOW OF EACH YEAR. RULES GOVERNING SUCH AWARDS MAY BE MODIFIED AS CIRCUMSTANCES NECESSITATE AND AS APPROVED BY THE BOARD OF DIRECTORS. YEAR END POINT SYSTEM SHALL BE BASED ON AQHA SHOW POINT REPORTING.

To run for NWFQHA Year-end points/awards, an exhibitor must be a member and show at 2 Pensacola shows (8 Judges) PLUS have a minimum of 10 points in the class to win a year end award.

ARTICLE VII ADMENDMENTS:

SECTION 1. THESE BY-LAWS MAY BE AMENDED OR ALTERED, IN WHOLE OR IN PART, BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS AT ANY REGULAR OR SPECIAL MEETING OF THE BOARD OF DIRECTORS, OR BY THE VOTE OF A MAJORITY OF THE MEMBERS OF THE ASSOCIATION ENTITLED TO VOTE AT ANY ANNUAL OR SPECIAL MEETING OF THE MEMBERS, PROVIDED THAT ANY AMENDMENT OF THE BY-LAWS CHANGING THE NUMBER OF DIRECTORS COMPRISING THE BOARD OF DIRECTORS OR THE TIME OR THE PLACE OF THE ELECTION OF DIRECTORS, MUST BE MADE AT LEAST SIXTY (60) DAYS BEFORE THE DATE ON WHICH ANY ELECTION OF DIRECTORS IS HELD, AND NOTICE OF SUCH CHANGE MUST BE GIVEN TO EACH MEMBER AT LEAST TWENTY (20) DAYS BEFORE THE ELECTION IS HELD, IN PERSON, BY LETTER OR E-MAIL.

ADOPTED BY A VOTE OF THE GENERAL MEMBERSHIP JUNE 25, 2004.

AMENDMENTS NOVEMBER 3, 2009
AMENDMENTS NOVEMBER 10, 2010