

**BYLAWS OF NEW HAMPSHIRE HORSE COUNCIL**  
**ADOPTED MARCH 1997 – REVISED October 2010**  
**Approved**

**ARTICLE 1 – ORGANIZATION**

SECTION 1: ORGANIZATION. This corporation, known as “New Hampshire Horse Council,” is a non-profit corporation under the laws of the State of New Hampshire, said corporation to be referred to in this document as the “Council.”

SECTION 2: AFFILIATIONS. This Council may be an affiliate of the American Horse Council, Inc. and may affiliate with other such organizations that further the aims and goals of this Council as hereinafter defined.

SECTION 3: PLACE OF BUSINESS. The principal place of business of the Council will be executed in the office of the duly elected President of the Council. Its mailing address will be the same as the registered address with the N.H. Secretary of State.

SECTION 4: STOCK. There will be no capital stock issued to members or officers. However, at any meeting of the membership, including directors, and as defined in Article III herein, each member shall be entitled to one (1) vote on any issue presented to the membership.

SECTION 5: PROPERTY. No property rights will accrue to any member or person of the council. In case of dissolution all property or assets after payment of debts provided, no incorporator, individual, member or organizational member will be responsible for or individually be liable for any debts or obligations of the Council. Upon dissolution, remaining assets will be donated, transferred, delivered and conveyed by the Directors to one or more non-profit organizations approved by a majority of the directors that is engaged in similar activities.

**ARTICLE II – PURPOSES**

SECTION 1: PURPOSE. The purpose of the New Hampshire Horse Council is to promote the interests of the equine industry of New Hampshire, to act as a liaison among various horse groups and associations, to disseminate information, to educate both the legislature and the general public, to act an official voice of the state equine industry, and to act as an advisory body to the University of New Hampshire, College of Life Sciences and Agriculture, the New Hampshire Department of Agriculture, Food and Markets, the Statewide Trails Advisory Committee and the New Hampshire Farm Bureau Horse Advisory Committee regarding the horse industry and other related horse activities or programs.

SECTION 2: OBJECTIVES. Objectives of the Council shall include, but shall not be limited to:

- A. To further the common interest of the State’s horse industry;
- B. To serve as a means of communication within the industry and to be a voice to those outside the industry where unity and strength are needed;

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- C. To monitor legislative and administrative decisions which may impact horses and/or the horse industry;
- D. To promote horse-related activities, facilities and programs of beneficial interest to the horse industry in New Hampshire;
- E. To promote the highest standard of sportsmanship and horsemanship for activities and events that use horses as a source of healthful recreation and welfare of New Hampshire residents;
- F. To encourage the protection and development of resources vital to the horse industry in New Hampshire; and
- G. To encourage and support programs developed by New Hampshire youth equine groups that use horses for enhancing the development of human behavior.

**ARTICLE III – MEMBERSHIP**

**SECTION 1: ELIGIBILITY.** Any individual, association, corporation, society, partnership, limited liability company, or any other group that subscribes to and wishes to participate in the purposes and policies of the New Hampshire Horse Council (NHHC) in its efforts to support New Hampshire's equine industry is eligible for membership in accordance with the provisions of these bylaws upon payment of annual dues for the appropriate membership level.

Membership dues are payable to the Council on an annual basis. Membership fees and benefits may be changed at the discretion of the Board of Directors.

**SECTION 2: Champion**

- A. Champion, Individual members may attend meetings, participate in committees, receive benefits and vote (as stated herein).  
Champion, Family membership is defined as a maximum of four adults (18 years or older), living in the same household. Each family member may attend meetings, participate in committees, receive benefits and vote (as stated herein).

**SECTION 3: Grand Champion.**

- A. Affiliate Association members are sporting, breed and activity clubs or associations, as well as equine professional organizations that have a voting membership that wish to join the New Hampshire Horse Council and support the Council's efforts in supporting the New Hampshire equine industry. The organization must hold at least one organization meeting per year and have a Board of Directors or Officers or equivalent management structure appropriate to the organization that meets regularly. One official delegate for the organization may attend meetings, participate in committees, receive benefits and vote (as stated herein). All other members of an Affiliate Association are welcome to attend meetings.

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- B. Business/Farm Sponsor members are wholesale or retail businesses, professionals, tack shops, veterinary clinics, feed stores, equine consultants and farms who derive income from equine related activities that wish to join the New Hampshire Horse Council and support the Council's efforts in supporting the New Hampshire equine industry. One official delegate for an organization may attend meetings, participate in committees, receive benefits and vote (as stated herein).
- B. Grand Champion memberships in the New Hampshire Horse Council must meet the following requirements:
1. The organization will be responsible for selection of its delegate to the Council with written notification to the Secretary of the Council; and
  2. The Board of Directors will approve or reject all applications for organizational membership.

**SECTION 4: Pegasus.**

Pegasus (or Philanthropic) members are granted all the privileges and benefits as Champion and/or Grand Champion members (as stated herein). If an organization, the Pegasus member must satisfy the same requirements as the Grand Champion members as listed above. In addition, Pegasus members may receive benefits not available to Champion or Grand Champion members.

**SECTION 5: SPECIAL.** Special memberships may be extended to individuals, organizations, groups or businesses upon the discretion and specification of the Board of Directors.

**SECTION 6: RESIGNATION.** Any member may withdraw from the Council by giving written notice to the Secretary, which will be presented to the Directors by the Secretary at the first meeting after its receipt. Membership fees are non refundable.

**SECTION 7: SUSPENSION.** Any member may be suspended for a period or expelled for cause such as violation of the Articles of Agreement of the Bylaws or rules of the Council, or for conduct prejudicial to the best interests of the Council. Suspension or expulsion will be by a two-thirds vote of the Directors voting at a meeting at which a quorum is present, provided that a statement of the charges has been mailed by registered mail to the last recorded address of the member under charges at least fifteen (15) days before the final action is taken thereon; this statement will be accompanied by a notice of the time when and the place where the Board of Directors is to take action. The member will be given an opportunity to present a defense at the time and place mentioned in the notice.

**SECTION 8: DUES.**

- A. **PAYMENT:** Annual dues are payable with applications for membership and based on the membership level chosen and thereafter on the date of annual renewal each year thereafter. Membership will become effective upon receipt of appropriate dues by the

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Treasurer, and recording thereof. This date will be the "renewal date" as described herein. The annual dues are subject to change by a majority vote of the Directors.

- B. **ARREARS:** Members who fail to pay their dues within thirty (30) days from the time they become due may be dropped from the rolls, and thereupon forfeit all privileges.

**SECTION 9: TRANSFER OF MEMBERSHIP.** Membership in the Council is not transferable or assignable; said request must be submitted in writing to, and approved by, the Council's Board of Directors. Any unapproved attempt to assign or transfer the membership will be void.

**ARTICLE IV – MEETINGS**

**SECTION 1: ANNUAL MEETING OF MEMBERSHIP.** An annual meeting of the members will be held at a time and place as designated by the Board of Directors during the first quarter of each year for the purpose of receiving reports from committees, the Board of Directors, and Officers in the transaction of Council business. At the annual meeting, the Board will present a ballot to the members for their vote on relevant issues.

**SECTION 2: SPECIAL MEETINGS OF MEMBERSHIP.** Special meetings of members may be called by the President, or at the insistence of a majority of the Board of Directors, or mandatory on petition to the Secretary by twenty percent (20%) of the individual members.

**SECTION 3: MEETING NOTIFICATION.** Written notice stating the place, date and hour of the meeting will be delivered not less than ten (10) days prior to the date of the meeting, either personally or through the mail or email or through the Council's newsletter, to the last recorded address of each individual member and organization delegate. In case of a special meeting or when required by law or by the Articles of Agreement or bylaws the purpose for which the meeting is called shall be stated in the notice.

**SECTION 4: FINANCIAL REPORTS.** At the opening of the annual meeting of this Council the President may appoint an Auditing Committee from its the membership, who will examine the books and financial records of the Council. The Board may also retain a financial advisor to review yearend financial statements, budgets, state and tax filings.

**SECTION 5: VOTING.** Only members and official delegates of Affiliate Association and Business/Farm Sponsor members that are in good standing, 18 years of age and over, are entitled to vote at the annual and special meeting(s) and at any other duly called vote from the Board of Directors (as stated herein).

**SECTION 6: PROXIES.** No proxy vote will be valid.

**SECTION 7: BUSINESS.** The order of business and procedures of each meeting will be conducted according to Robert's Rules of Order, newly revised. The President may appoint a Parliamentarian.

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SECTION 8: PRESIDING OFFICERS. The President of the Council will preside at all meetings unless unable to attend. In that event, the first Vice-President will serve and preside, in succeeding order of Vice Presidents (if applicable) should the first Vice-President be unable to attend. In the absence of both the President and any Vice-Presidents, the members present will choose a member of the Board to preside at the meeting. The Secretary of the Council will act as the secretary of all meetings. In the event of the absence or inability of the Secretary to serve, the presiding officer will appoint an acting Secretary for the meeting.

**ARTICLE V – BOARD OF DIRECTORS**

SECTION 1: GENERAL POWERS. The Board of Directors is the governing Board of this Council.

SECTION 2: QUALIFICATIONS AND TENURE. The Board of Directors will consist of up to 11 Directors-at-large.

SECTION 3: REGULAR BOARD MEETINGS. The Board of Directors may meet prior to or following the annual membership meeting and will hold at least one additional Board meeting per year. A Board of Directors meeting is any meeting where it has been scheduled noting the time, date, location and agenda, and where the majority of directors have approved the meeting. The meetings may be, but not limited to, in person, via tele-conferences and/or electronic communication.

SECTION 4: SPECIAL BOARD MEETINGS. Special meetings of the Board of Directors may be called by the President and/or by a majority of the Board of Directors. They may convene and act at any time when a quorum of the Board of Directors is present.

SECTION 5: ELECTION AND TERM OF OFFICE. Directors will be elected at the annual meeting of Directors. Applications of interested applicants must be submitted to the Board no later than 30 days prior to the annual meeting of Directors. A vote of 2/3 of the Directors is required to elect a Director to the Board. Every Board member, upon election, must sign and file with the Secretary, a conflict of interest agreement pursuant to state law. The Board may elect to stagger terms in one or two year terms.

SECTION 6: RE-ELECTION. There is no limit to the number of times a Director may be re-elected.

SECTION 7: VACANCIES. A vacancy in the Board because of death, resignation, removal, disqualification or otherwise may be fixed by plurality vote of the remaining Directors. Each Director so elected will hold office until the next annual meeting of members.

SECTION 8: SALARIES. Directors and officers as such will not receive any stated salaries for their services.

SECTION 9: REMOVAL OF DIRECTORS. Directors-at-large may be removed from office by two-thirds (2/3) vote in person of the other directors at any meeting of the Board of Directors at

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which a quorum is present. No cause must be shown for removal. Any Directorship vacated by such removal will be filled as provided in Section 7. Directors are expected to attend all scheduled Board meetings and non-attendance at two (2) sequential regular meetings without being excused by the President of the Council is grounds for initiating the removal process.

**ARTICLE VI – OFFICERS**

**SECTION 1: OFFICERS.** The Officers of the Council are a President, a First Vice President, a Treasurer, and a Secretary. Officers must sit on the Board of Directors. The Board of Directors may elect other Officers in accordance with the provisions of this Article, including one or more assistant Secretaries and one or more assistant Treasurers. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**SECTION 2: AUTHORITY.** The Executive Committee composed of the Officers of the Council has full authority and powers of the Board of Directors during intervals between Directors meetings, but is subject to policies set by the Board of Directors and may take no action specifically reserved to the Board of Directors by law or as set forth in these bylaws.

**SECTION 3: ELECTION AND TERM OF OFFICE.** Officers will be elected by majority vote of the membership at their annual meeting, with quorum present, for a term of one (1) year or until the successor is installed. There is no limit to the number of times an Officer may be re-elected.

**SECTION 4: VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by plurality vote of the Board of Directors for the unexpired portion of the term. In case of necessity, the President may appoint a Board member to temporarily fill the vacant office until the next meeting of the Board of Directors. In the event of a vacancy in the office of President, the First Vice President shall perform the duties and responsibilities of President until the next meeting of the Board of Directors.

**SECTION 5: REMOVAL.** Any Officer may be removed from office by three-quarter vote of the other members of the Board at any meeting of the Board at which a quorum of the Board is present. Any office vacated by such removal will be filled by vote of the Board of Directors for the unexpired portion of the term.

**SECTION 6: POWERS OF PRESIDENT.** The President will be principal executive officer of the Council and will in general supervise all of the business and affairs of the Council. The President will preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Council authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the board of Directors has authorized to be executed, except in case where the signing and execution thereof is expressly delegated by the Board of Directors or by law, the Articles of Agreement or Bylaws to some other officer or agent of the Council; and in general will perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

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**SECTION 7: POWERS OF FIRST VICE PRESIDENT.** In the absence of the President or in the event of inability or refusal to act, the First Vice President will perform the duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions upon the President. Any Vice President will perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

**SECTION 8: POWERS OF TREASURER.** If required by the Board of Directors, the Treasurer will give bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors determines. The Treasurer will have charge and custody of and be responsible for all funds and securities of the Council; receive and give receipts for monies due and payable to the Council from any source whatsoever, and deposit all such monies in the name of the Council in such banks, trust companies or other depositories as are selected in accordance with the provisions of Article IX of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

**SECTION 9: POWERS OF SECRETARY.** The Secretary will keep the minutes of the meeting of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of the Bylaws as required by law; be custodian of the corporate records and the seal of the Council and see that the seal of the Council is affixed to all documents, the execution of which on behalf of the Council under its seal is duly authorized in accordance with the provisions of the Bylaws; keep a register of the post office address of each member which is to be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

**ARTICLE VII – COMMITTEES**

**SECTION 1: COMMITTEE AUTHORIZATION.** The Board of Directors may designate committees as deemed necessary, and may specifically delegate appropriate authority and powers of the Board thereto, except in a matter specifically reserved to the Board members or officers by law or the Articles of Agreement or Bylaws. Committees of the Council are created by a majority vote at a meeting at which a quorum is present of the Board of Directors. Such resolution or motion will state the mission of the committee, the scope of authority of the committee and specify the reporting date(s) for the committee to the membership or Board of Directors.

**SECTION 2: QUALIFICATIONS AND TENURE.** Committee members are designated according to provisions of the Bylaws. Each member of a committee will continue as such until the next annual meeting of the members and until the successor is appointed, unless the committee is sooner terminated, or unless such member be removed from such committee by the appointing authority, or unless such member ceases to qualify as a member thereof.

**SECTION 3: VACANCIES.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

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SECTION 4: EXECUTIVE COMMITTEE. The Officers of the Council comprise the membership of the Executive Committee.

SECTION 5: COMMITTEE CHAIRS. A Chair for each Committee will be appointed by the President from the members of the Board of Directors. In cases of necessity, an Acting Chair may be elected by committee members until the first opportunity that a new Committee Chair can be appointed by the President.

SECTION 6: COMMITTEE MEMBERS. Committee members will be appointed form Council members by the President. A Committee may consult with any number of non-member advisers or form subcommittees as necessary.

**ARTICLE VIII – QUORUM RULE**

SECTION 1: MEMBERSHIP QUORUM. Five percent (5%) of the members or thirty (30) members, whichever number is smaller, will constitute a quorum of the general membership required for the conduct of business, and the act of a majority of the members voting at a meeting at which a quorum is present will be the act of the membership unless the act of a greater number is required by law or the Articles of Agreement or the Bylaws.

SECTION 2: DIRECTORS QUORUM. A simple majority of the Board of Directors will constitute a quorum of the Board of Directors required for the conduct of business, and the act of majority of the Board of Directors voting at a meeting at which a quorum is present will be the act of the Board of Directors unless the act of a greater number is required by law or by the Articles of Agreement or the Bylaws. Majority and quorum numbers shall not include any interested directors, unless after full disclosure of said Director's interest to the Board, the Board permits the Director to participate in the vote. Said disclosure and approval must be made in writing.

SECTION 3: EXECUTIVE COMMITTEE QUORUM. A simple majority of the Executive Committee will constitute a quorum of the Executive Committee required for the conduct of business, and the act of a majority of the Executive Committee voting at a meeting at which a quorum is present will be the act of the Executive Committee unless the act of a greater number is required by law or by the Articles of Agreement of the Bylaws.

**ARTICLE IX – FINANCES**

SECTION 1: POWERS. The powers of the New Hampshire Horse Council Board of Directors are to own, direct, manage, supervise, and control all property and funds of this Council within the rights and privileges of the Articles of Agreement within the State of New Hampshire.

SECTION 2: CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Council in addition to the officers so authorized by its Bylaws, to enter into any contracts or execute and deliver any instrument in the name of the New Hampshire Horse Council, and such authority may be general or may be confined to specific instances.



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SECTION 3: CHECKS, DRAFTS OR ORDERS. All checks, drafts, or orders for the payment of money, notes or other evidences of the indebtedness issued in the name of the Council will be signed by the Treasurer. In the case of death or incapacitation of the Treasurer, the President is authorized to sign in his or her absence. The Treasurer must have approval of the Board of Directors prior to disbursement of funds in excess of \$500.00 (five hundred dollars and no cents). Financial records will be submitted annually for audit.

SECTION 4: DEPOSITS. All funds of the Council will be deposited from time to time to the credit of the Council in such banks, trust companies or other depositories as the Executive Committee may select.

SECTION 5: GIFTS. The Executive Committee or Board of Directors may accept on behalf of the Council any contributions, gift, bequest, or device for any purpose of the Council.

SECTION 6: LOANS. No loans will be made by the Council to its Directors or Officers.

**ARTICLE X – RATIFICATION AND AMENDMENTS**

SECTION 1: RATIFICATION. These Bylaws will be ratified and will become effective upon a two-thirds majority vote of those in attendance voting at an open Board of Directors meeting.

SECTION 2: AMENDMENTS. These Bylaws may be altered, amended or repealed, or new Articles adopted by a two-third majority of the Board of Directors voting with a quorum present at any regular meeting when proper advance written notice is given of intention to alter, amend, repeal or adopt new Articles at such meeting.

**ARTICLE XI-MISCELLANEOUS**

SECTION 1: **Non Discrimination Policy:** The Council shall not discriminate against any person in any manner on the basis of sex, race, age, religion, handicap or ethnic origin.

SECTION 2: **Limitation of Liability.** Unless otherwise expressly authorized by the Board, the directors and officers shall serve without compensation and, pursuant to NH RSA 508:16, shall not be liable for bodily injury, personal injury and property damage if the claim for such damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carrier on to accomplish the purpose of the Council.

SECTION 3: **Indemnification:** Unless otherwise prohibited by law, the Council may indemnify any director or officer or any former director or officer and may, by resolution of the Board of Directors, indemnify any employee, against any and all expenses and liabilities incurred by him or her in connections with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee of the Council. However, there shall be no indemnification relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense, or liable to the Council for damages arising out of his or her own gross negligence in the performance of a duty to the Council.

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Amounts paid in indemnification of expenses and liability may include, but shall not be limited to, counsel fees and other fees, costs and disbursements, and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer or employee. The Council may advance expenses for, where appropriate, and may itself undertake the defense of any director, officer or employee. However, such director, officer or employee shall repay such expenses if it should be ultimately determine that he or she is not entitled to indemnification under this Article.