

Chinook Equine Association
By Laws

Article I

Date of Adoption

These By-Laws were adopted on December 1, 2003 by the Chinook Equine Association, a non-profit corporation formed under the laws of the State of Oregon, in accordance with the Articles of Incorporation, duly filed and acknowledged in the office of the Secretary of State. The vote of the membership is recorded in the minutes of that date. Modifications to the wording of Article II, item 3b were approved by a majority of the voting members who were present at the Board Meeting held on November 11th, 2005.

Purpose

The purpose of this organization is to promote equine activities through education, scholarships and equine-related events. Scholarship funds will be provided through the club's charitable activities, a portion of membership dues and through sponsorships from other individuals or organizations.

Article II

Membership

1. Qualifications
 - a. Anyone may become a member.

2. Membership Fee
 - a. Membership fee is set each year.
 - b. Types of annual memberships
 - i. Individual (non-voting)
 - ii. Family (non-voting)
 - iii. Voting
 - c. Lifetime membership will be called "Lifetime Member".

3. Annual memberships
 - a. Run for the length of one show season
 - b. Expire on the day of the Championship Show each year.

4. Membership not Transferable
 - a. Membership shall not be transferable, or assignable.

5. Termination of Membership
 - a. The interest of the member in the association, financial or otherwise, shall cease upon termination of membership, and there shall be no compensation therefore paid by the association. This shall not be construed to affect a separate business relation, or obligation, between a member and the association.

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- b. A member may be removed by the voting membership for cause, such as, but not limited to, infractions of association rules, and unbecoming conduct. Such removal will require a majority vote of the voting membership, and the member must then be notified of the action, the reason for same, and be advised that he may appeal the action at an open meeting of the association. If no appeal is made within 30 days after notice, the member shall be removed from the rolls. If appealed, the case will be voted upon at the next regular meeting of the association. A majority vote will decide. Upon removal from the rolls, all unpaid dues and assessments, and any other obligations of the member to the association are immediately due and payable.

Article III

Dues

1. Annual memberships shall be valid for 1 show season.
2. The amount of the annual dues for both annual and lifetime memberships may be re-established, for the next membership year, on recommendation of the Board of Directors, at the annual meeting subject to approval by a majority vote of the voting membership.

Article IV

Board of Directors and Officers

1. The Board of Directors shall consist of all officers.
2. Anyone serving as an officer (president, vice-president, secretary and/or treasurer) or serving as a committee head will automatically receive an annual voting membership.
3. Power of the Board of Directors.
 - a. The Board of Directors shall be the governing body of the club.
 - b. A quorum of 60% of the Board of Directors is required to make an official decision.
 - c. The Board of Directors shall have the power to conduct all business and to authorize any executive acts of officers falling within the legitimate activities of the club, except that the acts states below (Para. 3ci, 3cii, 3ciii, 3iv, and 3cv) will require written notice to all members and will then be subject to approval by the majority of a quorum at a regular association meeting.
 - i. The acquisition of real property or real estate by lease, rental, gift, purchase, demise or other methods.
 - ii. Any act which will require an assessment against the members, except as provided in Article X.
 - iii. Any act which may reasonably be expected to incur a liability in excess of the current liquid assets of the club. In the interpretation of this item, the liability is to be computed without benefit of any expected financial return from the act.
 - iv. Any act which may incur an intangible liability, such as, but not limited to, the employment of labor.
 - v. The investment of club funds.

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4. Election of Officers

- a. Officers shall be elected annually at the December Board Meeting.
- b. Nominations for officers will be taken during November prior to the December Board Meeting.
- c. Nominations may be made by any association member.
- d. Nomination is official when it has been recognized by a current Board member.
- e. The Secretary shall prepare a notice of election, giving the time and place of the election, and announcing the slate of candidates submitted by the nominating committee. This notice shall be mailed to all voting members prior to the election date.
- f. The election shall be by secret ballot, and voting on each office shall be separate and in this sequence: President, Vice President, Secretary, Treasurer, Points Keeper and Newsletter. A member not elected for one office shall be eligible for any remaining offices not yet voted upon.
- g. A majority vote of a quorum shall be necessary to elect.
- h. In the event a quorum is not present, the Board of Directors and the voting membership shall elect the new officers and Director no later than ten days after the announced election date, and shall notify all members by mail of the results of the election.
- i. Any officer will be eligible for re-election to office.

5. Bonding of Officers

- a. At the discretion of the Board of Directors the President and the Treasurer shall be bonded, the cost of the bonds to be borne by the club.

6. Authority of Officers

- a. The authority of officers, except as specifically provided herein, shall be obtained from the Board of Directors, and each officer shall be responsible to the Board for his acts, and will report to the Board as required.

7. Vacancies on the Board

- a. Vacancies occurring on the Board of Directors between regular elections shall be filled for the remainder of their term, by appointment by the Board, acting as an electing body.

8. Removal from Office

- a. A Board member, whether an officer or not, may be removed from the Board for cause. In such case, a complaint must be filed in writing by one or more members of the club with the chairman of the Board, with the President, or with any other member of the Board. A board of review consisting of three members (not Directors and not including the plaintiff) must then be appointed by the Director receiving the complaint. If, after the accused Director has had a full hearing, the board of review finds the complaint valid, the Board shall then declare the position vacant, and a new member shall be elected by the club at the next regular meeting. In such cases, the position may not be filled by appointment.

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Article V
Duties of Officers

The duties of the officers shall be as follows:

1. President: The president shall:
 - a. Preside at all meetings of the club.
 - b. Countersign all vouchers drawn against the funds of the club.
 - c. Sign any legal papers and perform other official acts in the name of the club as authorized by the Board of Directors.
 - d. Appoint all committees.
 - e. Call special meetings of the club.
 - f. Call meetings of the Directors when, in his judgment, such meetings are necessary.

2. Vice President:

The Vice President shall assist the president as the latter may direct and will countersign vouchers in the absence of, and in lieu of, the President.

3. Secretary: The Secretary shall:
 - a. Maintain the official books of the club, as required by law, in which there shall be kept:
 1. An accurate and up-to-date copy of the by-laws.
 2. An accurate record of members names and addresses, and signatures.
 3. A record of all past members.
 4. A record of each election, the persons elected, and the tellers reports.
 5. A record of appointments to the Board of Directors.
 6. The official minutes of all Board meetings.
 7. The official minutes of all club meetings.
 - b. Maintain attendance records and determine quorum requirements.
 - c. Mail notices of all meetings to members.
 - d. Establish a place of safe keeping for documents and other important papers of the club.
 - e. Serve as historian of club activities. This duty may be delegated if approved by the Board.
 - f. Serve as custodian of the corporate seal, the Articles of Incorporation, and other papers dealing with corporate affairs.

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4. Treasurer: The treasurer shall:
- a. Be accountable for all funds received and disbursed.
 - b. Sign vouchers against club funds when properly authorized by the Directors.
 - c. Be responsible for the safekeeping of funds.
 - d. Collect all dues and assessments.
 - e. Maintain a set of books showing receipts, disbursements, and cash balance.
 - f. Maintain an accounting of all tangible and intangible assets and liabilities of the club.
 - g. Submit a year-end report, before leaving office, accounting for all funds and assets of the club, to an auditing committee consisting of two members of the club (not Directors) appointed by the Chairman of the Board and reporting to the Board.

Article VI
Term of Office

All Officers and Board members shall take office just prior to adjournment of the meeting at which they are elected.

Article VII
Standing Committees

The following standing committees shall be appointed, and their duties shall be as follows:

1. Membership Committee

The function of this committee shall be to recruit new members, to acquaint them with club rules and by-laws, to see that they are properly introduced to other members, and in general to promote active participation in club affairs.

Members will be allowed to invite guests to use the club grounds provided club rules are observed and that the member takes full responsibility for his guest and for any liability that may arise against the club from the use of the club grounds by the guest.

2. Banquet Committee

This committee will plan and execute the yearly Awards Banquet.

3. Sponsorship Committee

This committee will be in charge of all money-making activities within the organization.

4. Awards Committee

This committee will be responsible for the purchase of all end-of-year awards.

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5. Scholarship Committee

This committee will be responsible for the evaluation of scholarship applications and distribution of scholarship funds.

6. Championship Show Committee

This committee will be responsible for the organizing and implementing the year-end championship show.

7. Rulebook Committee

This committee will be responsible for developing, maintaining and presenting rule changes to the voting membership.

Article XIII

No member to benefit financially

No member of the club may use any of the club grounds, buildings, or facilities for any activity which is conducted for personal profit or gain, except with written approval of the Board.

Article IX

*Financial Policy

It shall be the duty of the Board of Directors to conduct the affairs of the club so that a reasonable and sufficient cash surplus is established and retained in the treasury. The surplus is to be sufficient to cover adequately the expenses of major exhibitions or similar activities.

Further accruals of surplus may, with the approval of the membership, be used to improve the grounds and facilities of the club.

No distribution of surplus, or other funds, is to be made to members at any time, except as necessary in the event of dissolution.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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Article X

* Quorum

Quorum sufficient for the conduct of business of the club shall be as follows:

1. To change the purpose of the club, or other matters affecting the Articles of Incorporation, the quorum must be as required by law (Currently a two thirds vote of all members in good standing is required).
2. To amend these by-laws, and to adopt them in the first instance, a majority vote of all members in good standing is required.
3. To conduct any other business as the club, a quorum shall be 20 percent of the members in good standing.

Article XI

Balloting by Mail

The Board of Directors may, as its discretion, put any question to vote by mail. In such cases, the following procedure will be used:

1. The Directors will appoint two tellers (not Directors) to supervise the balloting, and one will be named to receive the ballots.
2. The secretary will be instructed to prepare the ballots, which are to be approved by the Directors prior to mailing.
The envelope containing the ballots shall also contain a blank, un-addressed and un-signed envelope to receive the ballot. This envelope shall be sealed by the member voting, and shall be placed in another envelope addressed to the receiving teller. The back of this envelope will be signed by the member balloting.
3. The ballot will announce the closing date and time for balloting.
4. When the balloting is closed, the secretary, the treasurer, and the two tellers will meet, and the secretary will first attest all signatures, and the treasurer will vouch for each members standing.
5. The valid ballots will then be removed from the outer envelope, without opening the inner envelopes, and the secretary will record the names of those voting, and the names on the individual ballots. The open envelopes may then be destroyed.
6. The inner envelopes of the valid ballots will be opened and the tellers will count the vote, which will be recorded by the secretary and witnessed by the treasurer and both tellers.
7. The Secretary will promptly announce the results to the Board of Directors. At its discretion, the Board may notify all members of the results by mail, or may announce them at the next regular meeting of the club.

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Article XII

*Meetings

The club will meet at least once each quarter to conduct business at places and times established by the Board of Directors.

Article XIII

Order of Business and Rules

The order of business shall be at the discretion of the President. Roberts Rules of Order shall be followed in the conduct of business.

Article XIV

Amendments

An amendment to these by-laws may be proposed by any member in good standing at any regular meeting of the club. The proposal must have three second motions before being submitted to the membership for a vote.

If seconded by three members, the secretary will be instructed to prepare a Notice of Proposal to amend the By-Laws, and such notice must be mailed to each member within thirty days after the proposal is made.

Before mailing the notice, the Board of Directors will determine whether to submit the question by mail or in a regular meeting, and will fully instruct the Secretary, who will include with the notice the full details concerning the manner of voting, the place and the time. However, three members may require the balloting to be accomplished by mail by submitting such request in writing to the Board of Directors.

The question will then be put to vote not less than ten nor more than thirty days after mailing of the notices.

A majority vote of all members in good standing will be required to adopt an amendment.

Article XV

By-Laws in Force

These By-Laws will be in force immediately upon adoption by a majority vote of the membership. The Board of Directors will be elected for the first time immediately after the adoption of these By-Laws, and will serve until the first regular election thereafter.

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Article XVI
Scholarships

1. Funding of scholarships shall be made up of:
 - a. \$2 of each CEA membership garnered for that year shall be set aside for the scholarship fund
 - b. Donations specifically ear-marked for the scholarship fund.
2. Decisions on the number of scholarships and monetary amount of each scholarship to be presented at the year-end banquet will be determined by the Scholarship Committee.
3. Applications for Scholarship
 - a. Applicants will fill out a form to be created by the scholarship committee.
 - i. Form will require applicants to complete an essay
 - ii. Provide proof of academic record
 - iii. Personal references
 - b. Applications will be processed by the Chairperson of the Scholarship Committee who will make each application anonymous.
 - c. Anonymous applications will be reviewed and voted upon by the current voting membership.
 - i. Exceptions who are excluded from voting
 1. Chairperson of the Scholarship Committee
 2. Immediate family of applicant
 - d. Applications must be received by October 1st of the current year.
4. Awarding of scholarships will take place at the year-end banquet of the current year.