

**BYLAWS
OF
KENTUCKY MIATURE HORSE
BREEDERS CLUB, INC.**

**ARTICLE I
Purpose**

The purpose of the Kentucky Miniature Horse Breeders Club, Inc. shall be to promote the MINIATURE HORSE and the organization that promoted them. To educate owners, members, and other interested parties; and to unite all miniature horse owners in Kentucky to apply for the Kentucky Breeders Incentive Fund.

**ARTICLE II
Offices**

The corporation may have such other offices, within the Commonwealth of Kentucky, as the business of the corporation may require from time to time.

**ARTICLE III
Membership and Dues**

(A) Membership and Dues

(1) The membership of this club may be for any individual.

a. The applicant must be a current member of the American Miniature Horse Association, Inc. in good standing.

b. The applicant must be 19 years old as of January 1st of the current year and will become a full active member upon payment of dues.

c. An applicant eighteen (18) years or younger as of January 1st of the current year will be a youth member with all rights except voting and will not be required to pay dues.

d. Annual Membership shall start January 1st and end December 31st of the current year.

(2) Dues must be paid by February 1st of the current year. Any member who fails to renew membership by February 1st shall be temporarily suspended from the privileges of membership, including voting rights, until the dues are paid.

(3) The amount of dues may be changed by the voting membership of this corporation at any General Membership Meeting.

(B) Voting

Only dues paying active members attending the meeting will have the right to vote on any matter of business according to these bylaws and amendments. A new member must have paid their dues by January 1st of the current year to vote at the next annual meeting. If their dues are paid after January 1st of the current year, the new member may vote on any membership matter of business after the annual meeting.

(C) Membership Meetings

Membership meetings shall be in the first quarter of each calendar year.

(D) Annual Meeting

The Annual Meeting of the membership will be for the election of directors and officers and other corporation business.

(E) Special Meetings

Special meetings of the membership may be called at any time by the president, vice president or secretary upon written request of five (5) members in good standing.

(F) Notice of Meetings

Notice of every annual meeting and special meeting of the membership shall be by U.S. Postal Service, telephone, or electronic media (email or fax) to the recorded paid membership at least ten (10) business days prior to the meeting.

(G) Suspension or Removal from Membership

Members, whose public actions are not in the best interest of the corporation, may be suspended or removed from the membership by action of a majority vote of the full Board of Directors. The suspended member may be reinstated or dropped from the membership and not allowed to continue in activities eligible to members by action of a majority vote of the full Board of Directors.

ARTICLE IV

Membership Privileges

(A) Each eligible member in good standing is entitled to vote on each voting subject.

(B) Non members present at a meeting are not entitled to vote.

(C) All members shall be entitled to speak and participate in all meetings.

ARTICLE V
Directors

(A) General Powers

The business and affairs of the corporation shall be managed by its board of directors. All directors are required to familiarize themselves with the Bylaws and ensure compliance with the Bylaws.

(B) Number, tenure, and qualifications

The number of directors of the corporation shall be no more than **seventeen (17)**, but may be increased or decreased by amendment of these bylaws. The directors representing the miniature horse clubs shall be elected at the annual meeting of each club by the dues paying active members present at the annual membership meeting. Directors **must reside in the state of Kentucky** and will be comprised of the following:

1. The President, Vice President, Secretary, and Treasurer of the KMHBC.
2. Two members from each Miniature Horse Club represented in Kentucky, as recognized by this Board of Directors.
3. One member from each of the founding farms (the founding farm owner(s) will designate a family member to represent them as the founding farm director):
Nostalgia Farm
Pecos East Farm
Congleton Farm
Taylor Made Farm
DSB Farm
4. Two at large Directors elected at the Annual Membership Meeting. Nominations may be taken from the floor and may be made by any current KMHBC member in good standing. Any current KMHBC member in good standing may be nominated.
5. No salary will be paid to any director. Only one family member may serve as a director at a time.

(C) Absences from board meetings

Any Director that is absent from three consecutive board meetings, without having his or her absences excused by the quorum of the board, may be removed from the board by a majority vote of the remaining directors.

(D) Removal

Any Director may be removed from the office by a majority of the board of directors, with or without cause, whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a Director or agent shall not of itself create contract rights.

(E) Vacancies

Should a vacancy occur on the board before completion of a term, such vacancy may be filled by the affirmative vote of a majority of the remaining board of directors.

(F) Board Meetings

The board of directors will hold regular scheduled meetings to address any business as may properly come before the board. The board of directors may provide, by resolution, the time and place, within the Commonwealth of Kentucky, for the holding of additional regular meetings without other notice than such resolution. All board meetings are open to all members. **15 days notice of date, time and location of the meeting shall be given.**

(G) Special Meetings

Special meetings of the board of directors may be called by or at the request of the president, or by a majority of the board of directors in office. The person or persons authorized to call special meetings of the board of directors may fix any place, within the Commonwealth of Kentucky, as the place for holding any special meeting of the board of directors called by them.

(H) Notice

Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally or emailed to each director. Neither the business to be transacted at, nor the purpose of, any annual, regular, or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

(I) Quorum

A minimum of one-half of the number members of the board of directors; if a fractional number, then the number will be rounded up; must be present at the call to order by the President shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

The quorum will be based on the elected directors. (President, Vice-President, Secretary, Treasurer, two at-large directors and the affiliated clubs' elected directors).

(J) Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

(K) Compensation

No director shall receive compensation for his/her services as director; however, any expenses incurred by any director by reason of his/her duties or responsibilities as such may be paid by the corporation; provided, that nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

(L) Committees

The board of directors shall have authority to establish such committees as it may consider necessary or convenient for the conduct of its business.

ARTICLE VI Officers

(A) Classes

The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers whose duties may be fixed from time to time by the board of directors and who are to be elected in accordance with the provisions of this article.

1. Members shall be asked to submit or nominate any Board member in good standing.
2. Any person nominated retains the right to decline nomination.
3. At least one person must be nominated as a candidate for each office.
4. It is not permissible for one person to hold more than one office at a time.
5. All officers must reside in the state of Kentucky.
6. No salary will be paid to any officer.

(B) Election and term of office

Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided. After the initial election of officers at the corporation's organizational meeting, the officers of the corporation shall be elected every year by a majority of the members present at the annual membership meeting with nominations taken from the floor.

Nominations may be made by any current KMHBC member in good standing. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as shall be convenient. Vacancies may be filled or new offices created and filled at any meeting of the board of directors.

1. All officers are required to familiarize themselves with the Bylaws and ensure compliance with the Bylaws.
2. All officers are required to attend 100% of the membership meetings. If two consecutive meetings are missed without just cause, action will be taken to cease the duty of that officer.
3. If at any time, an officer feels that they are no longer able (or no longer desires) to participate in the required activities, that officer may step down and a volunteer officer will be appointed by the board of directors to fill their term.

(C) Removal

Any officer elected or appointed by the active board may be removed from office by a majority of the board of directors, with or without cause, whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

(D) Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by a majority vote of the board of directors for the unexpired portion of the term.

(E) President

The president, a dues paying active member who is also a member of the board of directors, they shall be the chief executive officer of the corporation and shall in general supervise and control all of the day-to-day business and affairs of the corporation. The president shall 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. The President shall preside at all General and Special meetings of the organization, except for the committee meetings at which he/she is an ex-officio member. The President may only vote to break a tie vote. The President shall see that the Bylaws, Rules and Regulations are enforced. The President shall also be a co-signer on the checking account.

(F) Vice President

The vice president will be a dues paying active member who is also a member of the board of directors. In the absence of the president or in the event of his/her inability or refusal to act, the vice president shall perform the duties of the president and, when so acting, shall have all of the powers and be subject to all of the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned by the president or by the board of directors. The vice president will assume the duties of the President, if the President should be unable to perform his/her duties.

(G) Secretary

The secretary, a dues paying active member who is also a member of the board of directors, shall:

1. Keep the minutes of the members' and the board of directors' meetings in one or more books provided for that purpose.
2. Take attendance at all meetings. The attendance records are to become a part of the official minutes of each meeting.
3. Report minutes at general membership meetings.
4. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
5. Be custodian of the corporate records.
6. 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.
7. In the absence of the Secretary, the officers may appoint someone to take the minutes of the meeting.
8. The Secretary will maintain an up to date list of the names, addresses and phone number of all members in good standing.

(H) Treasurer

The treasurer will be a dues paying active member who is also a member of the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the board of directors shall determine. The treasurer shall:

1. Have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws.
2. Collect dues and keep the accounts.
3. Give a financial report (verbal and written) at each meeting or at such time as may be required by an officer.
4. Sign checks on behalf of the organization. The president shall be a co-signer on the account to sign checks in lieu of the absence of the treasurer.
5. Produce a receipt and/or proof of where all monies spent to any officer upon request.
6. Have the books in order for an annual audit at the end of each year and upon the transition to a newly elected treasurer.
7. Be bonded, with the club setting the bonding limits each year or as necessary.
8. In general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the board of directors. Each year in sufficient time prior to the annual meeting, the treasurer will submit the corporation's financial books and records to an auditor/audit committee, chosen by the board of directors, who will audit this information and report his/her findings and recommendations to the board.

ARTICLE VII

Committees

Committee Chairpersons will be appointed by the Board of Directors. The Committee Chairperson shall appoint or take volunteers from among the general membership to fill positions on their committee. It is the duty of the Committee Chairpersons to organize their committee and make reports to the membership at each meeting. Committees can be created and empowered by the officers to help with all activities of the organization.

ARTICLE VIII

Contracts, Loans, Checks, and Deposits

(A) Contracts

The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

(B) Loans

No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

(C) Checks, drafts, orders, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

(D) Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

(E) Gifts

Any director or officer may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the corporation.

No officer shall make charitable contributions in the name of, from the funds of, or on behalf of the corporation without prior authorization by the board of directors.

ARTICLE IX

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and board of directors, and shall keep at the principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the corporation may be inspected by any director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X

Fiscal Year

The fiscal year of the corporation shall be the calendar year.

ARTICLE XI
(Deleted)

ARTICLE XII
Rules

The Roberts Rules of Order as amended and revised shall govern the conduct of any and all meetings.

ARTICLE XIII
Amendment of Bylaws

These bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote at a meeting of the organization by two thirds of the membership present at such meeting, provided that the proposed amendment, alteration, change, addition, or repeal has been presented in the notice of the meeting and mailed to the membership **15 days** prior to the meeting in which the vote would be taken.

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