

**BY-LAWS
OF
NORCAL MINIATURE HORSE CLUB**

ARTICLE I - NAME

The name of this organization shall be **NORCAL MINIATURE HORSE CLUB**. It shall at all times be operated and conducted as a non-profit organization in accordance with the laws of the United States of America and the State of California providing for such organizations and by which it shall acquire all rights as granted to organizations of this kind.

ARTICLE II - AFFILIATION

NORCAL MINIATURE HORSE CLUB, hereinafter referred to as **NORCAL** shall be a sanctioned club of the American Miniature Horse Association, Inc., a Texas corporation hereinafter referred to as A.M.H.A. **NORCAL** will cooperate with A.M.H.A. and abide by their rules pertaining to the operation of sanctioned clubs.

ARTICLE III - PURPOSE

The purpose of **NORCAL** is to develop interest in, and promote the miniature horse breed; to develop and promote good fellowship and sportsmanship between members of **NORCAL** and other affiliated clubs as well as among other people and organizations; to encourage excellence in the breeding, training and exhibition of good quality miniature horses; to cooperate with all equine breeding registries, and to preserve the health and welfare of the miniature horse.

ARTICLE IV - PLACE OF BUSINESS

The principal place of business of **NORCAL** shall be located within the State of California north of an imaginary line running from east to west through Bakersfield, California. The Board of Directors is hereby granted full power and authority to change the principal office from one location to another within the State of California, north of said imaginary east-west line through Bakersfield, California, for the convenience of transacting business. Business may be conducted or carried on within the established boundaries of the State of California, and in the State of Nevada, at any place convenient to such officials as may be participating.

ARTICLE V - MEMBERS

Section 501. Eligibility

Membership is open to all persons who are interested in the miniature horse breed, the purposes of the miniature equine breed registries, and this organization. Members in good standing are those persons who have applied for membership in **NORCAL** and who are not in arrears in the payment of their dues as set forth herein.

Section 502. Classes of Members

There shall be two classes of members. An individual membership shall consist of a single individual. A family membership shall consist of two adults living in a common household, or one or more adults living with children under the age of eighteen (18) years.

Section 503. New Members

Application for membership shall be in writing and shall provide the name of the applicant and the type of membership sought. An application for family membership shall include the names of the adults living in the common household, together with the names and dates of birth of all dependent children to be included in the membership. All membership applications shall be accompanied by the appropriate membership fee and shall be submitted to the Secretary of **NORCAL**.

Section 504. Renewal Membership

Membership in **NORCAL** shall be renewed annually by submitting a completed membership form and the appropriate dues and/or fees as set forth in these By-Laws.

Section 505. Annual Dues

Each individual or family membership shall pay annual dues to **NORCAL** in such amounts as the membership may prescribe. Annual dues shall be due and payable on January 1st of each year. A member whose annual dues have not been paid by March 1st shall automatically be dropped from membership in **NORCAL** and shall no longer participate or be able to vote on **NORCAL** matters. New members joining **NORCAL** for the first time may participate in and vote on all **NORCAL** matters for the year that their membership applies.

Section 506. Reinstatement of Membership

Any member seeking reinstatement of membership shall complete an application for membership which shall be submitted, along with the appropriate membership fee, to the Secretary of **NORCAL**.

Section 507. Transferability of Membership

Membership in **NORCAL** is not transferable or assignable. Failure to make payment of annual dues, as required herein, shall signify termination of membership. The interest of any member in the property or moneys of **NORCAL** shall cease with the termination of his/her membership. A new member, or reinstated member joining **NORCAL** after March 1st shall automatically be considered to have paid dues for the calendar year.

Section 508. Salaries

There shall be no salaries for any member, director or officer of **NORCAL**. Compensation for services rendered shall require a two thirds majority vote of the Board of Directors.

ARTICLE VI - MEETINGS

Section 601. General Membership Meetings

Meetings of the general membership shall be held a minimum of two (2) times each calendar year. All members in good standing pursuant to the provisions of **Section 505** above may have a voice and participate at all meetings.

- a. The first meeting of the calendar year, designated the Winter Meeting, shall be held in the first quarter of the year, preferably before the beginning of the show season.
- b. The last meeting of the calendar year, designated the Fall Meeting, shall be held in the last quarter of the year, preferably after the A.M.H.A. National Show.

Section 602. Special Meetings

- a. Special Meetings of the general membership shall be held whenever called at the direction of the President, a majority of the Board of Directors, or by the Secretary upon written request of fifty-five percent (55%) of the members entitled to vote with respect to the subject matter set forth in the notice of Special Meeting. Any Special Meeting of the members shall have all powers of a General Membership Meeting but may consider or pass on only those matters specified in the Notice of Special Meeting.
- b. Special Meetings of the Board of Directors shall be held whenever called at the direction of the President or by a majority of the then members of the Board of Directors.
- c. A report of the Special Meeting of the General Membership or Board of Directors shall be published in the next **NORCAL** Newsletter or mailed to the general membership.

Section 603. Notification of Meetings

Notification of meetings shall be deemed delivered when such notice is deposited in the United States Mail, addressed to the member's address as it appears on the records of **NORCAL** with postage prepaid.

- a. Notification of each General Membership Meeting shall be delivered to the general membership by mailing written notice stating the time, place, and agenda of such meeting to each member's last known address as it appears on **NORCAL** records not less than thirty (30) days prior to the date of the scheduled meeting.
- b. Notification of a Special Meeting shall be given by written notice stating the time and place of the meeting to each member's last known address as it appears on **NORCAL** records not less than ten (10) days prior to the date of such meeting and shall state the specific matters to be considered at said meeting.
- c. Notification of each meeting of the Board of Directors shall be given by mail at least ten (10) days prior to a meeting and shall include an agenda. This notice may be waived by a majority of the members of the Board of Directors. A telephone meeting may be held so long as notice of said meeting is given at least one (1) day prior to the meeting.

Section 604. Rules of Order

The **NORCAL Miniature Horse Club** shall govern its procedures by “**Roberts Rules of Order**” as such rules may be revised from time to time insofar as such rules are not inconsistent or in conflict with these By-Laws or the applicable law of the State of California.

Section 605. Quorum

a. At any **NORCAL** meeting of the general membership, or duly appointed committees, held in accordance with the foregoing provisions as to notification, a majority of the voting members registered at such meeting shall constitute a quorum for all purposes.

b. At any meeting of the Board of Directors, held in accordance with the foregoing provisions as to notification, the presence of a majority of the Directors then in office shall constitute a quorum to transact business.

Section 606. Organization

The President, or in his/her absence, the Vice-President, and in their absence any members chosen by the members present, shall call the meeting of the members to order, and shall act as Chairperson of the meeting. The Secretary shall act as Secretary of all General Membership, Board of Directors, and specified committee meetings, but in the absence of the Secretary, the Presiding Officer or Chairperson may appoint any member to act in that capacity.

Section 607. Voting

In all matters governed by a vote of the members, each member eighteen (18) years of age or older and in good standing shall be entitled to one vote except a family membership entitles two votes per family, at least one of which shall be from a parent or guardian and the other from a family member eighteen (18) years of age or older.

a. Absentee or vote by proxy is not allowed in any meeting of **NORCAL**.

b. The President, Vice-President, Secretary, Treasurer and Directors shall be elected as follows:

1. A slate of Officers and/or Board Members shall be presented at the Fall General Membership Meeting. Additional floor nominations will be accepted at this meeting to be included on the Official Ballot.

2. The ballots shall be delivered by the Secretary to the Chairman of the Nominating Committee, who shall be responsible for the tabulation of the votes. The nominee or nominees, as the case may be, receiving the highest number of votes cast shall be deemed elected.

3. The installation of the newly elected Officers/Directors shall take place at the Winter General Membership Meeting.

c. A favorable vote of two thirds of the registered voting members at a General Membership Meeting or Special Meeting shall be required to dissolve the organization. Proposals to dissolve the organization may be acted upon at any regular or special meeting, provided written notice of the meeting specifying the purpose of the meeting is published in the **NORCAL** Newsletter or mailed to each member, postage prepaid, no less than fifteen (15) days or more than forty five (45) days prior to the meeting.

d. A majority of votes cast shall be necessary to the adoption of any other measure.

ARTICLE VII - OFFICERS AND DUTIES

Section 701. Officers

The Officers of **NORCAL** shall be President, Vice-President, Secretary, Treasurer, and such other officers as may be authorized from time to time by the voting membership. The Officers shall be chosen from the voting membership and by ballot as prescribed in these By-Laws for term of two (2) years, or until the election and qualification of their successor, by the voting membership. All officers of **NORCAL** shall be installed before the close of business at the Winter General Membership Meeting and shall commence official duties on January 1st of the year following election.

Section 702. Duties

a. PRESIDENT. The President shall preside at all meetings of the membership and all meeting of the Board of Directors, and shall perform all duties incident to this office. The President shall have the power to appoint such committees as deemed necessary for the advancement of **NORCAL**. The President shall appoint all Chairpersons of standing committees at or within ten (10) days of the Winter General Membership Meeting. The President shall be ex-officio of all committees. All appointments shall be published in the next regular **NORCAL** Newsletter.

b. VICE-PRESIDENT. In the absence of the President, the Vice-President shall have the powers and shall perform the duties of the President and such other duties as may be described by the Board of Directors. The Vice-President will automatically be a member of the Show Committee.

c. SECRETARY. The Secretary shall:

1. Keep the minutes of all meetings of the membership and the Board of Directors.
2. Prepare a report of the meeting in a timely fashion such that it will be included in the next edition of the **NORCAL** Newsletter.
3. Report at the next scheduled meeting the activities and proceedings of each previous meeting.
4. Maintain **NORCAL** files, including the original Articles of Incorporation, By-Laws, Amendments to By-Laws and all minutes and reports of membership and Board of Director meetings as well as minutes and reports of various committee activities. Copies of minutes of membership meetings and Board of Director meetings shall be provided to the general membership upon request of that member at the cost of reproduction and postage.
5. Receive inquiries from prospective new members. Provide requesting parties with information on **NORCAL**, including an application for **NORCAL** membership; a Breeder's List; an application for subscription to *Miniature Horse World*; a generic brochure (including a standard of perfection description); a list of the current year officers and directors of **NORCAL**, a current year show schedule; and **NORCAL** Newsletter information. The Secretary shall maintain records identifying those making inquiries for further follow up to encourage membership in **NORCAL**.

d. TREASURER. The Treasurer shall:

1. Receive all money belonging to **NORCAL**.
2. Deposit all **NORCAL** money in a bank checking and/or savings account or accounts selected by the Board of Directors.
3. Provide the selected bank with a signature card authorizing checking and savings account drafts to be signed by two joint signatures; authorized signatures being either the President, Vice-President, Secretary or Treasurer.

4. Maintain an accounting record of receipts and disbursements as directed by the Board of Directors.
5. Disburse **NORCAL**'s funds as ordered by the Board of Directors.
6. Maintain a logically ordered file of vouchers and/or receipts for such disbursement.
7. Be prepared to present the current financial condition of **NORCAL** at each General, Special or Board meeting and as necessary at committee meetings.
8. Make a detailed annual report upon the financial state of affairs of **NORCAL**.
9. Assist the Audit Committee with the annual audit of the accounting records.

Section 703. Contracts

Written contracts pertaining to **NORCAL** business shall be executed on behalf of the organization by the President, Vice-President or such other person authorized by the Board of Directors.

ARTICLE VIII - BOARD OF DIRECTORS

Section 801. Directors

The number of Directors shall be a minimum of seven (7) consisting of the President, Vice-President, Secretary, Treasurer and three (3) Directors elected from the voting membership, and the Immediate Past President, if not otherwise a Director who will serve as a Board member for not more than one year. The Immediate Past President shall serve as a non-voting director.

a. Election and Duration of Term

1. Directors shall be elected for a period of two (2) years and shall take office on January 1st of the year following election.
2. The Immediate Past President shall serve as a Director, under that title, for not to exceed one (1) year.
3. Officers/Directors may not hold the same office for more than two (2) consecutive terms.

Section 802. Duties

The general supervision and direction of affairs of **NORCAL** shall be vested in the Board of Directors and they shall audit all bills against **NORCAL**; fill any and all vacancies which may occur among the officers and directors between annual meetings; and carry on all business and other activities of **NORCAL** subject to general membership knowledge.

Section 803. Telephone Meetings

The Board of Directors may conduct any Board meeting by telephone as provided by law.

Section 804. Attendance

Any Director or Officer who does not attend a minimum of fifty percent (50%) of the Board of Directors meetings (including conference calls) from Winter Meeting to Winter Meeting shall be subject to removal from office by a majority vote of the Board of Directors.

Section 805. Recall

Directors, including Officers, may be recalled by a two-thirds majority vote of the voting members registered at a General or Special Membership Meeting.

ARTICLE IX - RESIGNATION AND VACANCIES

Section 901. Appointments

a. In case of any vacancy in the Board of Directors by death, resignation, disqualification, increase in number, or other cause, a majority of the remaining Directors shall appoint a qualified successor to serve the balance of the term to be filled.

b. In case of any vacancy in the Officers of **NORCAL** by death, resignation, disqualification, increase in number, or other cause, a majority of the remaining Directors shall appoint a qualified successor to serve the balance of the term of the office being filled.

ARTICLE X - LIABILITIES

Section 1001. Personal Liabilities

Officers, Directors and Members shall not be personally liable for the debts, liabilities or other obligations of **NORCAL**.

ARTICLE XI - STANDING COMMITTEES

The President shall have the power to appoint Standing Committees as deemed necessary for the advancement of **NORCAL**. The following standing committees may be appointed, at the discretion of the President:

Section 1101. Recommended Standing Committees

- a. Nominating/Elections Committee
- b. **NORCAL** Newsletter Committee (Editor)
- c. Publicity Committee
- d. Show Committee
- e. Trophies & Ribbons Committee
- f. Christmas Banquet Committee
- g. **NORCAL** High Point Committee
- h. Youth Committee (Leader)
- i. Membership/Hospitality Committee
- j. By-Laws Committee
- k. Cal-Bred Incentive Committee
- l. **NORCAL** Gelding Incentive Committee
- m. Audit Committee

Section 1102. Procedure

- a. The President will, by letter published in the **NORCAL** Newsletter, solicit all members for volunteers to serve on each committee requesting interested members to contact the President.
- b. The President may select a volunteer as committee chairperson or appoint any qualified member.
- c. All committee chair appointments shall be published in the **NORCAL** Newsletter.
- d. All committees shall keep minutes and correspondence of all meetings, submitting copies to the Secretary of **NORCAL** for **NORCAL** files.
- e. Any committee may submit a tentative budget for the upcoming year to the Board of Directors. Said budget must be submitted at least two (2) weeks prior to the Winter General Membership Meeting.

Section 1103. Nominations/Elections Committee

The President shall appoint three members who will comprise the Nominations/Elections Committee. They shall be responsible for ascertaining the eligibility of members for all offices and for submitting a slate of at least one qualified candidate for each office at the Fall General Membership Meeting. The final slate of nominees shall include nominees from the floor by the voting membership at the Fall General Membership Meeting, if any.

The Nominations/Elections Committee shall be responsible for preparing and providing each voting member a ballot containing the final slate of officers. When only one nominee has been placed on the slate of nominees at the Fall General Membership Meeting, the President shall declare the nominee is duly elected for the specified term of office to begin at the expiration of the current director's term. This announcement shall be made before the conclusion of the Fall General Membership Meeting along with the announcement of the nominees receiving the highest number of votes in those offices that are contested.

The Nominations/Elections Committee shall tabulate the ballots received to determine the individual elected to each office or directorship on the ballot. The tabulated election results may be requested by any member following elections.

Section 1104. NORCAL Newsletter Committee

The **NORCAL** Newsletter Editor shall be appointed by the President and will be responsible for publishing the **NORCAL** Newsletter within the guidelines provided by the Board of Directors. The Editor shall be responsible for coordinating advertising, news articles, ranch news and general information for the general membership and shall make the necessary arrangements for publication and mailing of the Newsletter to all members and subscribers in good standing.

Section 1105. Publicity Committee

The Chairman of the Publicity Committee shall be responsible for the promotion of the **NORCAL** Miniature Horse Club and miniature horses through publications, media and public relations activities. The Chairman shall coordinate publicity with the Show Committee Chairman for all horse shows approved by the Board of Directors for each show season.

Section 1106. Show Committee

The Show Committee shall consist of members appointed by the President, one of which shall be the Vice-President. It is preferable that at least one appointed member must have served on

the Show Committee previously. This committee shall be responsible for the scheduling and over-all operation of all **NORCAL** horse shows approved by the Board of Directors.

The Show Committee shall have the authority to appoint additional individuals needed to prepare and conduct the horse shows approved by the Board of Directors. These individuals should be interested volunteers.

The Show Committee shall present for approval an initial report of all planned activities, including a tentative show schedule for the upcoming year, by mid-November preceding each show season. They shall also submit a detailed budget for each proposed show for approval by the Board of Directors. The Show Committee shall be responsible for:

- a. Acquiring, within budget projections, show arenas for all shows.
- b. Researching and maintaining a current list of all qualified judges, stewards, ringmasters and announcers.
- c. Annually prepare a list of A.M.H.A. required and **NORCAL** optional classes for each show.
- d. Prepare current guidelines for show managers, including a list of the duties of all show officials.
- e. Maintain with the assistance of the **NORCAL** Secretary a current mailing list of all potential exhibitors.
- f. Select show managers who will become members of the Show Committee until show duties are completed.
- g. The Chairman of the Show Committee shall serve as coordinator with other Region 9 affiliated club representatives to coordinate activities and responsibilities for the Region 9 District Show and also when the A.M.H.A. National Show is scheduled for the Western Region.

Section 1107. Christmas Banquet Committee

This committee shall be responsible for the scheduling, planning, organizing, making reservations for facilities and notifying members for the annual Christmas Banquet. The Chairman shall also coordinate scheduling of the Christmas Banquet with the **NORCAL** High Point Committee Chairman.

Section 1108. NORCAL High Point Committee

This Committee is responsible for the development and operation of an annual High Point Program for **NORCAL** members that is intended to be self-supporting. The Chairman shall present a proposed program to the Board of Directors for approval by mid-November preceding the show season. The Chairman shall also coordinate the scheduling of the annual High Point Award Program with the Chairmen of the Christmas Banquet Committee, the Cal-Bred Incentive Committee and the **NORCAL** Gelding Incentive Fund Committee.

Section 1109. Youth Committee (Leader)

The President shall appoint an interested member as Leader of the Youth Committee. The committee shall be responsible to assist the youth of **NORCAL** and to develop activities to promote interest among the youth. The Committee shall also provide guidelines for the youth as needed and shall offer help on how to correctly show a miniature horse and proper attire for showing. The committee shall provide leadership in proper conduct at all **NORCAL** sponsored events. The Leader shall represent the interests of **NORCAL**'s youth at all shows and meetings.

Section 1110. Membership/Hospitality Committee

This committee shall be responsible for welcoming all new members into **NORCAL** and shall coordinate with the Secretary of **NORCAL** to insure that every new member receives new member information.

Section 1111. By-Laws Committee

The By-Laws Committee shall have a working knowledge of the **NORCAL** By-Laws and shall advise the President and the Board of Directors of any potential By-Law problem areas developing due to internal or external dynamics of the **NORCAL** activities. The committee shall periodically review the By-Laws and present proposed revisions to the Board of Directors for consideration by the general membership.

Section 1112. Cal-Bred Incentive Committee

This committee shall develop an incentive program promoting California bred A.M.H.A. horses for the benefit of **NORCAL** members and to encourage sales of Cal-bred horses.

Section 1113. NORCAL Gelding Incentive Fund Committee

This committee shall establish a gelding incentive fund program to be administered by **NORCAL** to promote good stewardship in the breeding of A.M.H.A. registered miniature horses. The fund shall be administered by **NORCAL** at the direction of the Board of Directors and shall be segregated in a separate account by the Treasurer of **NORCAL**. The committee shall develop proposed rules for the funding and operation of the program and submit them to the Board of Directors for approval. Once the program is established the committee shall be responsible to the Board of Directors for the operation and supervision of the program.

ARTICLE XII - AMENDMENT OF BY-LAWS

These By-Laws may be amended at any regular meeting of the general membership of **NORCAL** by a two-thirds vote, provided that written notice of the meeting specifying the purpose of the meeting is published in the **NORCAL** Newsletter or mailed to each member, postage prepaid, no less than fifteen (15) days or more than forty-five (45) days prior to the meeting.