

**Northern Kentucky Horse Network, Inc.
By-Laws**

ARTICLE I. NAME

The name of this organization is the Northern Kentucky Horse Network, Inc. (hereinafter "NKHN"). The Northern Kentucky Horse Network is a non-profit 501 c3 organization. Northern Kentucky is defined as the counties of Boone, Kenton, Campbell, Pendleton, Bracken, Grant, Owen, Carroll, and Gallatin. NKHN shall represent all horse disciplines and breeds.

ARTICLE II. OFFICES

NKHN's principle office is the Campbell County Cooperative Extension Office, 3500 Alexandria Pike, Highland Heights, KY 41076 or at such other place the Board of Directors determines.

ARTICLE III. PURPOSE

NKHN's purpose is:

- to encourage the Northern Kentucky region to become a model equine community for all disciplines and breeds,
- to protect the horse population,
- to provide recreational opportunities,
- to encourage sound management practices, and
- to promote agri-tourism and interests of the local horse industry.

This shall be accomplished through organizing resources and offering educational enrichment.

ARTICLE IV. MEMBERSHIP

Section 1 – Membership. Membership is open to any individual, family, firm, partnership, or corporation, regardless of race, color, age, sex, religion, disability, sexual orientation, or national origin who has an interest in furthering its purposes. Membership is active upon dues payment.

Section 2 – Voting. All individual members may cast one vote in NKHN business at the Annual Meeting. Family membership is entitled to two votes. Firms, partnerships, and corporations are limited to one vote per entity. There are no provisions in these By-Laws for voting by proxy.

Section 3 – Liability. Organization members and officers are not personally liable for any debts or obligations incurred by NKHN.

Section 4 – Dues. Membership dues are set annually by the Directors and payable in full at the first annual meeting.

Section 5 – Membership Termination. NKHN membership will be terminated:

- (a) Upon the member's resignation, death, disqualification or removal; or
- (b) When dues are thirty (30) days overdue, unless prior arrangements have been agreed to by the Directors; or
- (c) Any member may be suspended for a period (to be determined by the Board) or expelled for cause (such as By-Laws or rules violation), or for conduct prejudicial to NKHN interests.

The member must be notified in writing of the proposal to terminate membership. A majority of Directors must vote for the suspension or expulsion.

Section 6 – Evidence of Membership. The Directors may issue cards, certificates, decals or other evidence of NKHN membership.

Section 7 – Term of Membership. NKHN memberships commence January 1 and continue for twelve (12) months thereafter.

Section 8 – Application and Admission of Members. Membership applications will be completed and accompanied by dues payment. Membership becomes effective upon dues receipt.

Section 9 – Meetings.

- (a) Annual Membership – The annual NKHN meetings will be held each January at a place and date designated by the Board. Members will be notified of the meeting's date and location at least thirty (30) days in advance
- (b) Special and Educational Meetings – Special meeting can be called by the President, any three members of the Board, or if one-third of the members, present a written notice to the Secretary. The Board will select the time and place for the meeting

ARTICLE V. BOARD OF DIRECTORS

Section 1 – Responsibilities. NKHN business will be managed by a Board of Directors ("Directors"), who will focus on fulfilling the NKHN mission.

Section 2 – Directors shall be NKHN members.

Section 3 – Number. There will be nine Directors, plus the Past President. Directors will be elected to serve two-year terms. There will be no more than three Directors from any county.

Section 4 – Term Limits. Directors term limits will be restricted to three consecutive two-year terms.

Section 5 – Death, Resignation, Disqualification or Removal. Should a Director or Officer die, resign, be disqualified, or removed during their term of office, the remaining Directors will appoint a successor for the remainder of the vacancy.

Section 6 – Meetings.

- a) A Directors' meeting may be called by the President or any five Directors, with seven days written notice unless that notice is waived in writing. A simple majority of Directors constitutes a quorum.
- b) A meeting may be called via electronic format, according to current Roberts Rules of Order, and as written per policy guidelines.

Section 7 – Committee Responsibility. Directors are required to serve on at least one committee. Directors will appoint and delegate authority to committees as is consistent with these By-Laws, and shall do whatever is necessary to carry out the NKHN mission.

Section 8 - Training. New Directors must attend training provided by the Board before or during the first month of service.

Section 9 - Conduct of Meetings. Meetings of the Directors will be chaired by the President, or in his or her absence, the Vice President. No proxies shall be voted at any meeting. Roberts Rules of Order as amended and revised will guide meeting conduct.

Section 10 - Voting. Board actions will be determined by a simple majority vote of Directors present and according to Robert's Rules.

Section 11 - Attendance. Directors are expected to attend all Board meetings. In the event a Director is unable to attend he or she must notify the President or Secretary prior to the meeting.

Section 12 - Removal of Board of Directors. A.) A Director may be removed at any time by a majority vote of the Board. B.) A Director missing 4 meetings in one calendar year shall be considered to have resigned from the Board of Directors. However, a Board member may be excused from a meeting due to extenuating circumstances that include health, family emergency and unforeseen circumstances. The remaining Directors shall appoint a successor within 60 days or no later than the second regularly scheduled monthly meeting following.

Section 13 - Compensation. All Directors serve without compensation.

Section 14 - Membership Survey. Directors may survey members annually to determine their interests and needs.

Section 15 - Depository of Funds. The Directors shall designate NKHN fund depositories.

Section 16 - Financial review. A financial review of the previous year will be presented at each annual meeting.

Section 17 - Conflict of Interest. Serving on the Board of Directors requires individual Directors to distinguish what is good for the Association, as opposed to what is beneficial for that Director's business or personal interests. There are no outright legal or policy prohibitions against a Director's participation in board actions that will result in financial or other personal benefit including travel opportunities or projects leading to business promotion etc. However, such arrangements need to be examined carefully for ethical considerations and to ensure that perceptions do not cast negative light on the Association.

ARTICLE VI. OFFICERS

Section 1-Number. Officers shall be members of the NKHN and consist of a President, Vice President, Treasurer and a Secretary. They will be elected for a one year term from and by the Directors at the first meeting of the new calendar year. A Director must have served at least one year on the board before being eligible for President.

Section 2 - Duties. NKHN officers' duties are:

- (a) - **President.** The President is primarily responsible for:
 - (i) presiding at all meetings of the Directors and membership;
 - (ii) conducting NKHN affairs—subject to the laws of the state, Articles of Incorporation, and the By-Laws;
 - (iii) establishing committees with the Directors' approval
 - (iv) serving as NKHN spokesperson or designating a spokesperson;
 - (v) signing documents on behalf of the association except when specific authority is delegated to another by order of the Directors; and
 - (vi) performing other duties as assigned.
- (a) - **Vice President.** The Vice President will be encouraged to succeed the President and is primarily responsible for:
 - (i) assuming the President's duties in his or her absence;
 - (ii) assisting the President and
 - (iii) performing other duties assigned by the Directors.
- (a) - **Treasurer.** The Treasurer is responsible for:
 - (i) receiving, holding or disbursing NKHN funds, as authorized by the Directors;
 - (ii) supervising annual budget preparation for Directors' approval;
 - (iii) reporting regularly to the Directors on the financial condition of the NKHN;
 - (iv) opening an account at a financial institution approved by the Directors. The Treasurer is authorized to sign all checks drawn on association funds. If the Treasurer is unable or if the office becomes vacated, the President is authorized to sign checks. Those authorized to withdraw funds will be bonded in an amount determined by the Directors and consistent with state law and good business practice; and
 - (v) performing other duties as assigned by the Directors.
- (a) - **Secretary.** The Secretary is responsible for:
 - (i) recording meeting minutes;
 - (ii) keeping a current copy of all official Directors and members' meeting minutes, including the Articles of Incorporation, By-Laws and amendments thereto;
 - (iii) publishing news to the membership; and
 - (iv) performing other duties assigned by the Directors.
- (a) - **Past President.** The Past President shall remain on the Board for one year, performing duties as assigned.

ARTICLE VII. COMMITTEES

Section 1- Committees. There will be six (6) standing committees:

- (a) - **Educational/Events.** Promotes and presents education geared toward experienced and beginner horse owners and enthusiasts. Plans events that entertain and foster relationships among NKHN members. Submits a yearly budget.

- (b) - **Trail Blazers.** Layout, build, consult, and maintain horse/hiking trails in a sustainable manor. Supports LEAVE NO TRACE and all trail activities. Submits a yearly budget.
- (c) - **Show.** Plans and manages competitive exhibitions for the Northern Kentucky area. Budget and direct the shows or other competitions to help our members better enjoy the show ring experience. Submits a yearly budget.
- (d) - **Membership.** Maintains and promotes membership. Provides information to membership through various media, website, e-mails and newsletter. Responsible for promotion and sale of NKHN Merchandise. Submits a yearly budget.
- (e) - **By-Laws.** Reviews by-laws yearly. Accepts and recommends by-law changes to the general membership.
- (f) - **Finance.** Creates the yearly budget for NKHN, monitors the budget and conducts a yearly audit of the past year's finances.

The President, with board, approval by or before the February meeting of each year will appoint a chair person for each standing committee. Other committees may be designated by resolution adopted at any Directors' meeting at which a quorum is present. Directors are required to serve on at least one committee.

Section 2 – Committee Members. Committee members will be appointed by the committee chair person with the president's approval.

Section 3- Committee Dissolution. Standing committees cannot be dissolved without a general membership vote at the Annual Meeting.

ARTICLE VIII BILLS, NOTES, ETC.

Section 1 – Authorization. All bills payable, notes, checks, drafts, warrants, or other NKHN negotiable instruments approved by the Directors shall be signed by the Treasurer or another officer.

Section 2 – Limitation on Officers' Authority. No NKHN officer or agent has the power to make any note, check, draft, or warrant, or other negotiable instrument, or endorse the same in the name of NKHN, or contract or cause to be contracted any debt or liability in the name and on behalf of NKHN, except as herein expressly prescribed and provided.

ARTICLE IX. RULES

Meetings will be conducted according to Roberts Rules of Order as amended and revised.

ARTICLE X. FISCAL YEAR

The NKHN fiscal year is January 1 through December 31.

ARTICLE XI. REVISIONS OF BYLAWS

These By-laws shall be reviewed annually. Members may submit proposed By-Laws changes annually 60 days prior to the January meeting. Notice of proposed changes will be made 30 days before the annual meeting. Modifications must be approved by a majority vote at the annual meeting.

ARTICLE XII. DISSOLUTION

In the event this association is dissolved after payment of debts or obligations, assets will be distributed to a like organization determined by the Directors.

*Amended By-Laws of the Northern Kentucky Horse Network approved at the Annual Meeting
January 25, 2015*