

Bylaws Of
UPHA CHAPTER 9, INC.

ARTICLE I. NAME

This organization shall be known as “UPHA Chapter 9, Inc.,” under which name it is incorporated under the laws of the Commonwealth of Kentucky, as provided for non-profit organizations.

ARTICLE II. PURPOSE

SECTION 1. This Corporation is a non-profit organization, organized and operated to qualify and remain qualified as exempt from income tax under Section 501(c)(5) of the Internal Revenue Code of 1985, as amended. Its purpose is to better the conditions of those engaged in the pursuit of various equine related activities; to support research aimed at improving the horse as a species; and to promote the development of a higher degree of efficiency for its members in their efforts to improve the general condition of the show horse industry.

SECTION 2. The principal place of business of this Corporation shall be 209 East Higgins Street, Midway, KY 40347. The Chapter Chairperson may, from time to time, change the location of its principal office of the Corporation within Commonwealth of Kentucky.

SECTION 3. The Corporation shall maintain a registered office and a registered agent in the Commonwealth of Kentucky as required by Kentucky law. The address of the registered office of the Corporation is 209 East Higgins Street, Midway, KY 40347, which may be changed from time to time by the Board of Directors.

ARTICLE III. MEMBERS

SECTION 1. Professional membership is available through the United Professional Horsemen’s Association, Inc. National Organization to persons who are bona fide professional horse trainers, have been a professional horse trainer for at least one year prior to applying for Professional membership, whose financial income comes from the profession of horse training or riding instruction, and who are acceptable personally and professionally to the membership in Chapter 9 shall be eligible for Professional membership in the Corporation.

SECTION 2. Associate membership is available through the United Professional Horsemen’s Association, Inc. National Organization to any person interested in the show horse industry. Each Associate member shall have all the rights, privileges, and duties prescribed by these Bylaws and defined by the Board of Directors, except the right to vote in Professional members’ meetings, to hold elective office in this Corporation, to serve on the Board of Directors, to attend meetings open only to Professional members

without their expressed consent, or otherwise determine the policy and administration of this Corporation.

SECTION 3. Junior Membership is available through the United Professional Horsemen's Association, Inc. National Organization to anyone age 17 and under. Junior membership is required for any rider participating in the UPHA Challenge Cup program.

SECTION 4. A Professional member shall be, or shall have been, a bona fide professional horseman (Trainer / Riding Instructor).

SECTION 5. Any person holding a current United States Equestrian Federation (USEF) Amateur card is ineligible for Professional membership in the Corporation.

SECTION 6. Annual membership dues shall be determined by the National Organization of the United Professional Horsemen's Association, Inc., Board of Directors.

ARTICLE IV. OFFICERS

SECTION 1. The officers of this Corporation shall be a Chapter Chairperson, Secretary, and Treasurer. Chapter officers shall be limited to serving four consecutive one year terms. The Secretary and/or Treasurer Officers may be either Professional or Associate members of the Corporation. If an Associate member is appointed Secretary and/or Treasurer of the Chapter, the member shall not be privy to a Professional members' meeting without the consent of the Professional members present.

SECTION 2. The Chapter Chairperson shall be elected at the annual meeting and shall hold office for a term of one year or until their successors shall be elected. The Secretary and Treasurer shall be appointed by the Chapter Chairperson.

SECTION 3. The Chapter Chairperson shall preside at all meetings of the Corporation and of the Board of Directors. The Chapter Chairperson shall be signatory of all contracts and written agreement of the Corporation; shall perform such duties as generally pertain to the office or prescribed by the Board of Directors; and shall be an ex-officio member of all committees. All Chapter Chairperson appointments will be for one-year terms.

SECTION 4. The Secretary shall keep a record of all meetings of the Corporation and the Board of Directors; shall give notice of all regular meetings of the Corporation and the Board of Directors; shall conduct the correspondence of the Corporation; and shall perform other duties prescribed by the Board of Directors.

SECTION 5. The Treasurer shall be responsible for monitoring the Corporation's financial performance and records of the Corporation; shall make quarterly reports to the Board. And shall perform other duties prescribed by the Board of Directors.

SECTION 6. Election of officers shall be conducted at the annual fall Chapter Meeting. Printed ballots will be furnished by the Secretary in the case of a contested election. Members present shall mark their own ballot. Proxy voting shall not be allowed.

ARTICLE V. MEETINGS

SECTION 1. The annual meeting of this Corporation shall be held during the months of October or November of each year or a reasonable time before or thereafter. The exact time and place of the annual convention shall be decided by the Board of Directors.

SECTION 2. Only Professional members in good standing shall be entitled to vote in meetings at any at any, chapter, regular, or special meeting.

SECTION 3. Both Professional and Associate members in good standing shall be entitled to vote in open meetings at any chapter, regular, or special meeting. The result of such a vote is to serve only as an advisement of general opinion in referring an issue to the Professional members' meeting for consideration.

SECTION 4. A regular or special meeting of this Corporation may be called by the Chapter Chairperson at such time and place within the Commonwealth of Kentucky as the Chapter Chairperson may deem to be in the best interests of the Corporation.

SECTION 5. Due notice of the all regular or special meetings of this Corporation shall be given to all members at least ten (10) days prior to such meeting. The notice shall state the time, place, and purpose for which the meeting is called.

SECTION 6. A quorum for a meeting of the Corporation shall consist of the Professional members in good standing present at such meeting, regardless of their number.

ARTICLE VI. BOARD OF DIRECTORS

SECTION 1. There shall be a Board of Directors of this Corporation consisting of the following:

A. The Chapter Chairperson, Secretary and Treasurer of the Corporation.

SECTION 2. The Board of Directors shall be the governing body of the Corporation; shall have charge of the affairs, funds, and property of the Corporation; and shall report its activities to the Corporation by the Secretary at each meeting.

SECTION 3. The Board of Directors shall meet at least three (3) times each year at a time and place designated by the Chapter Chairperson of the Corporation. The first meeting each year shall be held as soon as practicable, following the election of Chairpersons by the Chapter, but in no event shall this first meeting be held later than April 15 of a calendar year. In so far as it is practicable, subsequent meetings each year shall be held at four (4) month intervals. Meetings may take place by telephone or other electronic communications.

SECTION 4. Special meetings may be called at the discretion of the Chapter Chairperson when deemed advisable. Meetings may take place by telephone or other electronic communications.

SECTION 5. Each member of the Board of Directors shall be notified of the time and place of each meeting at least ten days prior to each meeting, whether regular or special; but such notice may be waived by written agreement, signed by all members of the Board of Directors.

SECTION 6. Proxy voting is not allowed.

SECTION 7. A quorum of the Board of Directors shall consist of 3 members of the Board of Directors in good standing.

SECTION 8. In the event that any Director shall vacate the office, the successor shall be appointed by the United Professional Horsemen's Association National Executive Board to fill that position until the next Chapter election can be held.

SECTION 9. The fiscal year of the Chapter will be January 1 through December 31.

ARTICLE VII. OWNERSHIP AND RESPONSIBILITY

SECTION 1. Membership in this Corporation is a privilege, not a right, and no member shall obtain any property right in property of the Corporation.

SECTION 2. The Corporation shall not be responsible for any debt, obligation, or liability, contractual or otherwise, incurred by any individual member thereof.

SECTION 3. No members of any Chapter shall attempt to represent the opinion of this Corporation without the express approval of the Board of Directors, except as pertaining to established policy.

SECTION 4. No loans may be made by the Corporation to its Directors or Officers.

ARTICLE VIII. FINANCES

SECTION 1. The fiscal year of the Organization shall be January 1 to December 31.

SECTION 2. Failure to pay the required annual dues by February 1 of each year to the National Organization shall constitute the resignation of membership. Upon receipt of payment of current year's membership, membership is reinstated.

SECTION 3. Dispersal of funds shall be approved by a member of the Board of Directors.

SECTION 4. The Organization shall not be responsible for any debt, obligation, or liability (contractual or otherwise) incurred by any Chapter and/or any individual member, unless authorized by the Board of Directors.

ARTICLE IX. STANDING COMMITTEES

SECTION 1. The Organization may have the following Standing Committees:

UPHA Chapter 9 Golf Scramble

UPHA Chapter 9 Kentucky Fall Classic Horse Show

SECTION 2. The Board of Directors may create or dissolve other standing committees as it deems necessary by a majority vote.

SECTION 3. The Board of Directors may appoint subcommittees at its discretion, but no such subcommittee shall serve longer than the officers elected at the next annual meeting take office.

SECTION 4. The Chapter Chairperson shall appoint the Committee Chairperson for a term of one year. The Committee Chairperson will appoint their committee members with the approval of the Chapter Chairperson.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules the Organization may adopt.

ARTICLE XI. AMENDMENT OF BYLAWS

SECTION 1. These Bylaws may be amended by a two-thirds vote of the members present and voting at a meeting of the Corporation provided all members are notified of the proposed change at least ten (10) days prior to the meeting.

SECTION 2. Any proposed amendment to these Bylaws must be submitted in writing or electronically to the Board of Directors at least thirty (30) days prior to the date of the meeting.