

# **BYLAWS OF THE OREGON FAMILY EQUESTRIAN ACTIVITIES, INC.**

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## **ARTICLE I: PURPOSE**

The purpose of this Corporation shall be to engage in lawful non-profit activities, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions). This Corporation's purposes are further articulated as the promotion of family oriented equine activities for education and enjoyment and support of equine oriented education of youth and adults to further the welfare of the horse and rider.

## **ARTICLE II: MEMBERS**

### **Section 1. Classes and Voting:**

1.1 There shall be one class of members of this Corporation. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law [ORS 65.227 (2)].

1.2 Family memberships entitle each member of the family to one vote.

1.3 Members must be at least 13 years of age to vote.

### **Section 2. Qualifications:**

2.1 Membership in this Corporation shall not be restricted because of race, creed, gender or national origin.

2.2 Prospective members must submit an application along with the annual dues payment to the Secretary of the Corporation or to any Board of Directors member (Board).

2.3 The Board may choose to deny an application on any grounds with the exception of those stated above. However, the Board is directed that, it is the policy of the OREGON FAMILY EQUESTRIAN ACTIVITIES, Inc. (OFEA) to welcome any applicant unless negative factors are clearly evident. The Board may defer action and request an interview with the applicant by a committee of Board members to resolve areas of concern. An applicant can be denied membership only by a majority vote of a quorum of the Board at a regular meeting.

### **Section 3. Termination of Member and/or Judge:**

3.1 A membership and/or judge status may be terminated by the Board of Directors after giving the member at least 15 days written notice by certified mail of the termination and the reasons for the termination. The member and/or judge must be given an opportunity to appeal to the Board, orally or in writing, before the effective date of the termination. The decision of the Board shall be final.

3.2 The Board must determine that the termination is justified by activities of the member and/or

judge that are embarrassing to OFEA, do not promote the welfare of OFEA, causes dissention within OFEA or is otherwise contrary to the purposes of this Corporation.

3.3 A termination can be enacted only by a majority vote of a quorum of the Board at a regular meeting.

#### **Section 4. Annual Meeting:**

4.1 An annual meeting of the Corporation shall be held at the year-end awards program. If there is no awards program, the annual meeting shall be held after the close of each calendar year.

#### **Section 5. General Membership Meetings:**

5.1 Business may be conducted at any general membership meeting that may be held at any event provided that at least a majority of the Board members are present.

5.2 Special meetings may be called by a majority of the total Board with notification to all members by first class mail, e-mail or fax at least 7 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting. [ORS 65.214 (3).

5.3 Business may be conducted through use of teleconferencing, fax, e-mail, and first class mail.

#### **Section 6. Quorum and Voting:**

6.1 Those votes represented at a meeting of members shall constitute a quorum for a general membership meeting. A majority vote of the members voting is the act of the members, unless these Bylaws or relevant laws provide differently.

#### **Section 7. Proxy Voting:**

7.1 Members may vote by proxy at any general membership meeting by giving a power of attorney to another member. Members may also vote on a specific issue, in writing to any Director or the President.

#### **Section 8. Action by Consent:**

8.1 Any action required by law to be taken at a meeting of the members, or any action which may be taken at a members' meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken shall be signed by a majority of members.

#### **Section 9. Authority of Members:**

9.1 The authority of the members of the Corporation at large is set forth in the Articles of Incorporation and further expressed in detail below:

9.1.1 Members at large shall have the opportunity to vote on any policy issue unless an emergency exists which will require action before the membership could vote.

9.1.2 An emergency shall include only those situations where an immediate decision is necessary by the Board of Directors to facilitate the continued and effective functioning of the OFEA.

9.1.3 Members at large may call for emergency policy decisions by the Board of Directors to be set aside by written votes equal to two thirds of the total members.

9.1.4 Members at large may attend any meeting of the Board of Directors and may speak on any issue raised at such meetings; however, the general membership may not vote at Board meetings.

9.1.5 Members at large may serve on any committee. Committee decisions shall constitute a recommendation to the Board of Directors, unless the scope and authority of such committee is specifically expanded by the Bylaws or Board of Directors.

### **ARTICLE III: BOARD OF DIRECTORS**

#### **Section 1. Duties and Authority:**

1.1 The affairs of the Corporation shall be managed by the Board of Directors.

1.2 Decisions of the Board are not subject to change by the general membership (active members of this corporation), except by a two-thirds vote of the total members or by a unanimous vote of the members if the total membership is less than twelve. However, the Board is directed to be responsive and seek accommodation to any written expression of dissent wherein the signatures to such dissent represent 25% of the general membership.

1.3 The general membership may participate in meetings of the Board of Directors and speak on topics of discussion. The general membership attendees may not vote on Board actions.

1.4 The general membership shall maintain overall control of this corporation through the recourse of removal of any Director through the proceedings in Article III, Section 4.

1.5 Notwithstanding the above, the Board of Directors shall seek the vote of the general membership on policy decisions unless an emergency exists. Any policy decision made by the Board of Directors on an emergency basis is subject to review by the membership at large and shall be set aside by a two-thirds vote of the general membership.

1.6 The authority of the Board of Directors does not extend to merger or dissolution of the Corporation. This Corporation can only be dissolved by a two-thirds vote of the general membership. In the event the general voting membership is less than twelve, the vote to dissolve must be unanimous.

1.7 The Directors in office shall perform all duties and actions required to operate the Corporation except those duties specifically reserved to the general membership. Directors will manage all ongoing activities of OFEA and may establish committees that exercise Board functions, amend horse show rules, amend the Bylaws and sell Corporation assets.

**Section 2. Number:**

2.1 The number of Directors shall be nine unless otherwise determined by a majority vote of the Directors. *(Action at the 01/13/04 meeting of the Board set the number of directors for 2004 at 13. That number shall continue until changed by the Board or general membership.)* Directors shall consist of the four duly elected Officers of the Corporation, the immediate past president and at least four elected Directors. The immediate past president shall serve for one year in this capacity.

**Section 3. Term and Election:**

3.1 The term of office for Directors shall be one year. A Director may be reelected without limitation on the number of terms they may serve. The Board shall be elected by the members at the annual meeting of the Corporation following the election of the Corporation Officers. Notice of this election shall be mailed to each member at least two weeks prior to the meeting.

3.2 New Directors and Officers begin their term of office as soon as practical following election.

**Section 4. Removal:**

4.1 Any Director or Officer may be removed, with or without cause, at a special meeting called for that purpose by a vote of a majority of the members attending. [ORS 65.324 (3)(5)]. A Director may be removed by the Board and the position declared vacant if the Director fails to attend three regular meetings during a calendar year. The President shall notify the Director of the attendance requirement before considering removal action.

**Section 5. Vacancies:**

5.1 Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the total Directors then on the Board. Appointees shall serve for the remainder of the vacant term.

**Section 6. Quorum and Action:**

2.1 A quorum at a Board meeting shall be a majority of the number of Directors described in Article III, Section 2. If a quorum is present, action may be taken by a majority vote of Directors present, unless a majority of the total Board of Directors is required by the Bylaws or law.

**Section 7. Regular Board Meetings:**

7.1 Regular meetings of the Board shall be held at least quarterly at the time and place to be determined by the Board. A schedule of Board meetings will be regularly reported in the OFEA Newsletter. No other notice of the date, time, place, or purpose of these meetings is required.

**Section 8. Special Board Meetings:**

8.1 Special meetings of the Board shall be held at the time and place to be determined by the Board. Special meetings may be called by any Director. Notice of such meetings, describing the

date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone, mail, e-mail or fax no less than two days prior to the special meeting. The two days notice may be waived by consent of a majority of the total Directors in office. Unless an emergency exists, the general membership must be notified in advance of a special meeting.

**Section 9. Meeting by Telecommunication:**

9.1 Any regular or special meeting of the Board may be held by telephone, e-mail, fax or other telecommunication, as long as a majority of the Directors in office can participate.

**Section 10. Director' Compensation:**

10.1 Directors shall not receive salaries for their Board services, but may be reimbursed for actual expenses related to Board service.

**Section 11. Action by Consent:**

11.1 Any action required which shall or may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. Decisions made by the Board on this basis shall be further subject to the authority of the members at large as set forth in these By Laws.

**ARTICLE IV: COMMITTEES**

**Section 1. Committee Establishment**

1.1 The Board of Directors may establish committees, by a majority vote of a quorum of Directors present at a meeting or by majority vote of all Directors in office if by other means of communication. Such committees may only exercise functions of the Board as may be defined in a statement of purpose and authority of the committee.

1.2 Committees may be composed of Board of Director members, general membership members or any combination. Committee members may be appointed by the President with the majority concurrence of Directors present at a regular Board meeting. Appointments by the President in the absence of a meeting may be ratified by telephone, e-mail or fax votes of the Directors.

**Section 2. Quorum and Action:**

2.1 A quorum at a committee meeting exercising Board functions shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action may be taken by a majority vote of members present.

**Section 3. Limitations on the Powers of Committees:**

3.1 Decisions by committees shall constitute recommendations to the Board of Directors and/or the total membership as set forth in these By Laws.

3.2 Committees may only perform such duties and take actions as specified in their statement of purpose and authority in these Bylaws or as prescribed by the Board.

## **Section 4. Standing Committees:**

### **4.1 Audit Committee**

4.1.1 The audit committee shall consist of three members appointed by the president and confirmed by a majority vote of the Board of Directors. All members of the audit committee shall be from the general membership and not current members of the Board of Directors. The treasurer and one other board member shall be appointed by the president as ex-officio members of the audit committee for the purpose of presenting the records and explaining the budgeting, fiscal and record keeping process.

4.1.2 The duties of the audit committee shall be to independently review and audit the OFEA's financial and other records. They have the power to request and receive any and all records of the organization. They may, with approval of the Board of Directors, secure the assistance of people knowledgeable with the proper accounting of public organization records to assist them in their review.

4.1.3 The Audit Committee shall report directly to the general membership at the annual meeting and at such other times, as directed by the Board of Directors.

### **4.2 Judges Committee**

4.2.1 A Judges Committee shall be appointed by the president and confirmed by the Board. The committee must have at least two members and not more than five.

4.2.2 The Judges Committee shall be responsible for developing and keeping up to date, the OFEA Rulebook. The Judges Committee shall perform those duties as described in the OFEA Rulebook, Section 300.00 and other duties assigned by the President.

## **ARTICLE V: OFFICERS**

### **Section 1. Titles:**

1.1 The Officers of this Corporation shall be: President, Vice President, Secretary, and Treasurer.

### **Section 2. Election:**

2.1 The general membership shall elect the officers specified to serve one-year terms. The elections shall take place at the annual meeting and notice to this effect shall be mailed to each member at least two weeks prior to this membership meeting.

2.2 New officers shall begin their term as soon as practical after election. An officer may be reelected without limitation on the number of terms the officer may serve.

### **Section 3. Vacancy:**

3.1 A vacancy of the office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy by a majority vote of the Directors at that meeting or by majority vote of all Directors if by telecommunication.

#### **Section 4. President:**

4.1 The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall handle the day-to-day administrative decisions and communications with individuals and entities outside of the Corporation as directed by the Board of Directors. The President shall have any other powers and duties, as may be prescribed by the Board of Directors.

#### **Section 5. Vice President:**

5.1 The Vice President shall chair the general membership and meetings in the absence of the President and shall exercise other authority and responsibilities as delegated by the President. The Vice President may be designated by the Board to assume the duties and authorities of the President in the event the President is incapacitated, resigns or is removed from office. The Vice President shall be responsible for public relations, promotion of community awareness and publicity. The Vice President may appoint a committee to assist in these functions.

#### **Section 6. Secretary.**

6.1 The Secretary shall perform the following duties:

6.1.1 Maintain copies of Corporation documents including, a copy of the Articles of Incorporation and the By-laws with any amendments thereto, the OFEA Rulebook and other documents pertinent to the organizations operation and history.

6.1.2 Record and maintain all proceedings and actions of the Board of Directors and general membership meetings and actions.

6.1.3 Produce and distribute the OFEA Newsletter on a regular schedule unless a newsletter editor is appointed by the President and confirmed by the Board.

6.1.4 Maintain and report the official show point listing of all members in approved shows unless a point secretary is appointed by the President and confirmed by the Board.

6.1.5 Handle correspondence as needed for the Corporation.

6.1.6 Maintain a mailing address and collect Corporation mail.

6.1.7 Other duties as directed by the President.

#### **Section 7. Treasurer:**

7.1 The duties of the Treasurer are:

7.1.1 Maintain full and accurate accounts of all financial records of the corporation.

7.1.2 Collect and deposit all funds and other valuable effects in the name and to the credit of the

Corporation in such depositories as directed by the Board of Directors.

7.1.3 Reconcile monthly the Corporation check book(s) with the statement of account from the designated depository.

7.1.4 Provide records and summaries as appropriate and at year-end for verification of financial records.

7.1.5 Handle all matters needed to obtain and maintain liability insurance for OFEA operated shows and other activities as authorized by the Board.

7.1.6 Maintain an inventory of OFEA material assets with an individual value of fifty dollars or more.

### **Section 8. Executive Secretary:**

8.1 The Board of Directors may select an executive secretary to assume any duties of Corporation Officers or other Board of Director members and to carry out such actions on behalf of OFEA as assigned. Appointment of an executive secretary must be predicated upon a finding that the current duties required by the organization are too extensive to be performed by the elected officers and directors.

8.2 The individual selected to serve in this capacity shall be selected by a majority vote of the Board of Directors. This individual may be the same individual as the Corporation Secretary.

8.3 The position of executive secretary may be paid a stipend, set annually by the Board. The amount of such reimbursement will be determined by the duties specifically assigned, in writing, to the individual by the Board. All expenses incurred by the executive director in the performance of written duties will be reimbursed.

8.4 Suggested duties which may be assigned to the executive secretary include:

8.4.1 Produce and distribute to the membership the OFEA Newsletter on a periodic basis as determined in the written assignment.

8.4.2 Communicate with those organizations which seek to have their horse shows sponsored by OFEA and provide for the show approval process.

8.4.3 Maintain and report regularly the official point listing of members in approved shows.

8.4.4 Annually summarize the financial records of the Corporation for use by the Audit Committee and for the information of the general membership.

8.4.5 Arrange for a volunteer to serve as show steward at all approved regular shows.

8.4.6 Coordinate the organization and operation of the annual meeting, securing and assigning volunteers to perform specific tasks and overseeing all tasks of the annual meeting.



8.4.7 Serve as show secretary for shows sponsored solely or jointly by OFEA.

## **ARTICLE VI: GENERAL**

### **Section 1. Dissolution of Corporation:**

1.1 The Oregon Family Equestrian Activities Corporation represents a “Mutual Benefit” organization. It is the desire of the membership that, upon dissolution, the assets of the Corporation shall be distributed to a public benefit organization which is organized as a non-profit organization under the laws of Oregon.

1.2 The specific organization shall be determined by the Board of Directors in office at the time of any such dissolution. However, that Board of Directors is specifically directed to choose an organization whose purpose is equine research, education in a field related to equine care or medicine or any other equine related charity.

### **Section 2. Changes to the Articles of Incorporation or Bylaws:**

2.1 Changes to the Articles of Incorporation or Bylaws of this Corporation shall be made by a majority vote of the total Board of Directors at a regular or special meeting called for this purpose. In the event such a special meeting is called, notice of such special meeting must be given to all members at least seven days prior to the meeting. The general membership may vote on such changes when referred to them by the Board.

**Section 3. Consent of Board:**

Consistent with the powers vested in the Board of Directors by the laws of Oregon and the Articles of Incorporation as clarified above, the Directors do hereby adopt the above Bylaws as indicated as attested to on the following signature page and refer such Bylaws to the general membership for their review and approval.

*(Original signature page for Director's on file at Corporate Office)*

**Oregon Family Equestrian Activities, Inc. 2003 Board of Directors and Board Members:**

Bruce Rankin, President \_\_\_\_\_

Susannah Doyle, Vice-President \_\_\_\_\_

Susan Ritchie, Secretary \_\_\_\_\_

Lisa Williams, Treasurer \_\_\_\_\_

Brenda Aldred, Board Member \_\_\_\_\_

Liz Martin, Board Member \_\_\_\_\_

Kezzie Vickers, Board Member \_\_\_\_\_

Darrell Ward, Board Member \_\_\_\_\_

Elaine Getic, Board Member \_\_\_\_\_

Beth Wheeler, Board Member \_\_\_\_\_

Steve Morrill, Past President \_\_\_\_\_

Gayle Dundon, Board Member \_\_\_\_\_

Edrah Spielman, Board Member \_\_\_\_\_

Bylaws approved by the general membership on January 31, 2004 during the annual membership meeting and awards program at the Spirit Mountain Casino, Grand Ronde, OR.

\_\_\_\_\_; Date: January 13, 2004  
Signed, Susan Ritchie, Corporation Secretary

Bylaws revised by the general membership on February 1, 2014 during the annual membership meeting and awards program at the Albany Golf and Event Center, Albany, OR.

\_\_\_\_\_: Date: February 1, 2014  
Signed, Eleni Boston, Corporation Secretary

