

NORTHERN WEST VIRGINIA  
QUARTER HORSE ASSOCIATION

BY-LAWS



## BY-LAWS OF THE NORTHERN WEST VIRGINIA QUARTER HORSE ASSOCIATION

### Article I.

The name of the organization shall be the "Northern West Virginia Quarter Horse Association, Inc.

### Article II.

#### Section 1 – Statement of purpose:

- a. To promote in all ways the interest of the Northern West Virginia Quarter Horse breeders, owners and exhibitors; and to do any and all things necessary to advance the prosperity of the breed.
- b. To solicit gifts, legacies and donations from any sources whatsoever, to make gifts to carry out the goals of this organization; the right to acquire, convey or encumber real estate, and to exercise all such powers and authority as may be necessary to carry out any and all of the aforesaid purposes.
- c. Said corporation is organized exclusively for charitable, religious, educational, scientific and/or agricultural purposes within the meaning of Section 501(c)(3) or 501(c) (5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 19-54 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under action 501(c)(3) or 501(c)(5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation exclusively for the purposes of the corporation, distribute the remaining assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific and/or agricultural purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organization as said court shall determine which are organized and operated exclusively for such purposes

### Article III.

**Section 1 – Membership:** Any individual, family, corporation or farm desiring to become a member of the Association shall make application for such membership and shall tender with said application annual dues for the calendar year for which membership is sought. The postmark will indicate the effective date of an applicant's membership, if mailed, or when received by the membership secretary and added to the membership list. Membership shall be one of three categories:

- **Individual Membership** - One vote. Individual membership shall include adults, stables, farms, and corporations. This will be the individual whose name and signature appears as authorized agent on the application.
- **Family Membership** – Two votes. Spouses and/or partners. Children are eligible to show in youth activity classes.
- **Youth Membership**- No votes. Any person eligible to show in Youth Activity classes.

**Section 2** – Annual Dues: Annual dues charges will be established and reviewed by the board of directors on an annual basis.

#### **Article IV.**

**Section 1** – Number of officers: The four officers of the association shall be: President, Vice-President, Secretary, and Treasurer.

**Section 2** – Term of office: An officer may succeed himself-herself for unlimited consecutive terms.

**Section 3** – Election of Officers and Directors: The officers and directors shall be elected annually in accordance with the terms of office as specified in these by-laws by a popularity of votes of the membership. Eligibility to run for an officer or director’s position and to vote, you must be a member in good standing Husband and wife are not eligible to both hold officers positions; however, one can hold an officer position and the other be a director. The election will be held at the last general members meeting that is referred to at the banquet or election meeting.

*\*In good standing- The status of a member of a profession who is not suspended or disbarred, and is registered with a proper authority and has paid membership fees.*

**Section** – Duties and Powers of Officers: The duties and powers of the officers of the association shall be as follows:

**President:**

The president shall preside at all meetings of the Board of Directors and Membership. He/she shall cause to be presented at each regular meeting of the membership and Board of Directors, a report on the condition of the business of the association.

He/she shall call regular and special meetings of the membership and the Board of Directors in accordance with the by-laws, rules, and regulations of NWWQHA.

He/she shall appoint, remove, employ, discharge, and fix the compensation for all agents, employees, or clerks of the association, provided the Board of Directors has approved them.

He/she shall have the authority to appoint appropriate committees as necessary.

He/she shall see that the books, reports, statements and certificates required by statute and by these by-laws are properly kept, made, and filed.

He/she shall be responsible for all documents, assets and records to be properly inventoried as passed on the incoming officers.

He/she shall have the authority to sign all negotiable instruments on behalf of the association.

He/she shall enforce these by-laws and perform all the duties incident to the position and office and which are required by law.

**Vice President:**

During the absence or inability of the president to render and perform his/her duties or exercise his/her powers as set forth in these by-laws, the Vice-President shall assume the duties of the President. When so acting, he/she shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such president.

The Vice-President or secretary must jointly sign all contracts and agreements with the president after the approval of the Board of Directors.

**Secretary:**

The secretary shall keep the minutes of all N.W.V.Q.H.A. meetings in appropriate books. He/she shall give and serve all notices of the association.

He/she shall present to the Board of Directors at the stated meetings all communications officially addressed to him/her as secretary.

**Treasurer:**

The treasurer shall have the care, custody of, and responsible for all funds and securities of the association. He/she shall deposit all such funds in the name of the association only in such banks, trust companies, or safe deposit vaults as the Board of Directors may designate.

He/she shall have the authority to make, sign and endorse, in the name of the association, all instruments for the payment and receipt of money under the direction and approval of the Board of Directors. He/she shall jointly sign all other negotiable instruments on behalf of the association. All disbursement checks must be countersigned by a second designated member of the Board of Directors.

He/she shall be responsible for receiving monies for stall reservations no less than weekly by the person/persons taking stall reservations.

He/she shall present all treasurer reports in writing at all board meetings.

**Board of Directors:**

**Section 1 – Number:** The affairs and business of this association shall be managed by a Board of Directors composed of the four (4) elected officers of the association and a minimum of (8) and a maximum of ten (10) directors. The president of the association shall act as a chairman of the Board of Directors.

**Section 2 – Director Ex-Officio:** A retiring president who is a member who is in good standing shall become a director ex-officio for the calendar year following his/her tenure as president and has a vote.

**Section 3 – Election of Directors:** Anyone running for President or Vice-President must have served as an Officer or Director at least one year.

**Section 4 – Term of Office:** The term of office for each of the members of the Board of Directors shall be two years or until his/her successor is duly elected or appointed.

**Section 5 – Duties and Powers of the Board of Directors:** The Board of Directors shall have the control and general management of the affairs and business of the association. Such Board of Directors shall in

all cases act as a board, regularly convened, and they may adopt such rules and regulations for the conduct of their meetings and the management of the association and they may deem proper, no inconsistent with the by-laws, rules, regulations of the Association, and the laws of the state of West Virginia.

Additionally, when deemed necessary, the Board of Directors may convene to review and render a decision on any subject, condition or situation that may arise and require a ruling by the Board of Directors. Any committee chairperson or association member may request such a meeting.

**Section 6 – Meetings of the Board of Directors:** Regular meetings of the Board of Directors shall be held at such time and place as the board may determine. The Board of Directors may hold one meeting per quarter, which will be open to the general membership. Special meetings of the Board of Directors may be called by the president or the secretary upon request of four (4) of the Board of Directors.

**Section 7 – Notice of Meetings:** Officers and Directors shall be given at least five (5) days' notice of the time and place for all meetings of the Board of Directors. Notice shall be given either in person, through the mail, email, or group message via Facebook. Any meetings at which every member of the Board of Directors is present, although held without notice, business may be conducted as if the meeting had been duly called.

**Section 8 – Quorum:** A quorum shall consist of any five of the voting members of the Board of Directors and must include either the President or the Vice President.

**Section 9 – Voting:** At all meetings of the Board of Directors, each officer and director has one vote, irrespective of any number of members he/she claims to represent, except that the president shall vote only in the case of a tie vote. The act of a majority of the members of the Board of Directors when a quorum is present shall be the act of the entire board.

**Section 10 – Vacancies:** Vacancies among the directors offering between annual meetings shall be filled for the unexpired portion of the term appointed by the president with the approval of the Board of Directors.

**Section 11 – Attendance:** All officers and directors are expected to attend all meetings. If unable to attend, they must notify the President. Officers and directors will be, at the discretion of the Board, subject to dismissal following 2 unexcused or 3 excused absences.

#### **Code of Conduct for Board of Directors:**

Rationale: Principles and practices of the NWWQHA Board of Directors and committee chairs to provide guidance and direction for effective governance.

Code: Members of the Board of Directors are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the board of NWWQHA.

Board members pledge to accept this code as a minimum guideline for ethical conduct and shall:

Accountability

1. Faithfully abide by the articles of incorporation, bylaws, rules and policies of the organization.
2. Exercise reasonable care, good faith and due diligence in governing and managing the affairs of NWWQHA.
3. Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest.

4. Fully disclose, at the earliest opportunity, information of fact that would have significance in board decision-making.
5. Remain accountable for prudent fiscal management to association members, the board, the equine industry and, where applicable, to government and funding bodies.
6. Protect information that belongs to NWWQHA, its donors, sponsors, suppliers, employees and volunteers.
7. Never use NWWQHA assets or information for personal gain.
8. Recognize that even the appearance of misconduct or impropriety can be very damaging to the reputation of the NWWQHA, and act accordingly.

#### Professional Excellence – Integrity

1. Maintain a professional level of courtesy, respect and objectivity in all matters and activities.
2. Strive to uphold those practices and assist other members of the board in upholding the highest standards of conduct.

#### Personal Gain – Self-Dealing

1. Exercise the powers invested for the good of all members of the organization rather than for personal benefit.

#### Equal Opportunity – Diversity – Inclusivity

1. Ensure the right of all members to access benefits and services without discrimination on the basis of culture, geography, political, religious or socio-economic aspects.
2. Ensure the right of all members to access benefits and services without discrimination on the basis of the organization's volunteer or staff make-up in respect to gender, sexual orientation, national origin, race, religion, age, political affiliation or disability, in accordance with all applicable legal and regulatory requirements.

#### Confidential Information

1. Respect the confidentiality of sensitive information known to board service and used for the purpose of governance and management.

#### Collaboration and Cooperation

1. Respect the diversity of opinions expressed or acted upon by the organization board, committees and membership, and formally registers dissent as appropriate.
2. Promote collaboration, cooperation and partnership among association members.

### **Article V.**

**Section 1 – Administrative Secretary:** The president may appoint, subject to the approval of the Board of Directors, a non-voting position of Administrative Secretary. The responsibilities of this position may include:

- Maintain show points
- Any secretarial duties needed by committee chairperson
- Any other miscellaneous duties

### **Article VI.**

**Section 1 – Regular Meetings:** Meetings will be open to general membership and the December meeting will be termed as the "Election meeting"

**Section 2 – Special Meetings:** Special meetings of the membership, other than those regulated by the statutes or identified above, may be called at any time by: the president, a majority of the Board of Directors or the president upon the written request of 10 members in good standing.

**Section 2 – Notice of Meetings:** Notice of general membership meetings will be posted on the NWWQHA Facebook page.

### **Article VII.**

Negotiable Instruments and Contracts: All negotiable instruments of the association shall be signed by the treasurer and countersigned by another unrelated member of the Board of Directors. No officer or agent of the association, either singly or jointly with other, shall have the power to make any negotiable instrument, or endorse the same in the name of the association, contract or cause to be contracted, and debit or liability in the name of or on behalf of the association, except as duly appointed representatives of N.W.V.Q.H.A. This appointment must be made by the president and approved by the Board of Directors.

#### **Article VII.**

Amendments to By-Laws: The by-laws may be altered by amendment, repeal or addition, by the majority vote of the Board of Directors of the association at any special meeting of the Board of Directors called for that purpose, provided a quorum of the board is present at such special meeting. Amendments may be altered, repealed, or added by the majority vote of the Board of Directors.

Amendments to Rules and Regulations: Rules and Regulations may be altered, repealed, or added by the majority vote of the Board of Directors.

#### **Article IX.**

**Section 1** – Rules of the Northern West Virginia Youth Quarter Horse Association: The Board of Directors shall have the right to ratify, amend or repeal any and/or all rules adopted by the NWVYQHA.

**Section 2** – Youth Advisors: Youth Advisors shall be appointed by the President and ratified by a majority of the members of the Board of Directors. One will be designated as Youth Advisor and one as Assistant Youth Advisor. One advisor is required to attend Board of Directors Meetings. Attendance/requirements shall be under the same guidelines as a voting Board of Directors Member.

**Section 2a.** – The youth advisor is responsible to present a secretary and treasurer’s report of the Youth Association at each Board Meeting as provided by the Youth Officers.

**Section 2b.** – If a Youth Advisor resigns or is unable to complete the year, the President may appoint someone of his or her choosing to fill the position for the remainder of the year and subject to ratification of the majority of the Board of Directors.

**Section 2c.** – If the current Youth Advisor gives notice that he or she will not serve the following year, then the incoming President may appoint a Youth Advisor, subject to ratification by a majority of the incoming board, no later than January 31 of the year for which the appointment is made.

Date of By-Laws: These by-laws were amended and accepted by the general membership on August 1, 2008.

Date of By-Laws: These by-laws were amended and accepted by the general membership on December 9, 2017.

Date of By-Laws: These by-laws were amended and accepted by the general membership on April 14, 2018

## **NWVQHA RULES AND REGULATIONS**

Committee assignments: Persons assigned to specific positions are to be held responsible for incomplete tasks, or reprimand is to be issued. (Suggestions: give said person and absence for not doing job).

Meeting Attendance: Tardiness and leaving early are to be reported to the Secretary for roll call records.

Stall Placement lists will be posted on all barns prior to shows.

All riding patterns are to be posted 1 hour prior to show times.

Arenas are to be watered routinely during "dry" weather shows. The arenas are to be watered after warm-up breaks (not during).

All Dogs Are to Be On Leash and in Hand!

All Officers and Board members are to be on one or more committees throughout the year in office. This will deter all the work being placed on a few of the executive members.

Any Vendor, Photographer, etc. who set-up for business, on the show grounds, during any NWVQHA show will be charged \$50.00 vendor fee (payable to N.W.V.Q.H.A.)

Show Management/Office staff/Show Staff will be required to wear proper AQHA attire and will be governed by NWVQHA and AQHA Rules. The show Manager is required to be a member in good standing of NWVQHA. All employment-related decisions concerning Show Management/Office Staff/Show Staff will be subject to the approval of the Board of Directors.

Insufficient Funds: Any member issuing a check to NWVQHA for payment of bills/expenses that is returned for Insufficient Funds will automatically be suspended ten (10) days after notification of the member by registered mail. Only after a new check (with the addition of a processing fee) has been received and processed successfully through the Association's bank, will the member be reinstated. Board of Director approval is required for reinstatement after the third suspension.

### **SHOW AND CONTEST RULES AND REGULATIONS:**

Awards will be presented on the basis of points earned at all N.W.V.Q.H.A. approved shows. Exhibitors must inform the Points Chairman in writing within 15 days of published point standings, of any point discrepancy in the point tabulation.

In order to help defray expenses and eliminate record keeping on horses not vying for year-end awards, exhibitors must designate in writing each horse on which he/she wants point records kept and must pay a charge per horse for the same. The point fee money will go toward year-end awards. The charge is to be set annually by the Board of Directors. This fee must be paid prior to the first show beginning each year, or prior to the show in which the horse is to be exhibited. This must be in writing and mailed to the Points Chairman.

Points Awards: Points shall be awarded to any horse nominated provided the person nominating for points is named.

Points will be tabulated from a copy of the official results submitted by the show secretary from all shows approved by NWVQHA.



A ten (10) point minimum shall be required for all awards with the following exception: Two-year old Snaffle Bit Western Pleasure.

Awards will be presented on to horses, which have been exhibited in a minimum of 50% of N.W.V.Q.H.A. shows.

Suspension of Members: There will be several criteria for suspension and/or removal of members as listed below:

Any member suspended by American Quarter Horse Association shall be automatically be suspended as a member of this association.

Non-payment of bills/expenses incurred at N.W.V.Q.H.A. sponsored even will be handled as follows:

Immediate notification by phone,  
Warning letter at thirty (30) days, with notification to all officers and board members,  
Removal at 60 days

Board of Directors approval is required to be reinstated.

Membership in N.W.V.Q.H.A. is a privilege, not a right, application for which shall be made by procedures prescribed by N.W.V.Q.H.A. Membership, or application therefore, may be terminated or rejected by the Board of Directors for cause detrimental to the interest of N.W.V.Q.H.A., its programs, policies, objectives and harmonious relationship of its members as determined by the Board. Termination or application rejection proceedings under this rule shall be conducted under N.W.V.Q.H.A.'s disciplinary procedures for notice, hearing and temporary suspension. The effect of the termination or rejection may be denial of the privileges of N.W.V.Q.H.A. as set forth in N.W.V.Q.H.A. disciplinary procedures.

Grievance Protest: Any exhibitor, member, agent, or the parent of a juvenile member may make a protest for any violation of N.W.V.Q.H.A. rules.

The protest must be made: In writing and in proper form, signed by the protester, postmarked and addressed to the secretary of N.W.V.Q.H.A. within 72 hours of said violation and accompanied by a \$25.00 deposit.

The secretary shall turn all protests over to the board at the next Board of Directors meeting. The board of Directors will serve as a Grievance Committee. If the grievance committee decides in favor of the complaint, the deposit will be refunded; if not, the deposit will go to the association.

Whenever it has been established by satisfactory evidence that a member or non-member has knowingly and willfully violated any pertinent rule of N.W.V.Q.H.A. or A.Q.H.A., such member may be disciplined, suspended, or expelled from the association and any member or non-member may be denied any or all privileges of the association.

Whenever anyone is accused of a violation, he/she shall be given at least fifteen (15) days' notice of the time and place for an Executive Board hearing, at which time he/she shall have an opportunity, in person to be heard, present evidence on his/her own behalf and to hear and refute evidence offered against him/her.

The decision and action of the Board of Directors shall be final and binding on all parties.

Pending final hearing, the Board of Directors may be giving written notice, temporarily suspend the accused member. The effect of which shall be to deny the accused member further association privileges until the Board of Directors can hear the matter and take appropriate disciplinary action.

Small-Fry Division: This is a special division free of the of the Youth Activity rules and regulations. The age requirements are 10 years and under, except for lead line, which shall be seven (7) years and under. The participants cannot show in any lope or canter class. Any horse may be used, except stallions – a Registered Quarter Horse is not required. For year-end awards, the exhibitor must be a member of N.W.V.Q.H.A., or his/her immediate family member of NWVQHA and the horse must be registered for points with NWVQHA The classes making up this division are:

- Lead-line (all will receive an award)
- Small-Fry Horsemanship
- Small-Fry Pleasure
- Small-Fry Showmanship
- Small-Fry Trail

Year-end awards will be given in each class to all participants. A minimum of ten (10) points is not required in this division.

Youth Activity Division: This division is open to any youth member as defined by AQHA.

There shall be an award presented to the youth with the highest number of points in each approved A.Q.H.A. Youth Activity held. A ten (10) point minimum shall be required for any award. The point scale for year-end awards will be as shown in the NWVQHA point system.

Any points won in any AQHA approved Youth Activity event held at a NWVQHA approved show shall count toward awards.

Novice Youth Activity Division: This division is open to any novice youth member as defined by AQHA.

Amateur Division: This division is open to any amateur member as defined AQHA.

There shall be an award presented to the amateur with the highest number of points in each approved A.Q.H.A. Amateur event held. A ten (10) point minimum shall be required for any award. The point scale for year-end awards will be as shown in the NWVQHA point system.

Novice Amateur Division: This division is open to any novice amateur member as defined by AQHA.

There shall be an award presented to the novice amateur with the highest number of points in each approved A.Q.H.A. Novice Amateur event held. A ten (10) point minimum shall be required for any award. The point scale for year-end awards will be as shown in the NWVQHA point system.

Open Division: This division is open to any member of AQHA.

There shall be an award presented to the owner of the horse with the highest number of points in each approved A.Q.H.A. Open event held. A ten (10) point minimum shall be required for any award. The point scale for year-end awards will be as shown in the NWVQHA point system.

Points accumulated in Green classes will not be counted toward Open Division points.

NWVQHA Point System: The following Points shall be used for all points awarded:

1 <sup>st</sup>	2 <sup>nd</sup>	3 <sup>rd</sup>	4 <sup>th</sup>	5 <sup>th</sup>	6 <sup>th</sup>	7 <sup>th</sup>	8 <sup>th</sup>	9 <sup>th</sup>	# of Horses
1									1
2	1								2
3	2	1							3
4	3	2	1						4
5	4	3	2	1					5
6	5	4	3	2	1				6
7	6	5	4	3	2	1			7
8	7	6	5	4	3	2	1		8
9	8	7	6	5	4	3	2	1	9