

Oregon Family Equestrian Association

By-Laws

ARTICLE I. Oregon Family Equestrian Association

The name of this Association shall be Oregon Family Equestrian Association, aka OFEA, hereinafter referred to as the Association

ARTICLE II. CORPORATION PURPOSE

Section 1. Nonprofit Purpose

The purpose of this Association is to engage in any lawful activity, none of which is for profit, for which Associations may be organized pursuant to Chapter 65 of the Oregon Revised Statutes; to achieve the goals as set forth below. The Association shall not carry on any other activities not permitted to be carried on (a) by a Association exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by Association contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. Specific Purpose

The Association's purposes are: 1) the promotion of family oriented equine activities for the education and enjoyment of participants, 2) to support equine education for participants, 3) to further the welfare of both equines and participants.

Section 3. Non-Discrimination Policy

Pursuant to Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973 and the Age Discrimination Act of 1975, The Association recruits, employs, assigns and promotes staff, terminates employment, accepts patients, volunteers and board members, determines rates of pay and other benefits without discrimination on the basis of age, gender, sexual orientation, disability, ethnic identity, religion or creed.

Section 4. Members

The Corporation shall have no paid membership.

ARTICLE III. MEETINGS

Section 1. Meetings

Board meetings shall be open to the public and announced no less than 14 days in advance of said meeting via written and electronic media, including but not limited to bulk mailings, emails, postings on the Association's website and Facebook page, and written notifications easily visible at locations where volunteers, clients and other interested parties may congregate. A regular annual meeting of the Board shall be held the Year End Awards Banquet calendar year unless otherwise scheduled by the President. A minimum of three (3) additional meetings will be scheduled on a quarterly basis unless otherwise scheduled by the President.

Section 2. Annual meetings

An annual meeting shall take place at the Year-End Awards Banquet in January, with specific date, time and location to be designated by the chair. At the annual meeting the board Board Members and officers will be introduced, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3. Special Meetings

Special Executive Sessions may be called by the President of the Board, during any regular meeting or other time as needed. However, no voting or decision making may take place until a public Board meeting can be scheduled in accordance with Section 1 as specified above.

Section 4. Notice of Meetings

Written notice of agenda items shall be sent to each Board member at least five (5) days prior to each meeting, and copies of same shall be posted via written and electronic media, and available and in sufficient number for review by stakeholders and members of the public who may be in attendance.

Section 5. Voting

In accordance with ARTICLE IV, Section 7, the majority of the Board members shall constitute a quorum for the transaction of business. Voting and attendance by telephonic and electronic means will be allowed on all matters of business. Electronic means includes video calling, skyping or other public verifiable methods that may be developed in the future. If at any meeting of the Board, a sufficient number of Board Members to complete a quorum are not in attendance, the meeting will be adjourned until such time as a quorum may be present. When a quorum exists, action may be taken by a majority vote of the Board Members present.

ARTICLE IV. BOARD MEMBERS

Section 1. General Powers

The affairs of the Association shall be managed by its Board Members. Board Members shall have control of and be responsible for the management of the affairs and property of the Association. The members of the Board (hereinafter referred to as Board Members) understand they have legal responsibilities to fulfill, and the State of Oregon defines these responsibilities as Duty of Due Care, Duty of Loyalty, and Duty of Obedience. Board Members understand they are responsible for assuring both the spirit and letter of these duties in the actions of the Board and activities of OFEA.

Section 2. Number, Tenure, Requirements, and Qualifications

2.1 The number of Board Members shall be at least 9 but not more than 13 unless otherwise determined by a majority vote of the Board Members. Board Members shall consist of the five duly elected Officers of the Association, and at least four elected Board Members.

Section 3. Term and Election:

3.1 The term of office for Board Members shall be one year. A Board Member may be reelected without limitation on the number of terms they may serve. The term of office of Board Members shall be for one year. A Board Member may be reelected without limitation on the number of terms he or she may serve. The Board shall elect its own Board Members. Notice of this election shall be mailed to each member at least two weeks prior to the meeting.

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

Section 4. Removal:

4.1 Any member of the Board or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board if in their judgment the best interest of the Association would be served thereby. Each member of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board shall automatically be removed from office.

4.2 Members of the Board who are removed for failure to meet the minimum requirements in Section 1 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

Section 5. Resignations, Termination and Absences

5.1 Resignation from the board must be in writing and received by the President or the Corresponding or Show Secretary. Board members may be excused from attendance upon notification to the President prior to the scheduled meeting.

5.2 Board members shall be terminated from the board due to excess absences, more than three unexcused absences from board meetings in a year or if in the judgment of the Board removal is in the best interest of the Association would be served thereby. Removal process is stated in Section 4 in this Article.

Section 6. Vacancies:

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

Section 7. Quorum

A majority of the Board Members currently in office shall constitute a quorum at any meeting of the Board. If the quorum is present, action is taken by a majority vote of the Board Members present, except as otherwise provided by these Bylaws. Where the law requires a majority vote of the Board Members in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 8. Compensation

Members of the Board shall not receive any compensation for their services as Board Members.

Section 9. Informal Action by Board Members

Any action required by law to be taken at a meeting of the Board Members, or any action which may be taken at a meeting of Board Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Board Members following notice of the intended action to all members of the Board of Board Members.

Section 10. Confidentiality

Board Members shall not discuss or disclose information about the Association or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Associations' purposes, or can reasonably be expected to benefit the Association. Board Members shall use discretion and good business judgment in discussing the affairs of the Association with third parties. Without limiting the foregoing, Board Members may discuss upcoming fundraisers and the purposes and functions of the Association, including but not limited to accounts on deposit in financial institutions.

Section 11. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Board Members annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Board Members. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Association by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 12. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 13. Meetings

Regular meetings of the Board shall be held as determined by the Board. Special meetings of the Board Members may be held at any time upon twenty-four (24) hour notice, oral or written, by the President, Secretary, Treasurer, or by three other members of the Board.

Section 14. Electronic Meetings

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

ARTICLE V. OFFICERS

Section 1. Duties of Officers

The officers of this Board shall be the President, Vice-President, Corresponding Secretary, Show Secretary and Treasurer. All officers must have the status of active members of the Board.

A. President

The President shall be the Chief Officer of the Organization and shall act as the Chair of the Board. The President is an elected position for a term of one year. The President shall handle the day-to-day administrative decisions and communications with individuals and entities outside of the Organization as directed by Board Members. The President chairs the Board meetings and the Annual meeting. The President shall have any other powers and duties as may be prescribed by Board Members, including but not limited to signing authority for financial transactions, tie-breaker for any votes put before the Board.

B. Vice President

Vice President shall chair the Annual meeting and board meetings in the absence of the President and shall exercise other authority and responsibilities as delegated by the President. The Vice President is an elected position for a term of one year. 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 have other powers and duties as may be prescribed by the Board, including but not limited to public relations, promotion of community awareness and publicity. May appoint a committee to assist in these functions.

C. Corresponding Secretary

The Corresponding Secretary is an elected position for a term of one year. The Corresponding Secretary shall send notices of meetings to the Board Members, read correspondence at meetings as requested by The President. The Corresponding Secretary will send email blasts as requested by the Board of Board Members, The President and / or Vice President.

D. Show Secretary

The Show Secretary is an elected position for a term of one year. The Event Secretary shall coordinate dates, volunteers, judges, entries and awards for all OFEA sanctioned

events and maintain the list of participants in the Awards Program. The Show Secretary shall create the show premium and coordinate with the Corresponding Secretary to distribute via all available media. A committee can be formed under the direction of Board Members to assist in these functions, the Show Secretary will Chair such a committee. The Show Secretary will maintain the OFEA Facebook page.

E. Treasurer

The Treasurer is an elected position for a term of one year. The duties of the Treasurer are maintain full and accurate accounts of all financial records of the Association; collect and deposit all funds and other valuable effects in the name and to the credit of the Association in such depositories as directed by Board Members; Reconcile monthly the Association check book(s) with the statement of account from the designated depository; Provide records and summaries as appropriate and at year-end for verification of financial records; Handle all matters needed to obtain and maintain liability insurance for OFEA operated shows and other activities as authorized by the Board; Maintain an inventory of OFEA material assets with an individual value of fifty dollars or more.

F. Board Member

The Board Member is an elected position for a term of one year. If the Board fails to have enough Members to create a quorum, the Board may nominate and vote in an additional Member for the remainder of the year. The Board Member shall serve on committees, attend meetings and provide the Board of Board Members with public feedback and suggestions.

Section 2. Election of Officers

A Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board. The election shall be held at the meeting prior to the annual meeting of the Board and presented at the annual meeting to the public. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices.

ARTICLE VI. COMMITTEES

Section 1. Committee Formation

The Board may create committees as needed, such as fundraising, public relations, nominations, etc. The board chair appoints all committee chairs.

Section 2. Executive Committee

The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of Board Members in the intervals between meetings of Board Members, and is subject to the direction and control of the full board.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 4. Audit Committee

The Finance Committee on an annual basis shall appoint an audit committee who will monitor the audit process. The audit committee shall have a minimum of two members from the Board, a person(s) appointed by the Board and chaired by the Treasurer.

ARTICLE VII. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of Oregon, the Association shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Association, or any person who may have served at the Association's request as a director or officer of another Association (each of the foregoing members, Board Members, officers, employees, agents, and persons is referred to in this Article individually as an "indemnatee"), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been such member,

director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of Board Members, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, if authorized by Board Members, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Association may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Association would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE VIII – DISSOLUTION

Upon dissolution of the Association, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all the assets of the Association by making a donation of such assets to a similar not-for-profit Association which is organized and operated exclusively for tax-exempt purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, with the condition that such assets must be used for providing services to persons with disabilities.

ARTICLE IX. BOOKS AND RECORDS

The Association shall keep complete books and records of account and minutes of the proceedings of the Board of Board Members.

ARTICLE X. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board Members, provided that specific written notice of the proposed amendment of the

Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all Board Members then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of Board Members then in office.

Section 2. Bylaws

The Board of Board Members may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of Board Members.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Association shall be January 1 through December 31.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Board Members or incorporators of this Association, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this Association.

ADOPTED AND APPROVED by the Board of Board Members on this 16 day of Dec., 2018.

Karen Conroy, President – OFEA

Katherine West, Corresponding Secretary - OFEA

Ellen Boston Show Secretary - OFEA