



## **Champagne Horse Breeders' & Owners' Association**

### **Article I**

#### ***Title, Objects, Location, Corporate Seal***

Section 1 - Title: This Association shall be known as the Champagne Horse Breeders and Owners Association, and shall at all times be operated and conducted as a non-profit association in accordance with the laws of the State of Virginia providing for such organizations and by which it shall acquire all such rights as granted to associations of the kind.

Section 2 - Objects: The objectives and purpose of this Association shall be to record and register any equine carrying the champagne gene, to promote public awareness and knowledge of the champagne gene.

Section 3 - Place of Business: The principal place of business of the Association will be 2033 Meander Run Road Locust Dale, VA 22948, but its members or officers may be residents of any state, territory, or country and business may be carried on at any place convenient to such members of officials as may be participating.

Section 4 - Corporate Seal: The seal of the Association shall be in the charge of the officers and shall be in the form impressed below.

### **Article II**

#### **Members**

Section 1 - Membership Rights: Members of the Association will be admitted, retained, suspended, expelled or re-admitted and otherwise regulated in accordance with such rules and regulations as the membership may adopt. In all matters governed by a vote of the members, each member in good standing shall be entitled to one (1) vote. Individual membership (1) vote, Family membership, wife and spouse (2) votes with both being present to vote. A juvenile membership shall be offered for juveniles 17 and under without the privilege of vote. Memberships are from January 1 to December 31. Membership dues must be

paid by August 15th to receive a mail ballot.

Section 2 - Membership Obligations: Any person who applies for membership in the Association and any non-member who applies for any other privilege, by so applying agrees and binds himself to abide by the CHBOA By-Laws and all other CHBOA rules and regulations, except as otherwise stated in these bylaws.

Section 3 - Annual Membership Meeting: The regular Annual meeting of the members shall be held at a place and time designated by the Board of Directors for the purpose of transacting such business as may be brought before the meeting. Members shall not be required to be present to vote, but may vote by mail ballot in accordance with the provisions hereof.

Notice of the Annual Meeting shall be given by mailing written notice stating the time of such meeting to each member's last known mail address as it appears on the Association's records not less than thirty (30) days prior to the date of such meeting.

Any voting matter pertaining to a total membership vote including, but not limited to elections and By-law changes will be done by mail ballot to eligible voting members only. Voting at a meeting of the Association shall be in person.

The President shall appoint a nominating committee for the purpose of nominating candidates for Directors. The committee shall consist of at least three members.

Members in good standing, willing to serve on the CHBOA Board of Directors shall notify the CHBOA nominating committee chairperson by October 15th of each year of their desire to serve. Write-in names will be accepted and counted provided all other eligibility requirements are met. There will be no charge to the eligible member for this listing. Only those persons who have declared their interest and/or willingness to be a director will be printed on the official ballot, however, there will be a space on the ballot to list any write-in candidates. Only official ballots, or online voting will be accepted.

A ballot pack will be mailed to each CHBOA member on or before October 30th of each year. This packet shall include voter instruction and a list of all eligible members who have expressed to the nominating committee a willingness to serve on the CHBOA Board of Director position and who have met all eligibility requirements as set forth herein. The ballot must be postmarked by November 30th of that year and be returned to the nominating chairperson designated by CHBOA. The candidates who receive the highest number of votes for board of directors shall be considered the winners.

The decision of the nominating committee shall be final unless changed by the membership.

### **Article III** ***Directors***

Section 1 - Purpose: The business and property of the Association shall be managed by the Board of Directors and controlled by the membership.

Section 2 - Director Qualifications: In order to qualify for a Board of Director, a person must be a dues paying member of the Association in good standing for at least one (1) year. A majority vote is required to elect the directors. The winners shall be announced at the Annual Membership Meeting.

Section 3 - Terms: Directors shall serve for terms of three (3) years, with the exception of lifetime directors. The Board of Directors shall be limited to 12 Directors, until such a time that more directors are deemed necessary by the Board of Directors and Officers of the Association. A vacancy occurring on the Board of Directors may be filled by a majority vote of the remaining Board members.

Section 4 - Lifetime Directors: The founding officers listed on the incorporation application shall become lifetime directors if they choose to retire from the position of officer.

Section 5 - Annual Board Meeting: The regular meeting of the Board of Directors shall be held immediately following the annual members' meeting, and no notice shall be required for such regular annual

meeting of the Board. The Board of Directors shall meet at least twice annually, once following the annual meeting and one more time. Provided, however the second meeting may be at such other time as fixed by resolution of the Board of Directors. The Board, by rule, may provide for other regular meetings at stated times and places.

Section 6 – Special Board Meetings: Special meetings of the Board of Directors shall be held whenever called by direction of the President or a majority of the members of the Board. The Secretary shall give notice of each special meeting by mailing or telephoning the same to each Director at least 15 days before the meeting; but any Director may waive his own notice. Unless otherwise indicated in the notice therefore, any and all business may be transacted at a special meeting.

Section 7 – Business Transaction: A majority of the total Directors is desired, but not required to transact business. If the majority of the Directors do not attend any meeting, the Directors present may vote on issues conduct business of the association.

Section 8 – Order of Business: At meeting of the Board of Directors, business shall be transacted in such order as the Board may determine.

Section 9 – Execution of Contracts: The written contracts of the Association, which are duly authorized, shall be executed in behalf of the Association by the President, Vice President and attested by the Secretary and the Corporate Seal. By appropriate resolution the Board may delegate the execution of contracts relation to routine operations of the affairs of the Association to other persons or person.

Section 10 – Failure of Director to Attend Meetings: Any Director who shall fail to attend two (2) consecutive regular meetings of the board shall be automatically removed for the Board of Directors except that, upon written or telephone request by the Director who has failed to attend (2) consecutive regular meeting, the Board may provide a procedure authorizing a waiver of such automatic removal under circumstance sufficient to excuse such absence. The position shall be filled in accordance with this article. Any Director who shall miss more than fifty (50)% of the Board Meetings, excused or unexcused, shall not be eligible for re-election.

Section 11 – Power of Board of Directors: The Board of Directors shall have the power and authority to make, amend, repeat and enforce such rules and regulations, not contrary to law, or these by-laws, as they may deem necessary concerning the conduct, management and activities of the Association, the admission classification, qualification, suspension, expulsion and/or discipline of members, including the right to levy fines, removal of Directors and/or Officers and any other applicable or appropriate subject relating to the purpose of the Association.

Said rules and regulations shall be promulgated and published at least 30 days prior to their effective dates.

## **Article IV**

### **Officers**

Section 1 - Officer Titles: The officers of the Association shall be President, Vice-President, Treasurer, and Secretary. The same person, at the discretion of the Board, may hold the offices of Secretary and Treasurer and the person holding both offices shall be designated Secretary-Treasurer.

Section 2 – Founding Officers: The officers of the Association listed on the incorporation application are deemed the “founding officers.” Founding officers may hold their office for indefinitely, until they willingly resign or retire, at which time they will become lifetime Directors of the Association.

Section 3 – Eligibility: Only those members in good standing with the association shall be eligible for officer status. An officer may not have ever been convicted of a felony or fraud. With the exception of President and Vice President the officers will be elected from the general membership.

Section 4 – Election of Officers: The CHBOA nominating committee chairperson shall be notified of a the eligible member’s willingness to serve as an officer by December 1st of each year. Write-in names will be accepted and tabulated provided all other eligibility requirements are met. There will be no charge to the eligible member for this listing. Only those persons who have declared their interest and/or willingness to

serve, as an officer will be printed on the official ballot, however, there will be a space on the ballot to list any write-in candidates. Only official ballots will be accepted. The officers shall be elected by ballot. Members in good standing, willing to serve as a CHBOA Officer (With the exception of President, Vice President the officers will be elected from the general membership), shall notify the CHBOA nominating committee chairperson by December 1st of each year of their desire to serve. Write-in names will be accepted and tabulated provided all other eligibility requirements are met. There will be no charge to the eligible member for this listing. Only those persons who have declared their interest and/or willingness to serve, as an officer will be printed on the official ballot, however, there will be a space on the ballot to list any write-in candidates. Only official ballots will be accepted.

A ballot pack will be mailed to each CHBOA member on or before December 15th of each year. This packet shall include voter instruction and a list of all eligible members who have expressed to the nominating committee a willingness to serve as a CHBOA Officer and who have met all eligibility requirements as set forth herein. The ballot must be postmarked by January 1st of that year and be returned to the nominating chairperson designated by CHBOA. The candidates who receive the highest number of votes for the position shall be considered the winner.

Section 5 – Terms: The Officers of the Association shall be in office for a term of three (3) years, or until his/her successor is duly elected and qualified.

Section 6 – Duties: The Officers of the Association shall have the following duties:

- *President:* shall preside over all meetings of the Board of Directors, and all membership meetings, and only votes to break a tie.
- *Vice-President:* shall perform the duties of the President in the absence of the President or in the event of the death, inability or refusal of the President to act.
- *Secretary:* shall record and preserve minutes of all meetings of the membership, Board of Directors, and officers. He/she will also send notice of meetings. He/she will be responsible for the collection of membership dues, issuance of membership cards, and administrative tasks as assigned.
- *Treasurer* shall be required to keep a permanent record of all receipts and disbursements of the Association and to file a report of same to the membership and to the Board of Directors at the annual meetings. A bond shall be provided for the Treasurer, the premium for which shall be paid by the Association.

Section 7 – Dismissals: Any elected officer may be removed from office for cause, at any regular or special called, meeting of the Board of Directors by a two-thirds majority vote.

Section 8 – Vacancies: The Board of Directors shall be authorized to fill any vacancies of the Officers. Any Officer appointed to fill a vacancy shall serve the remainder of the term of the office whose vacancy he/she has appointed to fill.

## **Article V Other Committees**

Section 1 – Creation of Committees. The Board of Directors may vote to create other committees, permanent, temporary, or special. Such committees shall have such powers as the Board of Directors determines and sets forth.

## **Article VI Interpretation**

Section 1. The President shall act as Chairperson of any meeting of the members, but in his absence, at any meeting regularly called pursuant to the By-Laws, any Officer may call the meeting to order and act as Chairperson, precedence being given to the order of Officers listed herein. The Secretary of the Association shall act as Secretary of all meetings of the members, but in the absence of said Secretary, the Directors may appoint any person to act as Secretary.

Section 2. Whenever in the By-Laws the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right to vote. Voting members shall be a member

of CHBOA in good standing, 18 years and over.

It shall be the duty of every member to keep the Secretary informed of his/her correct mailing address. When any notice to a member is required by these By-Laws, such notice shall be sufficient if sent to his/her last known mailing address by first class U. S. mail.

Section 3. A Special Meeting of the Association may be called by the President or the majority of the Board of Directors, or by notice signed by not less than 20% of the members in good standing. A special meeting is called by sending a copy of the call to every member of the Association at his/her last known mailing address by first class U.S. mail at least 15 days before this meeting. The call shall specify the place, date and time the meeting is to be held and the purpose for which it is to be convened.

Section 4. At the Annual Meeting of the Association it may transact any business permitted by the By-Laws that may arise, but at a Special Meeting it may transact only such business as is specified in the call and permitted by the guidelines of the By-Laws.

## **Article VII**

### ***Discipline***

Section 1. Discipline shall be administered in accordance with said rule and regulations and penalties shall be as specified therein. Subject to review by the Board as to said rules and regulations, general responsibility for discipline is delegated to the Board of Directors and to such other committees and/or divisions as may be designated.

## **Article VIII**

### ***Amendments***

Section 1 – Amendment Proposals: Any proposed amendment to these By-Laws must be submitted in writing to the Board of Directors, and upon approval notify the membership at least thirty (30) days prior to the date of the meeting.

Section 2 – Amendment Implementation or Reversal: By-Laws may be adopted, amended or repealed by the members at an annual meeting or any special meeting called by the Board of Directors.