

**COTTON COUNTRY OPEN HORSE SHOW ASSOCIATION**  
**Lincoln Parish, Louisiana**

**Article I. Name**

The name of the organization shall be Cotton Country Open Horse Show Association, a non-profit society. The principal place of the Association will be Lincoln Parish, Louisiana.

**Article II. Purpose**

The purpose of the association shall be:

- a. To provide a fun and learning competitive show for inexperienced and experienced, non-pro alike to enjoy showing their grade and registered horse.

**Article III. Membership**

**Section 1. Application for Membership**

Any person that interested in the objectives of the association and expressing a desire to support the association programs will be granted membership in the association.

If the Board of Directors has any reason to believe that an application for membership is from a person that does not support or is misrepresenting their support of the association's purpose, the Board of Directors shall have the authority, by majority vote, to reject any such application. A person whose application has been rejected may request a hearing and speak on his behalf at an ensuing Board meeting. The decision of the Board is final.

**Section 2. Voting:**

In all matters governed by the vote of the members, each member in good standing who has been a member for at least 30 days per Cotton Country Open Horse Show Association record shall be entitled to vote. The membership has voting (18 years of age and older) and non-voting members (under 18 years of age). Each voting member shall be entitled to one vote on each matter submitted to a vote of the members. Non-voting members shall not be entitled to vote on any matter submitted to a vote of the members.

**Section 3. Classes of Membership and Dues:**

The Board shall determine the amount of dues necessary to support the association's budget. Membership shall consist of various categories of donations that shall be determined by the Board of Directors. Each membership will entitle to one vote except in the case of a family membership which will have two votes, one for each of the adults.

**Section 4. Payments of dues**

Dues of all categories upon application for membership will not be refundable. Dues will be paid on a yearly basis based on the calendar year – January 1 to December 31. Applications applying for membership whose applications are rejected by Board of Directors shall receive a refund of the dues tendered at the time of application.

## Section 5. Privileges of Membership

- a. The privilege of voting is granted upon approval of membership by the Board of Directors and payment of voting member's fee.
- b. The privilege of floor shall be extended to any person present at a meeting. However, the privilege of making a motion shall be extended only to voting members
- c. The privilege of voting shall be contingent on the member's good standing and current payment of dues.
- d. There shall be no proxy voting.

## Section 6. Termination of Membership

The Board of directors may terminate, by written notice, any membership upon demonstration that the member does not support the purpose of the organization or has failed to use good faith in their dealing with the association. Non-payment of financial obligations to the association or for conduct as a member that detrimental to the best interest of the association. The Board of Directors will have full discretionary powers in doing so. Their decision shall be final.

## Section 7. Resignation

Any member may resign from the Association by filling a written resignation with the Secretary of the Association, but such resignation shall not relieve the resigning member of the obligation to any dues, assessments, or other charges theretofore accrued and unpaid.

# **Article IV. Meeting of the Members**

## Section 1. General Membership Meetings:

The Board of Directors shall establish a schedule of meetings for each year. Notices of all general memberships meetings and changes in the meeting schedule shall be announced through mailings to the membership. Meetings are currently scheduled for the first Monday of each month and subject to change. At no time will more than six (6) months between meetings. Special meetings will be called by the Board of Directors or at the request of twenty-five (25) percent of the membership. Notice shall be communicated prior to the meeting.

## Section 2. Quorum

Shall consist of a majority of those voting members present at the meeting.

# **Article V. Board of Directors**

## Section 1. Number

The board of directors shall consist of six (6) voting members eighteen years old or older in good standing, for the previous show season. Four who are the officers of the association and two (2) to be appointed by the officers (the show manger and the webmaster).

## Section 2. Terms of Office

A director can hold office for multiple terms of two years.

## Section 3.Manner of Elections

Directors shall be elected by a majority of voting members present at the January Banquet. Nominations for Board of Directors shall be taken from the floor. Directors shall be elected by a plurality of votes cast by secret ballot at the January Banquet.

## Section 4.Vacancies

Vacancies on the Board of Directors may result from resignation, removal, or death of a Board member and shall be filled as soon as possible. The Board of Directors may appoint a member to serve on the board provided a special membership meeting called and duly noticed to elect a member to fill the vacancy, has failed to achieve a quorum of voting members. No more than two vacancies may be filled by the board.

## Section 5. Removal of a Board Member

A petition of 20 voting members of the Association may call for an open hearing for the removal of a Board member. The general membership shall be informed of the hearing time, date, and place at 10 days prior to the hearing. A quorum is required. A two-third (2/3) vote of the general membership present at the hearing to remove a Board member from office.

## Section 6. Meeting

The Board of Directors shall meet not less than quarterly based on a calendar year. The Board or the president may hold other meetings as deemed necessary by the Board.

## Section 7. Authority

- a. The Board of Directors shall have control of and be responsible for the policies, programs, and property of this organization, and shall have the power to appoint or remove all appointees, including those directly employed by the Board, and shall have the power to do or require to be done everything deemed necessary or expedient to promote the welfare for this organization.
- b. The Board of Directors shall have the exclusive authority to recommend, appoint and/or remove the Association' representatives to other organizations, boards, etc. In which the person(s) represent the interest or directives of the Association. Said appointees serve at the pleasure of the Board and may be a majority of the Board.
- c. The show manger shall have control of coordinating volunteers, maintaining volunteer work hour logs, setting up show announcer, ensuring arena dirt is worked, and handle any other issues that may arise during the show.
- d. The webmaster shall have exclusive authority to maintain association webpage by posting necessary show and sponsor forms, posting show results, continually updating sponsor page, and any other important information that needs to be publicized on association web page.

## Section 8. Conflict of Interest

Board members shall disclose, in the discussing of or vote, any issue in which they have a conflict of interest. The disclosure of such conflict of interest shall be recorded in the minutes of the meeting at which the disclosure is made.

## **Article VI. Meeting of the Board of Directors**

### Section 1. Organizational Meeting

Each year, a meeting of the Board of directors shall be held no later than four (4) weeks following the election of the new Board members. This meeting shall be designated the organization meeting, at which time the Directors shall make all necessary appointments to standing committees, and plan the year's schedule of membership meetings and other events. The Directors shall establish a schedule of regular Board of Director's meeting for the year at this organizational meeting. This schedule, along with dates of interest to the membership, shall be communicated to all members of the Association within 30 days following the Organizational Meeting.

### Section 2. Special Board Meetings

Special Board meetings may be called by the President or by a majority of the voting members of the Board of Directors. The purpose of this meeting shall be announced and no other business shall be transacted at this meeting. These meetings shall be open unless closed by the majority vote of the Board because of agenda items dealing with sensitive issues, confidential personnel actions, or competitive purchase discussions. In the event a meeting is closed, a tape-recorded record of the proceedings shall be maintained for a period of two (2) years.

### Section 3. Quorum and Voting

A majority of the voting Directors shall constitute a quorum for the transaction of any business and a majority vote of the Directors present shall carry the order of business at any regular or special meeting of the Board. There shall be no proxy voting at any Board meeting. Unless a direct conflict of interest is demonstrated, no member of the Board may abstain from voting on matters before the Board except the President who shall be required to vote only in cases of a tie vote. An abstention because of a conflict of interest shall not affect the existence of a quorum.

## **Article VII. Officers**

### Section 1. Numbers and Titles

The officers of the organization shall be a President, Vice President, a Secretary, and a Treasurer. These officers shall serve for a period of one (1) year and may succeed themselves when circumstances warrant succession.

## Section 2. President

The President shall be the Chairman of the Board of the organization, shall preside at all meetings of the Board of Directors and of the membership, and shall be an ex-officio member of all committees of the organization. The power is vested in the Board to delegate to the President the authority to execute all legal documents by and for the Association. The President shall not have the authority to enter into any legal agreements binding Cotton Country Open Horse Show Association without Board approval.

## Section 3. Vice President

The vice president shall in the absence or disability of the president perform the duties of the president, as well as, handling the booking, confirmation contracts and accommodations for the show judges. The vice president is also responsible for selecting the patterns for the year and advertising the patterns for each show at least one week prior to show date.

## Section 4. Secretary

The Secretary shall give due notice of the time and place of all meetings when so directed by the President, take minutes, preserve the records of the organization, and perform such other duties usually expected of this officer; shall preserve in custody the corporate seal, by-laws, records, and archives for the Association, unless otherwise directed by the Board; and shall answer and initiate general correspondence, keeping copies of all Association correspondence. This position can be combined with the office of Treasurer.

## Section 5. Treasurer

- a. The Treasurer shall have custody and charge of the financial records of the organization; shall receive and deposit all monies, trusts, and securities in the name of the Association; shall disburse funds as necessary; and shall perform other duties pertinent to this office. The Treasurer's account shall report at general membership meetings and may be audited by an independent certified accountant selected by the Board.
- b. All disbursements of the Association's funds shall require two signatures, at least one of which must be the President, and be required for amounts over the amount of \$200.
- c. The power is vested in the Board of Directors to delegate to the Treasurer the authority to execute all fiscal documents for the Association. The Treasurer shall not have the authority to enter into any legal agreement binding Cotton Country Open Horse Association without Board approval. The Treasurer shall deliver a comprehensive report to the membership at the January Banquet.

## **Article VIII. Committees**

### Section 1. Number and Titles of Standing Committees

All members of Cotton Country Open Horse Association shall be eligible to participate in any committee. All committee chairpersons must be 18 years of age or older. All committee shall be responsible to and provide reports of their activities to the Board. The President shall serve ex-officio members of all standing committees. All committees shall be established and dissolved a deemed appropriate by the Board of Directors.

## Section 2. Selection

The Board of Directors shall have the authority to create ad hoc committees as needed to further the purpose of the organization or accomplish special tasks. The term of service for members of these committees shall be determined by the Board. Additionally, the President may appoint members to carry out special projects or tasks as needed. Any such action by the President shall be reported to the Board.

### **Article IX. Amendments of By-Laws**

Amendments shall be submitted to the Board in writing, carry the signatures of at least five (5) members. Amendments may also be instigated by the Board. Following approval by the Board, copies of the proposed amendments to these by-laws shall be presented to the membership by the Secretary at least fifteen (15) days prior to the meeting at which the proposed amendments shall be voted upon.

### **Article X. Effective Date of These By-Laws**

These by-laws are effective upon the date of their adoption and supersede all former by-laws of the organization.

### **Article XI. Rules and Parliamentary Procedure**

Any questions concerning parliamentary procedure at regular or special meetings of the members of the Association or its Board of Directors shall be determined by reference to “Robert Rules of Order, Revised”.

### **Article XII. Officers and Director’s Liability and Indemnification**

- a. No officer or director of the Association shall be liable in money damages to any person by virtue of any action taken as part of the officer’s or director’s responsibility unless:
  - The officer or director has breached his or her duties to the Association, and said breach constitutes a violation of criminal law which the officer or director had or should have had, reason to understand was such violation;
  - A transaction from which the officer derives an improper benefit, or an act committed in recklessness, bad faith, maliciousness, or willful and wanton disregard of human rights, safety, or property,
- b. The Association shall be entitled to indemnify any officer or Board member of the Association of any civil liability incurred during the term of office for actions directly related to the role of officer or Board member, provided that such actions were in the best interest of the Association and such indemnification is authorized by law.