

## **THE BY-LAWS OF THE DEEP SOUTH PERUVIAN HORSE CLUB**

### **ARTICLE I**

#### NAME

The name of the association shall be the DEEP SOUTH PERUVIAN HORSE CLUB, hereafter referred to as The Club.

#### STATUS

The Club shall be a non-profit association under the laws of the State of Louisiana. Under its name it may acquire such rights as are granted to organizations of this kind.

### **ARTICLE II**

#### OBJECTIVES

The objectives of this Club shall be:

- a. To promote harmony and mutual support among Peruvian Horse owners and aficionados.
- b. To promote the Peruvian Horse in order to gain public interest and understanding of the history and attributes of the breed.
- c. To sponsor social activities within the Deep South Peruvian Horse Club area for members and their horses such as shows, trail rides, seminars, and training clinics.
- d. To provide information and assistance to members and interested public regarding the training, showing, and breeding of the Peruvian Horse.
- e. To foster and promote the interest of youth within the Deep South Peruvian Horse Club area for the Peruvian Horse, and to encourage their participation in Club activities.

### **ARTICLE III**

#### BUSINESS ADDRESS

The principal place of business of this Club shall be Louisiana, but its members and officers may reside elsewhere, and its mailing address may be located elsewhere.

### **ARTICLE IV**

#### MEMBERSHIP

Membership in the Club shall be open to both owners and non-owners of the Peruvian Paso Horse upon application to be approved by the Membership Chairman and the Board of Directors, and upon payment of the initiation fee or dues. There shall be four classes of members:

1. Owner-Breeder Members: who can be of any age and must be owners of a registered Peruvian Paso Horse, whose dues shall be set by the Board of Directors.

2. Aficionados: non-voting members who do not own a registered Peruvian Paso Horse and who are interested in Peruvian Paso Horses, whose dues shall be set by the Board of Directors.
3. Lifetime Members: members who have joined the club for life and whose dues shall be set by the Board of Directors. A Lifetime member in good standing shall be entitled to all the rights and privileges of an Owner-Breeder member, except for voting for life. The right of a Lifetime Member to vote is dependent upon his ownership of a registered Peruvian Horse at the time of the vote in question.
4. Junior Member: a non-voting member who is under eighteen (18) years of age, whose parents do not own at least one registered Peruvian Paso Horse.

## ARTICLE V

### VOTING

To be eligible to vote at any meeting or on any mailed ballot, a person must be:

1. An Owner-Breeder in good standing who, at the time of the vote, is an actual registered owner of at least one purebred Peruvian Paso Horse registered with a recognized Registry, i.e. owner of half interest in at least two or owner of a third interest in at least three registered horses, etc.
2. At least eighteen (18) years of age.
3. Current in payment of all club dues for the current year and all other charges of any sort whatever at least fifteen (15) days prior to the meeting or the mailing of the ballot for such vote.

Proxy voting in any form for any purpose is not allowed in this club.

Membership in this club shall be issued in the name of a single individual, husband and wife, entire family, partnership or corporation. There shall be no limit to the number of memberships that can be held by members of a family or partners in a partnership or members of a corporation, provided that each member is the registered owner of a registered horse or its equivalent and has paid separate initiation fee or separate dues as required herein for membership. A joint membership shall lose its privilege of voting if one or more of the persons represented by the membership is penalized so as to become ineligible to vote. The remaining member(s) of the joint membership would have to take out a new membership to vote. No member may become entitled to more than one vote. The membership year shall be April 1 to March 31. A new member paying his initiation fee in January, February or March shall be deemed fully paid for the year following.

Membership shall be subject to approval by the Membership Chairman and the Board of Directors. No Owner-Breeder membership may be renewed after such member no longer qualifies for such membership through actual ownership of at least one registered Peruvian Paso Horse. The Owner-Breeder Member who becomes ineligible to vote because of divesting himself of the required ownership of Peruvian Paso Horses shall be carried on the membership list as a non voting member for the year in which such an

event occurs but shall not be entitled to any refund. A minimum finance charge of 1 ½% (one and one-half percent) per month, annual rate of 18% (eighteen percent) may be charged on unpaid accounts. If there is an outstanding account over 90 (ninety) days delinquent to the club, all privileges of membership, showing, etc. will be suspended for the person owing the debt until the account has been settled.

Although the membership shall have a say in all matters relating to the club, the Board of Directors will make the final decisions.

## **ARTICLE VI**

### **MEETINGS**

- a. There shall be an annual General Membership Meeting of the Club open to all members held in the Deep South area. The date of the annual General Membership Meeting shall be as soon after the beginning of the membership year as practical. When possible and practical the annual General Membership Meeting may be held in conjunction with a Club sponsored activity. The Secretary shall mail written notice of such meeting at least twenty (20) days prior to the date of the meeting (notification in The Club publication is sufficient). Ballots for Board of Directors elections and by-law changes shall be counted at this meeting.
- b. The Board of Directors shall have a regular meeting at the same place as the annual General Membership Meeting whenever possible, said meeting to be held after the annual General Membership Meeting.
- c. Special Meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors. Notification of Special Meetings shall be made to members of the Board at least fifteen (15) days prior to the date of the meetings.
- d. Action by Directors without a meeting. Telephone meetings are acceptable in lieu of an in-person meeting. A written statement, signed by all participating Directors attesting to the validity of the record of actions taken at said meeting, must be obtained after said meeting and retained with the permanent records of Board meetings.
- e. Special General Membership Meetings may be called at any time by a majority of the Board of Directors or by petition signed by at least twenty (20%) of the Owner-Breeder members. Notification of Special Meetings shall be made to the membership at least twenty (20) days prior to the date of the meeting which must be held in the Deep South area.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

- a. The business of The Club shall be managed by a Board of Directors (hereinafter referred to as the Board) consisting of nine (9) members.
- b. Board members must be Owner-Breeder members of The Club and must be Owner-Breeder members in good standing of the NAPHA and will

cease to be directors immediately upon failure to meet either or both of these membership requirements. PPHRNA membership is recommended for Directors.

- c. Directors shall be elected from among the Owner-Breeder Members by a vote of the eligible voting members. They shall serve for a term of three (3) years and their terms shall be set up so that approximately one third (1/3) of the total number of Directors is elected each year.
- d. Should the number of Directors be increased, the terms of the new Directors shall be arranged so that one third (1/3) of the number of Directors is elected each year.
- e. The minutes of all Board of Directors meetings must be made available to the general membership within forty-five (45) days of the Board meeting.

### OFFICERS

The officers of this Club shall be the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Secretary, and Treasurer. Officers shall be elected from and by the Board of Directors at the annual meeting of the Board. Officers shall serve a period of one (1) year unless they resign or are sooner removed by the Board for cause. In the event of removal, disqualification or disability of any officer, the Board shall appoint a replacement to serve out the remaining term of the officer whom he replaces.

### **ARTICLE VIII**

#### DUTIES OF OFFICERS

##### PRESIDENT:

Subject to the supervision of the Board of Directors, the President shall be the Chief Executive Officer of The Club and shall have general supervision, direction and control of The Club. He/She (unless he/she appoints another person to preside) at all meetings of the members and the Board of Directors, shall be an ex-official member of all standing committees and shall have the general powers and duties normally vested in a President.

##### FIRST VICE-PRESIDENT:

In the absence or disability of the President, the First Vice-President shall perform the duties of the President and, when so acting, shall have all of the powers and be subject to all the restrictions of the President. The First Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors or the President.

##### SECOND VICE-PRESIDENT:

In the absence or disability of the President and/or First Vice-President, the Second Vice-President shall perform all of the duties of the President and/or First Vice-President, and when so acting shall have all of the powers and be subject to all the restrictions of the President and /or Vice-President. The Second Vice-President shall have such other powers and duties as from time to time may be prescribed for him by the Board of Directors or the President.

**SECRETARY:**

It shall be the duty of the Secretary to keep accurate records of all proceedings of both regular and special meetings of both General Membership and the Board of Directors and to attend such meetings if at all possible. If the Secretary is unable to attend a meeting, he/she must advise the President in writing at least one week prior to the meeting so that a temporary secretary for that meeting can be appointed. A permanent Book of Minutes shall be kept and shall be made available for inspection by any member at the home of the Secretary or another place designated by the Board and announced to the membership. The duties of the Secretary may be assigned, wholly or in part, to an Executive Secretary and/or Executive Director by the Board of Directors. A record of all Regular and Special Meetings of the Board of Directors shall be sent to the entire membership by the Secretary within forty-five (45) days.

**TREASURER:**

The treasurer shall collect all money due The Club and pay out funds of The Club under the direction and control of the Board of Directors. He shall keep accurate records of such funds, using standard accounting procedures. He shall present an annual budget and financial report to the Board at its regular meeting. An annual financial report will be presented to the entire membership once a year. All checks shall require the signatures of at least two (2) members of the Board of Directors, one of whom shall be the President or Treasurer.

**ARTICLE IX**

**COMMITTEES**

The Board of Directors may appoint or authorize the appointment of such committees with such authority and power as said Board of Directors may deem for the best interests of The Club. Actions of all committees shall be subject to the approval of the Board. Their may be the following standing committees:

- a. Horse Show and Training Clinic Committee:  
This committee shall arrange for facilities and scheduling of the shows and clinics approved by the Board. It shall recommend judges for shows. The Board of Directors shall have the right of final approval of all decisions and recommendations made by this committee, including the recommendation of judges.
- b. Activities and Promotion Committee:  
This committee shall arrange for facilities and scheduling of social activities, trail rides, exhibitions and other promotions for The Club, to be approved by the Board.
- c. Publications Committee:  
This committee shall recommend and make arrangements for publications and advertising, to be approved by the Board. It shall be responsible for the publication as described in Article X below.

## **ARTICLE X**

### **PUBLICATION**

The Club is authorized to publish a magazine and/or periodic Newsletter to further the aims of The Club and to accept advertising to defray the costs. The Club is further authorized to advertise and promote The Club and its activities with funds so appropriated by the Board of Directors.

## **ARTICLE XI**

### **RESPONSIBILITY AND LIABILITY**

Although this Club is affiliated with other Peruvian Horse organizations, this club is not responsible for any debts incurred by other organizations. This Club can be held accountable for only those expenditures authorized by the Board of Directors under the direction of the President, Treasurer, and/or the Board of Directors. Neither officers nor other Directors nor employees are liable or responsible for debts or suits against the Deep South Peruvian Horse Club.

## **ARTICLE XII**

### **REMOVAL**

Any person elected or appointed to the Board of Directors may be removed after a majority vote by the Board of Directors, whenever, in its judgment, the best interest of The Club will be served thereby.

Any Director missing over two (2) regular board meetings in one year for reasons other than health may be removed.

### **AMENDMENTS**

New by-laws may be adopted, or the by-laws may be repealed or amended by a majority vote of the Board of Directors.

**Amendment Number 1** – During the Board of Directors meeting on August 21, 1999, the following changes were made to Article VII of the by-laws:

- (1) Under item (c.), the term length of a Director was increased from two (2) years to three (3) years and the number of Directors to be elected each year was reduced from one-half (1/2) to one-third (1/3).
- (2) Under item (d.), the number of Directors to be elected each year was reduced from one-half (1/2) to one-third (1/3).

**Amendment Number 2** – During the Board of Directors meeting on May 16, 2005, the following changes were made to Article VII (b) to read:

Board members must be owner-breeder members of the club and current on all accounts --- membership. Directors must be a member of an American Registry of Peruvian Horses. Anyone not complying with either of the above will cease to be a director immediately.