

# **Vermont Horse Council Bylaws**

## **ARTICLE I Name**

The name of this organization shall be the **Vermont Horse Council, Inc.**

## **ARTICLE II Objectives**

The purpose of this organization shall be:

- Act as an advocate for the equine industry in Vermont (since 1975)
- The Vermont Horse Council is a grassroots, 100% Volunteer run, nonprofit organization. We run on the passion, time, and skills of our membership.
- Our mission is to foster an inclusive, equitable, and prosperous equine community in Vermont.
- We strive to promote and protect the interests and well-being of all equine enthusiasts while recognizing the importance of our natural environment, the rights of public and private property stewards, state laws and regulations, recreation, and local businesses.

VHC is committed to an inclusive working environment which respects diversity of characteristics including but not limited to sexual orientation, age, gender, race, ethnicity, family status, disability, civil status, and religious beliefs.

## **ARTICLE III Limitations Of the Council**

No part of the activities of the Council shall be for the carrying on of propaganda or otherwise attempting to influence Legislation except as permitted to non-profit organizations approved for 501(c)(3) status under the Internal Revenue Code.

The Council shall have all the powers and authority pertinent to non-profit corporations set forth in the Vermont State Statutes Annotated, as amended from time to time.

No part of the net profits or the assets of the Corporation/Council shall accrue to the benefit of any member. In the event of dissolution and/or liquidation, the net assets shall be distributed in accordance with a vote of the membership to a charitable or non profit agency located within the State of Vermont.

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

## **ARTICLE IV Membership**

### **Section I -Member Eligibility**

Any person interested in equines or equine-related activities in Vermont is eligible to become a member. A member of the council may be admitted, retained, or terminated for blatant misconduct or actions contrary to the bylaws, as the general membership shall direct.

### **Section II- Types of Membership**

Types of membership will be proposed by the membership committee and approved by the Board.

- Individual members have 1 vote.
- Organizational, business or family memberships are entitled to 2 votes
- Memberships must be active, and in good standing, to vote

### **Section III -Membership Dues**

Dues for all levels of memberships shall be proposed by the membership committee and approved by the Board.

Dues shall be paid on a rolling calendar from first date of membership.

Memberships not paid within 30 days of due, will be suspended.

## **ARTICLE V Officers & Directors**

### **Section I -Executive Board**

The Vermont Horse Council shall be governed by an Executive Board composed of four (4) Officers and seven (7) Directors, all of whom are active members of the Vermont Horse Council. The term "Board" hereinafter is defined as "Executive Board" The composition of the Board should represent a broad set of expertise and experience as well as active participation in Vermont Horse Council affairs. Board members are elected by the General Membership at the Annual Meeting.

The Officers of the Council shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the membership. No two positions shall be held by one person.

### **Section II -Terms of Office and Election**

Officers shall hold office for varied terms, as stated below, until the election and qualification of their respective successors. The Board may appoint a member to fill a vacancy caused by the

death, resignation, or removal of an officer; to serve for the unexpired term of such officer and until a successor is duly elected and qualified.

The Officers shall be elected on staggered years, with varied length terms as follows:

- President will serve for 2 consecutive years
- Vice President will serve for 1 year, with no limit to re-election
- Secretary will serve 1 year
- Treasurer will serve for 3 years

No Officer shall serve for more than 3 consecutive terms, unless no replacement candidate is afforded for the position.

Each Director shall be elected for a term of three years. The terms will be staggered. Any vacancy on the Board shall be filled, by vote of the majority of the Board Members then holding office. Directors so appointed shall hold office until the next annual meeting. At such a meeting, any unexpired terms shall be filled by vote of the members, the interim Director holding office until the qualification of his/her successor.

There is no limit to the number of times a Director may be re-elected. To ensure broad representation, no two members of the Executive Board shall be from the same immediate household.

Election of officers and directors shall be held at the Annual Membership Meeting. At a predetermined time, the President shall appoint a nominating committee who shall present a slate of candidates, at least one, for each office or position to be filled, to the Secretary. A ballot of all candidates will be included in the Warning of Letter provided to Membership at least twenty-five (25) days prior to the annual meeting, which will be posted on the Public VHC Website. Additional candidates may be nominated by the membership at large, via email or USPS (postmarked and received no less than 3 days prior to Election). *Write in Candidates are subject to Section III- Eligibility as well.* Web-based programs may be used for all voting as appropriate. The chair of the nominating committee or his/her delegate shall tally the votes as submitted, and disclose the winning candidates at the meeting.

### **Section III- Eligibility to serve on the Executive Board**

Any party interested in serving must:

- be an active member of VHC in good standing and current on membership dues
- be currently active in a Committee, an active volunteer, or recommended by an active Board Member.
- be familiar with the duties of the position of interest
- Be nominated by the Nominations Committee prior to the Annual Election

## **Section IV – Responsibilities of Executive Board**

- To provide guidance to the VHC on the needs and concerns of horse enthusiasts.
- To educate the general public about the VHC through attendance at local equine events, by distributing informational materials, by serving as a guest speaker at local horse clubs or other organizations, by appearing in media broadcasts, and the like.
- To carry out the business of the Vermont Horse Council and interact with non-VHC parties when equine related questions, concerns, or issues arise.

### **Attendance at Meetings -**

Board Members are requested to attend regularly scheduled meetings and to attend special meetings if called. The time and place can be arranged for the convenience of the majority. If more than three meetings are missed, the individual may be asked to resign his or her officer or directorship.

**President's Duties -** The President shall preside at meetings. The president shall perform such duties as customarily appertain to the office of president or as the president may be directed to perform by the Executive Board, other than duties which are inconsistent with the provisions of the law or these by-laws.

**Vice President Duties -** The vice president shall exercise the duties of the president during the president's absence or inability to act. The vice president shall perform such other duties as may be assigned by the Board. The vice president would participate on the membership and nominations committees but not be the chair.

**Secretary's Duties -** The Secretary shall keep a detailed record of the proceedings of the Council and shall post for review to the Board within 2 weeks of the meeting, via Shared Drive. Once Minutes are accepted at the next meeting, they will be posted to the Website for public viewing. The secretary shall maintain the archives of the Council; send correspondence as the President directs; and work with the Chair Of Membership to oversee a complete list of paid members in good standing, for email and all communications.

**Treasurer's Duties -** The Treasurer shall receive and account for all monies paid, donated or granted to the Vermont Horse Council. The treasurer shall maintain accounts, issue checks for Council activities, prepare current financial reports for all membership and Executive Board meetings, and prepare other financial reports required by the state or federal government. The treasurer is responsible for the maintenance of Insurance, renewals, and review (to be

provided to the President and Board in the event of premium changes), and will prepare and present an annual budget for the organization at the Annual Membership meeting.

Additionally, the Executive Board reserves the right to appoint a non-elected volunteer to assist with tasks not handled by the Treasurer, that may include additional Bookkeeping duties, Taxes, Identity Verification of the Organization and/or maintenance of the current 501c3 Certification.

The Council's financial records shall be reviewed at any time with reasonable notice at the Board's discretion, and at the time of the change of President.

## **ARTICLE VI Committees**

The Board may create committees as needed. The President has the power to appoint a committee chair. Committees should be composed of the broadest representation possible. Any member, current and in good standing, is eligible to serve on one (1) or multiple committees.

## **ARTICLE VII Meetings**

The general membership shall meet for the annual meeting during the month of January. The Council's fiscal year shall begin January 1. Notice of the Annual meeting shall be sent by electronic methods including email and posting on the official VHC website. Members may request notification via USPS at time of New Membership, or Renewal, for a set fee to be disclosed on the Membership application.

The Board will meet at least quarterly and all board meetings will be open to membership attendance and participation, except during executive sessions. The President or in the absence of the President, the Vice President- may call a special meeting of the Board Members at any time, and shall do so upon written request of any three Members. Notice of Special meetings must be sent by email and/or USPS at least twenty-five days prior to such meetings Those members present at a properly warned meeting of the general membership constitute a quorum for purposes of conducting business.

Robert's Rules of Order will be used as a guideline for meeting agenda and management. A Committee member must be present to report at each membership meeting or provide a written report of Committee activities.

## **Article IX: Federal Regulations**

The organization will take all reasonable and necessary steps to be considered eligible under section 501(c) 5 or 501(c) 3 of the Internal Revenue Code, or corresponding section of any future Federal tax code.

## **Article X: Vermont Statutes**

Any matters pertaining to members and membership not specifically addressed in these bylaws will conform to Title 11B of the Statutes of the State of Vermont.

## **Article XI: Standards of Conduct**

The Association expects and requires its directors to conform to Vermont Statutes Title 11B, Section 8.30, General standards for directors, and Section 8.31, Director conflict of interest. The Association expects and requires that all persons will conduct themselves in an honest, forthright, ethical, and sportsman-like manner.

Approved as amended at the duly warned Annual Meeting of Vermont Horse Council, Inc. on January 26, 2019. Previously revised 1989, 2002, 2012, 2013, 2014, 2015, 2016, 20019 Last updated on January 25, 2025 Any meetings held via Zoom, Telephone, Facetime, or by other electronic means shall be considered "In Person" under Vermont State Guidelines, provided attendance is recorded, appropriate record of meeting are submitted by the secretary, reviewed by the board, and submitted for public view.

## **ARTICLE VIII Revision of Bylaws**

These Bylaws shall be reviewed annually by the Executive Board, and any proposals of change voted on to be presented to the Membership for vote, no less than 25 days before the Annual Meeting.

The membership may submit proposed changes to these bylaws.

Notice of by-law amendments must be warned. Notice shall be sent by electronic methods including email and posting on the official VHC website.

Members may request notification via USPS, postmarked at least twenty- five days prior to the meeting. Voting for proposed bylaw changes will be conducted at the annual meeting and follow the same protocol as election of officers.