

BY LAWS OF  
THE NORTHEAST TEXAS HORSEMEN'S ASSOCIATION

ARTICLE I.

Title, Objects, and Purposes

Section 1. Title. This non-profit corporation shall be known as the Northeast Texas Horsemen's Association (referenced hereafter as "the association").

Section 2. Purposes. This Association is formed for any lawful purpose of purposes not expressly prohibited under chapters 2 or 22 of the Texas Business Organizations Code, including any purpose described by section 2.002 of the Code.

Notwithstanding any other provisions of these Articles of Incorporation and By-Laws said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 © (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.

Section 3. Objectives of the non-profit corporation.

- A. The promotion of horses and related equine species.
- B. To offer educational programs in equine science.
- C. To sponsor competitive events and reach a diverse audience.
- D. To communicate and coordinate with other groups within the State Of Texas and surrounding states and to promote horse related functions and activities.
- E. To affiliate the Northeast Texas Horsemen's Association with such other associations as may be, from time to time, deemed advisable by the Board of Directors.

ARTICLE II.

Section 1. Registered Office and Initial Registered Agent

The registered office shall be:

PO Box 348  
Sulphur Springs TX, 75483

The initial registered agent is John W. Allen, an individual resident of the state of Texas.

Section 2. Association

The name and address of the Association

North East Texas Horsemen's Association  
PO Box 348  
Sulphur Springs TX, 75483

Section 3. Effectiveness of Filing

This document becomes effective when the document is filed With Hopkins County District Clerk.

### ARTICLE III.

Section 1. The business and property of the association shall be managed and controlled by the Board of Directors hereinafter created and empowered. The number of elected directors will be amended to be nine (9) with two (2) alternates. Those nine (9) persons shall be elected to serve a three (3) year term.

Section 2. The immediate past president of the Board of Directors shall serve as an unelected, non-voting advisor to the current president.

All directors elected by the membership shall serve for the regular term or until their successors are elected.

Any elected director who is absent for three consecutive times from Board meetings, regular or special, or both, is automatically removed as a director without further action, unless such absence is necessitated by valid business purposes or illness, and is excused in advance. Vacancies on the Board of Directors, shall be replaced by taking the next highest alternate on the Directors election ballot. The official returns of the Directors election will be completely and fully retained in the secretary records for foregoing purpose. All directors shall serve as such until the election of their successors.

Section 3. In case of any vacancy in the Board of Directors by death, resignation, disqualification, or other cause, the remaining directors, by affirmative vote of a majority thereof, may elect a successor to serve until the next regular election meeting.

Section 4. The board of directors shall meet monthly or as often as need be necessary to conduct business. The Board, by rule may provide such other regular meetings at stated times and places, of which no notice shall be required.

Section 5. Special meetings of the Board of Directors shall be held whenever called by direction of the President or by two-thirds of the Directors. The Secretary will give notice of each special called meeting by email, mailing or telephone the same to each Director. At any special called meeting a quorum must be present to conduct business.

Section 6. A majority of the number of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board, there may be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present.

Section 7. At meetings of the Board of Directors, business shall be transacted in such order as the Board of Directors may determine, being, according to *Robert's Rules of Order Newly Revised*.

Section 8. The written contracts of the Association shall be executed in behalf of the Association by the President or Vice-President and attested by the Secretary.

Section 9. The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to the law or these by-laws, as they may deem expedient concerning the conduct, management and activities of the association, the admission, classification, qualification, suspension and expulsion of members, removal of officers and directors, the rules and regulations governing the procedure of such suspension and expulsion of members, removal of officers and directors, the rules and regulations governing the procedure of such suspension and expulsion and removal, the fixing and collection of dues and fees, regulations regarding registration, the expenditures of money, the auditing of books and records, the awarding of championships, the conducting of sales, shows, contest, exhibitions, and social functions and other details relating to the general purposes of the association, all

however, subject to the revision of specified amendment to any rule or regulation shall have been mailed to all members at least thirty (30) days in advance of the meeting.

Section 10. The Board of Directors, from time to time, may create and empower committees, standing or special as deemed necessary by the board for the operation of the association.

Section 11. The Board of Directors may recruit, name, hire and compensate professional staff, either full or part time, temporary or permanent, as deemed necessary by the board for the operation of the association.

#### ARTICLE IV.

##### Members

Section 1. The Association shall have members. The members shall be admitted, retained and expelled in accordance with such rules and regulations as the Board of Directors may, from time to time, adopt. In all matters governed by the vote of the members, each member in good standing shall be entitled to vote. There shall be individual, family and business memberships.

An individual membership includes one person per membership.

A family membership will include a husband, wife, and all children of age through eighteen (18) years.

A business membership is for partnership, a corporation or other like entity, including a trust.

An individual, family or business membership shall entitle that membership to one vote at meetings of the members. One representative of a business or family membership may be elected as an officer or a member of the Board of Directors.

A person must be a member of the Northeast Texas Horsemen's Association to participate in the events sponsored by the Northeast Texas Horsemen's Association.

Section 2. The regular annual meeting of the members shall be held during the month January of each year at such time and place as may be fixed by resolution of the Board of Directors for the purpose of announcing any new directors and for the transaction of such other business as may be brought before the meeting. The Board of Directors shall appoint a nominating committee of three (3) persons, with the purpose to see that all vacancies be filled by qualified members in good standing with the Association. Any member wishing to serve as a director shall make their wishes known to the nominating committee in a written letter or email. The nominating committee will be announced to the membership prior to the annual election meeting.

The nominating committee shall accept nominations for the Board of Directors for a period of not less than 14 calendar days. Nominations may be made by any Association member in good standing. Nominations will close on date designated by nominating committee. Nominees will be interviewed by nominating committee for selection. A ballot of approved nominees will be mailed to all Associations members, in good standing, no later than twenty one (21) calendar days of election of Directors. Members may return ballots by mail with postmark no later than five calendar days prior to date of annual meeting. Elected directors will be announced at the annual meeting.

Notice of the annual meeting shall be given by mailed written notice stating the time and place of such meeting to the last known address of each member in good standing as it appears on the records of the association not less than fifteen (15) days prior to the date of such meeting.

Section 3. Any officer of the Association may call the meeting of the members to order and may act as chairman of such meeting, precedence being given as follows: President, Vice-President, Secretary and Treasurer. In absence of all such officers, any member of the Board of Directors may chair the meeting.

The Secretary of the Association shall act as secretary of all meetings of the members, but in his absence, the directors may appoint any person to act as secretary of the meeting.

Section 4. Whenever in these 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.

Section 5. Membership dues should be payable in advance of the first day of January. The Board of Directors may authorize the continuance of any membership without the payment in the event that the holder of the membership becomes a member of the Armed Forces of the U.S.A.

#### Section 6. Disciplinary Rules

Members may be disciplined, suspended, or expelled, for cause by affirmative vote of the majority of the members of the Board of Directors after an appropriate hearing, and nonmember may be denied any or all Association privileges.

##### 6A) Cause

Cause is generally regarded as disorderly works in debate, any form of indebtedness to the Association, disorderly conduct in the Association activities, any action that is detrimental to the Association and /or its members best interest or violation of such rules and regulations as adopted by the Board of Directors.

##### 6B) Appropriate Hearing

After charges have been presented against a Member, the Secretary shall send the accused written notice to appear before the Board of Directors within thirty (30) days at the time and place appointed in said notice ,and , furnish a copy of the charges. Failure to obey the notice is cause for summary expulsion. The Member will not be deprived of any privileges while the case is pending. At the appointed meeting, the case will be heard by the Board of Directors. The Board will present Charges in the case to the accused. The accused will them be allowed to make a explanation and provide any evidence and/or witnesses as desired. Both parties shall be allowed to cross-examine the witnesses and introduce witnesses as desired. Both parties shall be allowed to cross-examine the witnesses and introduce rebutting testimony. When all evidence has been presented, the accused shall retire from the meeting and the Board shall deliberate upon the charges, and act by vote upon the question or expulsion or disciplinary action or other punishment proposed. No Member shall be expelled or suspended by less than majority vote of the Board. Proceedings before the Board shall be informal, and rules of evidence, both at common law or provided by Texas rules of civil or criminal evidence, need not be strictly observed. The standards by which admissibility is determined is whether the evidence is such that an ordinary prudent person is willing to rely upon it. Members or participants in Association events or meetings or appearing before the Board, agrees that All witnesses and participants in such hearing or events shall be immune from any civil liability whatever, including, but not limited to, libel, slander, invasion of privacy, defamation, or product disparagement, for testimony given in the course of preparation for, or at the hearing.

## ARTICLE V.

### Elective Officers and Duties

Section 1. OFFICERS. The officers of the Association, chosen by and from the members of the Board of Directors shall be the President, Vice-President, Immediate Past President, Secretary, Treasurer and such other officers as may be authorized from time to time by the Board members, and such officers shall hold office for the period of one (1) year and until their successors are appointed. Board members may be

reappointed as an officer for one (1) additional one (1) year term. Board members may not serve again as an officer for two (2) years.

Section 2. **PRESIDENT.** The President shall be the Chief Executive Officer of the association and shall preside at all meetings of the Board of Directors. He shall see that the By-Laws, rules and regulations of the Association are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors. He/She shall be an ex-officio member of all committees.

Section 3. **VICE-PRESIDENT.** In the absence of the President, the Vice-President shall have the powers and shall perform the duties of the office of President and such other duties as may be prescribed by the Board of Directors.

Section 4. **IMMEDIATE PAST PRESIDENT.** The immediate past president of the Board of Directors shall serve as an unelected, non-voting advisor to the current president.

Section 5. **SECRETARY.** The Secretary of the Association shall attend all sessions of the Board of Directors and record all votes and minutes of all meetings in a book to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors.

Section 6. **TREASURER.** The Treasurer may be required to give bond for the faithful performance of these duties, in such sum and with such sureties as the Board of Directors may require.

When necessary or proper, the Treasurer shall endorse, on behalf of the Association, checks, notes and signature cards at any bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers, and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, shall sign all checks of the Association except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-Laws to such other officer of agent if the Association. The Treasurer shall make such payments as may be necessary or proper to be made on behalf if the Association. All checks written by the treasurer in the amount over \$500 shall be co-endorsed by the President.

The Treasurer shall enter regularly on the books of the Association all financial transactions and shall exhibit such books at all reasonable times to any director on application at the offices of the Association. The treasurer shall also present a current treasurer report at all regular BOD meetings.

The Treasurer shall, in general, perform, all the duties incident to the office of Treasurer, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.

Section 7. **SALARIES.** Officers shall not receive any salary for their services as such. The Board of Directors shall have the power to contract for, and pay to, officers for any unusual services or reimburse officers expending personal funds for the benefit of the Association, and special compensation appropriate to the value of such services or expenditures. All funds must be pre-approved by the Board of Directors.

Section 8. **REMOVAL.** Any officer may be removed from office by the affirmative vote of two-thirds of all the directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Association, for refusal to render reasonable assistance in carrying out its purposes, or whenever in the judgment of the Board of Directors the best interest of the Association will be served thereby. Any officer proposed to be removed shall be entitled to at least five (5) days notice stating the reasons therefore, in writing by mail, of the meeting of the Board of

Directors in which such movement is to be voted upon and shall be entitled to appear before, and be heard, at such meeting of the Board of Directors.

Section 9. GIFTS. The Board may accept, on behalf of the Association, a contribution, gift, bequest, or devise for the general purpose of, or, for any special purpose of the Association.

Section 10. INDEMNIFICATION. The Association shall indemnify to the fullest extent permitted by the Texas Nonprofit Corporation Laws, any person who is made or threatened to be make a party to an action, suit, or proceeding whether civil, criminal, administrative, investigative, or otherwise including an action by name or in the name of the Association, by the reason that the fact that the person is, or was a Director or Officer of Association or serves, or served at the request of the Association, as a director or Officer at any other Corporation. The entitlement of any person to indemnification hereunder, and, the amount of that indemnification shall be determined in accordance with the procedures and other provisions set forth in the Texas Nonprofit Corporation Law in effect at the time of the determination.

#### ARTICLE VI.

##### Calendar Year and Auditing of Accounts

This Association shall conduct its affairs on a calendar year basis. An annual commercial auditing of the accounts of the Treasurer shall be made by a certified public accountant at the close of each fiscal year and shall be reported at the next annual meeting of the members following the close of such year. Such accountant shall be a disinterested person and not a member of the Association.

#### ARTICLE VIII.

##### Contracts and Services by Directors and Officers

The directors and Officers of the Association may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Association, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Association notwithstanding that they may also be acting as individuals and receive a remuneration therefore or as trustee of trust or as agents for the person or operations, or may be interested in the same matters as directors or otherwise; provided, however, that any contract, transaction, or on behalf of the Association in a matter in which the Directors or Officers are personally interested as Directors or otherwise shall be at arm's length and not violate the proscriptions of these By-Laws or other Association documents against the Association's use or application of its fund for private benefit.

Provided, further, that all such transaction shall be duly recorded in written form with complete disclosure available to any member of the Board of directors of the Association upon reasonable notice and request therefore.

#### ARTICLE VIII.

##### Non-Profit Status and Operations

No part of the net earnings of the association shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1 hereof. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by

a corporation 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 an 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.)

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 © (3) of the Internal Revenue Code of 1954 ( or the corresponding provision of any future United States Internal Revenue Law) , as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Association is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IX Amendments

The Board of Directors shall have the power to make, amend and repeal the By-Laws of the Association by vote of the majority of the Directors at any regular or special meeting of the Board.

#### ARTICLE X Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Association may adopt.

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By-Laws approved by the NETHA Board of Directors ---August 6, 2007  
Ratified by the general membership---September 10, 2007