



KENTUCKY HORSE COUNCIL

Amended and Restated
November 2022

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**KENTUCKY HORSE COUNCIL, INC.
BYLAWS**

Article I. NAME, PURPOSE, DUTIES AND RESPONSIBILITIES

Section 1—The name of this organization shall be the Kentucky Horse Council, Inc. (hereinafter “KHC”).

Section 2—The purpose of the KHC shall be the protection of, education for and support of development within the horse industry in Kentucky.

Article II. GOVERNANCE

Section 1 – The governing and policy-making responsibilities of the KHC shall be vested in the Board of Directors (the “Board”).

Article III. AREA, OFFICES AND APOLITICAL POLICY

Section 1—The economic area or region of the KHC shall be the Commonwealth of Kentucky, all counties and cities.

Section 2—The KHC shall have its principal office at the Kentucky Horse Park, 4037 Iron Works Parkway, Suite 120, Lexington Kentucky, 40511 or such other place or places as the Board of shall determine. The KHC shall maintain a registered office in the Commonwealth of Kentucky as required by Kentucky law. The address of the registered office may be changed occasionally by the Board.

Article IV. MEMBERSHIP

Section 1—Eligibility. Any person, firm, association, corporation, partnership, individual, government body, school or estate having an interest in the objectives and purposes of the KHC shall be eligible for membership.

Section 2—Dues. The rate or rates, schedule or formula for membership dues shall be established by the Board and reviewed annually. Dues shall not be pro-rated.

Section 3— Compliance with Bylaws. All members in good standing shall obey and be bound by these Bylaws and all rules and regulations of the KHC and decisions or actions of the Board or Executive Committee. Members have the right to hold office and committee assignments. The Board shall have the right to adopt and revise membership rules that shall apply to and be binding upon all members of the KHC.

Section 4—Membership Categories. The KHC shall have six (6) classes of members, whose eligibility and rights shall be determined in accordance with this Section, as amended occasionally by the Board. The designation of such classes and the qualification of such classes shall be as follows:

- (a) **Individual Membership.** This category shall be open to any individual 18 years of age or older. Each individual member is entitled to one vote.

- (b) **Family Membership.** This category shall be open to all families. Family is defined as one or two adults and any children under the age of 18 who permanently reside in the household. Membership in this category shall be listed in the name or names of the head or heads of the household and may not be listed under trade names, fictitious names, business names or otherwise. Family memberships are entitled to up to two votes, which names shall be recorded

on the membership form annually. The voting member must be 18 years of age or older and each family member who is 18 years or older is entitled to only one (1) vote.

- (c) **Farm or Business Membership (small, medium or large).** This category shall be open to owner(s) of farms or businesses actively involved in horse-related activities and/or for-profit entities that wish to support the activities of the Kentucky Horse Council. Farm and Business memberships are entitled to one (1) vote; the designated voting member must be 18 years of age or older.
- (d) **Nonprofit or Educational Institution Membership.** This category shall be open to 501c3-designated charities and educational institutions. Nonprofit or educational institutions shall be entitled to one (1) vote; the designated voting member must be 18 years of age or older.
- (e) **Student or Affiliate Membership.** This category shall be open to persons who are currently enrolled in a school, college, trade school or graduate program, or who are part of an organization that is a dues-paying member of the KHC. Student and Affiliate members are non-voting KHC members.
- (f) **Lifetime Membership.** This category shall be open to individual members only who wish to have a full KHC membership for his/her lifetime. Dues will be set by the Board for a lifetime membership. Additionally, the Board, in its sole discretion, may confer a lifetime membership to a person who has given extraordinary service to the organization. The criteria for the honorary lifetime membership will be determined by the Board and the dues will be foregone. The holder of the Lifetime membership shall have one (1) vote. An honorary Lifetime member shall not be entitled to liability insurance unless such Lifetime member pays a separate fee each year.

Section 5—Voting.

- (a) Each voting member of the KHC shall be entitled to vote on all matters submitted for vote of the members as outlined in Section 3 above.
- (b) The record date for determining members eligible to vote is sixty (60) days prior to the date of the membership meeting.
- (c) Members present shall constitute a quorum for the transaction of business at any meeting of the membership.

Section 6—Termination of Membership. Membership in the KHC shall be terminated upon (i) resignation of the member; (ii) when dues become thirty (30) days overdue, unless prior arrangements have been agreed to by the Board; or (c) with cause by vote of a majority of the Board present at any meeting at which a quorum is present, provided that the member has been advised in advance of the proposal to terminate membership.

Section 7—Evidence of Membership. The Board may provide for the issuance of certificates, decals or other evidence of membership in the KHC, which shall be in such form or forms determined by the Board.

Section 8—Membership Year. Each membership year in the KHC shall commence on January 1 and end on December 31.

ARTICLE V. MEETINGS

Section 1—Roberts Rules of Order. The rules contained in *Robert’s Rules of Order* shall govern meetings where they are not in conflict with the Bylaws of the KHC.

Section 2—Annual Meeting. The Annual Meeting of the members of the KHC shall normally be held in November of each year. The Board may alter the date for any reason(s) determined appropriate by the Board. Notice of the Annual Meeting of the members shall be mailed not less than twenty (20) days prior to the date of the Annual Meeting and may be a part of an official publication of the KHC. The acts of a majority of the members present in person at which a quorum is present shall be the acts of the members, except that it shall require the affirmative vote of two-thirds (2/3) of such members for the purposes of:

- (a) To amend the articles of incorporation
- (b) To adopt a plan of merger with another corporation
- (c) To authorize the sale, lease or mortgage of all of the assets or property of the KHC
- (d) To authorize a voluntary dissolution of the KHC
- (e) To adopt a plan for the distribution of the KHC assets

Section 3—Special Meetings of Members. Special meetings of the members of the KHC may be called by the President, the Board, the Executive Committee or the members having 10 percent or more of the votes entitled to be cast at a meeting. Any notice of a special meeting shall state the place, day and hour of the meeting and the purpose thereof, and shall be given not less than 10 nor more than 35 days prior to the meeting.

Section 4—Regular Meetings. Regular meetings of membership in good standing may be held at such times and places and with such regularity as the Board may designate. Good standing means that a member has paid his dues in full for the period for which they are due.

Section 5 – Action without Meeting. Any action required or permitted to be taken by the members may be taken without a meeting if the action is taken by all members of KHC entitled to vote on such action. The consents shall be delivered to KHC for recording in the minutes or other records, and any action taken shall be effective when the signed consents are delivered to KHC. A member may revoke his, her or its consent by written notice received by KHC prior to the time that consents representing the votes required to take the action have been delivered to KHC.

ARTICLE VI. BOARD OF DIRECTORS

Section 1—Responsibilities. The business and affairs of the KHC shall be managed by its Board of Directors (“Board”), which shall be responsible for the accomplishment of the purposes of the KHC. Consistent with such purposes, the Board may employ an Executive Director, one or more administrators and such other officers and employees as necessary and, in addition to such other activities as the KHC shall deem to be consistent with its purposes, shall establish such policies as may be consistent with accomplishment of the corporate purposes. In conjunction with the foregoing, the Board shall appoint such committees and delegate such authority to the committees so appointed as is consistent with these Bylaws, and shall do and perform such other acts as are necessary to carry out the purposes for which the KHC is created.

Section 2—Number and Tenure of Board Members. The Board shall consist of at least 12 and no more than 23 voting members of the KHC (the “Directors”), and shall be broadly representative of all of the horse industries, breeds and disciplines in Kentucky. One Board position shall be reserved for a representative of one of the schools of higher education offering equine-focused degrees, certificates or areas of study within the Commonwealth of Kentucky. The Executive Director of the KHC shall be a non-voting member of the Board.

Section 3—Term of Office. Elected Directors shall serve for a three (3) years. Directors shall not serve more than two (2) consecutive three-year terms. Directors may be re-elected to the Board following a one-year absence from the Board. Directors shall be divided into three (3) classes of equal or nearly equal number of Directors, and such classes of Directors shall have staggered terms, with the terms of approximately one-third of the Directors expiring at each Annual Meeting of the KHC following their election, or until their prior resignation or removal.

Section 4—Selection and Election of Directors. Members are encouraged and will be invited to submit names of potential Directors to the Executive Committee. Each year the Executive Committee will create a proposed slate of new Directors, which will be presented to the Board for review prior to the Annual Meeting. Following approval by the Board, the slate will be presented to the membership at the Annual Meeting. Members will be asked to vote on the presented slate or to nominate candidates from the floor or through write-in nominations. The persons receiving the largest number of votes to fill vacancies will be declared elected as Directors. The new Directors will attend an orientation meeting the next month and will take office on January 1 of the following year.

Section 5—Vacancies. In the event of a vacancy on the Board with respect to a Director, the Executive Committee may nominate a candidate to fill any vacant position. Once ratified by the Board, this new Director shall fill the unexpired term of his predecessor. Partial terms of office served in this manner shall not count toward the term limits described in Article V, Section 3.

Section 6—Regular Meetings. In addition to the Annual Meeting, the Board may provide by resolution additional regular meetings of the Board, either within or without the Commonwealth of Kentucky, without notice other than such resolution.

Section 7—Special Meetings. Special meetings of the Board may be called by the President or any Board member. Except in cases of emergency, notice of any special meeting of the Board shall be given at least 10 days prior thereto and sent by e-mail to each Director at his or her e-mail address as shown by the records of the KHC. Any Director may waive notice of any meeting.

Section 8—Referendum Meetings. By postal mail, email or telephone, the President may refer to the Board questions relating to the affairs of the KHC that, in his or her opinion, require immediate action. A two-thirds vote of the entire Board is required to take action. The results of such a referendum vote shall be binding on the Board, the KHC, its committees, agents and employees.

Section 9—Conduct of Meetings. All meetings of the Board shall be chaired by the President, or in his or her absence, the Vice President. No proxies shall be voted at any meeting.

Section 10—Quorum; Voting.

(a) A majority of the Board members, fixed by Article V, Sect. 2, shall constitute a quorum for the transaction of business at any meeting of the Board.

(b) At all meetings of the Board, each Director shall have one (1) vote and all decisions of the Board shall be upon a majority vote, unless otherwise specified herein.

(c) The Board may elect to use hardcopy ballots or electronic voting on all matters submitted for vote by the Board. Unless otherwise specified in these Bylaws, vocal or “show of hands” voting shall be used in meetings.

(d) Manner of Acting: The act of the majority of the Board at a meeting at which a quorum is present on any matter shall be the act of the Board.

Section 11—Attendance.

(a) **Directors:** Directors are expected to attend all meetings. Telephone participation in a regularly scheduled meeting shall be permitted upon prior approval by the President or Executive Committee. Participation in a meeting by telephone or other similar means shall constitute presence in-person at such a meeting. In the event a Director is unable to attend either in person or by telephone, said Director must contact the President, Board Secretary or Executive Director at least five (5) business days prior to the meeting except in case of an emergency. A Director who is absent in person or by telephone from three (3) meetings (either regularly scheduled meetings, special meetings or both) during a calendar year without approval from the Executive Committee will be considered to have resigned.

(b) **Executive Committee:** All Executive Committee members are expected to attend all meetings. Telephone participation in the Executive Committee meeting shall be permitted upon prior approval of the President. Participation in a meeting by telephone shall constitute presence in-person at such a meeting. In the event an Executive Committee member is unable to attend in person or by telephone, said member must contact, prior to the meeting, the President, Board Secretary or Executive Director at least five (5) business days prior to the meeting except in case of an emergency. An Executive Committee member who is absent in person or by telephone from three (3) meetings during a calendar year without approval from the Executive Committee will be considered to have resigned.

Section 12—Compensation. All Directors shall serve without compensation.

Section 13—Directors – Emeritus. Upon recommendation by the Nominating Committee, the Board may elect one or more Director(s)-emeritus with the right to attend all regular and special meetings thereof, but with no power to make motions or to vote and who shall not be counted in determining a quorum.

Section 14—Removal of Directors. Any Director may be removed from his or her position as a Director at any time by a majority vote of the Board.

Section 15 – Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if the action is taken by all members of the board. The signed, written consent of each director shall be included in the minutes or filed in the corporate records if such action is taken.

ARTICLE VII. OFFICERS

Section 1—Number. The officers of the KHC shall be a President, a Vice President, a Secretary a Treasurer.

Section 2—Election and Term of Office. Officers shall be elected by the Board from the membership of the Board in a called meeting immediately following the Annual Membership Meeting. Elected officers shall begin their term of office beginning at the conclusion of the Annual Meeting. The President shall be elected for a term of two (2) years; and the Vice-President, Secretary, and Treasurer shall each be elected for a term of one (1) year. Any officer vacancy shall be filled by the Board for the unexpired portion of the term. A second year of a two-year Presidential term may supersede the limit of a Director’s service as described in Article IV, Section 3.

Section 3 – Removal of Officers. Any officer may be removed from office at any time by a majority vote of the Board.

Section 4—Duties. The officers of the KHC shall have the following duties:

(a) **President.** The President shall be primarily responsible for:

- (1) Serving as the chief elected officer of the KHC and presiding at all meetings of the Board and membership;
- (2) Conducting the affairs of the KHC, subject to the laws of the Commonwealth of Kentucky and the Articles of Incorporation and the Bylaws of the KHC;
- (3) Appointing members to committees and establishing ad hoc committees, subject to the approval of the Board;
- (4) Serving as spokesperson for the KHC; and
- (5) Performing such other duties as assigned by the Board

(b) **Vice President.** The Vice President shall be primarily responsible for:

- (1) Assuming the duties of the President in the absence, disability or death of the President;
- (2) Assisting the President in the conduct of his or her office; and
- (3) Performing such other duties as may be assigned by the Board

(c) **Secretary.** The Secretary shall be primarily responsible for:

- (1) Keeping a current copy of all official minutes of meetings of the Board (both regular and executive sessions) and Annual Membership Meetings, and maintaining copies of the Articles of Incorporation and Bylaws of the KHC, and all amendments thereto; and
- (2) Performing such other duties as pertain to the office of Secretary or as assigned by the Board

(d) **Treasurer.** The Treasurer shall be primarily responsible for:

- (1) Safeguarding all funds of the KHC as authorized by the Board and for their proper disbursement as authorized by the Board. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board. All checks are to be signed by any two of the following: President, Vice President or Treasurer;
- (2) Serving as chair for the Finance Committee;
- (3) Supervising preparation of an annual budget with the aid of the Finance Committee and the Executive Director for approval by the Board;
- (4) Presenting a financial report regarding the financial condition of the KHC (including a balance sheet and income statement) to the Board at all Board meetings; and
- (5) Performing such other duties as pertain to the office of Treasurer or as assigned by the Board

(e) **Other Personnel.** The Executive Committee will have the authority to hire other personnel with the necessary skills to assist the Board in fulfilling its responsibilities.

ARTICLE VIII. COMMITTEES

Section 1—Establishment and Authority. The President, with the approval of the Board, shall establish all committees, appoint members and appoint committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the programs of the KHC.

- (a) Each member of a committee shall continue to serve at the will of the Board unless the committee shall be terminated, the committee member resigns, or the committee member is removed by the affirmative vote of the Board.

Section 2—Limitation of Authority.

- (a) No action by any member, committee, director or officer shall be binding upon or constitute an expression of the policy of the KHC until it has been approved by the Board.
- (b) Committees shall be discharged by the President when their work has been completed and their reports accepted or when, in the opinion of the Board, it is deemed wise to discontinue the committee.

Section 3—Executive Committee: The Executive Committee shall act for and on behalf of the Board when the Board is not in session, but shall be accountable to the Board for its actions. The Executive Committee is composed of the President, Vice President, Secretary, Treasurer and up to four (4) of the Directors, selected annually by the President and approved by the Board. The President shall serve as chairman. A quorum of the Executive Committee is a majority of the committee and the manner of voting shall be a majority of the quorum. Minutes of all meetings of the Executive Committee shall be made available to all Board members within five (5) days following such meeting.

ARTICLE IX. FINANCES

Section 1—Authorization. All bills payable, notes, checks, drafts, warrants, or other negotiable instruments of the KHC shall be made in the name of the KHC and shall be signed by the Executive Director, the President, the Vice President or the Treasurer; provided that any negotiable instrument in an amount exceeding \$2,500 shall require the signature of two (2) the following: The President, the Vice President, the Treasurer or the Executive Director.

Section 2—Limitation on the Authority of Officers. Except as otherwise set forth herein, no Officer or agent of the KHC, either singly or jointly with others, shall have the power to make any note, check, draft or warrant, or other negotiable instrument, or endorse the same in the name of the KHC, or contract or cause to be contracted any debt or liability in the name and on behalf of the KHC.

Section 3—Loans; Credit Card Usage. No loans or credit card usage shall be contracted on behalf of the KHC and no evidences of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.

Section 4—Funds. All money paid to the KHC shall be placed in whatever KHC accounts the Board may determine or as otherwise specified by law.

Section 5—Fiscal Year. The fiscal year of the KHC shall be the calendar year.

Section 6—Budget. The annual budget for the following year must be presented to the Board prior to the end of each calendar year and approved by the following January 1st.

Section 7—Annual Audit. The accounts of the KHC shall be audited/reviewed annually as of the close of the fiscal year by a public accountant or as provided by applicable law.

ARTICLE X. RECORDS

Section 1—Books and Records. The office of the KHC shall keep correct and complete books and records of accounts in the KHC and a record of the names and addresses of all members in good standing who are entitled to vote.

Section 2—Minutes. The Secretary of the KHC shall keep, or cause to be kept, minutes of all meetings of the members and the Board, and shall keep minutes or other records of all proceedings of the Board and all committees.

Section 3—Inspection. All books and records of the KHC shall be kept and maintained at its principal office in the Commonwealth of Kentucky and shall be available for inspection by any member or his or her agent or attorney, at any reasonable time, for any proper purpose as set forth in KRS 273.233. A review of these books shall be conducted annually at tax time by an outside accounting firm.

Section 4 – Electronic Transmission. Delivery of any notice or other communication permitted or required by these Bylaws may be made by electronic transmissions and electronic signatures shall be considered valid signatures.

ARTICLE XI. INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the fullest extent permitted by law, and in accordance with the provisions of the Kentucky Nonprofit Corporation Acts and this Article IX, the KHC shall indemnify any person against “reasonable expenses” (as defined herein) incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding, (whether civil, criminal, administrative or investigative) (“Proceeding”), to which he or she is or is threatened to be made a party, because he or she is or was a Director or Officer of the KHC, if such person (“Person”) was determined to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the KHC, and regarding any criminal Proceeding, had no reasonable cause to believe his or her conduct was unlawful (“Standard of Conduct”), except in relation to matters as to which he or she has been adjudged in the Proceeding to be liable for negligence or misconduct in the performance of duty to the KHC. For the purposes of this Article IX, the term “reasonable expenses” shall mean all costs actually incurred and disbursements made by a person in connection with a Proceeding, including, without limitation, amounts paid as a result of a judgment, fine, tax or penalty, or in settlement of any Proceeding, and attorneys’ fees and court costs incurred in connection therewith.

Bylaws Certificate.

The undersigned certifies that (s)he is the Secretary of the Kentucky Horse Council, a Kentucky nonprofit corporation, and certifies the foregoing Bylaws constitute the Bylaws as of the date below.

Dated _____

Secretary _____

Revised _____/22