

ARTICLE I NAME

- A. The name of this corporation will be the NORWEGIAN FJORD HORSE REGISTRY, INC. (NFHR).

ARTICLE II PURPOSE

- A. To promote, maintain and regulate the genetic purity of the purebred Norwegian Fjord Horse in North America by:
1. Maintaining a Registry to collect, record, verify and preserve the pedigrees of purebred Norwegian Fjord Horses;
 2. Promoting and educating the membership and general public regarding the traditional characteristics of the breed (breed standard);
 3. Encouraging the use and breeding of the Norwegian Fjord Horse as a versatile horse for the whole family to ride, drive and work;
 4. Undertaking activities designed to increase public awareness of the breed and its ability to perform across the full range of equine disciplines; and,
 5. Engaging in such activities necessary to raise funds to accomplish the stated purposes of the NFHR.

ARTICLE III OFFICE

The location of the registered office for the NFHR shall be 1713 Whitehill Road, East Ryegate, VT 05042. The location of the business office for the NFHR shall be 1203 Appian Drive, Webster, NY 14580.

ARTICLE IV MEMBERSHIP

- A. **ELIGIBILITY.** Membership in the NFHR will be open to anyone 18 years of age or older who is interested in the purposes of the Norwegian Fjord Horse Registry.
- B. **MEMBERSHIP.** NFHR membership recipients are bound by the Bylaws, Rules of Registration, and any other administrative procedures upheld by the NFHR Board of Directors.

Membership is required in order to register horses. Members receive the official publication of the NFHR, and may participate in membership meetings. Members are eligible to vote in NFHR elections and other matters requiring a vote of the membership, to hold office, to serve on committees, and to participate in NFHR programs.

Membership is offered for individuals (1 vote) or families (2 votes). Individuals or families may select annual or lifetime memberships. Family lifetime memberships only apply to family members residing at the same address. The number of voting privileges will be determined at the time of the lifetime membership payment.

- C. **ANNUAL DUES.** Annual dues for all of the membership categories will be determined no later than the end of the third quarter each year, by the Board of Directors. Dues will be considered delinquent if not paid by February 1 of each calendar year.
- D. **LOSS OF MEMBERSHIP PRIVILEGES.**

1. Disciplinary Action. Censure or other disciplinary actions may occur upon violation of NFHR Bylaws, Rules of Registration, or other administrative procedures upheld by the Board of Directors.
2. Termination of Membership for Cause. The Board of Directors, by affirmative vote of two thirds of all the members of the board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present and voting at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership. The process shall be carried out in good faith.

At least fifteen (15) days prior written notice shall be given to the member to be expelled, suspended, or terminated. Said notice shall state the reasons for the action, and shall give the member an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed expulsion, suspension, or termination, so as to allow the board of Directors sufficient time to decide whether the action shall take place.

Written notice of the proposed action shall be given by certified mail and sent to the member's last address.
3. Termination for Failure To Pay Dues. Membership rights are suspended automatically for all classes of members delinquent in dues payments as of March 1 of each calendar year.
4. Resignation. Any member may resign by filing a written resignation with the Secretary.
5. Reinstatement. On written request signed by a former member whose membership has been terminated for cause and filed with the Secretary, the Board of Directors by the affirmative vote of a majority of the Board, may reinstate a member to membership on such terms as the Board of Directors may deem appropriate.

ARTICLE V BOARD OF DIRECTORS

- A. **POWERS OF THE BOARD.** The business and affairs of the corporation shall be managed by the Board of Directors. The Board shall have the power to:
1. Hire and fire employee(s) and contractor(s);
 2. Contract for goods and services;
 3. Approve all financial expenditures;
 4. Establish the annual membership fee and other fees as needed to be assessed from the members;
 5. Conduct the business of the NFHR to carry out its goals and objectives;
 6. Enforce the NFHR bylaws, rules of registration or any other administrative procedures;
 7. Operate in a prudent business-like manner;
 8. Appoint committees for any purpose, and to adopt, by a majority vote, the recommendations of any standing committee;
 9. Assure that the membership has a reasonable opportunity to comment on any proposed change in the NFHR bylaws and rules of registration; and,

10. Conduct conflict resolution investigations, litigation, hearings and appeals of members or elected Board of Directors, with regard to charges of conflict, misconduct, or violations of NFHR bylaws, rules of registration, and any other administrative procedures. The Board of Directors is authorized to obtain documents, statements and other such material or evidence, required by an investigation, appeal or hearing. Disciplinary action may result in:
 - a. Denial of any or all privileges of a membership;
 - b. Removal from office as an elected or appointed Board member official;
 - c. Refusal or revocation of the registration of any horse found to be ineligible for registration; misrepresented or in violation of NFHR rules; and/or,
 - d. Publication of disciplinary actions taken by the Board of Directors.
 11. Remuneration. No Director shall receive a salary or compensation for services rendered to the NFHR. However, a Director may be reimbursed for actual, authorized business expenses incurred during the NFHR fiscal year.
- B. **NUMBER AND TERMS OF DIRECTORS**. The Board of Directors shall consist of 9 members, who serve staggered, 3-year terms.
1. At least three (3) Directors will be elected each year.
 2. Directors will serve their term from January 1 to December 31, of each year.
 3. Directors may serve 2 consecutive terms of office, and then must stand off the Board for one year, before being nominated for Director again.
- C. **QUALIFICATIONS FOR ELECTION TO THE BOARD OF DIRECTORS**. A NFHR Director shall (be):
1. A member in good standing and current on all dues and fees for at least 2 consecutive years immediately prior to being a candidate for the Board;
 2. An owner of NFHR-registered livestock; and,
 3. Agree to uphold and abide by the Bylaws, Rules of Registration and any other administrative procedures of the NFHR.

ARTICLE VI OFFICERS

- A. **NUMBER**. The elected NFHR officers, who are members of the Board of Directors, will consist of a President, Vice- President, Secretary and Treasurer. The other officers may be appointed by the Board of Directors or the President as needed. Any two or more offices may be held by the same person, except the offices of the President and Secretary. The Board may elect more than one Vice-President.
1. President. The President shall be the Chief Executive Officer of the Corporation, and, subject to the direction of the Board, shall in general supervise and control all of the business affairs and property of the Corporation and have general supervision over its officers and agents. The President shall approve the adoption and revision of each and every policy and operating procedure for the Corporation. He or she shall, if present, preside at all meetings of the members. In general, the President shall perform all the duties associated with the office of President and shall see that all orders and resolutions of the Board are carried into effect.

2. Vice-President. The Vice-President will preside at all meetings in the absence of the President. During the absence or disability of the President, the Vice President, or if there is more than one, the Vice President designated by the Board as Executive Vice President, shall exercise all the functions of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. Each Vice President shall have such powers and discharge such duties as may be assigned to him from time to time by the Board.
3. Secretary. In general, the Secretary shall perform all duties associated with the office of Secretary and such other duties as are given to him or her by these Bylaws or as from time to time may be assigned to him by the Board or the President. The Secretary shall:
 - a. Record all the proceedings of the meetings of the members and Board;
 - b. Cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by statute;
 - c. Be custodian of the records and of the seal of the NFHR and ensure that the seal is affixed to all certificates of Registration prior to their issuance and other instruments, as authorized by these Bylaws;
 - d. Keep a register of the post office address of each member which shall be furnished to the Secretary by such member;
 - e. Sign with the President certificates for membership in the NFHR, the issuance of which shall have been authorized by resolution of the Board;
 - f. If called upon to do so, prepare or cause to be prepared and submit at each meeting of the members a certified list in alphabetical order of the names of the members entitled to vote at such meeting;
 - g. See that the books, reports, statements, certificates, and all other documents and records of the Corporation required by statute are properly kept and filed.
4. Assistant Secretary. Whenever requested by or in the absence or disability of the Secretary, the Assistant Secretary designated by the Secretary (or in the absence of such designation, the Assistant Secretary designated by the Board) shall perform all the duties of the Secretary and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Secretary.
5. Treasurer: The Treasurer, in general, performs all duties incident to the office of Treasurer and such other duties as are given to him by these Bylaws or as from time to time may be assigned to him by the Board or the President. The Treasurer shall:
 - a. Have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the NFHR;
 - b. Receive and give receipts for monies due and payable to the NFHR from any source whatsoever;
 - c. Cause the monies and other valuable effects of the NFHR to be deposited in the name and to the credit of the NFHR in such banks or trust companies or other depositories as the Board may select, or as may be selected by any officer or officers or agent or agents authorized to do so by the Board, in accordance with these bylaws.
 - d. Cause the funds of the NFHR to be disbursed by checks or drafts, with such signatures as may be authorized by the Board, upon the authorized depositories of the

NFHR, and cause to be taken and preserved proper vouchers for all monies disbursed;

- e. Render to the President or the Board whenever requested a statement of the financial condition of the NFHR and all his transactions as Treasurer, and render a full financial report at the annual meeting of the members if called upon to do so;
 - f. Ensure the books of account are maintained for all the business and transactions of the NFHR;
 - g. Be empowered to require from all officers or agents for the NFHR reports or statements giving such information as he may desire with respect to any and all financial transactions of the NFHR; and,
 - h. Cause an annual review or audit to be performed as required herein, Article XI Audit.
6. Assistant Treasurer. Whenever requested by or in the absence or disability of the Treasurer, the Assistant Treasurer designated by the Treasurer (or in the absence of such designation, the Assistant Treasurer designated by the Board) shall perform all the duties of the Treasurer, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Treasurer.
7. Registrar. The Registrar, in general, performs all duties incident to the office and such other duties as are given to him by these Bylaws or as from time to time may be assigned to him by the Board or the President. The Registrar shall:
- a. Maintain all records and transactions associated with the registration process of Norwegian Fjord horses.
 - b. Required to perform additional duties as described in the job description.
8. Executive Director. The Executive Director, in general, performs all duties incident to the office and such other duties as are given to him by these Bylaws or as from time to time may be assigned to him by the Board or the President. The Registrar shall:
- a. Maintain all records and transactions associated with the operation of the NFHR.
 - b. Provide support to NFHR operation and programs.
 - c. Required to perform additional duties as described in the job description.
9. Other Subordinate Officers and Agents. The Board may from time to time appoint such other officers and agents as it may deem necessary or advisable, to hold office for such period of time as the Board deems necessary or advisable, have such authority, and perform such duties as the Board may from time to time determine.
- B. **REMOVAL.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.
- C. **VACANCY.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

- D. RESIGNATION. A Director may resign his office by submitting written notice to the President or Secretary.
- E. BOND. In case the Board shall so require, any officer or agent of the Corporation shall execute and deliver to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation which may come into his hands.
- F. TERM AND ELECTION. The officers of the NFHR shall be elected in January at the first meeting of Board of Directors. If the election is not held at such meeting, such election shall be held as soon as possible thereafter but no later than thirty (30) days from first meeting of the Board of Directors. Each officer shall hold office until his or her successor has been duly elected and qualified or until his or her death, resignation, or removal in the manner hereinafter provided.

ARTICLE VII COMMITTEES.

- A. EXECUTIVE COMMITTEE. The Board, by resolution adopted by a majority of the Directors in office, may designate an Executive Committee consisting of at least three (3) members, who shall include the elected officers of the corporation. The Executive Committee shall have such authority as the Board shall grant to it for the management of the NFHR. The Executive Committee shall keep regular minutes of its proceedings and shall report to the Board when required. Vacancies in the Executive Committee shall be filled by the Board at a regular or special meeting.
- B. OTHER COMMITTEES. The Board may appoint from among its members and the NFHR membership, one or more other committees, to consist of not fewer than two (2) members.
- C. COMMITTEE PROCEDURES. All committees appointed by the Board shall serve at the pleasure of the Board. A majority shall constitute a quorum, and in every case, the affirmative vote of a majority of all the members of such committee shall be necessary for the adoption of any resolution to be submitted to the Board. Committees shall keep regular minutes of their proceedings and shall report their proceedings and actions to the Board when requested.

ARTICLE VIII MEETINGS

- A. ANNUAL MEMBERSHIP MEETING. The annual meeting of the members shall be held in January of each year, at a location, date and time published to the membership at least thirty (30) days in advance. The meeting may be held in a month other than January if notice is given to the membership before Dec 1. No quorum is required for this meeting. The purpose of the meeting is to inform the membership concerning:
 - 1. Results of the NFHR Board of Directors election
 - 2. Status of the NFHR for the previous year
 - 3. NFHR Board of Director plans for the current year
 - 4. Discuss issues added to the agenda by the membership.

If the day fixed for the annual meeting shall be a legal holiday in Vermont, such meeting shall be held on the next succeeding business day. The meeting shall be held at the registered office, unless some other place is specified in the annual meeting notice.

B. SPECIAL MEMBERSHIP MEETINGS

1. The NFHR shall hold a special meeting of members:
 - a. At the request of the NFHR Board of Directors; or,
 - b. A written petition of at least fifty one percent (51%) of the members in good standing. The petition must contain the member's signatures, date of signature, and describe the purpose or purposes for the meeting. The petition must be delivered to any NFHR officer or NFHR Board of Director member.
2. Notice of Meeting. Written notice stating the place, day, and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be made at least thirty (30) days in advance of the meeting.
3. Quorum. At least fifty one percent (51%) of the total number of voting members shall constitute a quorum at a special meeting of members.
4. Proxies. Proxies will not be accepted.
5. Voting. Members eligible to vote in accordance with the NFHR Election Policy are eligible to vote during a Special Membership Meeting.
6. Resolutions. All resolutions offered for the consideration of the members shall be presented in writing prior to discussion before the membership.

C. BOARD OF DIRECTORS MEETINGS

1. QUORUM. A simple majority of the Directors will be required to conduct a business meeting.
2. ABSENTEEISM. The resignation of a Director will be required by the Board, if a Director has two (2) unexcused absences from two (2) consecutive business meetings. An unexcused absence is any absence that the Director has not reported to the President or Secretary prior to the meeting, with such notice being made in person, by telephone, or other electronic means.
3. RULES. Meetings of membership and the Board shall be governed by Robert's Rules of Order, Newly Revised (1990).
 - a. The President will designate time, location and method of conducting all regular NFHR business meetings and special membership meetings.
 - b. Board meetings may take place in person or by teleconference.
 - c. All members of the Board of Directors will be notified no less than 10 days prior to a NFHR Board of Directors meeting, with such notice being by mail, telephone or electronic communication.
 - d. The Secretary will keep a written record of all Board meetings, exclusive of executive sessions. Records will be available within a month of the most recent meeting on the NFHR web site, and quarterly, in the official publication of the NFHR
 - e. To facilitate more efficient and effective NFHR operations and service to NFHR members, the Board of Directors will maintain regular electronic communications between each scheduled meeting.

- f. The Secretary shall maintain a record of all motions and the results of electronic voting by Board members which take place between scheduled Board meeting or teleconference for formal approval at the start of each such meeting.
- g. Directors are required to advise the President or the Secretary in person, by telephone or electronically of their inability to participate in electronic Board discussions for more than two days.

ARTICLE IX ELECTIONS

- A. **ELECTION COMMITTEE.** The Board of Directors will appoint an Election Committee to solicit nomination(s) from the membership for the Board of Directors. The Election Committee will certify the eligibility of nominee(s), prepare the ballot and supervise the election. All eligible nominees will be included on the ballot.
- B. **APPROVAL OF RULES.** The Board of Directors will approve the administrative rules and deadlines for the Election Committee and such rules and deadlines will be published in the official publication of the NFHR and on the NFHR website in advance of the call for nominations period.
- C. **TIMING.** Elections must be completed no later than December 31 of the calendar year and the new Board members will be seated effective as of the first Board of Directors meeting on or after January 1.
- D. **APPOINTMENT.** If there are more openings for the Board than nominees, the Board must accept the nominees as having been elected and may appoint additional eligible members to fill the remaining opening(s). The Board does retain the discretion of not filling the remaining opening(s) as long as the size of the Board is equal to or greater than the minimum size stipulated in Article V of these Bylaws.

ARTICLE X INDEMNIFICATION

The NFHR shall indemnify any Director/Officer or former Director/Officer of the NFHR against expenses actually and reasonably incurred, in connection with the defense of any action, suit or proceeding, civil or criminal, while serving in office.

Exception: Personal actions liable for gross negligence or misconduct in the office or performance of duty to the NFHR.

ARTICLE XI AUDIT

A compilation, review, or audit as deems necessary of the records, books, and accounts of the NFHR for the previous year shall be performed by a qualified independent accountant each year prior to the Annual Meeting . The results of such review will be published in the NFHR official publication. The NFHR currently completes a compilation of its financial statements. A compilation is a presentation of financial data that is mathematically accurate, but is without the assurance of an auditor as to its verifiability with generally accepted accounting principles.

The NFHR Board of Directors may approve a financial review or audit by a qualified independent accountant of the previous year's records, books, and accounts in lieu of a compilation. If such a review or audit is performed, the results will be summarized or published in the NFHR official publication. Members may obtain copies of the official review or audit from the NFHR office.

ARTICLE XII AMENDMENT PROCEDURES

- A. AMENDMENTS TO THE BYLAWS. Will be by an affirmative vote of two-thirds of all members responding to the ballot. The ballot will be sent at least 45 days prior to the deadline stated for the return of the ballot.
- B. AMENDMENTS TO THE RULES OF REGISTRATION. Will be made by a two-thirds vote of the Board of Directors, as long as the size of the Board is equal to or greater than the minimum size stipulated in Article V of these Bylaws. Amendments will be presented in the official NFHR publication or on the NFHR website prior to Board action, for comment by the membership.

ARTICLE XIII NON-PROFIT CORPORATION

The Norwegian Fjord Horse Registry was incorporated in 1981, in the state of Vermont. It is a non-profit corporation and does not have the authority to issue capital stock. The property of the Norwegian Fjord Horse Registry shall be used solely to promote its purposes as herein defined. No substantial part of the activities of the Registry shall consist of carrying propaganda or otherwise attempting to influence legislation. No part of the activities of the Norwegian Fjord Horse Registry shall consist of participating in or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XIV DISSOLUTION OR SALE OF ASSETS

An affirmative vote of two-thirds of all members responding to the ballot shall be required to sell or mortgage assets of the corporation not in the regular course of business or to dissolve the corporation.

Upon dissolution of the corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3), (3), (4), or (5) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the corporation shall inure to the benefit of or be paid or distributed to an officer, Director, member, employee, or donor of the organization.

ARTICLE XV WAIVER OF NOTICE

If a NFHR member or Director is to receive a written waiver of notice under the provisions of these Bylaws, the waiver of notice will be acknowledged and signed by the respective NFHR member or Director.