



NORWEGIAN FJORD HORSE REGISTRY BYLAWS Proposed Changes, February, 2013

Note to Members: These are the proposed changes to the NFHR Bylaws that you will be voting on in a ballot sent out the end of February with your renewal acknowledgement letter. The major changes are highlighted. Changes such as consistency in word usage (i.e. shall and will), grammar, sentence structure, and rearrangement of Articles are not highlighted. We suggest that you review these changes side-by-side with the 2010 version of the Bylaws.

One of the major changes is a Youth Membership category.

Most of the other changes have to do with consistency within the document or better defining the meaning of a section.

All comments are welcome and may be sent to nancy@nfhr for distribution to the Board of Directors. The comment period will remain open until Friday, February 22, 2013 at which time the ballots will be prepared and mailed.

ARTICLE I. NAME

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

ARTICLE II. PURPOSE

To promote **genetically pure** Norwegian Fjord Horses in North America by:

- A. Maintaining a Registry to collect, record, verify, and preserve the pedigrees of purebred Norwegian Fjord Horses;
- B. **Educating** the membership and general public regarding the traditional characteristics of the breed (breed standard);
- C. Encouraging the use and breeding of the Norwegian Fjord Horse as a versatile horse for **all people** to **enjoy**, ride, drive, and work;
- D. Undertaking activities designed to increase public awareness of the breed and its ability to perform across the full range of equine disciplines; and,
- E. 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 the address of the current Registrar or Executive Director as designated by the Board of Directors ("Board of Directors" or "Board").**

ARTICLE IV. MEMBERSHIP

- A. **ELIGIBILITY.** Membership in the NFHR shall be open **to any person or entity** who is interested in the purposes of the Norwegian Fjord Horse Registry.
- B. **MEMBERSHIP.** NFHR **members** are bound by the Bylaws, the Rules of Registration and Transfers, and any other **policies adopted** by the NFHR Board of Directors.
 1. Membership is required in order to register horses.
 2. Members receive the official publication of the NFHR and may participate in membership meetings.
 3. Members **18 years of age and older** shall be eligible to vote in NFHR elections and other matters requiring a vote of the membership and are eligible to hold office. **In the case of a membership held by an entity, the entity must identify the name of the natural person voting on its behalf.**



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4. All members are eligible to serve on committees and participate in NFHR programs.
5. Membership is offered for individuals (1 vote), entities (1 vote), families (1 vote per adult, 2 votes maximum per family), and youth under the age of 18 as of January 1st of the membership year (no vote). Family memberships are available to two (2) or more persons residing at the same address; youth under the age of 18 may be listed in family memberships, but are ineligible to vote. The Board of Directors may establish the rights and privileges of youth members.
6. Individuals, entities, and families may select annual or lifetime memberships. Youth memberships are annual. Family lifetime memberships shall only apply to persons residing at the same address.
7. Annual dues for all of the membership categories shall be determined by the Board of Directors no later than the end of the third calendar quarter prior to the rate becoming effective. Dues will be considered delinquent if not paid by February 1st of each calendar year.

C. LOSS OF MEMBERSHIP PRIVILEGES

1. **DISCIPLINARY ACTION.** Censure or other disciplinary actions by an affirmative vote of two-thirds of all the members of the Board of Directors including termination of membership, may occur upon violation of NFHR Bylaws, the Rules of Registration and Transfers, or other policies adopted by the Board of Directors.
2. **TERMINATION OF MEMBERSHIP.** The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may terminate a membership after notice and an opportunity to be heard by the Board. The process shall be carried out in good faith.
3. **NOTICE.** At least fifteen (15) days prior written notice shall be given to the affected member. Said notice shall state the reasons for the proposed action, and shall give the member an opportunity to be heard by the Board, orally or in writing. The notice shall state the date the proposed action will be considered by the Board of Directors and shall be sent to the member not less than ten (10) days before the Board of Directors will consider the proposed action. Written notice of the proposed action shall be given by certified mail, return receipt requested, and sent to the member's last known address.
4. **FAILURE TO PAY DUES.** Membership rights are suspended automatically for any members whose dues have not been paid by February 1st of the calendar year. Membership shall be reinstated upon payment of dues.
5. **REINSTATEMENT.** Upon written request, submitted to the Board of Directors no sooner than one (1) year after termination of membership, signed by the former member whose membership has been terminated by the Board of Directors, the Board of Directors by an affirmative vote of two-thirds of all the members of the Board, may reinstate a member to membership on such terms as the Board of Directors may deem appropriate.
6. **RESIGNATION.** Any member may resign by filing a written resignation with the Secretary; however, no refund shall be given. Family memberships shall remain intact unless all adult members resign.

ARTICLE V. BOARD OF DIRECTORS

- A. **POWERS OF THE BOARD.** The business and affairs of the NFHR 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 to be assessed from the members as needed;
 5. Conduct the business of the NFHR to carry out its mission, goals, and objectives;
 6. Enforce the NFHR Bylaws, the Rules of Registration and Transfers, Ethics Policies, or any other policies adopted by the NFHR;



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7. Conduct the business of the NFHR in good faith;
 8. Appoint committees for any purpose, and to adopt, by a majority vote, the recommendations of any committee;
 9. Assure that the membership has a reasonable opportunity to comment on any proposed change in the NFHR Bylaws, and the Rules of Registration and Transfers; 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, the Rules of Registration and Transfers, Ethics Policies, and any other policies adopted by the NFHR. 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 registered in violation of NFHR rules; and/or,
 - d. Publication of disciplinary actions taken by the Board of Directors.
- B. 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 on behalf of the NFHR.
- C. NUMBER AND TERMS OF DIRECTORS. The Board of Directors shall consist of nine (9) members, who serve staggered, three-year terms:
1. At least three (3) Directors shall be elected or appointed pursuant to these Bylaws each year;
 2. Directors shall serve their term from January 1st to December 31st of each year;
 3. Directors may serve two (2) consecutive full terms of office, and then must stand off the Board for one (1) year before being elected or appointed to the Board again.
- D. QUALIFICATIONS FOR DIRECTORS. An NFHR Director shall (be):
1. An adult member in good standing and current on all dues and fees for at least two (2) consecutive years immediately prior to being a candidate for the Board;
 2. An owner of an NFHR-registered Fjord Horse; and,
 3. Agree to uphold and abide by the Bylaws, the Rules of Registration and Transfers, Ethics Policies, and any other policies adopted by the NFHR.
- E. VACANCY. A vacancy on the Board of Directors in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.
- F. RESIGNATION. A Director may resign his or her office by submitting written notice to the President or Secretary.

ARTICLE VI. OFFICERS

- A. NUMBER. The NFHR Officers must be members of the Board of Directors and shall be elected by the Board of Directors. They shall include a President, Vice-President, Secretary, and Treasurer. Other Officers may be appointed by the Board of Directors as needed. Any two (2) 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 (1) Vice-President.
1. PRESIDENT. The President, subject to the direction of the Board, shall supervise and manage all of the business affairs and property of the NFHR and have general supervision over its employees and agents. 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.



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2. **VICE PRESIDENT.** The Vice President shall 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 applicable to the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

3. **SECRETARY.** The Secretary shall perform all duties associated with the office of Secretary and such other duties as are given to him or her by the Board of Directors as required by applicable statutes and as from time to time assigned to him or her by the Board of Directors. The Secretary shall:
 - a. Record all the proceedings of the meetings of the members and Board of Directors;
 - b. Cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by statute;
 - c. Be official custodian of the records and of the seal of the NFHR, which shall be maintained at the office of the NFHR Registrar, and ensure that the seal is affixed to all Certificates of Registration prior to their issuance and other instruments, as authorized by these Bylaws and the Rules of Registration and Transfers;
 - d. Keep a register of the post office address of each member which shall be furnished to the Registrar by such member;
 - e. 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;
 - f. See that the books, reports, statements, certificates, and all other documents and records of the NFHR required by statute are properly kept and filed.

4. **TREASURER.** The Treasurer shall perform all duties associated with the office of Treasurer and such other duties as are given to him or her by the Board of Directors, as required by applicable statutes and as from time to time assigned to him or her by the Board of Directors. 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 electronically or 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 of Directors whenever requested a statement of the financial condition of the NFHR and all his or her 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;



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- g. Be empowered to require from all Officers or agents for the NFHR reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the NFHR; and,
 - h. Cause an annual compilation, review, or audit to be performed as required herein, Article XII Audit.
- B. **REMOVAL.** Any Officer elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of the NFHR would be served thereby, but such removal shall be without prejudice of the person so removed. Election or appointment of an Officer shall not of itself create contract rights.
- C. **BOND.** In case the Board of Directors shall so require, any Officer or agent of the NFHR shall execute and deliver to the NFHR a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the NFHR, including responsibility for negligence and for the accounting for all property, funds, or securities of the NFHR which may come into his or her hands.
- D. **TERM AND ELECTION.** The Officers of the NFHR shall be elected in January by the Board of Directors. If the Board does not meet in in January, such election shall be held as soon as possible thereafter. Each Officer shall hold office until the successor has been duly elected and qualified or until his or her death, resignation, or removal in the manner hereinafter provided.

ARTICLE VII. REGISTRAR AND EXECUTIVE DIRECTOR

The Registrar and Executive Director shall be selected by the Board of Directors and compensated on terms and conditions determined by the Board of Directors.

- A. **REGISTRAR.** The Registrar shall perform all duties set forth in these Bylaws and the Rules of Registration and Transfers associated with the office and such other duties given to him or her by the President in accordance with the Board of Directors approval. The Registrar shall maintain all records and transactions associated with the registration and transfer of Norwegian Fjord Horses, and associated with the NFHR membership.
- B. **EXECUTIVE DIRECTOR.** The Executive Director shall perform all duties set forth in these Bylaws and the Rules of Registration and Transfers associated with the office and such other duties given to him or her by the President in accordance with the Board of Directors approval. The Executive Director shall maintain all records and transactions associated with the operation of the NFHR.

ARTICLE VIII. COMMITTEES

- A. **EXECUTIVE COMMITTEE.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate an Executive Committee consisting of at least three (3) members, which shall include the elected Officers of the NFHR. 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.
- B. **OTHER COMMITTEES.** The Board of Directors may appoint from among its members and the NFHR membership one (1) or more other committees.
- C. **COMMITTEE PROCEDURES.** All committees established and all committee members shall serve at the pleasure of the Board. A majority of any committee shall constitute a quorum of such committee, 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 of Directors. Committees shall submit a report of their activities to the Board at each Board meeting.
- D. **AUTHORITY.** No committee shall take action on behalf of the NFHR without the approval of the Board of Directors.

ARTICLE IX. MEETINGS

- A. **ANNUAL MEMBERSHIP MEETING.** Except as set forth below, an 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



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meeting may be held in a month other than January if notice is given to the membership before December 1. No quorum is required for this meeting.

1. The purpose of the meeting is to inform the membership concerning:
 - a. Results of the NFHR Board of Directors and Officers election;
 - b. Financial status and activities of the NFHR for the previous year;
 - c. NFHR Board of Director plans for the current year; and
 - d. Discuss issues added to the agenda by the membership.
2. 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. By a written petition of at least fifty-one percent (51%) of the members in good standing. The petition must contain the members' 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 via certified mail, return receipt requested.
2. NOTICE OF MEETING. The Board of Directors shall set the date of the meeting within thirty (30) days of the request and the meeting shall be held within six (6) months. Written or electronic notice to members 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 and be posted on the NFHR website.
3. QUORUM. At least fifty-one percent (51%) of the total number of voting members in good standing 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 Article IV-B of these Bylaws are eligible to vote during a Special Membership Meeting.
6. AGENDA. A preliminary agenda shall be posted on the NFHR website when the meeting notice is given. A final agenda shall be posted by the Executive Director one week before the meeting. The agenda shall include matters identified in the petition and other matters included by the Board of Directors.

B. BOARD OF DIRECTORS MEETINGS

1. QUORUM. A simple majority of the Directors shall be required to conduct a business meeting.
2. ABSENTEEISM. The resignation of a Director shall 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 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, latest edition:
 - a. The President shall 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 electronic communication; however, the Board shall meet at least once a year in person;
 - c. All members of the Board of Directors shall be notified prior to an NFHR Board of Directors meeting, with



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such notice being by mail, telephone, or electronic communication;

- d. The Secretary shall keep a written record of all Board meetings, exclusive of executive sessions. Records shall 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 shall maintain regular electronic communications between each scheduled meeting;
- f. The Secretary shall maintain for formal approval at the start of each such meeting a record of all motions and the results of electronic voting by Board members which has taken place between scheduled Board meetings;
- 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 (2) consecutive days.

ARTICLE X. ELECTIONS

- A. **ELECTION COMMITTEE.** The Board of Directors shall appoint an Election Committee to solicit nomination(s) from the membership for the Board of Directors. The Registrar and/or Executive Director will certify the eligibility of nominee(s), prepare the ballot and supervise the election. All eligible nominees will be included on the ballot.
- B. **PROCEDURES AND DEADLINES.** The Board of Directors shall approve the administrative procedures and deadlines for the Election Committee and procedures and deadlines shall be published in the official publication of the NFHR and on the NFHR website prior to the deadline for submitting nominations.
- C. **TIMING.** Elections must be completed no later than December 31 of the calendar year and the new Board members will be seated effective January 1. There shall be one transitional Board of Directors Meeting with both incoming and outgoing members attending.
- D. **APPOINTMENT.** If there are an equal number or more openings for the Board of Directors than there are nominees, the Board must accept the nominees as having been elected and must appoint additional eligible members to fill the remaining opening(s). The Board of Directors shall continue to have authority to act on behalf of the NFHR as long as there are six (6) members on the Board of Directors.

ARTICLE XI. INDEMNIFICATION

The NFHR shall indemnify and defend its Board of Directors and its current or former Directors, Officers, Registrar, or Executive Director for all costs and expenses, including the cost of defense and for any judgment, settlement, or liability relating to the defense of any action, claim, suit, or proceeding, civil or criminal, arising out of their service for the NFHR. The Board of Directors shall procure insurance to cover the cost of defense and liability for any claim brought against the Board of Directors, Officers, any Board of Director member, the Executive Director, and Registrar.

ARTICLE XII. AUDIT

- A. A compilation or review (or an audit as deemed necessary by the Board of Directors or as voted on by 51% of the members at a special meeting) 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 Membership Meeting. The results of such review shall be published in the NFHR official publication.
- B. 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.



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ARTICLE XIII. AMENDMENT PROCEDURES

- A. **AMENDMENTS TO THE BYLAWS.** The Board of Directors shall periodically review the Bylaws and propose changes as needed. The proposed changes shall be posted on the website as soon as they are available. A ballot shall be sent to the members by mail or electronically at least 45 days prior to the deadline stated for the return of the ballot. Approval of substantive changes to the Bylaws will be by an affirmative vote of two-thirds of all members responding to the ballot. Changes in the Bylaws to correct spelling, grammar, formatting, numbering, consistency, or to comply with applicable laws shall require only the approval of the Board of Directors.
- B. **AMENDMENTS TO THE RULES OF REGISTRATION AND TRANSFERS.** Will be made by a two-thirds vote of the Board of Directors. Amendments shall be presented in the official NFHR publication or on the NFHR website for comment by the membership prior to any action taken by the Board of Directors. Changes in the the Rules of Registration and Transfers to correct spelling, grammar, formatting, numbering, consistency, or to comply with applicable laws shall not require comment by the membership.

ARTICLE XIV. 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 NFHR shall consist of carrying propaganda or otherwise attempting to influence legislation. No part of the activities of the NFHR 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 XV. DISSOLUTION OR SALE OF ASSETS

- A. 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.
- B. 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), (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.