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Amended October, 2008

# American Haflinger Registry

## Corporation Bylaws

### Article I

#### TITLE, OBJECTIVES, LOCATION, CORPORATE SEAL

Section 1. **Title:** This corporation shall be known as the AMERICAN HAFLINGER REGISTRY, (AHR), and shall at all times be operated and conducted as a non-profit corporation in accordance with the laws of the State of Ohio, providing for such organizations and by which it shall acquire all such rights as granted to Corporations of this kind..

Section 2. **Objective:** As stated in the Articles of Incorporation, the purpose of AHR shall be to collect, record and preserve the pedigrees and changes of ownership of Haflinger horses in North America, to maintain a Stud Book and registry, to promote and support only one United States Haflinger Registry, and to stimulate and regulate any and all other matters such as may pertain to the history, breeding, education, exhibition, publicity, sale, or improvement of this breed.

Section 3. **Place of Business:** Members or officers of AHR may be residents of any state, territory or country. Business may be carried on at any place convenient to such members or officials.

Section 4. **Corporate Seal:** The seal of ARH shall be in the form impressed hereon immediately below and may be changed at the discretion of the Board of Directors.



### ARTICLE II

#### MEMBERS

Section 1. **Membership:** Membership shall be open to all persons who subscribe to the objectives of the American Haflinger Registry, agree to abide by its rules and regulations, and who pay dues and apply for membership. Members of

the Registry shall be admitted, retained, reprimanded, fined, suspended or expelled in accordance with such rules and regulations as may be adopted by the Board of Directors. In all matters of elections governed by a vote of the members, each regular and lifetime member shall be entitled to one vote, providing current year dues are paid. Youth members shall not be entitled to vote. Annual membership fees are due on January 1<sup>st</sup> of each year. Receipt and acceptance of dues during a single year provides membership for that year. Mailings will continue from the prior year's list until February 15, after which mailings will only be to current year dues paid members

Membership may be listed as a single person, couple, partnership, or corporation. If listed as a partnership, corporation or LLC the participants must notify the registry as to what person is entitled to act for the partnership, corporation or LLC in voting and signatory matters. Membership privileges within a family are limited to spouses and minor children under 18 who reside at the same address.

## Section 2. **Classes of Membership**

**A. Regular Members:** Regular Members are those persons 18 years of age or older who own and have registered with the Registry one or more Haflinger horses, who have applied for and been accepted into membership in the Registry and who are not in arrears in payment of their annual dues.

**B. Lifetime Members:** Any person who qualifies for membership under section 2A of this article, and who wishes to be a Lifetime Member of the Registry may do so by paying a one time fee set by the Board of Directors. Lifetime Members pay no annual dues and the membership is paid for the natural lifetime of the person(s) named on the membership application. Lifetime members retain voting privilege. Lifetime memberships are non-transferable with right of survivorship for the remaining spouse. For purpose of these Bylaws the term, "Regular Member" shall be deemed to include "Lifetime Member" except where otherwise specified.

**C. Associates:** Any person who qualifies as a regular member but who chooses for personal reasons to be an Associate. All privileges afforded to those in A, above, are granted to Associates.

**D. Youth Members:** Youth Members are those persons under the age eighteen (18) at the time of application for membership who are interested in the objectives and purposes of the Registry. Youth members have no voting rights. Youth members who own a Haflinger will pay the same fees for registry services as a regular member.

## **ARTICLE III**

### **MEETING**

Section 1. **Annual Meeting:** The Annual meeting of the members shall be held at such time and place as may be established by the Board of Directors for the purpose of the exchange of ideas between the members and the Board of Directors.

Section 2. **Special Meeting:** Special meetings of members may be held at such time and place as may be designated in a formal notice, whenever called in writing by direction of the President, by a majority of the Board of Directors, or by notice signed by not less than 20% of the voting members.

Section 3. **Notice of Meetings:** Notice of the annual meeting of the members and of any special or other meeting of the members shall be given in writing by the Registry to each member entitled to receive the same. Notice shall be delivered personally, by electronic mail transmission, by fax or by depositing such a notice in the United States mail, postage prepaid, and addressed to such respective member as shown by the books of the Registry not less than ten (10) or more than sixty (60) days before said meeting. The notice of any special meeting or other meeting shall briefly state the place, day, hour and purposes thereof.

Section 4. **Quorum:** At any meeting of the members held in accordance with the foregoing provisions, the members attending shall constitute a quorum for all purposes unless the representation of a larger number should be required by law.

Section 5. **Conduct of Meetings:** Any officer of AHR may call the meeting of the members to order and may act as chair of such meeting, preference being given as follows: President, First Vice President, or Second Vice President. In absence of all such officers, members present may elect a chair. In absence of the Clerk to the Board, the Directors may appoint any person to act as Clerk to the Board of the meeting. All meetings shall be governed by Roberts Rules of Order.

Section 6. **Voting:** Whenever in these Bylaws the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right to vote. Once in effect, these Bylaws shall be subject to change only by a majority vote of the membership through a mail out ballot. All members will be notified of the issue and the deadline for return of ballots. Outcome will be determined by a majority of the ballots received by the stated deadline.

## ARTICLE IV

### DIRECTORS

Section 1. **Responsibilities:** The business and property of AHR shall be managed democratically through and by the Board of Directors, and they may make general rules and regulations for the government of the Registry and members thereof. The Directors are empowered to conduct the affairs of AHR in accordance with the Bylaws as seems to be suitable for responsible management of the Registry and promoting the Haflinger. It shall be expected of each Director that he or she shall always be willing to give freely of his or her time and effort to helping solve the problems of management of this Registry. All shall be continually conscious of their responsibility toward the membership which they represent and shall do everything within their power to thoroughly establish the breed and help maintain the highest possible standard of integrity for the records of this Registry.

Disciplinary Action of Directors: A Director may be disciplined by the Board in accordance with Roberts Rules of Order by sanction, removal from committees, or removal from his or her seat on the Board by a 2/3 majority vote of the Board. Disciplinary Action may be taken for the following but is not limited to same:

1. Breach of Board confidentiality.
2. Not following Board decisions and working against the Board or a Board member in such a way to cause unrest among membership or Board.
3. Owning horses in or promoting another United States Haflinger registry in addition to or in place of the American Haflinger Registry.
4. Any other actions which are deemed harmful to the American Haflinger Registry.
5. Absence: If a Director is absent from two consecutive regular or special Board of Directors meetings, including conference calls, that Director will be placed on probation with regard to his position on the Board.
6. Absence: If a Director is absent from three consecutive Directors meetings without reasonable cause, the Board will take action to remove said Board member.

Notice of any of these actions will be made by certified letter.

Section 2. **Membership Requirements for Directors:** To be eligible for election as a Director/Officer, an individual must be a current member and have been a Regular Member in the AHR for the previous three years and not be a Director/Trustee/Officer of any other Haflinger registry with an office located in North America. Candidates must have all Haflingers owned by them registered in the American Haflinger Registry and no other United States Haflinger registry at the time of their nomination to office and during their term of office. Full-time employees of AHR are not eligible to run for or be elected or appointed to the Board of Directors. Only individual or couple memberships are eligible to run for director.

Section 3. **Nomination of Directors:** Any member meeting the requirements for Director stated in Section 2, above, of the Bylaws who wishes to run for a Director position must submit a biographical form supplied by AHR, not more than one page, to the AHR Nominating Committee Chair. All questions that are part of the biographical questionnaire information must be answered truthfully. If any questions are left unanswered, the nominee will be eliminated as a candidate by the Nominating Committee. Accompanying the biography will be a nominee petition, provided by AHR, that contains at least 15 signatures from AHR members from his or her region or if running for an at-large position,

members residing anywhere, who attest to the good character, honesty and integrity of the nominee. Any incumbent Director running for reelection must also comply with the biography and petition requirements.

**Section 4. Election of Directors:** A Director is elected for a term of three years. At-Large Directors shall be elected by a majority vote from a mail out ballot sent to the entire voting membership. Regional Directors shall be elected by a majority vote from a mail out ballot sent to members of their region. Approximately one-third of the Directors will be elected each year. If a new Director's position is created resulting from the re-designation of regional boundaries or other action of the Board of Directors, the current term of office may be shortened to bring subsequent elections of that position into line with the one-third per year requirement. An individual is limited to *three* consecutive, elected, full 3-year terms as Director.

Elections are to be held annually. New directors will take office at the annual Board of Directors meeting which will be held following the annual membership meeting at a location and time decided by the Board of Directors. Notice of annual Board of Directors Meeting will be announced not less than ten (10) days or more than ninety (90) days before said meeting. All ballots for the annual election will be returned to a CPA's office and held there until released to the personnel responsible for verifying and counting votes. The CPA will verify the count and provide a statement identifying the results of the count.

**Section 5. Number of Directors:** The number of Directors shall be equal to the number totaling one from each of the six (6) designated geographical regions (See attached Supplement I) of the registry plus six (6) at-large Directors who may reside in any region. Each regional Director must reside in his or her respective region at the time of election. No region will have more than three (3) Directors.

**Section 6. Designation of Region Boundaries:** At least every three (3) years the Board will formally review the make-up of Regions and the relative membership contained in each.

**Section 7. Director Vacancies:** In case of a vacancy on the Board of Directors by death, resignation, disqualification, or other cause, the Board of Directors shall appoint a qualified successor to serve until the next scheduled election of directors..

**Section 8. Meetings:** Meetings of the Directors may be called by the President or a majority of the Directors in office. The President or the Clerk to the Board shall give the same notice of each meeting by mail, fax, e-mail or telephone to each Director at least seven (7) days before the meeting, but such notice may be waived by any Director.

"Conference Call Meetings" may be utilized in lieu of in-person meetings. Notice of conference call meetings must reach Directors not less than 48 hours prior to the appointed hour for the call. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting.

**Section 9. Quorum:** A majority of the total number of Directors in office shall constitute a quorum for the transaction of business.

**Section 10. Committees:** The Board of Directors may create and empower committees, standing or ad hoc.

## ARTICLE V

### ELECTIVE OFFICERS AND DUTIES

**Section 1. Officers:** The officers of AHR shall be the President, First Vice President, Second Vice President, Clerk to the Board (Secretary for Corporate Law Purposes), Treasurer, and such other officers that may be authorized by the Board of Directors. These officers shall be elected from the Board by the Board of Directors. Newly elected directors are not eligible to be elected as President, First Vice President or Second Vice President in their first year. Such officers shall hold offices for the period of one year and until their successors are elected. No person shall hold the same office longer than five (5) consecutive years.

**Section 2. President:** The President shall be the chief executive officer of AHR and shall preside at all meetings of the Board of Directors. He shall see that the Bylaws and all Rules and Regulations of AHR are enforced and shall perform all other duties that may be prescribed by the Board of Directors. He shall be ex officio member of all committees.

Section 3. **Vice Presidents:** In the absence of the President, the First Vice President, and in his absence the Second Vice President, shall have the powers and perform the duties of the President and such other duties as may be prescribed by the Board of Directors.

Section 4. **Clerk to the Board:** The Clerk to the Board shall keep the minutes of all Directors meetings and other such duties as may be prescribed by the Board of Directors. The Board may designate another qualified person to carry out the duties of Clerk to the Board.

Section 5. **Treasurer:** The Treasurer is responsible for developing and presenting the annual budget to the Board of Directors and for the management of registry funds. The Treasurer shall make a quarterly report in detail to the Board of Directors and an annual report to the members. The Treasurer will be the Chair of the Finance Committee.

- A. **Surety Bonds:** Officers, employees or members of the Registry who handle any funds of the Registry may be required to have a surety bond to be furnished at the expense of the Registry for the faithful discharge of their duties. If so required by the Board of Directors, said bond shall be in such amount and such sureties as the Board of Directors shall direct and approve.
- B. **Auditing of Accounts:** The Board will request an annual review or audit of all of the accounts of the Registry for each fiscal year. Such review or audit shall be made by a Certified Public Accountant selected by the Board of Directors and shall be reported to the members annually. Such Accountant shall be a disinterested person and not a member of this Registry.

Section 6. **Vacancies:** All vacancies among elected officers of the Registry caused by death or otherwise shall be filled by action of the Board of Directors, except that a vacancy in First Vice President shall be automatically filled by the Second Vice President. A new Second Vice President will then be appointed by the Board.

## ARTICLE VI

### COMMITTEES

Section 1. **Standing Committees:** Each standing committee shall consist of at least three members with at least one being a Director appointed by the President with the advice and consent of the Board of Directors. All committees shall be selected by March 1 and will be presented to the Board for final approval.

**A. Pedigree:** The Pedigree Committee is responsible for development, maintenance and enforcement of rules for registration and transfer. It shall investigate all applications referred to it by the office staff or Board of Directors or any case where doubt has been raised as to the correctness of any pedigree. This committee will also recommend to the Board appropriate remedial action toward members or others when violations of Registration Rules are confirmed.

**B. Finance:** The Finance Committee is responsible for the development of the annual budget and management of Registry funds.

**C. Personnel and Office:** The Personnel and Office Committee is responsible for maintaining appropriate paid staff for effective operation of the business of the organization, designating duties and monitoring proper discharge thereof. It also maintains appropriate physical facility for the accommodation of records and activities of the organization. The Finance and Pedigree Committee chairs will serve as members of the Personnel and Office Committee.

**D. Publications:** The Publications Committee is responsible for the overall coordination of registry information to the membership and general public. It will be responsible for developing and reviewing the magazine format and content. This committee is also responsible for production of other published materials such as brochures, catalogs, etc.

**E. Promotion and advertising:** This Committee is responsible for AHR representation at Haflinger and all-breed events, and other distribution of promotional materials, including resale merchandise. They are

responsible for development and placement of promotional advertising in outside media and contact and coordination of media coverage at AHR events.

**F. AHR Youth:** The AHR Youth Committee will handle youth activities.

**G. World Delegate:** The World Delegate Committee shall be responsible for representing the AHR members in the World Haflinger Federation.

Section 2. **Ad Hoc Committees:** Each ad hoc committee shall consist of at least three members; with at least one being a Director appointed by the President with the advice and consent of the Board of Directors. Such committees may include but are not limited to the following:

- A. Show
- B. Sale
- C. Fun Auction
- D. Stallion Parade
- E. Futurity
- F. Inspection
- G. Nominating
- H. Reproductive Technology
- I. Regional Support
- J. Bylaws

Section 3. **Committee Responsibility:** All Committees, standing or ad hoc, are subordinate to the Board of Directors. They are expected to recommend, report, and act as authorized by the Board, working through the chair of each committee.

## **ARTICLE VII**

### **AMENDMENTS**

Any Bylaw may be repealed, modified, or amended or new Bylaws adopted by a majority of ballots returned from ballots mailed out to all voting members. All by-law changes and modifications must be presented and voted on individually.

## **ARTICLE VIII**

### **INDEMNIFICATION**

This Corporation shall indemnify all past and present Directors, Officers and agents of the Corporation, their heirs or executors from and against all cost and expenses incurred by or upon them in connection with or resulting from any suit, action or proceeding to which they may be party by reason of their being or having been a Director, Officer or agent of the Corporation as may be provided for under the laws of the State of Ohio, except in relation to matters to which any such Director, Officer or agent of the Association, past or present, shall be adjudged in such suit, action or proceeding to be liable for negligence in the performance of duty. Before any cost or expenses are incurred as provided in this section, the Corporation shall be consulted as to such indemnification.

## **ARTICLE IX**

### **DISSOLUTION**

This corporation may be dissolved by a mail out ballot sent to the voting membership. The outcome will be determined by a majority of said membership ballots returned. All other requirements for dissolution will be accomplished in accordance with Chapter 1702, Non-Profit Corporation Law of the Ohio Revised Code.

No member of the Corporation shall have any right or interest in the property or assets of the Corporation. In the event of dissolution of the corporation, the treasurer shall, after the discharge of all liabilities, and approval of the Board, distribute any remaining assets to a not for profit agency with interests in agriculture such as a Land Grant University or other similar entity.

**ARTICLE X**

**STATEMENT OF CONFIDENTIALITY**

The corporation shall provide to any owner of any AHR recorded Haflinger, whether member, associate or non-member, upon proper identification, information regarding the horses owned by that person or the status of financial accounts with the corporation of that owner. Further, a person inquiring as to the ownership of a specific horse will be given the owner’s name, address and telephone number. Any and all requests by a member for access to all other information contained in the books and records of the corporation, whether regarding horses, financial matters or all other information must be submitted in writing to the President. Such request must state the specific purposes for which the information is sought by the requesting member. The corporation shall provide such information or access to the books and records of the corporation if the Board determines such stated purposes are reasonable and proper and do not violate the privacy of members or other persons.

**POLICY STATEMENT “THE WELFARE OF THE HAFLINGER”**

The American Haflinger registry provides beneficial services for its members which enhance and encourage Haflinger ownership and participation and strives to generate growth of AHR membership via the marketing, promotion, advertising, education and publicity about the Haflinger. Furthermore, AHR actively protects the welfare and integrity of Haflingers in North America.

**AHR STATEMENT OF POSITION**

The American Haflinger Registry’s mission is to record and preserve pedigrees of Haflingers in North America, while maintaining the integrity of the breed. Further, AHR encourages Haflinger ownership and participation and by promoting only one Haflinger registry in the United States. AHR actively protects the Haflinger in North America by establishing and strictly enforcing rules which govern registrations and transfers of ownership and every AHR-approved event. To that end, AHR is committed to the following beliefs:

Every Haflinger shall, at all times, be treated humanely and with dignity, respect, and compassion.

**SUPPLEMENT I**

**REGIONS OF THE AMERICAN HAFLINGER REGISTRY**

1999 (Formally reviewed and left unchanged in October, 2008)

<b>NORTHEAST</b>		<b>SOUTHEAST</b>		<b>GREAT LAKES</b>		<b>WEST</b>	
Connecticut	Delaware	Alabama	Indiana	Alaska	Alberta		
Maine	Maryland	Florida	Michigan	Arizona	British Columbia		
Massachusetts	New Brunswick	Georgia	Ontario	California	Colorado		
New Hampshire	New Jersey	Kentucky		Hawaii	Idaho		
New York	Nova Scotia	Louisiana		Kansas	Manitoba		
Pennsylvania	Prince Edward Island	Mississippi		Montana	Nebraska		
Quebec	Rhode Island	North Carolina	<b>CENTRAL</b>	Nevada	New Mexico		
Vermont		South Carolina	Arkansas	North Dakota	Oklahoma		
		Tennessee	Illinois	South Dakota	Saskatchewan		
<b>OHIO</b>		Virginia	Iowa	Oregon	Texas		
Ohio		West Virginia	Minnesota	Utah	Washington		
			Missouri	Wyoming	Yukon		
			Wisconsin				