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ASSOCATION BYLAWS

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Oregon Quarter Horse Association Incorporated

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# MISSION STATEMENT

The mission of the Oregon Quarter Horse Association, Inc is:

* To provide beneficial services to our members which enhance and encourage Quarter Horse ownership and participation.
* To generate growth of the Oregon Quarter Horse Association and the American Quarter Horse Association membership via promotion, advertising, and publicity of the American Quarter Horse.
* To uphold the rules of the American Quarter Horse Association and to promote the Quarter Horse industry.

#

# Oregon Quarter Horse Association (OQHA) Disclaimer for Responsibility of Safety

Oregon Quarter Horse Association (OQHA) does not assume responsibility for safety of participants at the events approved by the OQHA Board of Directors. Participants and spectators are solely responsible for his or her safety and the safety of their animals.

#

# THE OREGON QUARTER HORSE ASSOCIATION, INC. BY-LAWS

## ****ARTICLE I: NAME****

The name of the association shall be the Oregon Quarter Horse Association, Incorporated, hereinafter referred to as “OQHA” or the Association.

**ARTICLE II: PURPOSE**

### Section l: *Non-profit*

The OQHA shall be operated and conducted as a 501(C)5 non-profit organization in accordance with the laws of the State of Oregon.

### Section 2: Fo*unded*

OQHA was founded in 1957 and incorporated by the State of Oregon on May 15, 1957.

### Section 3: *Purpose*

The purpose of the OQHA is to educate the public and promote the Quarter Horse industry in the State of Oregon. OQHA will sponsor horse shows, trail rides and other events, and will provide services to its membership as approved by the Board of Directors. Its objective shall be to promote the interests of Quarter Horses in all ways, to increase the number of breeders in the area served by the OQHA and to do any and all things necessary to advance the prosperity of the breed and its breeders.

The OQHA recognizes the youth division, known as the Oregon Quarter Horse Youth Association (OQHYA) as the official affiliate representing the youth members of OQHA. The OQHA Board of Directors must also approve any additions or changes to the By-laws, Rules or Regulations, which are adopted by the OQHYA. The OQHA shall at all times operate within the guidelines of the American Quarter Horse Association.

The current rules and regulations governing the American Quarter Horse Association, hereinafter referred to as AQHA shall apply, except as noted herein.

### Section 4: Place of Business

The place of business shall be within the geographic boundaries of the State of Oregon, and all other locations as approved by the Board of Directors.

### Section 5: Corporate Seal

The corporate seal of the OQHA shall be in the charge of the Secretary and President of the Association.

**ARTICLE III: MEMBERSHIP AND DUES.**

### Section 1: Membership

Any person or entity having a sincere interest in Quarter Horses shall be qualified for membership of this Association. Membership shall not be limited to natural persons, but may include corporations, firms, institutions of learning, executors, administrators, trustees of families, and riding clubs. Membership will be granted upon receipt of written application (online or via paper form) accompanied by the membership fee for the current year.

###

### Section 2: Payment of Fees

Proper receipts or membership cards shall be issued within 30 days of payment of fees. A notice to members of fees payable shall be sent to members at their last known address or email not less than thirty (30) days prior to the first day of January of each year.

###

### Section 3: Annual Membership Fee

Each applicant shall pay an annual membership fee for regular membership. Memberships expire each year on December 31st. Members applying for reinstatement after being dropped from membership for any cause shall pay the annual membership fee.

###

### Section 4: Member Conduct

A member can be reprimanded, suspended, or expelled from membership at the discretion of the Board of Directors for the following reasons:

1. unsportsmanlike conduct or action detrimental to the Association; or
2. knowingly and willfully violating the rules and regulations of this Association.

###

### Section 5: Expulsion Hearing

When any member of this Association is accused of any of the violations constituting grounds for expulsion, as herein above provided, the Board of Directors shall cause a written notice to be served upon such accused member ten (10) days before the proposed hearing, stating the person, firm or corporation accusing the member, the charges and specifications against the accused, and the time and place of the hearing. The Board of Directors shall require the accuser to post a non-refundable fee of $100.00 with the Treasurer thirty (30) days before the date of the hearing. The Board of Directors shall require the accuser to offer evidence in support of the charges, including specifications, at the time and place of the hearing. Equal opportunity will be provided to the accused member to offer evidence to refute such charges. When the accused and the accuser have presented evidence, the Board of Directors shall vote for or against the expulsion of the accused member.

Section 6: AQHA Suspension or Expulsion

Any member expelled by the AQHA shall be automatically expelled by this Association and shall forfeit all rights to any awards and/or property of the Association.

###

### Section 7: Request for Review

Upon request of a review, any suspended or expelled member may be reinstated by receiving a majority vote of approval by the Board of Directors.

## ****ARTICLE IV: DIRECTORS.****

### Section 1: Property

The business and property of the OQHA shall be managed and controlled by the Board of Directors and other persons as approved by the Board of Directors.

###

### Section 2: Board of Directors

The Board of Directors shall be composed of the President, Vice-President and a minimum of seven (7) or a maximum of twelve (12) Directors elected from the membership plus a board appointed director to serve as Secretary (and other persons as the Board of Directors deems necessary). The term of office of each Director shall be two (2) years. The President shall be elected for a term of two (2) years. The Vice President shall be elected for a term of one (1) year. There will be a term limit of two (2) consecutive terms for the position of President. Upon a vote of the OQHA Board of Directors, the President can serve one (1) additional year, if the Vice President or any current Board member will not accept the office of President and the President shall be elected by the general membership. At the start of a term of office, each Officer and Director will be required to sign a code of ethics. The signed code of ethics will be retained by the OQHA office.

###

### Section 3: Salaries

The compensation for any employee of the Association (both salaried and contract) shall be set by the Board of Directors.

### Section 4: Qualifications of Officers and Directors

1. To be eligible for an elective position in the Association (OQHA), at the time of nomination, the nominee must be a paid member in good standing with the OQHA and AQHA.
2. Prior to election, all nominees must sign the OQHA Conflict of Interest Policy and provide full written disclosure, relationships and holdings that could potentially result in a conflict of interest.
3. To be eligible to serve as President of the OQHA, a nominee shall be an officer or current member of the Board of Directors, having served at least one year on the Board of Directors.
4. At the conclusion of the term of President, the individual will receive a life membership to OQHA and a free stall at all OQHA sponsored shows for 1 year.

###

### Section 5: Privilege

It is a privilege, not a right to serve on the Board of Directors. Throughout their tenure, a Director is required to:

1. Remain an OQHA and AQHA member in good standing.
2. Adhere to OQHA and AQHA rules and regulations pertaining to membership conduct.
3. Conduct themselves in an exemplary manner such as to favorably reflect on the Board of Directors, OQHA, and AQHA.
4. Refrain from conduct that is detrimental to the interests of OQHA and AQHA, its programs, policies, objectives and harmonious relationship of its members.
5. A Director’s conduct is subject to continual review, and a Director’s service on the Board of Directors may be terminated or rejected by the Board of Directors with or without notice and formal hearing.

## ****Article V: Executive Committee Roles and Responsibilities****

### Section 1: Composition

There shall be an Executive Committee composed of President, Vice President, Treasurer, Secretary, Immediate Past President/Ex Officio, and One At-large Member (who is a voting member of the Board of Directors). The At-Large member is selected and confirmed by the Board of Directors from current directors.

###

### Section 2: Duties

Between meetings of the Board of Directors, this committee shall exercise the ordinary functions and powers of the Board. The Executive Committee shall meet only if necessary and as directed by the President with notice to the Board of Directors. The President will act as the chair. The Executive Committee shall not make any financial decisions or rule changes without consent and vote of the Board. When needed or requested, the Executive Committee shall seek a vote from the Board of Directors in one of the following manners via email, phone or at a meeting. The Executive Committee will recap discussion at each subsequent regular meeting of the Board of Directors. The Executive Committee may choose to obtain advice and assistance from legal, accounting or other advisors. The Board of Directors shall approve consultants and advisors and any associated fees and other related terms.

###

### Section 3: Quorum and Voting

A quorum of the Executive Committee shall be a majority of its full membership. Business of the Executive Committee shall be conducted in the same procedural manner as the Board of Directors. If at any meeting of the Executive Committee there shall be less than a quorum present, the voting members of the Executive Committee present may adjourn the meeting until a quorum is obtained.

## ****ARTICLE VI: DUTIES AND POWERS OF OFFICERS AND DIRECTORS.****

### Section 1: President

The President shall be elected to a term of two years by the general membership. The President shall establish the committees’ necessary to facilitate the smooth operation of the OQHA. They shall appoint a chairperson for each committee, one of which shall be the Treasurer. The President shall sign all approved records and proceedings of the Board of Directors. The President shall have no veto power and shall sign all rules and regulations passed by the Board of Directors. The President shall be chairman of the Board of Directors and preside over its deliberations. They shall have a vote on all questions before it and shall have authority and responsibility to preserve order and to enforce the rules and regulations of the Board of Directors.

Section 2: Immediate Past President/Ex-Officio

At the time of elections, when a new president is installed, the outgoing president will serve as the immediate past president/ex-officio member of the Board of Directors, with one vote, until such time as the presiding president is replaced by vote.

###

### Section 3: Vice-President

The Vice-President shall assist the President with the coordination and administration of the by-laws, rules and regulations. In the absence, disability, or inability of the President, the Vice-President shall perform duties and exercise powers of the President.

###

### Section 4: Treasurer

The President shall appoint the office of Treasurer from the current members of the Board of Directors. The Treasurer shall serve as official financial officer of the OQHA and keep an accurate record of the treasury and supervise payment of bills approved by the Board of Directors. In the Treasurer’s absence, the President shall designate an Acting Treasurer who shall have all authority and duties of the Treasurer.

Section 5: Secretary

The President shall appoint the office of Secretary (who will also serve as a director) from the general membership and the appointment shall be ratified by the Board of Directions in accordance with Article IV Directors, Section 2, Board of Directors. This position carries all of the duties and responsibilities of a OQHA Director. The Secretary shall serve as official clerk of the Board of Directors and will keep accurate record of its proceedings. In the Secretary’s absence, the President shall designate an Acting Secretary who shall have all authority and duties of the Secretary.

###

### Section 5: Acting Chairman

In the event both the President and Vice-President are absent from a meeting, the Board of Directors shall appoint an Acting Chair to preside at that meeting.

###

### Section 6: Board of Directors

The Board of Directors shall consist of a minimum of seven (7) or a maximum of ten (12) members as elected from the general membership. The Board of Directors shall adapt rules and regulations for governing of its members and proceedings. Each member shall have one vote where called for at all OQHA proceedings.

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### Section 7: OQHA Amateur Division President and OQHA Youth Advisor

1. The Youth Advisor will be appointed by the OQHA President.
2. The Amateur Division President and Youth Advisor shall have one vote each. These voting members will be included as voting members in regard to a quorum.

## ****ARTICLE VII: FISCAL YEAR AND MEETINGS.****

### Section 1: Fiscal Year

The fiscal year of the association shall begin January 1 and end December 31 of each year.

###

### Section 2: Meetings

1. The Board of Directors shall hold a regular meeting at a time and place which it designates.
2. The President, upon his or her own motion, or at the request of five (5) members, may call an executive session and/or special meeting of the Board of Directors for a time not earlier than three (3) nor later than forty-eight (48) hours after the notice is given.
3. Special meetings of the Board of Directors may be held at any time by the consent of the majority of the Board of Directors.
4. By the June Directors meeting, the President shall appoint a nominating committee of three (3) to prepare a slate of candidates for each office and vacancy for Directorships. This slate shall be announced at the July Directors meeting.

###

### Section 3: Quorum

A minimum of 2 Executive Committee members and 2 directors shall constitute a quorum for business, but a smaller number may meet and compel the attendance of absent members by phone, written proxy or electronic communication. Board members, are permitted to attend in person or are permitted to attend via phone or online virtual meeting modes of communication. At the next Board meeting (s) the absent Board Members will sign a written record, or confirm in email, verifying their votes and the Secretary will keep a written record.

###

### Section 4: Minutes

The Secretary shall keep the minutes of the Organization. Upon request of a member, the yays and nays regarding will be noted and a record of the vote entered in the minutes.

### Section 5: Meetings

1. All deliberations and proceedings of the Board of Directors shall be public with the exception of Executive sessions.
2. The membership shall be notified of an Executive session, (including topic). The Board of Directors is limited to discussion about that issue only. The Secretary shall hold the sealed minutes of an Executive session.

###

### Section 6: Annual Meeting

An Annual Meeting of the Association for the transaction of business shall be held each year at a date, time and place which is set by the Board of Directors.

1. Notice to all members of the Association at least ten (10) days prior to the meeting date. Notice will be sent by first class mail to their last known address or electronic notification to member’s last known email address.
2. At the Annual Meeting, a quorum at the annual meeting shall consist of ten members in good standing if due notice has been given.
3. Financial statements will be available at the Annual membership meeting. Financial statements are available at any time by contacting the Treasurer.

Section 7: Elections

Following approval of the Board of Directors, the Secretary shall send each member in good standing a ballot of candidates for each office and vacant Directors position. The members shall vote this ballot and return it to the Secretary. Ballots will be sent by first class mail to their last known address or by electronic communication to member’s last know email address. A Nominations Committee will be appointed by the President to count and verify the votes. In the event of a tie, the Nominations Committee shall break the tie by drawing the name of the winner out of a hat. Results shall be announced at the September Directors meeting, with the names of the new Directors becoming part of the minutes of the September meeting. A list of Officers and Directors to serve the following year shall be published on the OQHA webpage.

### Section 8: Roberts Rules of Order

All matters not specifically covered in these By-laws will be dealt with under “Roberts Rules of Order: The Standard Guide to Parliamentary Procedure”.

## ****ARTICLE VIII: AMENDMENTS****

### Section 1: Bylaw Changes

At the annual membership meeting of the OQHA, the By-laws may be amended, modified, repealed, or new By-laws may be adopted, by a two-thirds (2/3) vote of all voting members present.

Section 2: Notice to Members

The By-laws may be modified and/or amended by giving notice to the members by mail or electronic communication of the proposed changes which the Board of Directors has passed. Changes shall be effective thirty days after they have been published unless the OQHA Board of Directors has received objections which have been signed by at least fifty (50) members in good standing regarding any or all portions of the changes. Objections shall be in the form provided in the notice.

## ****ARTICLE IX: INDEMNIFICATION****

### Section 1: Right of Indemnification

The Association shall indemnify each of its Directors, Officers, employees and committee members whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a part because he/she was a Director, Officer, employee or committee member of this Association. However, the individual shall have no right to reimbursement, in relation to matters in which he or she has been judged liable to the Association. This includes negligence, misconduct, bad faith gross negligence, or reckless disregard for the duties of his/her office or employment. The right to indemnity for expense shall also apply to expenses related to lawsuits which are comprised or settled if the Court of Jurisdiction of these matter shall approve such settlement. The foregoing right of indemnification shall be an addition to, and not exclusive of, all other rights which such director, officer or employee may be entitled.

###

### Section 2: Litigation

If any member institutes litigation in which the Association is included as a defendant in an effort to recover damages, to overturn enforcement or interpretation of the By-laws or Rules and Regulations, or for any other reason whatsoever, and does not prevail in said litigation by the recovery of all relief requested, member shall be liable to the Association for the Associations fees, costs of court and other expenses incurred in connection with such litigation. Venue for any litigation which includes the Association shall be the County of the Association headquarters.

## ****ARTICLE X: VACANCIES IN OFFICES****

An office shall be deemed vacant upon the incumbent’s death, adjudicated incompetence, resignation or upon the incumbent’s ceasing to possess the qualifications necessary for his/her office. Any member of the Board of Directors who have a total of four unexcused absences from Board of Directors meetings during their term of office, provided he or she has been given due notice of the time and place of the meeting, shall be subject to removal by action (or vote) of the Board of Directors. An absence requires notification to the President or Secretary prior to the meeting. The Board of Directors will appoint another member to fill the vacancy. The newly-appointed Director will hold that position for the remainder of the term.

## ****ARTICLE XI: BENEFICIARY****

Upon dissolution or final liquidation of this corporation and after payment or satisfaction of its liabilities and obligations, all of the assets of the Association shall be transferred, conveyed, and given to the Oregon State University Horse Research Center. No assets shall be paid to any member or members of this corporation by reason of their membership herein.

##

**OQHA Contact**

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