

**AMENDED AND RESTATED BYLAWS NEW MEXICO QUARTER HORSE
ASSOCIATION (November 18, 2017)**

ARTICLE I

SECTION 1: The name of the association shall be known as the New Mexico Quarter Horse Association (the “Association”), which is a New Mexico 501(c) non-profit corporation. These Bylaws amend and supersede all prior bylaws of the Association.

SECTION 2: The purpose of the New Mexico Quarter Horse Association shall be to promote, develop encourage interest in the breeding, racing, showing and any and all other general uses of the American Quarter Horse within the State of New Mexico as are supported by the members of the Association. It shall be the purpose of the New Mexico Quarter Horse Association to uphold and support the Bylaws and General Rules of the American Quarter Horse Association.

ARTICLE II

SECTION 1: Members of the Association shall be admitted, retained and expelled (no member shall be expelled, except for nonpayment of dues, without notice and an opportunity to be heard and present evidence and hear and refute the evidence offered against him/her), in the discretion of the Board of Directors and otherwise in accordance with such rules and regulations the Board of Directors may from time to time adopt, and all members, except nonvoting members, in good standing shall have equal rights and responsibilities with respect to the Association. In all matters governed by the vote of the members, each member present and in good standing shall be entitled to one vote. The Board of Directors, by rule, may from time to time provide and establish nonvoting memberships by such classification and designation and with such privileges and responsibilities as the Board may deem proper.

SECTION 2: The regular annual membership meeting and awards presentation shall be held during October, November, or December of each year, and at such meeting place as may be selected by the Board of Directors, for the transactions of such other business as may be brought before the meeting. It shall be the duty of the Secretary to cause notice of each annual meeting to be sent to each member in good standing by mail at least 30 days prior to the annual meeting.

SECTION 3: The President may call a special meeting by notification in writing to the general membership two weeks in advance. Such notice shall state the date, time, place and purpose of such meeting. The President will be obligated to call a special meeting upon receipt two weeks in advance of a petition stating the date, time, place and purpose of such meeting, and signed by a majority of the Board of Directors, or by 50 members in good standing. Action only may be taken on the matter or matters for which the meeting was called. No minutes are to be read at the special meeting, and the minutes of the special meeting will be read at the next regular meeting for approval.

SECTION 4: At any regular or special membership meeting, the members present shall be no less than 30 to constitute a quorum.

SECTION 5: Any officer of the Association may call the meeting of the members to order and may act as chairman of such meeting, precedence being given as follows: President, First Vice-President, Second Vice-President, Treasurer, and Secretary. In the absence of all such officers, members present may elect a chairman, The Secretary of the Association shall act as secretary of all meeting of the members, but in his/her absence, the presiding officer may appoint any person to act as Secretary of the meeting.

SECTION 6: Whenever in the Bylaws the terms “member or members” shall be used, unless otherwise specified, they shall mean a member or members having the right to vote.

SECTION 7: Members of the Association shall be divided into five classes: INDIVIDUAL, FAMILY, YOUTH, YOUTH LIFE, LIFE and HONORARY, as defined as follows:

INDIVIDUAL: A member over 18 years of age, qualified to vote and hold office.

FAMILY: A family member shall be husband, wife and all unmarried children 18 years of age and under. This type of membership has one vote, and one adult member of the family is qualified to hold office. Any youth is excluded upon termination of his/her eligibility for Youth competition.

YOUTH: Any person 18 years of age and under shall not be qualified to vote or hold office and shall have no interest in the Association’s property, but shall be entitled to all other privileges of the Association. Age for Youth members shall be determined by their actual age on the first day of January of the calendar year.

YOUTH LIFE: A membership category for those well under the age of 18 who whose membership would be paid up through the age of youth eligibility, 18, with a single payment of \$125.00. Of this, \$100.00 would go to NMQHA and \$25.00 would go to NMQHYA.

LIFE: A Life membership may be carried in the joint names of husband and wife. If the Life membership is carried in a single person’s name, the name of the later spouse may be added by one time amendment, and the successor of them (spouse’s death or divorce) shall be entitled to exclusive life membership and have the one time privilege to amend the membership’s name to correctly reflect the successor’s status by filing with the Association a copy of judicial decree, written evidence of death, or written instrument of consent signed by the terminating spouse. Further, if any Life member has children which otherwise qualify for a Youth membership in the Association, such children shall be Youth members with all of the rights and privileges conferred upon Youth members above. A Life membership shall be entitled to one vote.

HONORARY: Honorary members may be selected by the Board of Directors from time to time for such term as the Board may determine. Such members shall not be qualified to vote, or hold office, shall have no interest in the Association’s property, shall pay no dues, but shall be entitled to all other privileges of the Association.

SECTION 8: Any member shall have the right to resign from the Association at any time, and upon acceptance of such resignation, by the Board, the name of such member shall be stricken from the rolls.

SECTION 9: Membership dues shall be determined by the Board of Directors.

SECTION 10: The fiscal year of the Association is November 1 through October 31. The membership year shall be the fiscal year of the Association.

SECTION 11: Any member may be suspended for any fraudulent practice, for failing to pay when due any obligation owed to the Association, for entry fees, positive drug test for a horse owned or exhibited by such member, or for unsportsmanlike conduct that would present the Association in a bad light before the eyes of the general public or other members. Any member against whom such action is taken by the Board of Directors shall be entitled to ten days written notice in advance as to the time, date and place where his/her case will be considered by the Board of Directors, and then shall be removed only after a hearing before the Board of Directors or a Committee selected by the Board. The action of the Board of Directors shall be conclusive on all parties of interest.

ARTICLE III

SECTION 1: Any written contracts of the Association shall be executed on behalf of the Association by the President or First Vice-President and attested by the Secretary.

SECTION 2: The officers of the Association shall be President, First Vice-President, Second Vice-President, Treasurer and Secretary. The Secretary and Treasurer shall turn over all records and books, IN ORDER, no later than 30 days after the regular annual membership meeting.

SECTION 3: The term of each officer shall be for one year. Board members may serve in any office for consecutive years for the duration of their term of service on the board as voted on by the board of directors. Officers may not hold more than one office at any one time.

SECTION 4: The President shall be the Chief Executive of the Association, and shall preside at all meetings of the Board of Directors or membership. He shall be ex-officio member of all committees and Chairman of the Bylaws and planning committees. During his/her term in office, he/she shall only vote to break a tie.

SECTION 5: In the absence of the President, the First Vice-President shall have the powers and shall perform the duties of the President and such other duties as may be prescribed by the Board of Directors. The First Vice-President shall be responsible for all promotion and marketing activity. The Second Vice-President shall be responsible for Publications, Show and Contest.

SECTION 6: The duties of the Treasurer shall be to account for all monies of the Association and sub-Associations and special bank accounts by itemized statements for presentation at each annual meeting of the members and to the Board of Directors quarterly, annually and on demand. All expenditures shall be made by check signed by the Treasurer or persons designated by the Treasurer. The outgoing Treasurer shall provide a proposed budget for the coming year at the annual membership meeting. This budget shall be subject to change, as needed, by the Board of Directors. Each outgoing Treasurer shall have the books audited 30 days after the annual membership meeting by a committee assigned by the Board of Directors, at which time the new Treasurer shall take office. The Treasurer will present a financial summary of the past year at the annual membership meeting. The Treasurer should maintain a current roster of members in good standing.

SECTION 7: The Secretary shall be responsible for the minutes of all membership meetings, special meetings, and Directors meetings. The Secretary shall be the keeper of all documents and records of the Association and shall keep a record of the same.

SECTION 8: The officers will be elected at the New Directors meeting immediately following the annual meeting and shall include President, First Vice-President, Second Vice-President, Treasurer and Secretary. This shall be the first order of business. The officers shall take office immediately (except for Treasurer who shall take office 30 days after the annual membership meeting). The new Treasurer shall not assume any of the financial duties of closing out the current calendar year.

SECTION 9: There shall be nine standing committees, as deemed necessary, of this Association. Committee chairman will be appointed by the President and the appropriate officers within 15 days after the annual meeting. These committees shall meet as required and annually at the annual membership meeting. Minutes of all committee meetings shall be submitted to the Board of Directors. All items to be brought before the annual membership meeting must first be reviewed in committee meetings. The following officers shall be members of the following standing committees:

President	Bylaws, Planning
1 st Vice-President	State Fair
2 nd Vice-President	Show & Contest, Publications
Secretary	Youth, Office Operations
Treasurer	Budget, Membership

ARTICLE IV

SECTION 1: The President shall appoint a five member nominating committee to include at least two members from the general membership and not more than three Directors. Any Director who is up for re-election may not serve on the nominating committee.

SECTION 2: A slate of proposed Directors shall be mailed to the membership 30 days prior to the annual membership meeting. Additional persons may be nominated for Directors at the annual membership meeting. The chairperson must recognize all members who wish to place a member's name in nomination.

SECTION 3: The Directors shall be elected by a simple majority vote of those voting members in good standing in attendance at the annual membership meeting who have paid membership dues for the coming year.

SECTION 4: The Board of Directors shall consist of eight members serving three year terms. The three year terms will rotate on the Board in groups of four and can serve no more than two consecutive terms.

SECTION 5: In case of the vacancy in the Board of Directors by death, resignation, disqualification, (increase in number) or other cause, the remaining Directors, by affirmative vote of a majority thereof, may elect a successor to hold office for the un-expired portion for the term of the Director whose place shall be vacated and until the election of his/her successor by the members.

SECTION 6: The regular meeting for the Board of Directors shall be held immediately following the annual membership meeting, and not notice shall be required for such regular meeting of the Board. The Board, by rule, may provide for other regular meetings at stated times and place of which two weeks' notice shall be required.

SECTION 7: Any Director who has three (3) unexcused absences during a term of office from the Director's meeting shall automatically be removed from office. A Director may also be removed at the discretion of the other members of the Board for misconduct and/or not fulfilling the duties required of a Director. Any un-expired term occurring from such vacancy shall be filled by the Board of Directors.

SECTION 8: Meetings of the Board of Directors shall be held whenever called by the President or a majority of the Directors at any time and place in which every Director is present. Special meetings may be called without any minimum notice required. Business can be transacted as if the meeting had formally been called.

SECTION 9: A majority of the total number of directors shall constitute a quorum for the transaction of business.

SECTION 10: At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine.

SECTION 11: The Board of Directors may act without convening in general or special meetings by written resolution signed by all the members of the Board in office at the time being and duly entered in the Association records and by telephone conference calls.

SECTION 12: The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations not contrary to law or the certificate of incorporation or by the Bylaws, as they may deem expedient concerning the conduct, management, and activities of the Association, the admission, classification qualification, suspension, and expulsion of members, removal of officers, the rules and regulation governing the procedure and such suspension and expulsion, and removal, the fixing and collecting of dues and fees, the expenditure of money, the auditing of books and records, the awarding of championships and other details relating to the general purpose of the Association, all however, subject to revision or amendment by a majority vote of the general membership at any regular or special meeting of the members as outlined in Article II, Section 3.

SECTION 13: Any protest must be made in writing to the Board of Directors thirty days prior to the annual convention accompanied by a deposit of \$50.00 via certified check, which sum will be forfeited if the protest is not sustained. All protests will be brought before Board of Directors for a final decision at the next scheduled meeting.

ARTICLE V

These Bylaws may be amended at any regular or special meeting of the Board of Directors only. In the event of any amendment at a meeting of the Directors, such amendment shall not become effective until approved by the membership at the Annual Meeting or by mail ballot, and the notice of such meetings must include the complete proposed amendment. Membership must have 30 days notice in writing prior to presentation of such proposed amendment.

ARTICLE VI

SECTION 1: The Board shall at least annually designate a location at which members and others may send dues payments, correspondence, and other materials, and at which Association records are kept.

SECTION 2: The New Mexico Youth Quarter Horse Association shall be a division of the New Mexico Quarter Horse Association. It shall operate within the scope of the Bylaws, rules and regulations of the New Mexico Quarter Horse Association and the American Quarter Horse Association.

ARTICLE VII

To the fullest extent provided by NMSA 53-8-26 and other applicable law, the Association shall have the power to, and shall, indemnify any Director or officer or former Director or officer of the Association against reasonable expenses, costs, and attorney's fees actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a Director or officer. The indemnification shall include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director or officer, however, shall not be indemnified if he/she shall be adjudged to be liable on the basis that he/she has breached or failed to perform the duties of his/her office and the breach or failure to perform constitutes willful misconduct or recklessness. Advance indemnification may be allowed, in the discretion of the Board, of a Director or officer for reasonable expenses to be incurred in connection with the defense of the action, suit or proceeding provided that the Director or officer must reimburse the Association if it is subsequently determined that such Director or officer was not entitled to indemnification. The Association may make any other indemnification of Directors or officers in particular circumstances by a resolution adopted after notice by the members entitled to vote.

As of General Membership meeting November 18, 2017.