



**BYLAWS  
OF  
PURE PUERTO RICAN PASO FINO  
FEDERATION OF AMERICA, INC.**

A South Carolina Nonprofit Corporation

As revised and adopted  
October 10, 2024

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# ARTICLE I

## Name & Purposes

### Section 1: Name.

The name of this corporation shall be the Pure Puerto Rican Paso Fino Federation of America, Inc. (hereinafter referred to as the “Federation”), a South Carolina nonprofit corporation.

### Section 2: Seal.

The Seal of the Federation shall be a circle with the words “PURE PUERTO RICAN PASO FINO FEDERATION OF AMERICA, INC.” around the inside of its circumference; the word “Seal” in the center thereof.

### Section 3: Purpose.

The purpose of the Federation is to:

- a. Assist and encourage the membership to breed, raise, train, improve, protect, and promote the Pure Puerto Rican Paso Fino horse (the “Pure Puerto Rican Paso Fino”), and to engage in such other and further related activities and functions as may be deemed appropriate or beneficial in carrying out such purposes.
- b. Maintain accurate records of all company affairs and activities with reasonable access thereto for the members.
- c. Sponsor shows, educational clinics, and other group activities and forums for the benefit of its members; and to instruct and demonstrate proper riding and showing procedures and horse care for the general welfare of the Pure Puerto Rican Paso Fino.
- d. Inform and educate the members and the public in general as to the qualities of the Pure Puerto Rican Paso Fino by means of publications, exhibits, and other informative means.
- e. Preserve, enhance, and transmit the Four Beat Lateral Gait of the Pure Puerto Rican Paso Fino.
- f. Maintain appropriate relations with other associations to provide opportunities to present to the public Pure Puerto Rican Paso Fino horses and to promote breeding, care, training, and raising of horses in general.

### Section 4: Offices.

The Federation shall have and maintain in the State of South Carolina a registered office and a registered agent whose office is identical with that registered office. The address of the registered office may be changed from time to time. The Board of Directors (the “Board”) is obligated to maintain and update the corporate records on file with the Federation’s registered agent.

# ARTICLE II

## Membership

### Section 1: Membership Qualifications.

Membership may be granted to any individual or family group that: (i) meets the criteria set forth below for membership in the Federation; (ii) shares interest in and supports the purposes of the Federation; (iii) abides by these Bylaws and such other policies, rules, and regulations as the Federation may adopt; and (iv) meets such additional criteria for each category of membership in the Federation as the Board may establish.

### Section 2: Types of Membership.

The membership of the Federation shall consist of the following types:

- a. **Individual Membership.** Individual membership may be granted to any individual who is 18 years of age or older and shall be entitled to one (1) vote.
- b. **Family Membership.** Family membership may be granted to an individual, his or her spouse, and their children under 18 years of age. Family membership shall be entitled to one (1) vote per adult member, not to exceed two (2) votes total.
- c. **Lifetime Membership.** Lifetime membership shall be subject to the same conditions and voting rights as an individual membership.

### Section 3: Application for Membership.

The Board, or its designee(s), shall adopt procedures to facilitate the consideration of applicants for membership in the Federation. Membership dues must be submitted alongside all applications for membership or renewal of membership. The Board, or its designee(s), shall determine, based on the criteria set forth in these Bylaws and such other guidelines as the Board may prescribe, whether applicants meet the qualifications necessary for membership in the Federation. All such applicants shall become members upon notice from the Federation.

The Board reserves the right to deny an application for membership or renewal of membership at its sole discretion, with or without cause. In the event a membership application or renewal is denied, the associated application or renewal dues shall be returned to the applicant alongside written notice of the denial.

### Section 4: Rights and Duties.

All members shall be entitled to serve on committees at the discretion of the Board and to attend Federation meetings, social functions, and activities. However, only members of age 18 or older may serve as Board members or hold office.

Members must be in good standing to enjoy the privileges of membership. A member shall not be in good standing who is more than ninety (90) days past due on the payment of his dues or any other debt to the Federation.

## Section 5: Resignation.

Members may resign from the Federation at any time by giving written notice to the Federation. Any member resigning from the Federation shall remain responsible for any unpaid dues or debts owed to the Federation. Any member who resigns from the Federation immediately forfeits all rights and privileges associated with membership in doing so.

## Section 6: Termination of Membership.

Membership in the Federation may be terminated or suspended for cause. Sufficient cause for such termination or suspension of membership shall be a violation of these Bylaws or any policies, rules, or regulations of the Federation, or any conduct which is deemed to be detrimental to the Federation.

Termination or suspension shall be by majority vote of the Board, provided that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board at which the charges shall be considered, and the member shall have the opportunity to appear before the Board and afforded an opportunity to be heard to present information in his or her defense.

Members who fail to remain in good standing due to non-payment of dues or debts owed to the Federation shall have their membership terminated automatically. In special circumstances, such termination may be delayed by the Board.

## Section 7: Dues and Fees.

The initial and renewal dues for each category of membership and fees for services offered by the Federation shall be determined by the Board. Unless otherwise stated, all dues and fees shall be paid up front. Under special circumstances, the Board or its designee(s) may waive dues and/or fees for any member.

# ARTICLE III

## Membership Meetings

### Section 1: Annual Meeting.

An annual meeting of the membership shall be held at such time and place as shall be determined by the Board. Notification of the time and place of the annual meeting shall be given to all members of the Federation at least ninety (90) days prior to the annual meeting.

### Section 2: Special Meetings.

Special meetings of the voting members of the Federation may be called at the request of the President or the Board, or when requested by a petition signed by at least forty percent (40%) of the Federation's voting members. The time and place for holding any special meeting shall be determined by the Board. Notification of the time, place, and purpose of such meeting shall be given at least sixty (60) days prior to the meeting.

### Section 3: Emergency Meetings.

Emergency meetings of the voting members of the Federation shall be called by the President when requested by two-thirds (2/3) of the Board. The time and place for holding any emergency meeting shall be determined by the Board. Notification of the time, place, and purpose of an emergency meeting shall be given at least two (2) weeks prior to the emergency meeting.

### Section 4: Notification of Meetings.

Meeting notifications may be in the form of a newsletter article, mass email, paper mailing, social media posts, or other reasonable communication methods as determined by the Board.

### Section 5: Quorum.

Ten percent (10%) of the voting members of the Federation present at any duly called meeting of the voting members shall constitute a quorum for the transaction of business. Members may attend in-person or via telephone/teleconference at the discretion of the Board.

A voting matter shall be considered approved if total votes received meet or exceed the quorum requirement and fifty percent (50%) or more of votes received indicate approval. For election of officers and directors, the nominee with the majority of votes shall be considered the winner.

### Section 6: Action by Ballot.

Any action that may be taken at a meeting of members, including election of officers/directors, may also be taken without a meeting if a written or electronic ballot is delivered to every member entitled to vote on the matter, the number of votes cast equals or exceeds the quorum required to be present at a meeting taking such action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting.

Consistent with the South Carolina Nonprofit Corporation Act, such ballot shall:

- a. Set forth each proposed action
- b. Provide an opportunity to vote for or against each proposed action
- c. Indicate the number of responses needed to meet the quorum requirements
- d. State the percentage of approvals necessary to approve each matter other than election of directors
- e. Specify the time by which a ballot must be received in order to be counted

An action presented via electronic or written ballot may also be presented at a meeting following the due date of the ballots. Any member present who did not already cast a vote via the ballot may vote during the meeting. A member who has already submitted their vote prior to the meeting may not vote again during the meeting. The total number of votes received via the initial ballot and during the meeting shall determine the total for purposes of quorum and approval.

Utilization of a written or electronic ballot to collect votes outside of, or in advance of, a meeting shall be at the sole discretion of the Board.

## Section 7: Proxy Voting.

No voting by proxy shall be permitted.

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# ARTICLE IV

## Board of Directors

### Section 1: Authority and Responsibility.

The affairs of the Federation shall be managed by the Board of Directors, which shall have supervision, control, and direction of the Federation, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

### Section 2: Composition and Term.

The Board shall be composed of the following voting members:

- a. The President, First Vice-President, Second Vice-President, Secretary, and Treasurer, ex-officio. Their term on the Board shall be parallel to their term in office as officer.
- b. The Registrar and Show Manager, ex-officio. Their term on the Board shall be parallel to their term in the position. In the event the Registrar or Show Manager also holds board membership under another position, their vote shall count only once.
- c. Three (3) Directors at Large elected by and from the active membership of the Federation by secret ballot. Their term on the Board shall be for a period of three (3) years commencing November 1 following their election.

### Section 3: Qualifications.

Only members of age 18 or older and in good standing shall be eligible to serve on the Board of Directors.

### Section 4: Regular Meetings.

The Board shall hold regular meetings at least once per quarter. Notification of any regular Board meeting shall be given by the President at least thirty (30) days prior to the meeting.

### Section 5: Special Meetings.

Special meetings of the Board must be called by the President at the written request of a majority of the Board. Notice of any special meeting of the Board shall be provided at least fourteen (14) days in advance of such meeting.

### Section 7: Quorum.

A majority of the voting members of the Board shall constitute a quorum for the transaction of business at any duly called meeting of the Board.

## Section 8: Action by Written Consent.

Any action requiring a vote of the Board may be taken without a meeting if a consent in writing, setting forth the action taken, is approved by all of the members of the Board entitled to vote with respect to the subject matter thereof.

## Section 9: Resignation and Removal.

Any member of the Board of Directors may resign at any time by giving written notice to the Secretary. In addition, any individual Director may be removed from the Board whenever, in its judgement, the Board determines the best interests of the Federation would be served by such removal.

## Section 10: Compensation.

Directors shall not receive any remuneration for their services as Directors. Nothing contained herein shall be construed to preclude any Director from serving the Federation in any other capacity and receiving reasonable compensation therefor.

## Section 11: Vacancies.

Vacancies in any Director position shall be filled by the Board. In such circumstances, the elected individual shall carry out the balance of the term of the office vacated.

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# ARTICLE V

## Officers & Appointed Positions

### Section 1: Officers.

The officers of the Federation shall be a President, First Vice-President, Second Vice-President, Secretary, and Treasurer. No two (2) offices may be held simultaneously by the same person. The officers shall be elected by and from the active membership of the Federation.

### Section 2: Board-Appointed Positions.

The Board of Directors shall appoint a Registrar and Show Manager. An individual may hold an Officer or Director and Board-appointed position at the same time. In such circumstances, the individual shall be limited to one vote.

The Board may establish and appoint members to additional special positions as determined necessary to accomplish the Federation's objectives. However, such positions shall not have voting rights and may only contribute to the Board in an advisory capacity, unless the appointee possesses voting rights by virtue of holding another position with such rights.

These Board-appointed positions shall have no set term and may be vacated or filled at any time, for any reason, by formal action of the Board.

### Section 3: Qualifications.

Only members who have been in good standing for at least one (1) year prior to the date of election or appointment shall be eligible to hold office or be appointed to a special position.

### Section 4: Term.

The term of office for officers shall be for a period of three (3) years beginning November 1 following the election. There shall exist no limit on the number of consecutive or lifetime terms for which an individual may hold an office or appointment.

### Section 5: Vacancies.

Vacancies in any office shall be filled by the Board. In such circumstances, the elected individual shall carry out the balance of the term of the office vacated.

### Section 6: Duties of Officers and Appointees.

The duties and responsibilities of the officers and board appointees shall be as outlined below.

- a. **President.** The President shall serve as the Chief Executive Officer of the Federation and preside at all meetings of the corporation and the Board of Directors. It shall be the duty of the President to see that the bylaws, rules, and regulations are enforced and to bring any matters relating thereto before the Board of Directors for action. The President shall

additionally perform such other and further duties and functions as are usually performed by a President of a corporation. The President, with the approval of the Board of Directors, shall appoint such committees and designate the chairman as shall be deemed necessary for the effective accomplishment of the corporation's objectives.

- b. **First Vice-President.** The First Vice-President shall, in the absence or during the incapacity of the President, perform the duties and functions of the President's office. The First Vice-President shall further carry out duties delegated or assigned by the President or the Board of Directors, as necessary.
- c. **Second Vice-President.** The Second Vice-President shall, in the absence or during the incapacity of the First Vice-President, perform the duties and functions of that office. The Second Vice-President shall further carry out duties delegated or assigned by the First Vice-President, the President, and the Board of Directors, as necessary.
- d. **Secretary.** The Secretary shall record and maintain a record of the minutes of all meetings and proceedings of the Federation, conduct correspondence, and perform such other secretarial and administrative duties as may be required by the President or the Board of Directors. The Secretary shall also be responsible for the upkeep and maintenance of the membership roster and related correspondence including membership cards, dues notices, and similar matters.
- e. **Treasurer.** The Treasurer shall be the financial officer of the Federation and shall deposit all funds received in the designated banking institution in the name of the Federation. The Treasurer shall maintain an accurate account of all finances and financial transactions, and make all authorized disbursements only through/from the checking account so maintained in the designated banking institution. The Treasurer shall perform these duties in accordance with such rules, regulations, and directions as may be set forth by the Board of Directors. Audits of financial records may be performed from time to time at the direction of the President and/or the Board. The Treasurer shall submit quarterly reports to the Secretary and the President. The Treasurer shall be responsible for all tax reports, returns, and other actions as may be required by various governmental bodies. The Treasurer may be bonded in an amount determined by the Board, at the expense of the Federation.
- f. **Registrar.** The Registrar shall be responsible for the maintenance and upkeep of the Registry and related processes and procedures, including the issuance of certificates and the collection and deposit of registration fees.
- g. **Show Manager.** The Show Manager shall be responsible for all matters relating to exhibitions, competitions, and other such events held by the Federation, including related communications, processes, and procedures.

The aforementioned officers and appointees shall perform such other and further duties and functions as may be reasonably directed by the Board of Directors from time to time.

# ARTICLE VI

## Elections

### Section 1: Nominations.

Active members in good standing may submit nominations in writing for Officers and Directors beginning January 1 of an election year. Nominations must be received no later than 120 days prior to the date of the election.

Once the nomination window closes, the Board of Directors shall review submitted nominations, confirm qualifications, and conduct outreach to nominees to confirm candidacy. During this time, the Board may add nominees. Should the Board reject a nomination, they must communicate in writing the reason for rejection. The Board shall communicate the approved list of candidates for each office no later than 90 days prior to the date of the election.

Additional changes after this point may be made by the Board up to 30 days prior to the election via majority vote, or in the event a candidate withdraws from the election.

### Section 2: Voting.

An electronic ballot shall be sent 30 days prior to the election with submissions due no later than 12:01 am the day of the election. Members who do not submit an electronic ballot by the deadline may submit their vote in person during the annual meeting.

A paper ballot may be submitted in lieu of the electronic ballot if such ballot is signed by the voting member, notarized, and received by the Board by the deadline for submission.

### Section 3: Ties.

In the event that no single candidate for an office receives a majority of votes, the Board shall hold a special session within 10 days of the election to select which of the candidates shall hold office. The Board shall communicate the selection by the 10<sup>th</sup> day after the election.

# ARTICLE VII

## Administrative Provisions

### Section 1: Amendments.

Amendments to these Bylaws may be adopted by a two-thirds vote of the members present at any regular or special meeting of the Federation at which at least a quorum is present, or through an electronic or written ballot as specified in Article III, Section 6.

Any proposed amendment must be communicated to the membership at least 14 days before the matter is voted upon.

### Section 2: Rules of Order.

*Robert's Rules of Order* shall constitute the parliamentary authority for all matters of procedure not specifically provided for within the Bylaws or otherwise documented and approved by the Board.

### Section 3: Execution of Instruments.

All documents and instruments or writings of any nature shall be signed, executed, verified, acknowledged, and delivered by such officers, agents, or employees of the Federation as the Board of Directors may from time to time determine by resolution.

### Section 4: Dissolution of Corporation.

The Federation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure to or be distributed to the members of the corporation. Upon dissolution of the corporation, any funds remaining shall be distributed to one (1) or more tax-exempt and qualified charitable, educational, scientific, or philanthropic institution(s) selected by the Board of Directors.