



**THE GYPSY HORSE REGISTRY OF AMERICA, INC.**

**BYLAWS**

**Amended January 1, 2023**

**THE GYPSY HORSE REGISTRY OF AMERICA, INC.**  
**BYLAWS**

**Article I. NAME DECLARATION**

Pursuant to its Articles of Incorporation under the laws of the State of Texas, this organization shall be the Gypsy Horse Registry of America, Inc., and it shall be a non-profit corporation.

**Article II. OBJECTIVE**

The objectives of the Gypsy Horse Registry of America, Inc., shall be those stated in Article IV of its Articles of Incorporation.

**Article III. PLACE OF BUSINESS**

The principal place of business of the Registry shall be determined by the Board of Directors. Its members, Officers or Directors may be residents of any state, territory, or country. Business may be conducted or carried on at any place convenient to such members or officials, as may be participating.

**Article IV. MEMBERSHIP**

Section 4.01 Membership Description

Membership shall be open to all persons who subscribe to the objectives of the Gypsy Horse Registry of America, Inc., hereafter referred to as GHRA, agree to abide by its rules and regulations, and who apply for membership. Members of the GHRA shall be admitted, retained, reprimanded, fined, suspended or expelled in accordance with such rules and regulations as the membership may, from time to time, adopt. In all matters of elections governed by a vote of the members, each Annual and lifetime member in good standing who has attained the age of eighteen (18) years shall be entitled to one (1) vote. A joint (spouse) membership (of 2 persons) is entitled to one (1) vote. Associate and Youth members shall not be entitled to vote.

Section 4.02 Classes Of Membership

- (a) Annual Members: Annual Members are those persons who own an un-divided or community property interest in and have registered with the GHRA one or more Gypsy Horses, Section AB, or C, who have applied for and been accepted to membership in the

GHRA, by the Board of Directors or their designee and who are not in arrears in payment of their annual dues.

- (b) **Founding Lifetime Members:** Founding Lifetime Members are those persons who own an undivided or community property interest in and have registered with the GHRA one or more Gypsy Horses, Section AB, or C, who have applied for and been accepted to membership in the GHRA by June 30, 2004, by the Board of Directors or their designee and who are not in arrears in payment of their lifetime fee. Founding Lifetime members shall pay no annual dues. For purposes of these Bylaws the term “Annual Membership” shall be deemed to include “Founding Lifetime Member” except where otherwise specified.
- (c) **Lifetime Members:** Lifetime members are those persons who own an undivided or community property interest in and have registered with the GHRA one or more Gypsy Horses, Section AB, or C, who have applied for and been accepted to membership in the GHRA by the Board of Directors or their designee and who are not in arrears in payment of their lifetime fee. Lifetime members shall pay no annual dues. For purposes of these Bylaws the term “Annual Membership” shall be deemed to include “Lifetime Member” except where otherwise specified.
- (d) **Associate Members:** Associate Members are those persons who are interested in the objectives and purposes of the GHRA but who do not own a Gypsy Horse Section AB, or C at the time of application for membership in the GHRA, who have applied for and been accepted to membership in the GHRA by the Board of Directors or their designee and who are not in arrears in payment of their annual dues.
- (e) **Youth Members:** Youth Members are those persons under age eighteen (18) who are interested in the objectives and purposes of the GHRA but who may or may not have a Gypsy Horse Section AB, or C at the time of application for membership.
- (f) **Syndicates:** Syndicates shall have no voting rights.
- (g) **Non-Transferable:** Membership shall not be transferable.

#### Section 4.03 Dues

Each Annual and Associate Member shall pay annual dues and each Lifetime Member shall pay a lifetime fee to the GHRA, in such amounts as the Annual Meeting may prescribe. Annual dues shall not be prorated. Renewals of annual membership fees are due the 1st of January each year; the member will be given until March 1st to renew. If not renewed by March 1st, the member shall be automatically dropped from membership in the GHRA. Thereafter, membership may be restored as provided by Section 4 of this Article. Annual and Lifetime Members spouses shall be able to join under the original spouse’s single fee; but not more than two memberships per fee shall be allowed. A joint (spouse) membership is entitled to one vote.

#### Section 4.04 Applications

Membership in the GHRA is a privilege, not a right. All applications shall promptly be referred to the Board of Directors or their designee for the class of membership applied for; an applicant will promptly be notified of action taken. Application shall be made on completed forms and include

payment of an initiation fee as may be prescribed from time to time at the Annual Meeting. Applications may be approved by the Board of Directors or their designee, but only the Board of Directors shall have the power to reject said application. Should a change in class of membership be desired, one must file a new application for that class and be approved for that class. Wherever in these Bylaws the term member or members shall be used, unless otherwise specified, it shall mean a member(s) in good standing. A member in good standing is one whose dues are fully paid and whose rights are not suspended or revoked by disciplinary action.

#### Section 4.05 Liabilities

No member shall be personally liable for debts, liabilities or obligations of the Society, except as provided by law.

### **Article V. CORPORATE POWER**

#### Section 5.01 Division Of Power

The corporate powers of the GHRA shall be those provided by the law and the Articles of Incorporation and shall be administered as provided in the Article.

#### Section 5.02 Powers Of The Members

##### Exclusive Powers

The Annual Members at any Annual Meeting or Special Meeting provided for in Article VI, Section 6.03- SPECIAL MEASURES hereof, shall have exclusive powers to amend the Bylaws; amend the Articles of Incorporation; and dissolve the corporation.

- (a) Enumeration: The Board of Directors shall have the power and authority to make, amend, repeal, and enforce such rules and regulations, not contrary to the law, the Articles of Incorporation or these Bylaws, as they may deem expedient and necessary concerning the conduct, management and activities of the GHRA, including, but not limited to; the setting and collection of dues and fees, (excepting registration fees), regulations regarding stud book, registration, the expenditures of money, the auditing of books and records, the awarding of championships, the conducting of shows, contests, exhibitions, sales, social functions and other details relating to the general purposes of the GHRA. All of the members at any Annual or special meeting of the members provided that written notice of any intention to revise or amend said rule(s) has been published in a GHRA official publication/newsletter at least sixty (60) days in advance of that meeting.
- (b) Committees: The Board of Directors shall have the power to create and empower all committees, both standing and special, from time to time, and to appoint their members. All committees, both standing and special, will be subordinate to the board of Directors.
- (c) Executive Director: The Board of Directors shall have the power to employ or appoint a salaried or non-salaried staff head who shall have the title of Executive Director. The

Executive Director shall perform such duties as are assigned to him/her by the President and Board of Directors.

Section 5.03 This section intentionally left blank

Section 5.04 Powers Of Office

- (a) The Officers of the GHRA shall have those power delegated to them by these Bylaws and such additional powers as may be delegated by the Annual Meeting or by the Board of Directors.
- (b) The Officers of the GHRA may amend the Bylaws if
  - (i) A special circumstance(s) exist that could affect the Registry;
    - 1) Financially or legally,
    - 2) Or, create profitability
  - (ii) And is time critical;
  - (iii) And only if unanimous decision is obtained through a special Board of Directors voting process.

Section 5.05 Indemnities

The Directors, Officers, committee members, appointed persons and employees of the Gypsy Horse Registry of America, Inc. Shall be indemnified and insured in accordance with Article 1396-2.22A of the Texas Non-Profit Corporation Act. No director of the GHRA shall be liable to the GHRA or its members for monetary damages for an act or omission in such director's capacity as a director of the GHRA for:

- (a) A breach of such director's duty of loyalty to the GHRA or its members.
- (b) An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law.
- (c) A transaction from which a director received an improper benefit whether or not the benefit resulted from an action taken within the scope of the director's office.
- (d) An act or omission for which the liability of a director is expressly provided for by statute. Any repeal or amendment of the Article by the members of the GHRA shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the GHRA existing at the time of such repeal or amendment. Anything herein to the contrary notwithstanding, if the Texas Miscellaneous Corporation Laws Act is amended after approval by the members of the Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the GHRA shall be eliminated or limited to the fullest extent permitted by the Texas Miscellaneous Corporation Laws Act, as so amended from time to time.

## Section 5.06 Surety Bonds

The Executive Director and the Treasurer and all other Officers or employees of the Registry who may handle funds of the GHRA shall give a surety bond to be furnished at the expense of the GHRA for the faithful discharge of his or her duties, if so, required by the Board of Directors.

## Article VI. MEETINGS

### Section 6.01 Annual Meeting

The Annual Meeting of the Corporation shall be held at such time and place as shall be determined by the Board of Directors. Written notice of the annual meeting shall be given to the membership at least ninety (90) days before the date of said meeting.

### Section 6.02 Special Meetings

Special Meetings of the members may be held at such time and place as may be designated in the notice thereof, whenever such a notice shall be mailed by direction of a majority of the Board of Directors or by notice signed by no less than twenty (20) percent of the Annual members as of April 1st immediately preceding such notice.

- (a) Notice: Notice of a special meeting shall be given at least sixty (60) days prior to such meeting, stating the time and place of such meeting to all members of the Corporation. Notice of each meeting will indicate briefly the subject or objects thereof and shall be given in the same manner as provided with respect to notice of annual meetings.
- (b) Business: Only items specified in the notice of the special meeting can be transacted at such meetings.

### Section 6.03 Attendance

All members in good standing of the Gypsy Horse Registry of America, Inc. whether Annual, Lifetime, Associate or Youth shall be entitled to attend any Annual or Special Meeting of the Corporation and shall have floor privileges.

- (a) Annual Members: All Annual Members who have attained the age of eighteen (18) years as of thirty (30) days preceding such meeting and who have been Annual members for at least ninety (90) days are entitled to vote on any matter before the Annual Meeting or any special meeting. Whenever in these bylaws the term member or members shall be used, unless otherwise specified, it shall mean a member(s) in good standing having the right to vote.

- (b) Associate Members: All associate and Youth Members are entitled to speak concerning any matter before the Annual or special meeting, but are not entitled to vote.
- (c) Quorum: At any meeting of the members of the Corporation a quorum to do business shall consist of the majority of the largest number of Annual Members in good standing that have registered at such meeting.
- (d) Proxies: Voting by proxy shall not be permitted.
- (e) Special Measures: An affirmative vote of two thirds of the registered Annual Members present, along with the absentee ballots at any Annual or special meeting shall be required to amend a bylaw, amend the Articles of Incorporation, or dissolve the corporation. Absentee ballots will be mailed out at least 60 days prior to the annual meeting, they must be returned postmarked no later than 30 days before the annual meeting (45 days before for international members), and must be sent certified return receipt requested United States Post (registered mail for international members). Proposals to amend a bylaw, amend the Articles of Incorporation, or dissolve the corporation may be proposed at an Annual Meeting and voted upon at the next Annual meeting. Notice of voting on proposals to amend a Bylaw, amend the Articles of Incorporation, or dissolve the corporation must be given at least sixty (60) days prior to the next Annual Meeting or special meeting. All bylaw changes ratified at the annual Meeting would become effective January 1st preceding the annual meeting in which they are passed.
- (f) Ordinary Measures: A majority of the votes cast shall be necessary for the election of an Officer or for the adoption of any other measure.
- (g) Presiding Officer: The presiding Officer of the Annual or special meeting shall not vote except in the case of a tie, or in situations either to create or break a tie, the presiding officer may exercise his/her right as a voting member to vote or not to vote.

## **Article VII. DIRECTORS**

### **Section 7.01 Enumeration And Qualifications**

- (a) Number of Directors: Each region shall have one Director.
- (b) Composition of the Board: The Board of Directors shall consist of the President, the Vice President, the Secretary, the Treasurer, other Regional Directors and immediate Past President if he/she is not otherwise a Director.
- (c) General Powers: The affairs and assets of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have final decision-making authority on all matters that come before the general membership at any annual or special meeting with the exception of any changes to the Articles of Incorporation.
- (d) Term: Each newly elected Director shall be elected for a term of three (3) years.
- (e) Qualifications: In order to be eligible to serve as a Director of the Corporation, an individual member must satisfy all of the following requirements:
  - (i) The individual must be a member in good standing.
  - (ii) The individual must have owned, bred and/or promoted Gypsy Horses.

- (iii) The individual must have attended at least two of the annual meetings (Gypsy Horse Registry of America, Inc.) in the five consecutive years immediately preceding the election in which the individual will run for director, or provide acceptable written promotion of The GHRA and said horses in the community (i.e., showing under GHRA, enrollment in GHRA Ambassador Program, etc.) in the event annual meetings cannot be held due to circumstances beyond GHRA's control.
- (iv) Any Director who does not attend a minimum of fifty (50) per cent of the regular and special Board of Director's meetings (including conference calls) from Annual Meeting to Annual Meeting shall be subject to removal from office by a majority of the Board of Directors
- (v) Any Director may be removed from office, with or without cause, by a majority vote of the current members of the Board of Directors.
- (vi) In the event any board member is voted off or resigns their position, there is a cooling off period of 5 years before they are eligible to run for an open board position. On a case-by-case basis, as in an unsolicited resignation, the interested party may submit a reconsideration proposal before the cooling off period ends.
- (f) Proportional Representation. There shall be nine (9) Regions as defined in the subsection and one (1) Director shall be elected from each Region.
  - (i) Region 1: Connecticut, Delaware, Maine, Massachusetts, Maryland, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, Washington, D.C., and West Virginia.
  - (ii) Region 2: Illinois, Indiana, Iowa, Michigan, Minnesota, Missouri, Ohio, Wisconsin.
  - (iii) Region 3: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee.
  - (iv) Region 4: Arkansas, Arizona, Louisiana, New Mexico, Oklahoma, Texas.
  - (v) Region 5: Colorado, Kansas, Montana, Nebraska, North Dakota, South Dakota, Wyoming.
  - (vi) Region 6: Alaska, California, Oregon, Hawaii, Idaho, Nevada, Utah, Washington.
  - (vii) Region 7: Any foreign country, except Canada.
  - (viii) Region 8: East Canada consists of the following territories: Manitoba, Ontario, Quebec, Newfoundland, Nova Scotia, and New Brunswick, Nunavut.
  - (ix) Region 9: West Canada consists of the following territories: Saskatchewan, Alberta, British Columbia, Yukon and Northwest Territories.

Section 7.02 This section intentionally left blank

Section 7.03 Term

- (a) Duration of Term: Directors shall be elected to office for a term of three years, or until their successors are elected and qualified to take office immediately after the next Annual Meeting.
- (b) Schedule of Elections: Elections will hereafter be held in each region as follows:
  - (i) Region 1 and 5 in 2018 and every 3 years after.



- (ii) Region 2 and 4 in 2019 and every 3 years after.
- (iii) Region 3 and 6 in 2020 and every 3 years after.
- (iv) Region 7 in 2021 and every 3 years after.
- (v) Region 8 in 2018 and every 3 years after.
- (vi) Region 9 in 2018 and every three years after.

#### Section 7.04 Regional Election

- (a) Nominations: The Annual Members of each region shall submit the names of those they wish to nominate for a Director to the President or to his designee on form and by date requested.
- (b) Balloting: The President will then cause written ballots to be mailed to the Annual Members of each region, which ballot shall contain the names of the nominees of their region and the date by which the ballot must be received by the GHRA office or its designee in order to be counted. Write in votes shall be allowed.
- (c) Counting Procedure: The nominee in each region receiving the highest number of votes cast in the region shall be elected. If a tie occurs between 2 or more nominees where only one directorship is available, a run-off shall be held and the nominee receiving the most votes cast shall be elected.
- (d) Starting with the 2023 Elections, GHRA will deploy technology to collect nominations and electronic voting. Members will cast votes through electronic voting. Mail-in ballots will only be available by request in special circumstances voted on by The Board.

#### Section 7.05 Vacancies

In case of any vacancy on the Board of Directors for any reason the vacancy shall be filled according to Article VII, Section 4. If less than 6 months remain in the unexpired term, the position shall not be filled until the next regular election. In case of any vacancy on the Board of Directors for any reason, the vacancy shall be filled by the runner-up in that region, till the next scheduled election. If the runner up does not wish to serve, the vacancy shall be filled according to Article VII, Section 4.

#### Section 7.06 Meetings

- (a) Annual Board Meeting: The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the Members. No notice shall be required for such meeting. The Board of Directors may provide for other regular meetings at stated times and places.
- (b) Special Meetings: Special Meetings of the Board of Directors shall be held whenever called at the direction of the President or by a majority of the members of the Board of Directors.

- (c) Telephone Conference Meetings: The Board of Directors may conduct any meeting by telephone or by video conference technology as voted on by the board. In extreme circumstances (e.g., quarantine natural disasters, etc.) The Board may vote on a virtual meeting to host the Annual Meeting using approved technologies.
- (d) Notice: Notice of each meeting of the Board of Directors, other than the Regular Annual Board Meeting, shall be given by mail, telephone or other verifiable means to each Director at least three (3) days before the meeting.
- (e) Quorum: At any meeting of the Board of Directors, for which notice has been given, the presence of a majority of Directors then in office shall constitute a quorum to transact business.
- (f) Proxy: Voting by proxy shall not be permitted.
- (g) Report of Meeting: A written report of each Board of Director's meeting which at the least shall contain all actions taken by the Board and how each Director voted on each issue including the votes cast by the President or Chairman shall be published in the GHRA Newsletter or mail-out to all the members in a timely manner.
- (h) Open Meetings: Meetings of the Board of Directors shall be open to all persons wishing to attend. The Board may close its meeting on matters relating to personnel and pending legal or disciplinary matters except to a member bringing such matters before the Board as provided herein or to any members the subject of such matters.

## **Article VIII. EXECUTIVE COMMITTEE**

### Section 8.01 Enumeration

The Executive Committee shall consist of the President, Immediate Past President (one (1) year only), Vice President, Secretary, and Treasurer. In the event that the immediate Past President is elected to the Executive Committee, one committee Member-at-Large will be elected from the existing Board of Directors. The Committee Member-at-Large qualifications, term, election, and vacancy in office shall be the same as for Officers as per Article IX, Section 9.02(A) and (B) and Section 9.03, 9.04, and 9.05.

### Section 8.02 Duties

The duties of the Executive Committee shall be to act for the Board on matters requiring resolution between Board meetings, personnel matters and on disciplinary matters as provided in the General Rules and Regulations and other duties as directed by the Board.

- (a) The Executive Committee shall meet whenever called by direction of the President or three (3) members of the Committee acting jointly. The Executive Director shall give ten (10) days written notice of said meeting, but such notice may be waived by any member. Absentee or vote by proxy is not allowed in any meeting of the Executive Committee.

- (b) The Committee may act (without conversing in meeting) by written resolution signed by all the members thereof and duly entered in the GHRA's records. At all meetings of the Committee, four (4) members shall constitute a quorum.
- (c) All actions of the Executive Committee shall be reported to the Board of Directors within fourteen (14) days of such action. The report shall be written. All actions of the Executive Committee are subject to ratification, revision, or amendment by the directors at any regular or special meeting of the Directors.

## **Article IX. OFFICERS**

### **Section 9.01 Enumeration**

The Officers of the Gypsy Horse Registry of America, Inc. shall consist of a President, a Vice President, the immediate Past President, a Secretary, a Treasurer, (and a Director-at-Large when dictated by circumstances described in Article VII, Section 7.01) selected in accordance with this Article.

### **Section 9.02 Qualifications**

- (a) Prerequisite: Each Officer shall at all times during his/her term in office be a qualified Regional Director in good standing.
- (b) Restriction of Office: Officers shall have no term limits on the Executive Committee and may serve on the Executive Committee as long as they are a qualified Regional Director and have been elected/re-elected for their position by the Board of Directors.

### **Section 9.03 Terms**

Officers shall be elected to office for a term of one (1) year or until their successors are elected and qualified, to take office immediately after the Annual Meeting.

### **Section 9.04 Elections**

The Officers shall be voted on by the newly seated Board of Directors each year.

### **Section 9.05 Vacancies**

Any vacancy occurring between the Annual Meetings shall be filled by the Board of Directors. Should a vacancy occur in the office of the President, then, the Vice President shall automatically become the President for the unexpired term so that the vacancy then to be filled would be the Vice President.

#### Section 9.06 Duties General

These Officers shall perform the duties prescribed by these bylaws, and by parliamentary authority adopted by the GHRA, and any special rule of the voting members of the Board of Directors.

#### Section 9.07 Duties of the President

- (a) The President shall be the Chief Executive Officer of the Association.
- (b) The President shall enforce these Bylaws and other rules and regulations of the GHRA and perform all the duties incident to the position and office, and which are required by law, and shall perform all other duties that may be prescribed from time to time by the Board of Directors.
- (c) The President and the Secretary shall prepare all agendas.
- (d) The President shall be an ex-official member of all committees.

#### Section 9.08 Duties of the Vice President

The Vice President shall assume the duties of the President in the event of the absence, or inability to act, of the President, or at his request, and such other duties as may be assigned by the Board of Directors.

#### Section 9.09 Duties of the Secretary

- (a) The Secretary shall keep or cause to be kept a full and complete record of the proceedings of all Executive Committee meetings and closed sessions of the Board of Directors.
- (b) The Secretary shall handle or cause to be handled all correspondence and communications and generally do and perform all duties incident to the office of the Secretary.
- (c) The President and the Secretary shall prepare all agendas.
- (d) The Secretary shall cause to be published notice of the date and place of all meetings of the members and of the Board of Directors.
- (e) The Secretary shall, in the absence of the President and Vice President at any meeting, call the meeting to order and preside until the election of a chairman pro- term, which should take place immediately.
- (f) This item intentionally left blank

#### Section 9.10 Duties of the Treasurer

- (a) The Treasurer shall cause to be received all monies belonging to or paid into the Gypsy Horse Registry of America, Inc. and shall have the same deposited in the GHRA's bank account in a timely manner.

- (b) The Treasurer shall cause to be disbursed funds only upon itemized demands upon the order of the Board of Directors.
- (c) The Treasurer shall cause to be kept, complete books of account and shall issue an itemized statement and report at the Annual Meeting and such interim reports as may be ordered by the Board of Directors.
- (d) The Treasurer shall cause to be submitted to the Board of Directors, at the first regular meeting of the Board after the Annual Meeting of the Board, a detailed budget of the proposed and anticipated expenditures for their approval. Upon approval of the budget, or its modification, it shall become binding upon the Officers of the GHRA and shall not be exceeded in each item set forth by more than ten (10) percent without prior approval of the Board of Directors.
- (e) Year End Auditing: The GHRA shall conduct all of its affairs and accounts on the calendar year basis. An annual review of the GHRA shall be made by an independent Certified Public Accountant at the close of each calendar year with such audit shall be available in the GHRA office and available upon request by the membership. Such accountant shall be a disinterested person and not a member of the GHRA.
- (f) The Treasurer shall serve as chairman of the Finance Committee.

#### Section 9.11 Duties of the Registrar

- (a) The Registrar shall be responsible for membership and horse registrations and establishing the Registry's validated stud book.
- (b) The Registrar shall be responsible for administrative duties include but not limited to: Answering general membership questions, website updates and management, and receiving and processing mailed documents.
- (c) The Registrar shall be appointed by The Board through an interview process of qualified candidates. The Registrar is a compensated appointment.
- (d) The Registrar is under the supervision of the Executive Directors.

#### Section 9.12 Written Contracts

The written contracts of the GHRA shall, after being approved by the Executive Committee, be executed on behalf of the GHRA by the President or other parties delegated by the Executive committee and attested by the Executive Director and the corporate seal.

### **Article X. COMMITTEES**

#### Section 10.01 Authority

The Board of Directors shall have the power to appoint committees as per Article V, Section 5.03, B of these Bylaws.

#### Section 10.02 Enumeration

It shall hereby be agreed that committees do not have to be enumerated on, in these Bylaws, by name or specific instructions, but shall be so done by special rule of order of the Board of Directors.

#### Section 10.03 Committees

Such committees, standing or special, shall be appointed by the Board of Directors as the GHRA or the Board shall from time to time deem necessary to carry on the work on the GHRA. All committee members shall be members of the GHRA in good standing and must abide by the GHRA Code of Ethics and Proprietary Information Statement.

#### Section 10.04 Term

All committees shall be appointed by the newly seated Board of Directors each year.

#### Section 10.05 Official Member

The President shall be an ex-official member of all committees.

### **Article XI. REGISTRY AND STUD BOOK**

#### Section 11.01 Establishment

The Board of Directors shall be responsible for the registry and stud book of the Gypsy Horse Registry of America, Inc. The Registrar of the GHRA shall be elected by the Board of Directors and hired or appointed by the Board of Directors. The registry, stud book, and Registrar shall be under the supervision of the Executive Director.

#### Section 11.02 Open Registry

The registry and stud book of the Gypsy Horse Registry of America, Inc. shall be open to all qualified Gypsy horses that meet the requirements for registration.

#### Section 11.03 Permanent Registration

Permanent certificates of registration shall be issued to qualified Gypsy horses that have been DNA verified and have met all the requirements of the GHRA.

#### Section 11.04 Registration Fees

The Board of Directors shall recommend a schedule of fees to the Annual Meeting, and the membership shall determine, from time to time, the fees and charges for registration, issuance of certificates of registration, and the furnishing of any other instruments or documents of the GHRA pertaining to the Registry. There shall be a different and separate fee rate structure for members and non-members.

#### Section 11.05 Breed Name

Horses registered by the Gypsy Horse Registry of America, Inc. shall be a breed of horse known as the Gypsy Horse.

### **Article XII. OFFICIAL PUBLICATION**

#### Section 12.01 Name

- (a) The name of the official publication of the Gypsy Horse Registry of America, Inc. shall be "*Gypsy Horse World*".
- (b) A new logo has been adopted along with new colors, hunter green and gold.
- (c) The website name has been updated to "https://myghra.org"

#### Section 12.02 Policies

The editorial policies and the policies of the Gypsy Horse Registry of American, Inc. publication shall be set by the Board of Directors.

#### Section 12.03 Rates

Subscription and advertising rates shall be recommended by the Treasurer and shall be approved by the Board of Directors.

### **Article XIII. OFFICIAL RULE BOOK**

- (a) Official Rule Book: There shall be published a rule book, which shall be entitled the "Official Rule Book of the Gypsy Horse Registry of America, Inc.", and shall be made available to every member one time free of charge and shall be printed in the following order: a Table of Contents, the Articles of Incorporation, the Bylaws, General Rules,

Registration Rules, Show Rules and Regulations; complete list of fees, and other rules and regulations and information of the GHRA.

- (b) General Rules and Regulations: The Annual Meeting shall approve general rules and regulations, which shall govern the members and the GHRA, on all matters not contained in these Bylaws, but shall be published in the Official Rule Book of the Gypsy Horse Registry of America, Inc. When deemed necessary, the Board of Directors shall exercise their power upon any of the above rules and regulations, as per Article V, Section 5.03 (A).

#### **Article XIV. AMENDMENT OF RULES**

All GHRA rules and regulations, including but not limited to general, show, amateur, youth activities, may be amended by a majority vote of the members in good standing at the Annual Meeting but only after specific proposal or amendment shall have met the criteria of proper notice and approval by the appropriate standing committee(s), and majority vote of the Board of Directors.

- (a) Requirement Of Prior Notice: To be eligible for consideration by a standing committee a rule change proposal or amendment must be sent to the GHRA office and postmarked no less than ninety (90) days before the annual meeting in which the year the proposal is studied. (For example: All proposals to be considered for 2004 must be submitted ninety (90) days preceding the 2003 Annual Meeting). All proposed amendments will be reviewed by staff, Executive Director, and then passed on with an impact statement to the appropriate committee(s) for evaluation. The affected committees(s) will then review the proposed changes and word them in the appropriate legal terms. The committees cannot change the intent of the rule as it was received from its original source. The change will then be presented for consideration on the agenda of the appropriate committee at the mid-year Board of Directors Meeting. If the rule change proposal is adopted by the committee it will then be voted on and approved by a majority of the Board of Directors. The Board of Directors may amend the rule proposal at the mid-year meeting; however, the amendment must be closely related to or have a direct bearing on the rule. The presiding officer or parliamentarian may choose to accept or refuse an amendment if he or she deems it inappropriate. The amendment must be voted on and accepted by a majority of the Board of Directors prior to being included in the rule. The rule and amendment are then returned to the appropriate committee for rewrites. The committee cannot change the intent of the rule as amended. The proposal will then be placed on the agenda for approval at the Annual Meeting. If the committee does not approve the proposal, it can be considered at the Annual Meeting provided that the supporters can garner a petition signed by a minimum of three (3) members of the Board of Directors and meet the timeliness requirements from publishing the proposal in the newsletter. All rule proposals or amendments to be considered for approval at the GHRA Annual Meeting must be published in their finished form with an explanation of the changes in the newsletter not less than ninety (90) days prior to the GHRA Annual Meeting.



- (b) Explanation And Voting: At the Annual Meeting committee Chairpersons will explain each rule and the members in attendance, as well as the absentee ballots, will vote "Yes" or "No" with no changes permitted at that time.
- (c) Implementation: Those rules or amendments that have been ratified by the membership at the Annual Meeting will go into effect on January 1 in the preceding year and the Rule Book will be printed for new members and a supplement printed for members who have previously received a rule book.
- (d) Period Of Non-Amendment: A rule or regulation is not subject to amendment by change, addition or repeal until it has been in force for at least two (2) calendar years, which limitation can be waived by the Board of Directors upon finding of exceptional circumstances which:
  - (i) Concern the safety, health, or well-being of the horse and / or exhibitor.
  - (ii) Materially benefits GHRA's programs or its financial stability
  - (iii) Involves other compelling circumstances.

**Article XV. FEES**

The Board of Directors shall determine the fees and charges for all items not expressly stated in these Bylaws.

**Article XVI. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the GHRA in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws, and any special rules of order the GHRA may adopt.

**Article XVII. AMENDMENT OF BYLAWS**

These Bylaws can be amended at any Annual or special meeting of the GHRA as per Article VI, Section 6.03, E. The street address of the registered office of the corporation as of July 29, 2015 is PO BOX 1490, New Waverly, Texas 77358 and the name of the registered Agent is Jeanne Schlenk. These Bylaws of the Gypsy Horse Registry of America, Inc., were approved and adopted on June 21, 2003.

- (a) Revision H was approved and adopted April 9, 2011.
- (b) Revision I was approved and adopted June 30, 2012.