

NORWEGIAN FJORD HORSE ALLIANCE, INC. BYLAWS

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is **Norwegian Fjord Horse Alliance, Inc.**

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

To promote Norwegian Fjord horses by:

- A. Educating the membership and general public regarding the traditional characteristics of the breed (breed standard).
- B. Encouraging the use and breeding of the Norwegian Fjord horse as a versatile horse for all people to enjoy, ride, drive, and work.
- C. Undertaking activities designed to increase public awareness of the breed and its ability to perform across the full range of equine sports, disciplines and activities.
- D. Engaging in such activities necessary to raise funds to accomplish the stated purposes of the Norwegian Fjord Horse Alliance, Inc.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

- A. ELIGIBILITY. Membership in the Norwegian Fjord Horse Alliance (NFHA), Inc., hereinafter referred to as the NFHA shall be open to any person or entity who is interested in the Specific Purposes of the NFHA.
- B. MEMBERSHIP. NFHA members are bound by the Bylaws.
 1. Members may participate in membership meetings.
 2. Members 18 years of age and older shall be eligible to vote in NFHA elections and other matters requiring a vote of the membership and are eligible to hold office. In the case of a membership held by an entity, the entity must identify the name of the natural person voting on its behalf. Voting by proxy is not allowed.
 3. All members are eligible to serve on committees and participate in NFHA programs.

4. Membership is offered for individuals (1 vote), entities (1 vote), families (1 vote per adult, 2 votes maximum per family), and youth under the age of 18 as of January 1st of the membership year (no vote). Family memberships are available to two (2) or more persons residing at the same address; youth under the age of 18 may be listed in family memberships but are ineligible to vote. The Board of Directors (BoD) may establish the rights and privileges of youth members.
5. Annual dues for all the membership categories shall be determined by the BoD no later than the end of the third calendar quarter prior to the rate becoming effective. Dues will be considered delinquent if not paid by February 1st of each calendar year.
6. Members of Record are members whose dues have been recorded as paid for the current year at least fifteen (15) days prior to the notice period for a meeting or the date set for the start of any vote by the membership.

Section 2. Resignation and Termination

Any member may resign by filing a written resignation with the secretary.

Any member may be removed with cause, at any time, by vote of three-quarters (3/4) of the membership if in their judgment the best interest of the NFHA would be served thereby. Each member must receive written notice of the proposed removal at least twenty (20) days in advance of the proposed action. No member shall be expelled without an opportunity to be heard in person or in writing and notice of such motion of expulsion shall be given to membership for a vote.

Section 4. Non-voting Membership

The BoD shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held by means of remote communication (internet or telephonic conferencing) at a time and place designated by the president. The secretary shall distribute an agenda at least 7 days prior to the meeting date. The agenda may be modified at the beginning and during the meeting. Motions, discussions, and votes may be received from the members. The meeting will use Roberts Rules of Order.

Section 2. Annual Meetings

An annual meeting of the members shall take place in the month of April. The specific date, time and location of the annual membership meeting will be designated by the president. The meeting may be by means of remote communication (internet or telephonic conferencing). At the annual meeting the members will receive reports on the activities of the NFHA and determine the direction of the NFHA for the coming year.

Section 3. Special Meetings

Special meetings may be called by the president, the Executive Committee, or a simple majority of the BoD. A petition signed by five percent (5%) of members of record eligible to vote at the time the petition is submitted to the NFHA may also call a special meeting. The secretary shall distribute an agenda at least seven (7) days prior to the meeting date. The agenda may be modified at the beginning and during the meeting. Motions, discussions, and votes may be received from the members. The meeting will use Roberts Rules of Order. The meeting may be by means of remote communication (internet or telephonic conferencing).

Section 4. Notice of Meetings

Notice of each meeting shall be given to each voting member, by mail or email, not less than ten days (10) or more than sixty days (60) prior to the meeting. The notice shall state the place, date, hour and, in the case of a special meeting, the purpose of the meeting. Notice shall include the means of remote communication, instructions on how to join the meeting, vote, and verify that such participant is a member. Unless a member has notified the NFHA in writing (electronic or otherwise) of an objection to receiving notice by electronic mail, notice SHALL be given by electronic mail to the email address or SMS text number. It is the sole responsibility of the members to provide and update this information to the NFHA.

Section 6. Voting

During a meeting, all actions/motions shall be decided by a simple majority of those participating in the meeting unless stated in this Bylaws that the action requires a two-thirds (2/3) or three-quarters (3/4) majority.

For an election, the results shall be determined by a simple majority of those members voting. All election voting will be conducted by an independent third party who will tally the ballots and report the results immediately following the close of voting.

ARTICLE V. BOARD OF DIRECTORS**Section 1. General Powers**

The affairs of the NFHA shall be managed by the BoD. The BoD shall have control of and be responsible for the management of the affairs and property of the NFHA.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than nine (9) including the following officers: the President, Vice-President (optional), the Secretary, and the Treasurer.

- A. The members of the BoD shall, upon election and start of the term, immediately enter upon the performance of their duties, and shall continue in office until their successors shall be duly elected and qualified. All members of the BoD must be approved by a majority vote of the members voting

- except for the Founding Board of Directors members which will be appointed for a three (3) year term.
1. At least three (3) Directors shall be elected each year.
 2. Directors shall serve their term from April 1 to March 31 of each year.
 3. Members of the BoD serve a three-year term. BoD members may be reelected to serve a second three-year term up to a total of six (6) years. After the end of the second term, a BoD member must be off the BoD for at least twelve (12) months before they can be elected to the BoD again.
 4. Annual BoD elections will be held according to the procedures and timetable established by the BoD and the Elections Committee.
- B. No two members of the BoD related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the BoD at the same time.
- C. Each member of the BoD shall be a member of the NFHA whose membership dues are paid in full.
- D. The terms shall be staggered so that at the time of each annual election, the terms of approximately one-third (1/3) of all members of the BoD shall expire. Each member of the BoD shall attend a majority of the meetings of the Board per year.
- E. The Founding BoD are appointed for the purposes of organizing the NFHA and will serve a three (3) year term. The Founding BoD will select the initial officers for the NFHA. The Founding BoD members are then eligible to be elected to serve terms as described in A. 3 of this Section.

Section 3. Regular and Annual BOD Meetings

An annual meeting of the BoD shall be held at a time and day in the month of April of each calendar year and at a location or electronic methods designated by the Executive Committee of the BoD. The BoD may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the BoD no less than ten (10) days prior to the meeting date. A quorum for a meeting of the BoD shall consist of a simple majority of the BoD members.

Section 4. Forfeiture

Any member of the BoD who fails to fulfill any of his or her requirements as set forth in Article V. Section 2. C. shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the BoD may immediately proceed to fill the vacancy. Members of the BoD who are removed for failure to meet any or all of the requirements of Article V. Section 2. C. are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Article V. Section 10.

Section 5. Vacancies

Whenever any vacancy occurs in the BoD it shall be filled by a special election of the membership unless there are candidates available from the previous annual election, in which case, the candidate with the most votes will be asked to fill the remainder of the vacant term. If the vacancy occurs within four (4) months of the next annual election, the next annual election will be used to fill the vacancy. The Elections Committee will be responsible for soliciting nominations and running special elections for the NFHA per the election rules in place at the time of the vacancy.

Section 6. Compensation

Members of the BoD shall not receive any compensation for their services as Directors.

Section 7. Notice of Meeting

Notice of each BoD meeting shall be given to each Board member, by email, not less than four (4) days prior to the meeting. The notice shall state the place, date, hour and, in the case of a special meeting, the purpose of the meeting. Notice shall include the means of remote communication, instructions on how to join the meeting, vote, and verify that such participant is a member.

Section 8. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all the Directors following notice of the intended action to all members of the BoD.

Section 9. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 10. Removal.

Any member of the BoD may be removed with cause, at any time, by vote of three-quarters (3/4) of the members of the BoD if in their judgment the best interest of the NFHA would be served thereby. Each member of the BoD must receive written notice of the proposed removal at least twenty (20) days in advance of the proposed action. No member shall be expelled without an opportunity to be heard in person or in writing (at their discretion) and notice of such motion of expulsion shall be given to the BoD members for a vote.

An officer who has been removed as a member of the BoD shall automatically be removed from office.

Members of the BoD who are removed for failure to meet the minimum requirements in Article V, Section 2, C, automatically forfeit their positions on the Board pursuant to Article V, Section 4 and are not entitled to the removal procedure outlined in this section.

All voting on removal will be done in good faith and in accordance with the NFHA Conflict of Interest policy.

ARTICLE VI. OFFICERS

The officers of this Board shall be the President, Vice-President (optional), Secretary and Treasurer. All officers must have the status of active members of the BoD.

Section 1. President

The President shall preside at all meetings of the membership and the BoD. The President shall have the following duties:

- A. Shall preside at all meetings of the Executive Committee.
- B. Shall have general and active management of the business of this BoD.
- C. Shall have general superintendence and direction of all other officers of this NFHA and see that their duties are properly performed.
- D. Shall submit a report of the operations of the program for the fiscal year to the BoD and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- E. Shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. Additional duties of the Vice-President are to be determined by the BoD.

Section 3. Secretary

The Secretary shall record the minutes at all meetings of the BoD, the Executive Committee, and all meetings of members. The Secretary's duties shall consist of:

- A. Shall record all votes and minutes of all proceedings in a book and electronic file to be kept for that purpose. In concert with the President shall make the arrangements for all meetings of the BoD and members, including the annual meeting of the NFHA.
- B. Shall send notices of all meetings to the BoD members and the NFHA membership and shall make reservations for the meetings.
- C. Shall perform all official correspondence from the BoD as may be prescribed by the BoD or the President.

Section 4. Treasurer

The Treasurer duties shall be:

- A. Shall have charge of and supervision over and be responsible for the funds, securities, receipts, and disbursements of the NFHA. The NFHA will operate on a "Cash" basis.
- B. Shall receive and give receipts for monies due and payable to the NFHA from any source whatsoever.

- C. Shall cause the monies and other valuable effects of the NFHA to be deposited in the name and to the credit of the NFHA in such banks, trust companies or other depositories as the BoD may select, or as may be selected by any Officer, Officers or agents authorized to do so by the Board, in accordance with these Bylaws.
- D. Shall cause the funds of the NFHA to be disbursed electronically or by checks or drafts, with such signatures as may be authorized by the BoD, upon the authorized depositories of the NFHA, and cause to be taken and preserved proper vouchers for all monies disbursed.
- E. Shall render to the President or the BoD whenever requested a statement of the financial condition of the NFHA and all his or her transactions as Treasurer and render a full financial report at the annual meeting of the membership.
- F. Shall ensure the books of account are maintained for all the business and transactions of the NFHA.
- G. Shall be empowered to request from all Officers or agents for the NFHA reports or statements giving such information as he or she may desire with respect to all financial transactions of the NFHA.
- H. Shall cause an annual review or audit to be performed as required herein, Article XI Audit.

Section 5. Election of Officers

The BoD shall elect officers from the BoD members at the first meeting of the year starting April 1. Those officers elected shall serve a term of one (1) year, commencing immediately.

Section 6. Removal of Officers

The BoD with the concurrence of three-quarters (3/4) of the BoD members voting at the meeting may remove any officer of the BoD and elect a successor for the unexpired term. No officer of the BoD shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the BoD for such expulsion.

All voting on removal will be done in good faith and in accordance with the NFHA Conflict of Interest policy.

Section 7. Vacancies

The BoD will vote to fill officer vacancies. Nominations shall be sent in writing to members of the BoD at least two (2) weeks prior to the next meeting at which the election will be held and nominations may be made at the meeting. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The BoD may create committees as needed, such as fundraising, public relations, data collection, etc. The BoD appoints all committee chairs.

Section 2. Executive Committee

The officers shall serve as members of the Executive Committee. The BoD can appoint additional BoD members to the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the BoD in the intervals between meetings of the BoD and is subject to the direction and control of the full BoD.

Section 3. Finance Committee

The Treasurer is the chair of the Finance Committee, which includes at least three members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with the BoD members. The BoD must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the BoD or the Executive Committee. The fiscal year shall be the calendar year.

Section 4. Election Committee

The Election Committee shall be responsible for soliciting nominations and conducting the annual elections and elections to fill vacancies on the BoD, which occur between annual elections, including officers. The Election Committee shall consist of two members of the BoD and at least one member at large. The Election Committee will determine the process and timeline for collecting nominations, as well as the process for campaigning.

Section 5. Audit Committee

The Treasurer is the chair of the Audit Committee, which includes at least three members. The Audit Committee shall review financial records and provide a report to the BoD and the NFHA membership. Annual reports are required to be submitted to the BoD showing income, expenditure, and notes of findings. The financial records of the NFHA are public information and shall be made available to the membership, BoD members, and the public.

ARTICLE VIII. IDEMNIFICATION

Section 1. General

The NFHA shall indemnify and defend its BoD and its current or former Directors, or Officers for all costs and expenses, including the cost of defense and for any judgment, settlement, or liability relating to the defense of any action, claim, suit, or proceeding, civil or criminal, arising out of their service for the NFHA. The BoD shall procure insurance to cover the cost of such defense and liability for any claim brought against the BoD, Officers, or former Directors.

Section 2. Insurance

The NFHA may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether the NFHA would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IX. BOOKS AND RECORDS

The NFHA shall keep complete books and records of accounts and minutes of the proceedings of the BoD and the NFHA membership.

ARTICLE X. AUDIT

The Audit Committee shall review financial records and provide a report to the BoD. The BoD (or the membership as voted on by fifty-one (51) percent of the members present at a special meeting) may approve a financial review or audit by a qualified independent accountant of the previous year's records, books, and accounts. If such a review or audit is performed, the results will be summarized or published in the NFHA official publication and website. Members may obtain copies of the official review or audit from the NFHA Secretary.

ARTICLE XI. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meetings of the BoD, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments to the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The BoD may amend these Bylaws by majority vote at any regular or special meetings until March 31, 2026. Thereafter all Bylaw changes will be voted on by the membership and require a two-thirds (2/3) majority of members of record voting on the bylaw amendment. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each member according to the rules

and processes of the Election Committee. Members may propose bylaw amendments according to the process established by the BoD.

ARTICLE XII. DISSOLUTION OR SALE OF ASSETS

A. An affirmative vote of two-thirds (2/3) of all members of record responding to the ballot shall be required to sell or mortgage assets of the NFHA not in the regular course of business or to dissolve the NFHA.

B. Upon the dissolution of the NFHA, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the NFHA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ADOPTION OF BYLAWS

We, the undersigned, are all the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ten (10) pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on the 21st day of January 2024.


Arvid Miller (Jan 21, 2024 13:05 EST)

President – Norwegian Fjord Horse Alliance, Inc.



Secretary - Norwegian Fjord Horse Alliance, Inc.






NFHA Bylaws Final 2024_01_21

Final Audit Report

2024-01-21

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