

American Horse Publications, Inc.

Founded 1970

Incorporated under the laws of the State of Kentucky

BYLAWS

(Revised June 2004)

Article I - Name

The name of this organization shall be AMERICAN HORSE PUBLICATIONS, INC., referred to as AHP hereafter.

American Horse Publications, Inc. shall be a non-profit organization exempt under section 501 (c) (6) of the Internal Revenue Service since July 1971. No part of any profits to AHP shall inure to the benefit of any member or individual.

Article II - Purpose

The purposes of AHP shall be:

- A.** To promote better understanding and cooperation between publications serving the equine industry;
- B.** To conduct educational meetings, workshops and seminars on subjects of interest to equine publications;
- C.** To promote better understanding and cooperation between all facets of the equine publishing industry;
- D.** To foster and preserve the traditions pertaining to the horse which, in the opinion of the organization, are consistent with the progress of the equine publishing industry;
- E.** To encourage and support all activities which will increase interest or bring about improvement in all things relating to the equine publishing industry;
- F.** To provide its members with information and knowledge to help guide them in improving the quality of their publications;
- G.** To carry on any other business deemed by the Board of Directors to further the purposes of AHP.

Article III - Board of Directors

- A.** The Board of Directors shall consist of six Directors plus the members of the Executive Committee.
- B.** In case of any vacancy in the Board of Directors by death, resignation, disqualification or other cause, the President, with the advice and consent of the Executive Committee, shall appoint a qualified successor to serve until the next general election of Directors at an annual meeting of members.

Article IV - Directors

- A.** Directors shall be elected by a simple majority of the general membership present at the annual meeting. Nominations may be made by a nominating committee appointed by the President and/or by members from the floor;

- B.** Directors shall be elected for a period of three (3) years;

- C.** It shall be the duty of the Directors to assist the President as he/she deems necessary, attend at least one meeting per year during their term and work with the Officers in setting policy on AHP matters arising between meetings.

- D.** No less than 80% of the Board seats shall be occupied by the representatives of Publication members and Electronic Publication members.

- E.** Only one representative from a publishing company, organization or association may serve as a Director at one time.

Article V - Executive Committee

The Executive Committee shall consist of all Officers of AHP plus the immediate past president, who shall be a non-voting member. It is empowered to carry out the activities of AHP.

Article VI - Officers

- A.** The Officers shall be nominated by a nominating committee appointed by the President and/or by members from the floor, shall be elected by a simple majority of the general membership present at the annual meeting, and shall hold office for a period of one year.

- B.** These shall be the President, First Vice-President, Second Vice-President, and two Executive Board members. The Executive Director serves as Secretary-Treasurer.

- C.** The Executive Director shall be appointed by the officers as a non-voting member and receive a gratuity for his/her services, the amount of which shall be determined by the Officers.

- D.** The Executive Committee will serve as the Ethics Committee as needed and refer to the Code of Ethics for any decisions.

Article VII - Officers' Duties

- A.** The President shall preside at all general meetings and the meetings of the Executive Committee and of the Board of Directors. He/she shall appoint committees as necessary and shall carry on all of the business designated by the membership and/or Board of Directors. The President shall be responsible for processing entries and procuring judges for the annual awards competition. He/she will be expected to attend all meetings during his/her term of office.

B. The Vice Presidents shall serve as assistants to the President and, according to rank, in the stead of the President in his/her absence. They shall be expected to attend at least one meeting per year during their term and serve on any committee appointed by the President whenever possible.

C. The two Executive Board members shall serve as assistants to the President as deemed necessary and be expected to attend at least one meeting per year during their term.

D. The Executive Director shall conduct the AHP office, produce the newsletter, solicit memberships and carry out the instructions of the Officers and Board of Directors in furtherance of AHP's aims and activities.

In the dual capacity as Secretary-Treasurer, the Executive Director shall keep minutes of all AHP general and board meetings, shall record all votes taken and shall be responsible for general correspondence. He/she shall receive and have charge of organizational funds, under the direction of the President; shall present a semi-annual financial report to the Officers and Directors and cooperate with the President in making an annual financial report to the membership. In cooperation with the President, he/she shall prepare an annual budget to be presented to the board and shall be charged with any other financial duties pertaining to the operation of AHP as directed by the President. Authorized signature on checks and AHP financial documents may be either that of the President or the Executive Director.

Article VIII - Membership

Membership in this organization shall consist of newspapers, magazines and other printed periodicals, and electronic publications distributed via the Internet, which are primarily devoted to the equine animal and related lifestyles; and to any other individual, association or business which shares an interest in the equine publishing industry.

Excluded from Publication membership would be those publications whose primary purpose is to promote the publisher's own specific products or services, and that advertise only products or services of the publisher or a subsidiary that is owned and/or controlled by the same organization that owns or controls the publication.

A. Membership in AHP shall fall under six (6) categories:

- 1) **Publication membership** is available to printed publications primarily and actively involved in the equine industry and related lifestyles.
- 2) **Electronic Publication membership** is available to publications distributed via the Internet in the English language. Because of the unique nature of this media, applications for Electronic Publication membership are reviewed by a standing committee of the AHP. Applicants must satisfy three prime criteria: (a) All content must relate to equine industry and undergo regular content update and/or revision; (b) serve a substantive audience, as demonstrated by

usage logs; and (c) either demonstrate that the publication serves a membership or other constituency, or is supported by paid subscriptions or by paid advertising. The decision of the review committee is final. Applicants that do not qualify for Electronic Publication membership are invited to re-apply for Affiliate or Corporate membership status.

3) **Affiliate membership** shall be issued to individuals who support the purposes and goals of AHP.

4) **Corporate membership** shall be issued to businesses, agencies, organizations and associations that support the purposes and goals of AHP.

5) **Student membership** shall be granted to students at the high school, college and graduate level who share a love of the equine and curiosity about careers in equine publishing.

6) **International membership** shall be granted to print publications distributed primarily outside of North America, published in any language and primarily devoted to the equine and/or related lifestyles as well as individuals and businesses, agencies, organizations and associations that support the purposes and goals of AHP who reside outside of North America.

B. Fees, dues and requirements for a membership shall be established annually by the Board of Directors and will be assessed to run from January 1 to December 31 each year.

1) **Publication** membership dues are assessed on average distribution during the preceding publication year. Member publications are entitled to full benefits and voting privileges.

2) **Electronic Publication** membership dues are assessed based on the maximum dues described for traditional publications. Member publications are entitled to full benefits and voting privileges.

3) **Affiliate** membership shall entitle holders to all privileges enjoyed by Publication members except certain privileges as specified by the Board.

4) **Corporate** membership shall entitle holders to all privileges enjoyed by Publication members except those of holding office, and other privileges as specified by the Board.

5) **Student** membership shall entitle holders to all privileges enjoyed by Publication members except those of holding office, and other privileges as specified by the Board.

6) **International** membership shall entitle holders to all privileges enjoyed by Publication members except those of holding office, and other privileges as specified by the Board. Annual dues will include a surcharge for additional mailing and shipping costs.

7) These dues and requirements will be subject to revision by a total vote of the Board of Directors.

C. Membership in any specific category is at the sole discretion of a committee of the Board.

D. The AHP Newsgroup is a benefit of membership and provides members with timely information about

AHP activities and newsworthy items to the list of AHP member email addresses. Submissions must contain information about an AHP member. A non-member may submit the message on behalf of an AHP member. These messages and/or press releases should include information that would be of interest to the general membership. Messages should not include statements that may harm the reputation or relationship with a fellow AHP member. Solicitations are not allowed except for charitable organizations. AHP reserves the right to edit or refuse to distribute any news release submitted by a member or non-member. A Committee consisting of three members of the Executive Committee will review any questionable press release to determine if it is appropriate or inappropriate for sending out to the Newsgroup.

E. AHP reserves the right to revoke a membership if the member demonstrates conduct detrimental to the goals and purposes of the AHP. The Executive Committee will serve as the Ethics Committee as needed and refer to the Code of Ethics for any decisions. The Ethics Committee will investigate and make a preliminary recommendation for a vote by the Board of Directors. The decision of the Board is final.

Article IX - Meetings

A. The annual meeting of AHP shall be called by the Officers at a time and place designated by them and notice of the annual meeting shall be mailed by the Executive Director to all members at least one month prior to the meeting. Other special meetings may be called by the Officers and Directors at times and places designated by them.

B. In intervals between meetings, the President, or Executive Director upon direction by the President, may refer and submit by mail, telephone or other electronic communication to the members of the Board specific questions relating to the affairs or management of AHP, which in the opinion of the President requires action on the part of the Officers and/or Board of Directors. The result of such

referendum, if consented to in writing by a majority of the members voting, shall constitute the act and be binding upon AHP as if approval were taken at a duly constituted meeting.

C. Voting: The Board of Directors may refer questions to the membership for their vote by mail. Unless otherwise specifically provided for in these Bylaws, a majority vote of those voting shall be binding on AHP.

D. Quorum: The affirmative vote of a majority of the members present at a duly called meeting shall be necessary to transact business. If a referendum is held by other means of communication as provided for in Section B, members shall have ten (10) days to respond. Those failing to respond shall be considered an affirmative vote.

E. All meetings of the Officers and Board of Directors shall be open to any member wishing to attend although there is no mandatory notification of such meetings to the general membership other than the annual meeting. The Board at its option may adjourn to Executive session that shall not be open to the general membership. Only Officers and Board members may vote at meetings other than the annual meeting. It is the intent of these Bylaws to ensure that each member is a vital and fully vested participant in all AHP activities.

Article X - Amendment

Repeal or alteration of these Bylaws may be made either in full or in part by vote of two-thirds of the members present at the annual meeting, provided written notice of the proposed revisions has been given at least 30 days prior to such meeting.

Article XI - Parliamentary Procedure

Parliamentary procedure shall be as outlined by Roberts Rules of Order in all cases in which they are applicable, but failure to follow parliamentary procedure shall not invalidate any action of the organization.