



**AMERICAN HORSE  
PUBLICATIONS**®

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**PROMOTING EXCELLENCE IN EQUINE MEDIA**

## **BYLAWS AMENDMENT**

(Revised and Approved May 18, 2024)  
Founded 1970

Incorporated under the laws of the State of Kentucky

### **Article I – Name**

The name of this organization shall be AMERICAN HORSE PUBLICATIONS, INC., referred to as AHP or the “Organization” 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 among members;
- B.** To conduct educational meetings, workshops and conferences on subjects of interest to members;
- C.** To promote better understanding and cooperation between all facets of the equine media industry;
- D.** To foster and preserve the traditions pertaining to the horse which, in the opinion of the organization, are consistent with advancing the equine media industry;
- E.** To encourage and support all activities which will increase interest or bring about improvement in all things relating to the equine media industry;
- F.** To provide its members with information and knowledge to help guide them in improving the quality of their media;
- G.** To carry on any other business deemed by the Board of Directors to further the purposes of AHP.

### **Article III - Membership**

**A.** Memberships in AHP are offered in two general areas, equine media and related support and interests. For membership purposes, equine media is defined as print, digital or online publications and associated media with equine-related editorial content. Excluded from media 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. Platforms that are exclusively social media are excluded.

Related support and interests categories may include individuals who provide professional services to the equine industry; businesses, organizations, associations (both for-profit and non-profit), colleges and universities that have an interest in the equine media industry; and high school and undergraduate college students under the age of 25 who seek a career in equine media.

**B.** Fees, dues, specific membership categories, criteria for membership, and membership benefits and privileges shall be established and defined by the Board of Directors and reviewed and revised annually, or as necessary to reflect the changing needs of the AHP membership. Current membership information shall be posted on the AHP

website. Membership dues shall become due and payable on January 1 and membership shall run through the following December 31 unless a different schedule is established by the Board of Directors. Unless otherwise specified, membership in AHP shall entitle holders to the rights and privileges established by the Board of Directors.

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

**D.** Notwithstanding any other provision of these Bylaws, AHP reserves the right to revoke membership or refuse to accept a membership application if the member or applicant demonstrates conduct detrimental to the goals and purposes of the AHP. The Executive Committee will serve as the Ethics Committee and make a preliminary recommendation for a vote by the Board of Directors. The decision of the Board is final.

**E.** To recognize and value the diversity of its membership, AHP maintains a policy of neutrality on disputes between members.

#### **Article IV - Board of Directors**

**A.** Governance of AHP shall vest in a Board of Directors comprised of duly elected members, an Advisory Director, and a Presidential Advisor. The Board of Directors shall consist of 10-12 AHP members, all of whom shall be members in good standing from the time of nomination through the conclusion of his/her term of service. Student members are ineligible to serve on the Board of Directors.

**B.** The Board of Directors may establish policies and procedures of AHP that promote the interests of the organization and its members, provided that those policies shall not be in conflict with the Bylaws. These policies and procedures shall be published in a timely manner on the AHP website. The Board of Directors will work with the Executive Committee in setting policy on AHP matters arising between meetings.

**C.** It shall be the duty of the Board of Directors to assist the President with governing the Organization, serve in a leadership role in sustaining the growth of membership and services, and attend two board meetings per year during their term. The Board of Directors shall have the discretion to conduct meetings in-person or remotely.

**D.** The makeup of the Board of Directors shall, as much as practical, reflect the makeup of the general membership with respect to content providers and content users and may include one or more Business members but no more than would cause the makeup of the Board of Directors to consist of a majority of Business members.

**E.** No more than two representatives from a publishing company, business, organization or association may serve as a Director except when a current director changes status or position within their elected term or when appointed to fill a vacancy.

**F.** For purposes of allocating seats on the Board of Directors, a Director shall retain the status he or she had at the time of election throughout his/her tenure on the Board.

**G.** A lapse in membership shall constitute disqualification from service on the Board of Directors. A change in membership classification (status) shall not disqualify a Director.

**H.** In case of any vacancy on the Board of Directors other than President by death, resignation, disqualification or other cause, the President, with the advice and consent of the Executive Committee, shall as soon as practical appoint a qualified Interim Director to serve until the next general election at an annual meeting of members. Vacancy of the President will be filled by an Interim Executive Committee member selected and approved by a majority vote of the remaining Executive Committee members.

**I.** Any member of the Board of Directors may be removed from office for cause by a majority vote of the remaining members of the Board.

**J.** Directors currently not serving a term shall be elected for a period of one-year, two-years, or three-years. Serving a one-year or two-year term does not count as a Director's first three-year term. After serving their first three-year term, Directors may be re-elected for an additional three-year term. After serving for three (3) years on the board, a Director is eligible to serve on the Executive Committee. After six (6) years of consecutive service, if the Director is not serving on the Executive Committee, the Director must step down for one year before he/she is eligible for nomination to the Board of Directors.

**K.** The duly elected Board of Directors shall immediately conduct a brief meeting during the annual conference to select the Directors who will serve as Officers and Executive Committee members.

L. Once selected to the Executive Committee by the Board of Directors, a Director is eligible to be selected by the Board of Directors for a subsequent two-year term on the Executive Committee. In the event, the Director is not selected or elects not to serve on the Executive Committee, he/she shall complete his/her term as a Director.

#### **Article V – Officers**

A. Officers of the AHP shall include President, Vice-President, Secretary and Treasurer.

B. The President shall be the chief executive officer of the Organization and shall preside at all meetings of the Board of Directors and at all meetings of the members. Subject to the approval, direction or authorization of the Board of Directors, he or she shall see that the Bylaws, rules and regulations of the Organization are enforced, shall have general charge and care of the business and property of the Organization, and shall perform all acts which are incident to the office of President or that may be prescribed from time to time by the Board of Directors. Certain duties of the President, as may be appropriate, may be delegated to the Association Management company.(AMC)

The elected President will appoint either the immediate past president or a past president to serve as the Presidential Advisor on the Executive Committee for a one-year term or two-year term whichever the current President is serving. The Presidential Advisor shall serve as a voting Executive Committee member without nomination or election.

The President with advice and consent of the Executive Committee will appoint one past president of AHP as an Advisory Director to serve in an advisory capacity to the Board of Directors with full benefits of a Director for a term of two years. An Advisory Director may be reappointed. An Advisory Director will serve on the Executive Committee with full voting rights.

The President shall also have the authority to appoint all committees other than the Executive Committee, such appointments shall be subject to the approval of the Board of Directors. The President shall prescribe the duties and powers of all such committees and shall be an ex-officio member thereof. No standing or ad hoc committee shall represent the Association in advocacy of or in opposition to any project, legislation or plan without the specific confirmation of the Board of Directors or such confirmation as may be clearly inherent under the general powers delegated to that committee.

The President shall hold office for a period of two years. At the end of his/her two-year term, the President may be selected for a subsequent two-year term. At the completion of four years of service as President, he/she may be appointed as a Presidential Advisor or Advisory Director. Nominees for the office of President must have served on the Executive Committee for a minimum of two (2) years.

C. The Vice-President shall, in the absence of the President, be vested with the powers and perform the duties of the President and shall perform such other duties as may be prescribed to him or her by the President or by the Board of Directors.

D. The Secretary shall provide all required notices of meetings of the Board, maintain accurate records of the business transacted at all in person meetings of the Board of Directors, and communicate with the Association Management company. Certain duties of the Secretary may be delegated to the AHP Executive Director appointed by Association Management company on approval of the President or Board of Directors.

E. The President and Board of Directors will delegate the following responsibilities of the Treasurer to the Association Management company. The AMC shall maintain accurate accounts of receipts and disbursements belonging to the Organization; deposit all monies or valuable effects in the name and to the credit of the Organization in such depositories as may be designated by the Board of Directors; provide to the President and Board of Directors at in-person meetings, or whenever requested, an account of the financial condition of the Organization; and perform such other duties assigned to by the President or by the Board of Directors. The Treasurer shall be responsible for approving, signing and sending all checks on behalf of the Organization as well as other duties assigned to him/her by the President or by the Board of Directors.

F. Officers including the President shall hold office for a period of two years. At the end of his/her initial two-year term, an officer may be selected for subsequent two-year terms as an officer or Executive Committee member.

#### **Article VI - Executive Committee**

A. The Executive Committee shall consist of all Officers selected by the Board of Directors, the Presidential Advisor, and the Advisory Director.

**B.** No more than one representative from a publishing company, business, organization or association may serve on the Executive Committee at one time except when a current director changes status or position within their elected term or when appointed to fill a vacancy.

**C.** The Executive Committee will serve as the Ethics Committee as needed.

**D.** The Executive Committee is empowered to carry out or delegate the activities of AHP to the Executive Director, appointed by the Association Management company.

**E.** If no one is eligible to serve on the Executive Committee, the Board of Directors has the authority to fill the vacancy with a Director who is otherwise qualified.

#### **Article VII – AHP Executive Director and Association Management company**

**A.** AHP may engage an Association Management company to provide services to the Organization. The scope of work will be an addendum to the agreement between AHP and the Association Management company.

**B.** The Association Management company may appoint the AHP Executive Director with approval of the Executive Committee. The AHP Executive Director shall conduct the AHP office and daily operations of the organization, solicit memberships and carry out the instructions of the Officers and Board of Directors in furtherance of AHP's aims and activities.

**C.** If assigned, the Association Management company shall keep minutes of all AHP general and board meetings, shall record all votes taken and shall be responsible for general correspondence. AMC shall receive and have charge of organizational funds, under the direction of the President; shall present a semi-annual financial report to the Executive Committee and Directors and cooperate with the President in making an annual financial report to the membership. In cooperation with the President, AMC 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 Treasurer or a Board appointed representative in a short term emergency.

**D.** The Association Management company will receive compensation for their services, the amount of which shall be determined by the Board of Directors.

#### **Article VIII – Nomination and Election**

**A.** The Nominating Committee shall select a slate of candidates that represent the best interests of AHP and the membership, although no specific number of positions on the Board of Directors shall be allocated to any membership classification.

**B.** The Nominating Committee will consist of two past presidents not currently serving on the board, two general members in good standing of the AHP, and the current Advisory Director, who will serve as Nominating Committee Chairman. The Nominating Committee members will be selected by the Nominating Committee Chairman.

**C.** The Nominating Committee shall prepare a single slate for the Board of Directors that will be presented for election at the annual general membership meeting. The Board of Directors shall be elected by simple majority of the general membership present at the annual meeting. Nominations are made by the Nominating Committee and/or by members from the floor.

**D.** The Nominating Committee shall also prepare its recommendations for the Directors who will serve as Officers and Executive Committee members who will be selected by the newly elected Board of Directors.

#### **Article IX- Meetings**

**A.** The annual meeting of AHP shall be called by the Executive Committee at a time and place designated by them and notice of the annual meeting shall be sent by the Executive Director to all members at least one month prior to the meeting. Other special meetings may be called by the Executive Committee and Directors at times and places designated by them. Electronic communication, including email, shall be the preferred method of communication with the AHP membership and shall satisfy all notice requirements of the Bylaws.

**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 Executive Committee and/or Board of Directors. The result of such referendum, if approved by a majority of the Directors and Executive Committee voting by any stated deadline, 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. Votes may be submitted to AHP either electronically or by paper ballot. Electronic votes must be received by AHP and paper ballots postmarked no later than any stated deadline. 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 voting at a duly called meeting shall be necessary to transact business. If a question is submitted to the membership other than at a duly called meeting as provided for in Section C, members shall have ten (10) days to respond.

**E.** All meetings of the 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 a closed Executive session to discuss employment issues and financial matters that shall not be open to the general membership. Only 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 voting at the annual meeting, provided written notice of the proposed revisions has been sent at least 30 days prior to such meeting. Electronic communications sent to an email address provided by a member shall constitute adequate written notice of proposed alterations of these Bylaws unless a member has made a timely request that notification be sent by mail. Such request shall be in writing and shall be received by AHP no later than 30 days prior to any stated deadline for notification to the membership.

#### **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.

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[www.americanhorsepubs.org](http://www.americanhorsepubs.org)