

By-Laws  
Of  
**OREGON HIGH SCHOOL EQUESTRIAN TEAMS, INC.**  
**An Oregon Non-Profit Organization**

**PREAMBLE**

This Constitution is established to facilitate interscholastic competition, promote a sound program of educational enrichment value and encourage a cooperative, democratic process of fair and good horsemanship with a youth focus.

**ARTICLE I – NAME**

The name of this organization shall be the “Oregon High School Equestrian Teams, Inc.,” hereinafter referred to as “OHSET.”

**ARTICLE II – PURPOSE**

The purpose of this organization, as a public benefit corporation, is to promote continuous growth in programs fostering horsemanship education, sponsor activities to encourage interscholastic participation and to have cooperative adult supervised leadership for all students in grades 9 through 12 who desire to participate, regardless of race, creed or national origin and meet the association rules, constitution and bylaws. This organization is organized exclusively for educational purposes within the meaning of 501c3 of the Internal Revenue Code.

**ARTICLE III – GOALS**

1. Through association leadership and coaching, it is OHSET’s goal that OHSET athletes derive benefit as a result of participating in horsemanship education programs and interscholastic competition.
2. OHSET and its representatives will provide situations where each equestrian team member can be exposed to cooperative working experiences that lead to common group goals.
3. OHSET and its representatives will encourage and promote each OHSET athlete by providing opportunities to experience good leadership, fair play, good horsemanship, honesty, character, pride, and good sportsmanship at all times.
4. OHSET and its representatives will provide, conduct and host equestrian interscholastic programs and events with discipline-appropriate instructions, coaching methods, rules, judging,

and condition guidelines to insure the health, safety and welfare of each participant and equine.

5. OHSET will maintain fundamental principles, including but not limited to the following:
  - a. Qualification for moving on to the state level competition shall be based on an athlete and/or team's participation in a minimum number of competitions, with each athlete's and/or team's points accumulated to determine their eligibility in that class.
  - b. Judging, is discipline appropriate, standardized, and based on the athlete's horsemanship skill and/or time, as applicable. Each athlete and/or team shall be judged one at a time, on his/her/their own merit, performing the identified element(s), for each class in the competition.
  - c. Student participation eligibility will be determined utilizing the OSAA guidelines for varsity sports, combined with the high school's criteria for participation in OSAA varsity sports; exceptions require OHSET State Board approval.

#### **ARTICLE IV – MEMBERSHIP**

OHSET membership consists of:

- Registered athletes of each registered high school team,
- Advisor(s)/coach(es) of each high school team,
- Volunteers active at the Team, District and State level.

Section A. Athlete Membership: Students in grades 9 through 12 are eligible for membership in OHSET.

Section B. Adult Membership: Adult advisors, coaches and their assistants and any adult administrator or volunteer who is serving in any capacity. Coaches and/or advisors need only to submit team registration to District Secretary or State Registrar by the registration deadline.

Section C. Team Registration: All high schools with an OHSET team must have written confirmation utilizing the current OHSET registration form bearing the signature of a high school administrator, of (a) such high school's participation in OHSET as an OHSET team, or (b) the use of such high school's name for an OHSET team.

Section D. New Teams: Teams may apply in writing, utilizing the current OHSET registration form bearing the signature of a high school administrator, for membership in OHSET by fax,

email, or letter. Such application must be addressed to the OHSET District Secretary or designated District Registrar for approval, and then forwarded by such secretary or registrar to the State Board Secretary or designated State Registrar.

Section E. Voluntary Withdrawal: Any individual or team may voluntarily withdraw from membership in OHSET at any time and for any reason, preferably in writing.

Section F. Reinstatement Following Voluntary Withdrawal: Any individual or team that wishes to be reinstated following voluntary withdrawal may be reinstated in accordance with the same procedures governing the admittance of new members or teams.

Section G. Involuntary Removal: A team or individual may be removed involuntarily from OHSET for violating OHSET's Code of Conduct, involuntary removal requires a two thirds (2/3) majority vote of the State Board of Directors.

Section H. Reinstatement Following Involuntary Removal: Individuals or teams may be reinstated following submission of a written letter of request to the State Board of Directors and a two thirds (2/3) majority vote of the State Board of Directors.

## **ARTICLE V – STATE BOARD OF DIRECTORS**

Section A. Leadership: The leadership and governance of OHSET is vested in its State Board of Directors ("State Board").

1. Eligibility. Any other administrative person who serves OHSET in any capacity and is endorsed by State Board membership is eligible for membership on the State Board.
2. Voting Members. Only one (1) adult voting member from a school may serve on the State Board at any time.
3. The State Board shall consist of the following:

Non Voting Officers – may vote if representing their district; chair or acting chair may vote in the case of a tie vote.

- Chair
- Secretary
- Vice Chair
- Treasurer

Non Voting Committee Chairs - may vote if representing their district; chair or acting chair may vote in the case of a tie vote.

- Judges' Chair
- Rules Chair
- Co-op Chair
- Others as Appointed

Voting Committee Members – representatives from each District

- Chairs/Vice Chair/Adult Representatives
- Athletes
- See Table Article VI

Section B. Purpose: The purpose of the OHSET State Board is to support and promote the mission and goals of the OHSET program.

Section C. Duties: The State Board shall have general supervision and control of all of OHSET's business and activities, in accordance with the general policies of OHSET and shall communicate its actions and plans to all OHSET members. The State Board is authorized to expend OHSET funds and to authorize activities of the various OHSET Districts and Committees.

Other duties of the State Board include:

1. Establishing and conducting the OHSET State Competition and other post-district meet events;
2. Advising OHSET Districts in establishing and conducting District Competitions and programs;
3. Establishing criteria for, conducting training of, and certifying OHSET judges;
4. Informing and communicating with members and representatives about OHSET activities and opportunities;
5. Recognizing OHSET athletes and representatives;
6. Assuring OHSET offers its program and materials equally to all adult volunteers and appropriately aged youth in the State of Oregon;
7. Establishing and publishing rules for all levels of OHSET competition;
8. Amending OHSET's Bylaws as necessary to carry out the provisions of its Articles of Incorporation;
9. Establishing and revising OHSET Districts and their boundaries.

Section D. Terms of Office:

1. Unless terminated as provided herein, the term of office for each District Chair, Youth District Representative and the Adult District Representative(s) on the State Board shall be one (1) year.

2. Each District Representative's term on the State Board begins at the June State Board meeting. Unless terminated as provided herein, the term of office for each State Board member concludes at the start of the following year's June meeting.

Section E. Termination:

1. For Cause: Any member of the State Board may be terminated for cause, including:
  - a. Absence from two (2) consecutive, regularly scheduled, meetings, unless excused by the State Chair;
  - b. Violations of the OHSET Bylaws, Rules, and/or Code of Conduct;
  - c. Misappropriation of OHSET funds;
  - d. Any crime "on people," or other crime deemed unbecoming of OHSET by the State Board;
2. Procedure for termination with cause:
  - a. There must be a two-thirds (2/3) majority vote of the State Board in order to terminate a board member for cause;
  - b. Following a successful vote to terminate, a written letter will be delivered to the affected board member;
  - c. Terminated board members may apply to return to the State Board after the current season and two (2) additional completed seasons;
  - d. Terminated board members must also relinquish all District Board responsibilities;
3. Resignation: Any member of the State Board may resign upon written notice to the State Chair by mail or email.
4. Vacancy:
  - a. If a vacancy occurs within the District Representatives of the State Board, the home District of the vacated member will elect a replacement to fill such vacancy. The newly elected member will serve the remainder of the vacated member's term.
  - b. If the vacancy is an officer or committee chair, they will be replaced as set forth in these Bylaws, in the section regarding "Board Of Director, Officer Duties."

**ARTICLE VI – VOTING**

Section A: State Board: The voting membership of the State Board consists of:

1. The District Chair from each District
2. One (1) Youth Representative from each District
3. One additional adult District Representative (if applicable-see #5 below)
4. All of the above to be elected by the District prior to the June State Board meeting.
- 5.

<b>Number of Districts</b>	1-5	6-9	10 or More
<b>Number of Adult Representatives</b>	District Chair + 2 additional adult representatives	District Chair +1 additional adult representative	District Chair and NO additional adult representative

Section B: District Board: The voting membership of each District Board consists of:

1. One (1) coach/advisor or adult representative from each team within such district;
2. One (1) youth representative from each team within such District.

Section C: Process:

1. Effect of Withdrawal: At the State or District Level: Unless and until reinstated as provided herein, any individual or team voluntarily withdrawing from OHSET shall not be eligible to vote regarding any OHSET business immediately upon notification of such individual or team's withdrawal has been reported to the OHSET District Board of Directors or Chair.
2. A voting member shall cast one vote at the State Board or District Board level. One vote per member. Proxy voting is not allowed.
3. Voting at the team meetings will be at the discretion of the applicable team.
4. Unless otherwise provided herein, all official decisions, proposals and rule changes shall be by a simple majority of the voting members present at the meeting where such members cast their votes and a quorum exists.
5. A quorum shall be a minimum of one-third (1/3) of the total voting members of the board at any properly called meeting.

6. A voting member unable to attend a meeting must notify the Chair, Vice-Chair or Recording Secretary prior to the beginning of the meeting, who will take their place as a voting representative. If that voting member is not able to make the proper notification, then that voting member's team advisor (for District Meetings) or District Chair (for State Meetings) may name the replacement voting member for that meeting.
7. Delegation of votes shall be restricted to members identified at the beginning of the meeting representing their team or district and logged into the meeting minutes.

## **ARTICLE VII – MEETINGS**

Section A. Annual Meeting: The annual State Board meeting will be held between December 1<sup>st</sup> and February 1<sup>st</sup>, with at least a thirty (30) day notice through the following communication methods:

1. Email to District Chairs and Vice Chairs
2. Posted on the Public OHSET Website

Section B. Special Meetings: Special meetings of any board, District or State, may be called at any time upon written request as follows:

1. By at least three (3) voting members of such board if:
  - a. The members requesting a District special meeting are from three (3) different teams within such District, and
  - b. The members requesting a State Special meeting are from three (3) different Districts.
2. Twenty five percent (25%) of the documented general membership (of district for district meeting or State for State Meeting) may call a special meeting of the District or the State Board of Directors by notifying any board member.
3. A special meeting may be called of the District or the State Board of Directors by notifying the appropriate Chair or Vice Chair a minimum of 15 days prior to the meeting unless there is an extreme emergency.

- a. This notification shall be made by email with a request of an RSVP response. If no response within 48 hours,
- b. A certified letter must be sent to the address on file with the appropriate Board.

Section C. Board Meetings: State Board and District Board meetings may be called by their applicable Chair at any time and at such location as designated by the Board of Directors.

1. Each Board shall meet as such Board determines is necessary and appropriate.
2. All State Board and District Board meetings are open to all OHSET members.
3. Members should have at least three days' notice prior to such meetings.

Section D. Alternate Venue:

1. Any OHSET meeting (State/District Board meeting, Team meeting, Special meeting, Annual General meeting, Committee meeting, Training meetings, etc.) may be held electronically via phone or video conferencing.
2. All requirements for meetings, quorums, voting, decision making, delegation of votes and meeting notifications listed in Article VI Voting and Article VII Meetings also apply to Electronic Meetings.
3. Electronic Meetings may not be held through a time-delayed medium, such as email.
4. Meetings held by telephone or video conference are a fully valid meeting, with the same legal effect as a meeting held in person.
5. Minutes of telephone or video conference meetings should be taken and retained in the same manner as minutes of in person meetings. Minutes should reflect all actions taken by the board or membership during a meeting.

Section E. Committee Meetings: The Chair of each committee or the State Chair will call for committee meetings whenever and as often as such Chair deems necessary to execute the responsibilities of such committee. A progress report of each meeting shall be submitted to the applicable District Board and/or State Board at their next scheduled meeting.



**ARTICLE VIII – OFFICERS**

OHSET’s corporate officers shall be:

- Chair
- Secretary
- Vice Chair
- Treasurer

1. The term of all officers is one year and all may be re-elected without limit.
2. The State Board will elect its Chair and Vice Chair and confirm Chair appointments for Secretary and Treasurer, all of whom must be selected from the Board or any administrative person that serves in any capacity and is endorsed by State Board membership.
3. The State Chair may appoint committees as necessary.
4. The Chair and Vice Chair shall be elected by the voting members of the State Board present at the June State Board meeting.
5. The officers of the State Board shall assume their duties for the upcoming term immediately upon conclusion of the June State Board meeting. Exception: Officers of the current year season who are involved in, or have responsibilities in, any regional or national competitions of the same season, will continue in their position until the completion of such competition.

Section A. State Chair: The State Chair is elected by the State Board and shall prepare the agenda for and preside at all meetings of the State Board and act as the Chief Executive Officer of OHSET.

1. The Chair shall vote only in the case of a tie.
2. The Chair shall be a member ex-officio of all regular and special committees and shall appoint Chairs of committees as needed,
3. They may also appoint additional non-voting Board members who perform delegated duties such as registrar, points, scholarship, etc.,
4. And shall perform all other duties as usually pertain to the office.

Section B. State Vice-Chair: The Vice Chair is elected by the State Board and shall assist the Chair in the performance of his/her duties, including preparing the agenda for and presiding at meetings in the Chair’s absence or at the Chair’s request.

1. The Vice-Chair is a non-voting member of the State Board *except* when they are acting as the Chair in the case of a tie, or if he/she is simultaneously serving as a District Chair or District Representative.

2. The Vice Chair assumes temporary responsibilities of any vacated officer's post until the vacated post is filled and performs all other duties as usually pertain to the office.

Section C. State Secretary: The Secretary is appointed by the Chair and approved by the Board. The Secretary is a non-voting member of the State Board, although he/she is eligible to vote if he/she is simultaneously serving as a District Chair or Representative. Secretary duties may be split and partially delegated by the state chair. Secretary duties include:

1. Create and keep record of all the meetings of the members and State Board and distribute meeting minutes via email to all State Board members;
2. Have the custody of OHSET State Board meeting minutes;
3. Maintain a current list of all OHSET schools and total number of athletes at each and distribute annually to the State Board;
4. Maintain an accurate record of OHSET State Champions and other pertinent information for OHSET;
5. Perform all other duties as usually pertain to this office;

Section D. State Treasurer: The State Treasurer is appointed by the Chair and approved by the Board. The Treasurer is a non-voting member of the State Board, although he/she is eligible to vote if he/she is simultaneously serving as a District Representative.

1. The Treasurer shall have charge of all funds of OHSET and shall place the same in such bank or banks as may be approved by the State Board. Treasurer is not a signor on any OHSET bank account. Money shall only be withdrawn by the State Chair or second delegated signatory (usually the Vice Chair), and for the payment of only such debts previously budgeted or as approved by the State Board.
2. The Treasurer shall receive all contributions and keep an accurate accounting of all OHSET assets, liabilities, income and disbursements and render a detailed report at any meeting of the State Board, when requested, and an annual report to the members of OHSET at its annual meeting.
3. The Treasurer shall submit bi-annual financial statements to the State Board.
4. The Treasurer shall arrange for an independent financial review of OHSET financial records, such review shall be completed before installment of new State officers or appointment of a new Treasurer.
5. The Treasurer shall facilitate the filing of OHSET's annual tax return.

- Section E. District Officers: At a minimum, each District Board shall consist of a Chair, Vice Chair, Secretary, Treasurer, a Youth Representative, an Adult Representative from participating schools.
1. The District Chair, Vice Chair, Adult and Youth representatives are elected by the district.
  2. The Secretary and Treasurer are appointed by the District Chair and approved by the District Board.
  3. The District Chair, Youth Representative and Adult Representative(s) shall be ready to report as the voting District Representatives to the June State Board meeting.
  4. District Officer positions, cannot be held by more than one person in the same immediate family.

Section F. Executive Administrator/Director: An Executive Administrator/Director may or may not be utilized by the State Board. If utilized, the Executive must be contracted.

The Executive duties must be passed by a two-third (2/3) majority vote of the State Board and will be specifically outlined by a Board approved Standard Operating Guideline and a detailed contract with the Executive.

#### **ARTICLE IX – STANDING COMMITTEE CHAIRS**

- Section A: Judges' Chair: The Judges' Chair will be appointed by the State Chair.
1. The duties shall include developing all Standard Operating Guidelines and procedures related to judges of OHSET competitions.
  2. Judge's Chair shall facilitate a judges' committee as the need arises, including pattern development.
  3. Judges' Chair shall facilitate annual OHSET judges' training
  4. All Standard Operating Guidelines developed for this committee and chair shall be approved by the State Board.
- Section B: Rules Chair: The Rules Chair will be appointed by the State Chair.
1. The Rules Chair's duties shall include facilitating rule changes, and the printing of the rule book and/or other rule documents.
  2. Rules Chair shall facilitate a rules committee as the need arises, including during the "rule change" process.
  3. All Standard Operating Guidelines developed for this committee and chair shall be approved by the State Board.

## **ARTICLE X – AMENDMENTS**

1. Proposed amendments must be submitted in writing with page number, article or section, 120 days prior to the annual meeting to the State Chair or designee,
2. To be distributed to the membership 60-days prior to the annual meeting via email or first class mail,
3. District feedback should be received by the State Chair or designee 30 days prior to the annual meeting,
4. Final draft changes must be shared with District Chairs and members at least two (2) weeks prior to the annual meeting,
5. Bylaws shall be amended upon a vote of two-thirds (2/3) of the voting members of the State Board.
6. Bylaws may only be amended at the annual State Board meeting and are effective immediately.

## **ARTICLE XI– OFFICER LIMITATION OF LIABILITY; INDEMNIFICATION AND ADVANCEMENT OF EXPENSES IN CONNECTION WITH LITIGATION**

An officer of OHSET who serves OHSET without compensation for personal services as an officer shall be considered a “qualified director” within the meaning of that term as used in these Bylaws. An uncompensated officer of OHSET shall be entitled to indemnification and advancement of litigation-related expenses to the same extent as a qualified Director. An officer of OHSET who receives compensation for personal services to the Corporation shall receive such indemnity, limitation of liability, and advancement for suit related expenses as shall be consistent with the laws of the State of Oregon, these Bylaws, and the extent the State Board, in its sole discretion, determines such limitation on liability, indemnification, advancement of expenses, or any combination thereof, to be reasonable.

## **ARTICLE XII – AUTHORITY TO INDEMNIFY DIRECTORS; ADVANCEMENT OF EXPENSES FOR DIRECTORS**

If any State Board member of OHSET is made a party to a proceeding because that individual is or was a director, OHSET shall indemnify that individual against liability or damages to the full extent provided by ORS 65.391, 65.394, and 65.404, as amended. It shall be proper for OHSET to pay for or reimburse reasonable expenses incurred by any State Board member who is a party to a proceeding, in advance of final disposition in that proceeding, if the State Board so authorizes and the State Board member complies with the provisions of ORS 65.398, as amended.

## **ARTICLE XIII – LIABILITY OF QUALIFIED DIRECTORS**

Civil liability of a qualified Director of OHSET for the negligent performance of duties shall be limited to acts of gross negligence, intentional acts, or both and shall also be limited by any limitation on monetary damages set forth in the Articles of Incorporation. The term “qualified Director,” as used in

these Bylaws, means a person who serves as a Director without compensation for personal services as director. An otherwise qualified Director shall not be considered to be compensated if the Director receives payments only for actual expenses incurred in attending meetings or performing Director's duties or receives a stipend which is paid only to compensate the Director for average expenses incurred over the course of a year.

#### **ARTICLE XIV – INDEMNIFICATION OF EMPLOYEES AND AGENTS**

In its sole discretion, by general or specific action, the State Board may indemnify and advance expenses to any employee or agent of OHSET to the extent allowed by applicable law.

#### **ARTICLE XV – GENERAL STANDARDS FOR DIRECTOR CONDUCT**

Directors shall discharge their duties as a member of any committee: (a) in good faith; (b) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and (c) in a manner the Director reasonably believes to be in the best interest of OHSET. In discharging the duties of a Director, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of OHSET whom the Director reasonably believes to be reliable and competent in the matters presented: (2) legal counsel, public accountants, or other persons as to matters the Director reasonable believes are within the person's professional or expert competence; and (3) a committee of which the director is not a member as to matters with its jurisdiction, if the Director reasonably believes the committee merits confidence. A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted unwarranted. A Director is not liable to OHSET, any member, or any other person for any action taken or not taken as a Director, if the Director acted in compliance with this section. In addition, even if so liable, the Director's liability for monetary damages shall be limited as stated in the Articles of Incorporation. A Director shall not be deemed to be a trustee with respect to OHSET or with respect to any property held or administered by OHSET including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

#### **ARTICLE XVI – ASSETS DEDICATED TO AN EXEMPT PURPOSE**

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the organization shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on:

1. By an organization exempt from federal income tax user section 501c3 of the Internal Revenue Code, or the corresponding section of any future federal code, or
2. By an organization, contributions to which are deductible under section 170c2 of the Internal Revenue Code or the corresponding section of any future federal tax code.

#### **ARTICLE XVII – DISTRIBUTION OF ASSETS**

All funds obtained by OHSET shall be expended at the discretion of the State Board for the benefit of the existing and future Oregon High School Equestrian Teams. No funds will be expended for the personal gain of any inure to the benefit of, or be distributable to its members, directors, officers, or other private person, except that OHSET shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

In the event of OHSET’s dissolution, all funds not specifically earmarked for approved expenditure will be given to the Oregon Equestrian Special Olympics, if no operating Oregon organization exists, funds would then go to the National Equestrian Special Olympics organization. However, if neither of these recipients is in existence or is no longer a qualified recipient, or unwilling or unable to accept the distribution, then OHSET’s assets shall be distributed to a fund or foundation which is organized and operated exclusively for the purposes specified in section 501c3 of the Internal Revenue Code.

Upon OHSET’s dissolution, assets shall be distributed for one or more exempt purposes within the meaning of section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located exclusively for such purposes to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

#### **ARTICLE VIII – FISCAL POLICY**

The fiscal year for the organization will be from July 1<sup>st</sup> to June 30<sup>th</sup>. All Districts are required to file a yearly budget and a biannual financial statement with the State Board Treasurer for the periods: (1) January 1<sup>st</sup> through June 30<sup>th</sup>; and (2) July 1<sup>st</sup> through December 31<sup>st</sup>.