



# **FARRIER INDUSTRY ASSOCIATION BYLAWS**



Revised: March 30, 2021

## **CHAPTER I- GENERAL PROVISIONS**

### **Article 101- Name and Location**

**Section 1. Name.** The name of this corporation shall be “Farrier Industry Association” hereinafter referred to as the FIA. The corporation is organized under Kentucky laws as a 501 (c) 3 not-for-profit organization.

**Section 2. Location.** The registered principal place of business shall be Lexington, Kentucky, or such venue as may be determined by the Board of Directors. The corporation may also establish and maintain other offices within the State of Kentucky as the Board of Directors may determine or the businesses of the corporation may require.

**Section 3. Principles of Construction.** These Bylaws are the primary governing document of the FIA. Words in any gender shall be deemed to include the other gender, the singular shall be deemed to include the plural and vice-versa; headings, captions and underlined paragraph titles are for guidance only and do not in any way limit, amplify, or otherwise modify these Bylaws.

### **Article 102- Objectives**

**Section 1. Mission Statement.** The mission of the Farrier Industry Association is to provide companies in the hoof care industry with programs and services which will strengthen and grow their businesses.

## **CHAPTER II- MEMBERSHIP**

### **Article 201- Eligibility**

Application for new membership shall be made to the FIA Headquarters and Board of Directors. The Board of Directors reserves the right to not accept the membership of any applicant deemed ineligible as per the bylaws or whose membership they deem will not be in the best interest of the Association.

Membership is open to companies and organizations whose primary activity is the provision of products, supplies, services and/or equipment relating directly to the equine industry.

### **Article 202- Dues and Fees**

Each organization shall pay the FIA annual fees and/or dues in the amount determined by the Board of Directors. The Board of Directors will establish deadlines for payment of dues and fees.

### **Article 203-Membership Term**

A membership year is 365 days, commencing January 1 of each year and terminating December 31. Any dues paid after November 1, will be considered renewal for the

upcoming membership year. Failure to pay the annual dues by February 15 shall cause the automatic suspension of the delinquent member and of voting privileges until all dues are paid in full. Past due members shall be notified of their status and the consequences thereof on or about February 1 of the year for which they were delinquent.

#### **Article 204- Membership Categories**

Members join FIA in one of the membership classifications listed below. The membership shall consist of (a) Regular Member (b) Associate Member (c) Honorary Member (d) Sustaining Member.

REGULAR MEMBER – Regular members shall be those companies whose activity is the manufacture or sale of supplies, equipment, or other products relating to horseshoeing or hoofcare and are eligible and have applied for membership and have paid dues as prescribed in Article 202 of the Bylaws.

#### **Article 205- Membership Conduct**

Any Member may have his/her membership terminated for cause after a showing to the satisfaction of a majority of the Board of Directors present and voting that such member is guilty of conduct which would tend to bring the reputation of the Association into disrepute.

No vote to terminate the membership of any member of the Association shall take place until such time as the subject member has had an opportunity to present reasons to the Board of Directors why his/her membership should not be terminated.

The decision of the Board of Directors is totally within the Board's sound discretion and is final and non-appealable.

### **CHAPTER III- FINANCES**

1. The elected Officers are responsible for maintaining a balanced budget with the resources of the Association.
2. The President and Executive Director shall submit a proposed budget to the Board of Directors within 60 days of the beginning of the new fiscal year for Board approval. The Board of Directors, upon approval, shall authorize the Treasurer and Executive Director to make timely disbursements within the approved limits of that budget. The Board of Directors must approve expenditures that will exceed the approved budget limits.
3. Records of the funds of the Association shall be maintained and kept by the Treasurer. A statement of the financial condition of the Association shall be maintained by the Treasurer monthly and shall be present to the Board at their request.
4. The fiscal year end of the Association shall be December 31. A year-to-date statement of the financial condition of the Association shall be submitted to the Board of Directors no later than 15 days prior to the annual Association general membership meeting.
5. All accounts will be audited by the Board of Directors at least once a year or as otherwise specified.

## **CHAPTER IV- OFFICERS AND DIRECTORS**

### **Article 401- Officers**

The officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer. Officers shall be elected by the membership in accordance with the Bylaws.

### **Article 402- Board Composition**

The Board of Directors shall consist of the Officers of the Association, Immediate Past President and four additional members of the Association elected by the membership in accordance with the Bylaws.

All Board members must attend 50% of the meetings annually to remain in good standing on the Board of Directors. If a Director does not meet the 50% attendance requirement, they are subject to removal from the Board of Directors.

### **Article 403- Board of Directors Membership and Committee Representation**

All Officers and Directors must be regular members in good standing and must serve on at least one FIA Committee.

The Past-President and Ex-Officio members must be regular members in good standing and do not hold voting privileges.

Individuals are not required to be a Director on the Board of Directors to serve as a Committee member or chair.

### **Article 405- American Farrier's Association Representation**

**Section 1. Delegate to the American Farrier's Association Board of Directors.** A National Delegate may be appointed by the Board of Directors to attend, represent and act in the best interest of the Association in place of the President at meetings of the Board of Directors of the American Farriers Association. The National Delegate must be a regular member of the Association.

**Section 2. Representative from American Farrier's Association.** The President, or approved Delegate, of the American Farrier's Association shall be invited to serve on the Board of Directors. This position does not hold voting privileges.

## **CHAPTER V- POWERS AND DUTIES OF OFFICERS AND BOARD OF DIRECTORS**

### **Article 501- President**

Subject to the will of the Board, it shall be the duty of the President to preside at all meetings of the Association and of the Board of Directors, to appoint appropriate committees and to perform such functions as may be necessary to efficiently conduct the affairs of the Association. The President or his appointed delegate will attend the meeting of the American Farrier's Association Board of Directors as directed by the Board of Directors of the Farrier Industry Association.

### **Article 502-Vice President**

It shall be the duty of the Vice President to attend all meetings of the Association and of the Board of Directors. In the absence of the President, or in his inability to serve, the Vice President shall assume the duties described above.

### **Article 503-Secretary**

It shall be the duty of the Secretary to attend all meetings of the Association and the Board of Directors and to keep a record of the proceedings thereof. The Secretary is responsible for collecting reports from the officers and committee chairpersons and transmitting these reports as well as the meeting agenda to the Board of Directors at least thirty (30) days prior to any meeting.

### **Article 504-Treasurer**

It shall be the duty of the Treasurer to attend all meetings of the Association and the Board of Directors and to approve financial transaction, in coordination with the Executive Director. The Treasurer shall be provided all financial records of the Association as specified in the Bylaws.

### **Article 505-Board of Directors**

It shall be the duty of each Director to attend all meetings of the Association and the Board of Directors and acting in the best interest of the Association to participate in the management of the Association. The Board of Directors may fill any vacancies in any of the offices of the Association including vacancies on their own Board. Such appointees shall hold office for the unexpired term. The Board of Directors may, in the temporary absence of an Officer, appoint a suitable person to temporarily act as such, with all the powers conferred upon such Officer.

Removal of a member from the Board of Directors may be initiated by petition of 1/3 of the members of the general membership.

No more than one (1) individual from any one company may serve on the Board of Directors at the same time.

### **Article 506- Confidentiality**

The members of any FIA entity are required to maintain the confidentiality of entity business. Confidentiality will be maintained until it is determined by the FIA that such confidentiality is no longer required. Failure to comply with these standards may result in removal from the positions the individual holds pursuant to the policies of the FIA.

## **CHAPTER VI- TERMS OF OFFICE**

1. The President, Secretary and two (2) Directors shall be elected for a term of two (2) years by no later than December 31 of each even numbered year.
2. The Vice-President, Treasurer and two (2) Directors shall be elected for a term of two (2) years by no later than December 31 on each odd numbered year.
3. Officers and Directors shall assume duties thirty (30) days after an election.
4. Vacancies in Office shall be filled as per Chapter V, Article 505.

## **CHAPTER VII- BONDING**

All Officers and Directors deemed by the Board of Directors necessary to be bonded shall be bonded in the amount approved by the Board of Directors. The cost of the bonds shall be paid with Association funds.

## **CHAPTER VIII- MEETINGS**

### **Article 801- General Membership Meetings**

The President may call special general membership meetings as he deems necessary at any time. The Secretary shall issue such a call by notification sent to all members by regular mail at least thirty (30) days in advance of such meeting. The notification shall specify the date, time, place and purpose of such meeting.

### **Article 802- Board of Directors Meetings**

The President may call meetings of the Board of Directors as he deems necessary at any time. In addition, a meeting of the Board of Directors may be called by a majority of the Directors. Notification sent to all Directors via email at least fourteen (14) days in advance of such meeting. The notification shall specify the date, time, place and purpose of such meeting. Special Board meetings may be conducted by telephone or other electronic media provided all Directors are given at least five (5) days' notice and a quorum is assembled to conduct business. Such a meeting may also be held at any time when all Directors can be assembled and can agree to waive the five-(5) day notice.

### **Article 804- Annual Meeting of the Membership**

An annual meeting of the membership will be hold for the purpose of the election of Officers and for any other legal business.

A meeting of the membership may be called by any member eligible to vote by submitting to the President or the Board of Directors a written request for this meeting signed by two thirds (2/3) of the voting membership. The date, time and place of such a meeting to be specified in the request. The date shall be no less than thirty (30) days after delivery to the President or Board of Directors. The President or the Board of Directors shall call such a meeting at the specified date, time and place.

## **CHAPTER IX- QUORUM**

1. At the Board of Directors meetings, two-thirds (2/3) of the voting members shall constitute a quorum.
2. At any meeting of the members of the Association, a quorum for the transaction of business shall consist of not less than twenty-five percent (25%) of the members entitled to vote in person, by absentee ballot or by proxy.

## **CHAPTER X- VOTING**

### **Article 1001- Eligibility to Vote**

Only Regular Members in good standing are entitled to vote and shall have one vote. Each company or organization who is a regular member shall designate and make known to the Secretary one person from that company or organization to cast that company's or organization's one vote.

### **Article 1002- Absentee Ballots**

Absentee ballots may be used to record a vote on a specific issue under discussion. Votes by absentee ballot must be on an absentee ballot form approved by the Board of Directors and eligibility must be verified by the Secretary.

### **Article 1003- Voting by Proxy**

Voting by proxy on a proxy form approved by the Board of Directors will be allowed in any voting that may legally take place provided eligibility of the proxy is verified by the Secretary.

### **Article 1004- Ties**

The President shall refrain from voting except in the case of a tie.

## **CHAPTER XI- ELECTIONS**

### **Article 1101- Nominating Committee**

The President shall appoint a Chairman of the Nominations and Election Committee, such appointment to be approved by the Board of Directors.

The Chairman of the Nominations and Election Committee shall choose the other members of this committee from the regular membership.

### **Article 1102- Eligibility to Serve**

To be eligible to serve as a member of the Nominating Committee, an individual must be a Regular Member of FIA and may not be seeking a position that requires Nominating Committee selection.

Any Officer or Director wishing to run for office other than re-election must first resign their present position to enter their name into nomination for election.

### **Article 1103- Nominations**

The Nominations and Election Committee shall present a slate of candidates for election, as well as other duly nominated candidates, in writing, to the voting membership prior to the election.

A candidate shall be deemed to be duly nominated when his/her name has been submitted by a voting member and seconded by another voting member to the Nominations and Election committee either in person or in writing.

Nominations for any office must be made prior to the meeting at which elections for that office will be held.

### **Article 1104- Elections**

Elections will be held at the annual meeting.

## **CHAPTER XII- AMENDMENTS**

### **Article 1201- Bylaw Amendments**

Amendments may be proposed only by members eligible to vote as specified in the Bylaws. Amendments must be submitted in writing to either the President or the Board of Directors who must cause them to be presented for discussion at the special or regular meeting of the Board of Directors in progress, or if there is no meeting in progress, at the next special or regular meeting of the Board of Directors.

A two-thirds (2/3) majority of the Board of Directors eligible to vote shall be required to amend the Bylaws.

## **CHAPTER XIII-STANDARDS OF CONDUCT**

Being a member of the Association is a singular honor. All members shall subscribe to a code of conduct in their relationships with each other, the horseshoer, the horseman and others associated with the farrier industry.

By accepting membership, the member agrees to perform service to the highest standard of honor and dignity and to adhere to the Association's Code of Ethics. This Code is the foundation of the Farrier Industry Association and is as follows:

- (1) Members shall not compromise their personal and professional ethics in any way that will be detrimental to the health of the industry.
- (2) Members shall work continually to improve the quality of service and products they make available to the public and fellow members.
- (3) Members shall observe and respect all civil laws and shall uphold the honor and dignity of the industry by striving to conduct an honest and competent business.
- (4) Members shall participate in activities and organizations which promote the growth and health of the industry.

All those involved in the Farrier Industry may expect adherence to this Code of Ethics from any member of the Farrier Industry Association. Members who fail to perform to these standards may be disciplined by the Farrier Industry Association.