

BY LAWS
ZONE 7 NORTHEAST CONNECTION
Originally approved 1/20/92

(As revised and approved: 5/31/11)

ARTICLE I. NAME, PURPOSE, LOCATION, AND CORPORATE SEAL

Section 1. Name

This corporation shall be called the zone 7 Northeast Connection, Inc. and shall, at all times, be operated and conducted as a non-profit corporation in accordance with the laws of the State of New Hampshire providing for such corporations and by which it shall acquire all such rights as granted to corporations of this kind. The official abbreviation shall be ZSNC.

Section 2. Purpose and Objective

The purpose and objectives of this group shall be:

- A. To stimulate zone-wide activity towards the promotion of horses registered in the APHA;
- B. To encourage regional club and APHA membership;
- C. To plan, promote, and operate a Zone O Rama.

Section 3. Place of Business

The principle place of business shall be the State of New Hampshire, but its members and officers shall be residents of any of the states within Zone 7, this is the states of Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Virginia, Vermont, West Virginia, and the District of Columbia. The business may be carried out at any place convenient to such members and officials, as may be participating.

The corporation will continuously maintain within the State of New Hampshire a registered office and agent in compliance with the Non-Profit Corporation Act, which agent and office shall be designated by a majority vote by the group. Any change in the registered office or agent shall be accomplished with the Non-Profit Corporation Act.

Section 4. Corporate Seal

The seal of the ZSNC shall be in charge of the Corresponding Secretary.

ARTICLE II. MEMBERS

Section 1. Membership

Delegates of the ZSNC shall be admitted, retained, expelled, and suspended in accordance with such rules and regulations as the group may from time to time adopt. Delegates must be residents of any of the states in Zone Seven and viable members of an APHA chartered regional or state club within Zone Seven. Membership shall be limited to two (2) voting delegates from each APHA chartered regional or state club within Zone Seven and current officers. Each delegate shall be so designated by the club he/she is representing and approved by the ZSNC. In the event two (2) delegated members of a Regional or State Club

are not present at a Zone 7 meeting, the Chairperson can appoint temporary voting status for that meeting to other club members from that Regional or State Club.

Section 2. Term

Membership shall be on a fiscal basis. For ZSNC purposes, a fiscal year shall run from November 1 through October 31.

Section 3. Meetings

Meetings may be called by the Chairperson or by a written petition signed by no fewer than forty percent of the delegates then in good standing. Notice of such meetings shall be given by mailing or e-mailing a notice stating the time and place to the last known address of each delegate in good standing not fewer than ten days prior to such meeting.

Section 4. Quorum

At any meeting of the delegates held in accordance with the foregoing provisions as to notice, a minimum of three (3) regional clubs and a minimum of five (5) representatives (which shall include a minimum of two (2) ZSNC officers) must attend such meeting to constitute a quorum of the delegates for all purposes unless the representation of a larger number should be required by law and, in that case, the representation so required shall constitute a quorum. Absentee or vote by proxy is not allowed at any meeting. In the event of the lack of a quorum, one (1) temporary voting delegate may be appointed for that meeting.

Section 5. Vacancy

In case of any vacancy on the committee by death, resignation, or any other cause, the Chairman shall request the regional club in which the vacancy occurs to appoint a successor to serve the remainder of the unexpired term; said successor to be approved by the ZSNC.

Section 6. Written Contracts

The written contracts of the ZSNC shall be executed in behalf of the ZSNC by the Chairperson or Vice-Chairperson and attested by the Corresponding Secretary and the Corporate Seal.

ARTICLE III. OFFICERS AND DUTIES

Section 1. Personnel

The officers of the ZSNC shall be the Chairperson, Vice-Chairperson, Recording Secretary, Corresponding Secretary, Treasurer, and such other officers as may be authorized from time to time by the ZSNC.

Section 2. Eligibility.

Only current and/or past members of the ZSNC shall be eligible to serve as officers of the ZSNC.

Section 3. Term

Unless otherwise specified, the officers shall hold office for a period of one (1) fiscal year until their successors are elected and have qualified.

Section 4. Organizational Meeting

Following designation by their respective regional clubs, the members shall hold an organizational meeting at a time and place to be determined by the Chairperson or ranking officer of the previous year.

Section 5. Order of Business

The first order of business shall be the Secretary's report of the previous year's ZSNC meetings and pertinent correspondence,. This will be followed by the Treasurer's distribution of all financial records of the assets, receipts, disbursements, and expenses of the corporation during the previous year. The next order of business shall be the election of officers by majority vote of the members present at the yearly organizational meeting.

Section 6. Officers

Chairperson - The Chairperson shall be the chief executive officer of the ZSNC and shall preside at all meetings of same. He shall see that the By-laws and rules and regulations of the committee are enforced and shall perform all other duties that may be necessary from time to time.

Vice Chairperson - In the absence of the Chairperson, the Vice Chairperson shall have the power and shall perform the duties of the Chairman and such other duties as may be prescribed by the committee.

Corresponding Secretary - The Corresponding Secretary shall be the custodian of the corporate seal and any other documents necessary for incorporation.

Recording Secretary - The Recording Secretary shall be the custodian or records and documents of the corporation except the financial records; shall issue notices of all meetings; shall maintain a record of the proceedings of all ZSNC meetings; and shall perform such other duties as the Chairperson may direct.

Treasurer - The Treasurer shall take responsibility for all funds, gifts received, and other assets of the corporation; place them in accounts in the name of the corporation in such banks or other depositories as the committee may direct; disburse such funds or other assets upon direction of the committee; keep and maintain accurate and complete financial records of the assets, receipts, and disbursements and expenses of the corporation; and perform such other duties as the Chairperson may direct.

Section 7. Vacancies

All vacancies of the officers of the ZSNC shall be filled by election held at the first meeting after such vacancy occurs. Such election shall be by majority vote of those

present and those so elected shall serve for the remainder of the unexpired term and until the election and acceptance of their duly qualified successors.

Section 8. Inspection of Records

The corporation reserves the right to authorize an attorney or certified public accountant to inspect all records of the corporation maintained by the Secretary and Treasurer for any purpose at any reasonable time.

Section 9. Bond

The corporation may, at its discretion, require the Treasurer and/or any other officer or member to furnish a bond of a kind and in the amount required and approved by the corporation.

ARTICLE IV. AMENDMENTS

The ZSNC shall have the power to make, amend, and repeal these By-Laws by vote of the majority of the members at a meeting called in accordance with Article II, Section 3. Furthermore, such notice must include intent to make, amend, or repeal such By-Laws.

ARTICLE V. REGIONAL CLUBS

Section 1. Qualification

Only APHA Regional Clubs within the boundaries of Zone Seven as prescribed by the APHA shall be eligible for representation in the ZSNC.

Section 2. Participating Regional Clubs

It is required that a participating Regional Club:

- A. Provide the ZSNC with the names, addresses, and phone numbers of their duly elected or appointed representative and alternates by September 1. It is suggested that participating Regional Club also:
- B. Send the ZSNC a current membership list of their respective club and maintain its current status.
- C. Disseminate information concerning the ZSNC and its activities to the club membership.
- D. Cooperate with the ZSNC by keeping Zone O Rama dates free.

ARTICLE VI. INDEMNIFICATION

Each officer and member of the ZSNC shall be indemnified by the ZSNC against all costs, expenses, and liabilities reasonably incurred by him in connection with or resulting from any action, suit, or proceeding to which he may be made a party by reason of his being a member or officer of the ZSNC, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such member or officer. The foregoing right of indemnification shall cover amounts paid in settlement of any such action, suit, or proceeding when such settlement appears to be in the interest of the ZSNC. The foregoing rights shall be in addition to any other rights to which such member or officer may be entitled as a matter of law.

ARTICLE VII. RULES

Section 1. Establishing

The ZSNC is responsible for establishing the rules consistent with the Articles of Incorporation and By-laws for the general administration of the corporation. The officers must conduct an annual review of the rules with a view towards updating.

Section 2. Conflicts

In any conflict between the By-Laws and rules of ZSNC and the APHA, the APHA will govern.

ARTICLE VIII. DISSOLUTION

Upon the dissolution of the corporation, the officers shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispense all the assets of the corporation to the APHA to further the drug testing program of said association.

Dissolution of this corporation shall require the written consent of not fewer than two-thirds of the members and shall be in compliance with the laws of incorporation in the state of New Hampshire.

ARTICLE IX. DISCIPLINE

Disciplinary action to any member shall be taken by the officers as described in the *General Rules of the APHA Rulebook*. All members shall be given a chance to appear before such disciplinary committee with at least twenty-one (21) days notice prior to such appearance. Anyone suspended by the APHA is automatically suspended by the ZSNC.