

## **BYLAWS**

### **ARTICLE I – OBJECTIVES**

#### **Section 1**

MISSION STATEMENT – The American Association of Professional Farriers will promote the integrity of the farrier industry by strengthening the knowledge and skills of its members through continuing education and support at the state, national and international levels while improving overall equine health through collaboration with other industry professionals.

### **ARTICLE II – MEMBERSHIP**

#### **Section 1**

The categories for membership shall be:

- (1) REGULAR MEMBER – Regular Members shall be Farriers or Veterinarians who have paid dues as prescribed in Article III of these Bylaws, Regular Members shall have full voting rights, may hold office and shall receive full membership benefits as determined by the Board of Directors.
- (2) ASSOCIATE MEMBER – Associate Members shall be all other interested individuals, who have paid dues as prescribed in Article III of these Bylaws. Associate Members shall not have voting rights and may not hold office. However they shall receive membership benefits as determined by the Board of Directors.
- (3) REGULAR LIFE MEMBER – Regular Life Members shall be Regular Members who have paid a one-time payment of dues as prescribed in Article III of these Bylaws. Their voting rights, opportunity to hold office and membership benefits shall be the same as Regular Members.
- (4) ASSOCIATE LIFE MEMBER – Associate Life Members shall be Associate Members who have paid a one-time payment of dues as prescribed in Article III of these Bylaws. Associate Life Members shall not have voting rights and may not hold office. However they shall receive membership benefits as determined by the Board of Directors.
- (5) REGULAR FOUNDING MEMBER – Regular Founding Membership shall be limited to 30 individuals who have paid dues as prescribed in Article III of these Bylaws. Their voting rights, opportunity to hold office and membership benefits shall be the same as Regular Members.
- (6) STUDENT MEMBER - Student Member shall be either a currently enrolled farrier or veterinary school student or graduate within the past twelve (12) months, who have paid dues as prescribed in Article III of these Bylaws. Student Members shall not have voting rights and may not hold office. However they shall receive membership benefits as determined by the Board of Directors.

## **BYLAWS**

- (7) HONORARY MEMBER – Honorary Members may be any individual, company or organization nominated by a member in good standing and approved by a majority vote of the Board of Directors. The Board shall be limited to awarding a maximum of one (1) Honorary Membership per twelve (12) month period. In addition, it will be preferred that candidates for Honorary Membership shall first be either a Regular or Associate Member of the association. Honorary Members shall pay no dues, have no voting rights and may not hold office. They shall receive membership benefits as determined by the Board of Directors.
- (8) ALLIANCE MEMBERS – Alliance Members consist of corporations, organizations, associations and other groups in good standing in a state, region or locality; educational institutions offering equine and/or farrier related programs; or other organizations approved by the Board of Directors. Alliance Members shall have no voting rights and may not hold office. Categories and requirements of Alliance Members shall include:
- a. Recognized Associations, where the national breed or discipline has competition rules;
  - b. National Associations, where equine-related groups or individuals have formed a national association or organization;
  - c. State/Regional Associations where equine-related groups or individuals have formed an association in a State or region; or
  - d. Educational, where educational institutions, colleges or schools offer farrier and/or equine-related programs.
- (9) HORSE OWNER MEMBERS – Horse Owners interested in equine podiatry may join the association in this special category. Horse Owner Members shall pay no dues, have no voting rights and may not hold office. They shall receive membership benefits as determined by the Board of Directors.

## **ARTICLE III – DUES**

### **Section 1**

The Board of Directors shall establish dues for each category (except Honorary) and may grant reductions or exemptions from payment of dues under special circumstances.

### **Section 2**

NEW MEMBERSHIPS – Membership shall begin as soon as dues have been paid in full and acknowledged by the Association.

### **Section 3**

RENEWING MEMBERSHIPS – Dues for renewing memberships shall be due and payable one year from the date the member joined the Association. An annual dues notice shall be sent to each member sixty (60) days prior to the membership expiration date.

## **BYLAWS**

### **ARTICLE IV – BOARD OF DIRECTORS**

#### **Section 1**

The Board of Directors is the governing body of the Association and shall establish direction, set policy and provide leadership to the Association. The property, affairs and fiduciary health of the Association shall be managed and controlled by the Board of Directors. The Board of Directors shall provide direction, empowerment and oversight to Association Staff, Committees and Task Forces. Policies and procedures shall be established by the Board of Directors for the overall management and governing of the Association.

#### **Section 2**

The voting members of the Board of Directors shall consist of six (6) Directors and four (4) Officers. A simple majority of the Board of Directors (6 persons) at a duly called Regular or Special Meeting of the Board of Directors shall constitute a quorum for the transaction of business. The same simple majority of the Board of Directors shall be required for passage of all voting matters, unless otherwise stated in these Bylaws.

#### **Section 3**

All Directors shall be either Regular, Regular Founding or Regular Life Members in good standing.

#### **Section 4**

Meetings of the Board of Directors may be held at the discretion of the Board of Directors in person, via telephone or electronic communication. Proxies at meetings of the Board of Directors are not permitted.

#### **Section 5**

Directors shall be elected by the membership, either by mail or electronic ballot, following the preparation of a candidate slate by the Nominating Committee,

#### **Section 6**

Each Director shall serve a three-year term and may not be elected or appointed to serve additional terms without a minimum one-year absence from the Board, unless elected to an Officer's position.

#### **Section 7**

Upon vacation of a Director position for reason including but not limited to voluntary resignation or death, the President shall instruct the Board of Trustees to propose up to two nominees who are current members of the Board of Trustees and who are eligible to serve on the Board of Directors, from which the Board of Directors shall select one Director to fill the remaining current year of the vacant position. Should the unexpired term exceed the current year, the President shall instruct the Nominating Committee to propose two nominees who are eligible to serve on the Board of Directors, from which the Board of Directors shall select one Director to fill the vacant position.

#### **Section 8**

The Board of Directors will ensure that the Association has a viable Strategic Plan, monitor its implementation and ensure that income and expenditures support the Association's strategic objectives and missions.

## **BYLAWS**

### **Section 9**

The President's nominations for Chairpersons of all Committees (except the Finance and President's Advisory Committees) and Task Forces are subject to approval by a majority vote of the Board of Directors. The Chairman of each Committee may nominate members to serve as Chairpersons of any sub-committee within their respective Committee. These sub-committee Chairpersons shall also be subject to approval by a majority vote of the Board of Directors

### **Section 10**

At Board of Directors Meetings and Annual Meetings of the Association the President shall refrain from voting except in the case of a tie.

### **Section 11**

The Board of Directors shall adopt a Conflict of Interest Policy to eliminate or minimize conflict of interest situations regarding all aspects of the management of the Association.

### **Section 12**

The President of the association may recommend to the Board of Directors the need to appoint a non-member Director to serve a one-year term on the Board, with the opportunity to succeed himself/herself for a maximum term of three (3) years. The purpose of such of an appointment would be for the Board to gain expertise in an area where the current members of the Board of Directors would not possess such knowledge. This Director position would include full voting rights as any other member of the Board of Directors. He/She will be will be elected by a 2/3 majority vote of the Board of Directors.

## **ARTICLE V – OFFICERS**

### **Section 1**

The Officers of the Association shall be the President, Vice President, Treasurer and Immediate Past President. Officers shall be elected by the Board of Directors in accordance with these Bylaws. The Executive Director shall serve in a non-voting role as Secretary and Assistant Treasurer.

### **Section 2**

All Officers, except the Executive Director, shall be either Regular, Regular Founding or Regular Life Members in good standing.

## **ARTICLE VI – ELECTIONS**

### **Section 1**

By no later than July 1 of appropriate years, the Nominating Committee will prepare and present a slate of Nominees to the Board of Directors for the positions open for election in that year. Nominations shall close on November 1 of appropriate years. Candidates for all positions on the Board of Directors shall currently serve, or have previously served, as a member of an AAPF Standing Committee or Task Force, been a professional farrier or veterinarian for at least ten (10) years, and be a

## **BYLAWS**

current Accredited Professional Farrier (APF), DVM, VMD or other professional veterinarian designation.

### **Section 2**

Directors are to be elected by a plurality vote of the membership casting a vote, either by mail or electronic ballot. The voting process shall be administered by the Nominating Committee with the assistance of the Executive Director.

### **Section 3**

The Vice President and Treasurer will be elected by a 2/3 majority vote of the Board of Directors. If two or more nominations are made and no candidate receives a 2/3 majority of the votes cast on the first ballot, the two candidates receiving the greatest number of votes will be balloted upon again.

### **Section 4**

The term of office for the Vice President, President and Immediate Past President shall be for two years, respectively. The order of succession shall be Vice President, President and Immediate Past President.

### **Section 5**

The terms for the Directors, Vice President, President, Immediate Past President shall begin at the close of an Annual Meeting and continue until the close of the next respective Annual Meeting or until successors to the offices have been duly elected (or appointed) and installed.

### **Section 6**

The term of the office for the Treasurer will be for three (3) years. The term shall begin at the close of an Annual Meeting and continue until the close of the third Annual Meeting after his/her election or until successors to the office have been elected (or appointed) and installed.

### **Section 7**

Upon completion of their term, an Officer, with the exception of the Vice President and President, is ineligible to be elected or appointed an Officer or member of the Board of Directors for a period of one (1) year.

## **ARTICLE VII – DUTIES OF OFFICERS**

### **Section 1**

PRESIDENT – The duties of the President shall be:

1. To preside at all Regular and Special meetings of the Board of Directors and the Association.
2. To nominate all Committee and Task Force Chairpersons.
3. To assist the Board in coordinating and supervising activities of the Association, including signing of all contracts and obligations.
4. To delegate responsibility for the balloting at the Officer and Board of Directors elections.
5. To serve as Chair of the President's Advisory Committee (comprised of all Past Presidents).

## BYLAWS

### Section 2

VICE PRESIDENT – The duties of the Vice President shall be:

1. To assist the President in all duties as requested by the President.
2. To assume the duties of the office of President in the event that the President is incapable of performing his/her duties or that the office is vacated.
3. To serve as the primary point of contact between the Board of Directors and the Committee and Task Force Chairpersons. In addition, he/she will coordinate with the office staff the placement of new committee or task force volunteers to respective committees and/or task forces.
4. To serve as the Vice Chairman of the Board of Trustees.

### Section 3

TREASURER – The duties of the Treasurer shall be:

1. To act as custodian of the assets of the Association.
2. To present to the Board of Directors an Annual Budget for their review, discussion and approval. The Association will be required to have an Annual Budget that is balanced at the end of each fiscal year. The Annual Budget shall require a 2/3 majority vote of the Board for acceptance. The fiscal year of the Association shall be determined by the Board of Directors.
3. To hold the Executive Director responsible for:
  - a. Depositing all monies in the name of the Association in an institution approved by the Board of Directors.
  - b. Disbursing monies from all accounts of the Association. All accounts of the Association shall require two signatures for approval. Persons authorized to sign checks for the Association shall include: Treasurer, President, Vice President and Executive Director.
  - c. Paying all expenses of the Association subject to the direction of the Board of Directors and within the Annual Budget. Budgeted expenditures shall be paid as presented for payment. Non-budgeted expenditures shall be presented to the Board of Directors for their review and approval. Such non-budgeted expenditures shall require a 2/3 majority vote of the Board for approval.
  - d. Maintaining a file of all vouchers and invoices accompanying them for a period of not less than five (5) years.
4. To invest Reserve Funds in accordance with policy established by the Board of Directors.
5. To turn over all funds and properties under his/her custodianship and records to a successor.
6. To provide a detailed report of the financial status of the Association at each Regular Meeting of the Board of Directors and Annual Meeting of the Association.
7. To serve as Chair of the Finance Committee.
8. To provide a copy of the most recent period's Profit and Loss Statement and Balance Sheet of the Association upon written request from any Regular, Regular Founding or Regular Life Member.

### Section 4

IMMEDIATE PAST PRESIDENT – The duties of the Immediate Past President shall be:

1. To assist the President and other Officers and Directors where requested.
2. To serve as a member of the President's Advisory Committee.
3. To serve as the Chairman of the Board of Trustees.

## **BYLAWS**

### **ARTICLE VIII – EXECUTIVE DIRECTOR**

#### **Section 1**

The Executive Director shall be the Chief Administrative Officer of the Association.

#### **Section 2**

The Executive Director is to be hired by a 2/3 majority vote of the Board of Directors; and can only be terminated in the same manner.

#### **Section 3**

Duties of the Executive Director shall be:

1. To serve as custodian of the records of the Association, including membership records.
2. To preside at Regular and Special Meetings of the Board of Directors in the absence of the President and Vice President.
3. To conduct the correspondence of the Association.
4. To notify members of all meetings.
5. To serve as a non-voting member of all Committees and Task Forces of the Association.
6. To serve as the non-voting Secretary of the Board of Directors
  - a. To be responsible for the recording and certifying of the minutes of all Regular and Special Meetings of the Board of Directors and the Annual & Special Meetings of the Association.
7. To serve as the non-voting Assistant Treasurer of the Board of Directors
  - a. To be responsible for the financial records of the Association and for all receipts and disbursements. All vouchers and invoices accompanying them will be maintained for not less than a period of five (5) years.
  - b. To execute the financial policies of the Association, as defined by the Board of Directors, with the concurrence of the Treasurer and the Finance Committee, including depositing all monies of the Association in an institution approved by the Board of Directors.
8. To be responsible for the hiring of staff for the office of the Association.
9. To be responsible for the implementation of Public and Professional Relations.
10. To keep the Corporate Seal, and to execute documents requiring the signature of the Corporate Secretary.

### **ARTICLE XI – BOARD OF TRUSTEES**

#### **Section 1**

The Board of Trustees shall be an honorary organization within the structure of the Association. The Board of Trustees shall provide general support, financial support and guidance to the Board of Directors and the Association. They shall be known as goodwill ambassadors of the Association.

#### **Section 2**

Members of the Board of Trustees may be any Regular, Regular Founding, Regular Life, Associate, Associate Founding, Associate Life member in good standing or Honorary Member of the Association. Eligible members may be nominated by any member in good standing and approved by a majority vote

## **BYLAWS**

of the Board of Directors. Trustees shall serve an initial term of three (3) years and may be reappointed to serve additional three (3) year terms at the discretion of the Board of Directors. Trustees who resign for any reason during their term shall not be replaced.

### **Section 3**

There shall be no limit as to the number of members of the Board of Trustees.

### **Section 4**

The current Immediate Past President of the Board of Directors shall serve as the Chairman of the Board of Trustees and the current Vice President of the Board of Directors shall serve as the Vice Chairman of the Board of Trustees. The Executive Director of the Association shall serve in a non-voting capacity of Secretary on the Board of Trustees.

### **Section 5**

The Annual Meeting of the Board of Trustees shall be held prior to the Annual Meeting of the Association. Special meetings may be called at any time by the Board of Trustees or the Board of Directors. Special meetings of the Board of Trustees may be held via telephone or electronic communication.

### **Section 6**

All members of the Board of Directors may attend all meetings of the Board of Trustees and may participate in such meetings, but shall not be entitled to vote at any such meeting. The Chairman of the Board of Trustees, in consultation with the Board of Directors, may invite observers to attend any meeting of the Board of Trustees.

### **Section 7**

The Secretary of the Association shall serve as Secretary of the Board of Trustees. The Board of Trustees shall keep a summary record of its proceedings which shall be available to all members and which shall be filed with the Board of Directors for its guidance. Said proceedings shall be posted on the website of the Association. The Board of Trustees shall have prepared for presentation at the Annual Meeting of the Association an annual report outlining the activities of the Board of Trustees during the previous fiscal year.

### **Section 8**

Under the direction of the Board of Directors, the Chairman and Secretary of the Board of Trustees shall prepare an agenda for each meeting of the Board of Trustees and shall cause such agenda to be transmitted to each member of the Board of Trustees with the notice of such meeting. Additional subjects may be placed on the agenda for any meeting of the Board of Trustees by any Trustee provided that he/she shall give notice thereof to the Chairman of the Board of Trustees not less than seven days prior to the date set for such meeting. In special circumstances the Chairman of the Board of Trustees by direction of the Board of Directors may at any time place additional subjects on the agenda for any meeting of the Board of Trustees. The Board of Trustees may at any time authorize any subject to be placed on the agenda for any meeting of such Board even though the notice required by this section shall not have been given. Except as otherwise specifically directed by the Board of Trustees, the Chairman and Secretary of the Board of Trustees jointly with the President of the Board of Directors shall have charge of all arrangements for the holding of meetings of the Board of Trustees.



## **BYLAWS**

### **Section 9**

All decisions of the Board of Trustees shall be made by a majority of the votes cast. At any meeting the Chairman may ascertain the sense of the meeting in lieu of a formal vote but he/she shall require a formal vote upon the request of any Trustee. Proxies at meetings of the Board of Trustees are not permitted.

### **Section 10**

The Board of Trustees may adopt such rules and regulations, including financial regulations, as may be necessary or appropriate to conduct the business of the Association. Any rules and regulations so adopted, and any amendments thereof, shall be subject to review by the Board of Directors at its next meeting. Any request for funds shall be made through the Finance Committee of the Association and approved by the Board of Directors.

### **Section 11**

Upon vacation of a Director position for reason including but not limited to voluntary resignation or death, the President shall instruct the Board of Trustees to propose up to two nominees who are current members of the Board of Trustees and who are eligible to serve on the Board of Directors, from which the Board of Directors shall select one Director to fill the remaining current year of the vacant position. Should the unexpired term exceed the current year, the President shall instruct the Nominating Committee to propose two nominees who are eligible to serve on the Board of Directors, from which the Board of Directors shall select one Director to fill the vacant position.

## **ARTICLE X – COMPENSATION, INSURANCE & BONDING**

### **Section 1**

The Board of Directors shall not receive compensation for their services, but may be reimbursed for travel and other expenses incurred in transacting Association business.

### **Section 2**

The Association shall contract for full insurance coverage including: General Liability, Business Personal Property, Employee Dishonesty, Worker's Compensation and Directors and Officers Insurance.

### **Section 3**

All Officers, Directors and Staff deemed by the Board of Directors necessary to be bonded shall be bonded in the amount approved by the Board of Directors. The costs of said bonding shall be borne by the Association.

### **Section 4**

No member of the association shall receive any type of award or scholarship or reimbursement of same should their membership dues be delinquent. Honorary members shall be exempt from this Section.

## **BYLAWS**

### **ARTICLE XI – MEETINGS**

#### **Section 1**

The Annual Meeting of the Association shall be held during the first quarter of each year. The location, date and duration of the Annual Meeting shall be determined by the Board of Directors.

#### **Section 2**

Special Meetings of the Association may be called upon a simple majority vote of the Board of Directors, or upon petition of a majority of the Regular, Regular Founding and Regular Life Members. Notice of such Special Meetings and their purpose shall be given to all members at least thirty (30)

days prior to the proposed date of the meeting. The business of a Special Meeting shall be limited to the purpose for which it is called.

### **ARTICLE XII – COMMITTEES & TASK FORCES**

#### **Section 1**

The Association shall have Standing Committees which will include:

- a. Credentialing
- b. Education
- c. Finance
- d. Leadership Development
- e. Membership Development
- f. Public Relations

#### **Section 2**

The Chairperson of all Committees, except the Finance and President's Advisory Committees, shall be nominated by the President and approved by the Board of Directors. The Chairperson may appoint sub-committee Chairpersons and members for their respective committee. Committee members shall serve for a term of one year and may be reappointed.

#### **Section 3**

The Board may create special Task Forces to deal with specific topics within a specific time frame. The President will nominate a Chairperson for the Task Force subject to approval of the Board. The Chairperson shall appoint committee members to serve on the Task Force for no longer than a period of one year.

### **ARTICLE XIII – STANDARDS OF CONDUCT**

#### **Section 1**

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 horseman and others associated with the farrier industry.

## **BYLAWS**

### **Section 2**

By joining the Association, the member agrees to perform service to the highest standard of honor and dignity and adhere to the Association's Code of Ethics. This Code is the foundation of the American Association of Professional Farriers.

### **Section 3**

#### **Code of Ethics**

1. Members shall not compromise their personal and professional ethics in any way that will be detrimental to the health of the farrier or equine industries.
2. Members shall work continually to improve the quality of service they make available to their customers and fellow members.
3. Members shall observe 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 farrier and equine industries.

## **ARTICLE XIV – PARLIAMENTARY AUTHORITY**

### **Section 1**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

## **ARTICLE XV – AMENDMENTS**

### **Section 1**

These Bylaws may be amended only by a 2/3 majority vote of the Board of Directors, provided the proposed amendment has been submitted to the Board of Directors at least thirty (30) days prior to the meeting.

*Adopted by Board of Directors Resolution on September 19, 2011*

*Amended by Board of Directors Resolution on October 27, 2011*

*Amended by Board of Directors Resolution on July 12, 2012*

*Amended by Board of Directors Resolution on December 10, 2012*

*Amended by Board of Directors Resolution on March 4, 2013*

*Amended by Board of Directors Resolution on December 16, 2013*

*Amended by Board of Directors Resolution on January 16, 2014*

*Amended by Board of Directors Resolution on March 24, 2014*

*Amended by Board of Directors Resolution on December 17, 2014*

*Amended by Board of Directors Resolution on November 2, 2015*

*Amended by Board of Directors Resolution on February 2, 2016*

*Amended by Board of Directors Resolution on March 7, 2016*

*Amended by Board of Directors Resolution on June 6, 2016*

*Amended by Board of Directors Resolution on October 18, 2016*

*Amended by Board of Directors Resolution on November 3, 2016*