

# **PATH International Bylaws A Colorado Nonprofit Corporation**

## **ARTICLE I NAME AND GOVERNING INSTRUMENTS**

The name of the organization shall be Professional Association of Therapeutic Horsemanship International, herein referred to as PATH International or the Association. PATH International is a nonprofit, nonpartisan, non-sectarian and non-discriminating membership organization. The Association shall abide by all applicable laws and regulations and shall be governed by its articles of incorporation and these bylaws.

## **ARTICLE II PURPOSE**

The purpose of the Association is as set forth in the articles of incorporation and to promote and support equine-assisted activities and therapies for individuals with disabilities and special needs.

## **ARTICLE III MEMBERSHIP**

**Section 1. Eligibility** – Any person, organization or business interested in the purpose of PATH International and desiring to support its programs may become a member by payment of dues as determined by the board of trustees. **Membership is a privilege that may be revoked or withheld by the board of trustees pursuant to written policies and procedures of the Grievance Review Panel.**

**Section 2. Voting Members** – the board of trustees may authorize such class or classes of voting members and determine or change the rights, privileges, duties, terms and procedures for admission of such memberships, as it may from time to time determine. Such membership classes and their rights, privileges, duties, terms and procedures for admission shall be documented. Voting members shall be entitled to vote **by ballot or** at annual or special meetings of the voting members. Each voting member may have only one type of membership and only one vote.

**Section 3. Non-voting members** – The board of trustees may authorize such class or classes of non-voting members and determine or change the rights, privileges, duties, terms and procedures for admission of such memberships, as it may from time to time determine. Such membership classes and their rights, privileges, duties, terms and procedures for admission shall be documented. Non-voting members do not have the privilege to vote or hold an elective or appointed position.

## **ARTICLE IV SPECIAL INTEREST SECTIONS**

The general purpose of a special interest section shall be to recognize a specific discipline or area of interest related to the purpose of the Association. The board of trustees shall establish policies and procedures for the formation, operation and dissolution of special interest sections. In the

event of dissolution of a special interest section, all assets, records and materials of that section shall remain the property of PATH International.

## **ARTICLE V REGIONAL ORGANIZATION**

**Section 1. Definition and Purpose** – PATH International may subdivide its membership into multiple regions, as it may from time to time determine. A region shall be a geographically related area. The general purpose of the regional organization shall be to foster communication and growth among all members of the Association within that region. The board of trustees shall establish policies and procedures for the formation, operation and structure of regions.

**Section 2. Region Representatives** – Each region shall select a region representative in accordance with procedures established by the board of trustees. Region representatives shall serve as liaisons between regional membership and the board of trustees and Association staff and perform such other duties as shall from time to time be determined by the board of trustees.

## **ARTICLE VI BOARD OF TRUSTEES**

**Section 1. Board of Trustees** – The PATH International Board of Trustees shall be composed of not less than nine (9) nor more than twenty-five (25) members, including the officers. Trustees shall ~~must~~ be ~~voting~~ members of the Association. The immediate past president of the Association shall be an ex officio member of the board of trustees with voting privileges.

**Section 2. Election of Trustees** – Trustees shall be elected by the voting members and will assume office at the close of the annual meeting except as otherwise provided for herein. Nominations for trustees shall be made by majority vote of the board of trustees, from the slate prepared by the governance committee. ~~The nominated trustees shall be voted upon by the voting members.~~ Voting for all ~~other~~ trustees by ~~the membership~~ eligible members shall be by United States mail or by electronic means, including, without limitations, electronic mail, telephone or facsimile addressed to each member at such address, including electronic address or telephone number as it appears on the ~~rolls~~ records of the Association. The ballots containing the names of all nominees shall be available to all voting members no later than August 30. Ballots must be returned by mail, facsimile or other electronic means to PATH International headquarters no later than September 30. Only one (1) ballot per voting member shall be counted by the chief executive officer and two (2) members of the Association’s staff on or before October 5. If the chief executive officer is unavailable during the time that ballots are to be counted, the chief executive officer may delegate this responsibility to a staff director. The results of the ballot count shall be certified to the existing and elected trustees within ten (10) days of the count and to the voting members at the next annual meeting.

~~Challenges to a ballot vote can only be made in writing by a voting member and delivered to the PATH International office no later than seven (7) calendar days after the announcement of the results to membership. The vote as certified by the secretary of the board of trustees and announced by the president is final. Ballots will be deleted eight (8) days following the announcement of results unless the results are challenged.~~

Upon recommendation of the president and approval by a majority vote at any scheduled meeting of the board of trustees, the board may appoint up to two (2) additional trustees at any

time during the year. Only two (2) such trustees may be appointed in any one (1) year, and no additional trustees may be appointed if the board would then exceed the maximum number of members provided in Section 1. These additional trustees shall serve for the remainder of the meeting year, shall be voting members and shall hold office until the next duly constituted annual election. The service of this appointee from the date of appointment through ratification at the annual meeting shall constitute the first year of service of the appointee's term.

**Section 3. Terms of Office** – Trustees shall be elected for a term of three (3) years. Trustees shall serve no more than ~~six~~ **two (2)** consecutive ~~three-years terms~~ and are not eligible for re-election for a period of one (1) year following the completion of **two (2) consecutive** ~~the last~~ terms.

**Section 4. Additional Nominations** – Additional nominations for the board of trustees may be made by filing the name(s) of the nominee(s) with the chief executive officer at PATH International headquarters. Such notice shall be in writing and shall be signed by twenty (20) voting members. Such notice must be received by the chief executive officer at PATH International headquarters **between January 1<sup>st</sup> and July 1<sup>st</sup> of the year for which the proposed nominee is nominated to begin his or her term.**

**Section 5. Duties** – The board of trustees shall govern the affairs of the Association and shall adopt the annual budget prior to the beginning of the fiscal year. The board of trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association.

**Section 6. Location of Meetings** – Meetings of the board of trustees may be held in person at any location ~~in the United States of America~~ or via electronic means; including, without limitation, conference calling, video conferencing or similar communication media by means of which all persons participating in the meeting can hear each other. The manner of meeting shall be set forth in the notice thereof, or if the meeting is held pursuant to waiver of notice, as may be set forth in the waiver.

**Section 7. Members Attending** – All voting members of the Association may observe board of trustees meetings unless the board of trustees has declared itself in executive session.

**Section 8. Regular Meetings** – Regular meetings of the board of trustees shall be held at least two (2) times during each fiscal year. Notice of all board of trustees meetings shall be given at least fourteen (14) days prior to each meeting.

**Section 9. Special Meetings** – Special meetings of the board of trustees may be called by a majority of the board of trustees or by the president. ~~Unless otherwise indicated in the notice thereof,~~ **A**any and all business may be transacted at any special meeting **unless otherwise indicated in the notice thereof.** Notice of all special meetings of the board of trustees shall be given **to each trustee** at least fourteen (14) days prior to the meeting.

**Section 10. Waiver** – Attendance by a trustee at a meeting shall constitute waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. A trustee shall be deemed to be present in person at a meeting held via electronic means if he or she participates in such a meeting.

**Section 11. Quorum** – A quorum for the transaction of business at all board of trustees meetings shall consist of a majority of the existing trustees. Except as otherwise required under these

bylaws, the articles of incorporation or Colorado law, all resolutions adopted and all business transacted by the board of trustees shall require the affirmative vote of a majority of the trustees present at the meeting.

**Section 12. Board Vacancy** – Any vacancy existing on the board of trustees or any office created by the departure, for any reason, of a person currently serving on the board of trustees or in any office may be filled by the board of trustees at any regular or special meeting upon recommendation by the president and approval by the board of trustees. The person chosen to fill the vacancy for the remainder of the meeting year shall be a voting member and shall hold office until the next duly constituted annual election. The service of this appointee from the date of appointment through ratification at the next membership meeting shall constitute the first year of service of the appointee’s term.

**Section 13. – Resignations and Removals by Trustees** – The resignation of a trustee shall be submitted in writing to the president of the board of trustees. Such resignation shall be effective upon acceptance by the president or by the board of trustees, respectively.

A trustee ~~may be removed by majority vote of the board of trustees shall be deemed to have resigned~~ for failing to meet the stated obligations of a trustee set forth in the trustees job description. ~~The This includes unexcused absences of any trustees from two (2) board meetings in a fiscal year. shall also be deemed a resignation by the trustee. If such failure to attend or meet obligations is confirmed by an affirmative vote of a majority of the board of trustees, then such failure to attend or meet the trustees’ obligations shall be effective as a resignation at the time of such vote by the board of trustees.~~

**Section 13A. Removal by Voting Members** – The voting members of the general membership may, at a meeting specifically noticed for removal of a trustee, remove any trustee ~~for cause subject to~~ upon a two-thirds vote of the voting members present ~~in person or via electronic means; including, without limitation, conference calling, video-conferencing, or similar communication media by means of which all persons in the meeting can hear each other~~ at such meeting.

**Section 14. Selection of the Chief Executive Officer** – The PATH International Chief Executive Officer is selected by the board of trustees and serves at the pleasure of the board of trustees. In the event of a vacancy in the position of chief executive officer, the president will appoint, subject to the approval of the board of trustees, a search committee to advertise the position, interview candidates and recommend to the board of trustees a person or persons to fill the position. The board of trustees will establish policies and procedures to guide the search committee.

## ARTICLE VII OFFICERS

**Section 1. Officers** – The officers of the Association shall be president, secretary and treasurer. The same person shall not hold the offices of both secretary and treasurer. ~~All officers shall be members in good standing of the board of trustees.~~ The board of trustees may establish such other officer positions and define their duties, as it may determine from time to time.

**Section 2. Election of Officers** – ~~Immediately following the election of trustees, the board of trustees shall elect the officers of the Association.~~ ~~The board of trustees shall elect the officers of the Association at the first board meeting held after the annual trustee election results are~~

**certified.** Officers shall be elected for one-year terms. The president shall be limited to two (2) consecutive one-year terms and shall be exempt from trustee term limits if so chosen to serve. When the trustees elect a president-elect, that person shall be exempt from the trustee term limits. Officers shall assume office at the close of the annual meeting and shall hold office until succeeded unless they are sooner removed from office as provided by these bylaws.

**Section 3. President** – The president shall preside at all meetings of the voting members, board of trustees and the executive committee. The president shall see that all motions, orders and/or resolutions of the board of trustees are carried out and shall submit to the board of trustees and to the voting members at each annual meeting a report on the state of the Association. The president may call special meetings of the board of trustees and shall serve as an ex officio member with voting privileges on all committees, task forces or other such groups established by the board of trustees. The president shall not serve on the governance committee.

**Section 4. Secretary** – The secretary is responsible for the preparation of the minutes of all meetings of the voting members, the board of trustees and the executive committee and shall perform such other duties as designated by the board of trustees.

**Section 5. Treasurer** – The treasurer shall submit the annual audit report to the board of trustees and shall provide the finance committee with the proposed annual budget for review and approval prior to submission to the board. The treasurer shall be a voting member of the finance committee and shall perform such other duties as designated by the board of trustees.

**Section 6. Officer Vacancy** – The board of trustees may fill any vacancy in an office from its own members at any regular or special meeting of the board of trustees.

**Section 7. Resignations and Removals** – The resignation of an officer shall be made in writing to the president. The president may resign in writing to the board. Such resignations shall be effective upon acceptance by the president or by the board of trustees as applicable. The board of trustees may at any meeting remove any officer for cause subject to a two-thirds vote of the trustees then in office. The unexcused absence of any officer from two (2) board meetings in a fiscal year may be grounds for the removal of that officer. The failure of an officer to remain a PATH International member in good standing shall also be grounds for the removal of that officer.

## ARTICLE VIII COMMITTEES

**Section 1. Establishment of Committees** – The board of trustees may establish or dissolve committees, special committees, task forces or other groups as it deems necessary. **With the exception of the executive committee, the governance committee and the finance committee, the CEO shall at least annually submit a proposed slate of committee chairs for board approval. The president shall appoint the chair of each entity as needed; committee chairs shall be appointed annually.** ~~With the exception of the executive committee, the governance committee and the finance committee, The the committee chair, in consultation with staff, shall then appoint the committee members subject to the approval of the board of trustees.~~ All such chairs and members shall be current voting members of PATH International. No such chair or committee member shall serve more than ~~four~~ **six** consecutive years; however, the governance committee, the finance committee and the executive committee shall not be subject to the term limitation set forth in this section.

**Section 2. Executive Committee** – The executive committee shall be composed of the officers of the board of trustees. The immediate past president of the Association shall be an ex officio member of the executive committee with voting privileges. The PATH International Chief Executive Officer shall be an ex officio member of the executive committee without voting privileges.

**Section 3. Executive Committee Duties** – The executive committee shall act for the board of trustees between meetings of the board of trustees in accordance with the policies and procedures as defined and approved by the board of trustees. The executive committee shall report all business transacted at each meeting of the executive committee to the board of trustees in a timely manner. Minutes of all executive committee meetings shall be distributed to the full board of trustees in a timely manner and shall be kept in the records of the Association.

**Section 4. Executive Committee Meetings** – The executive committee shall meet as may be required in meetings called by the president. Meetings may be held in person at any location ~~in~~ [the United States of America](#) or via electronic means; including, without limitation, conference calling, video-conferencing or similar communication media by means of which all persons participating in the meeting can hear each other as set forth in the notice thereof.

**Section 5. Executive Quorum** – A majority of the members of the executive committee must be present to constitute a quorum.

**Section 6. Notice of Executive Committee Meetings** – Notice of all executive committee meetings shall be given **to executive committee members** forty-eight (48) hours prior to the meeting.

**Section 7. Governance Committee** – The president shall appoint the chair of the governance committee annually. The chair shall appoint the remaining members of the governance committee, which shall consist of at least four (4) PATH International voting members, two (2) of whom must be current trustees. All members of said committee are subject to the approval of the board of trustees. The governance committee shall prepare and submit for approval to the board of trustees a slate of nominees to serve for vacancies on the board of trustees. The governance committee shall perform such other duties as designated by the board of trustees.

**Section 8. Finance Committee** – The president shall appoint the chair of the finance committee annually. The chair shall appoint the remaining members of the finance committee, which shall consist of at least four (4) additional PATH International voting members including the treasurer. All members of said committee are subject to the approval of the board of trustees. The PATH International Chief Executive Officer shall be a non-voting member of the finance committee. The finance committee shall finalize and submit to the board of trustees a new fiscal year budget prior to the end of the current fiscal year and shall ensure that expenditures are made in accordance with the approved budget.

## **ARTICLE IX CREDENTIALING COUNCIL**

**Section 1. Purpose** – The purpose of the credentialing council is the development and operation of voluntary certification programs for individuals who provide equine-assisted activities and therapies for individuals with special needs and the development and operation of a voluntary accreditation process to recognize centers.

**Section 2. Autonomy** – The PATH International Credentialing Council has responsibility for all essential activities of PATH International certification and accreditation. Policies and procedures with respect to certification and accreditation will be set by the credentialing council. The credentialing council will operate independently of the PATH International Board of Trustees or the membership. The credentialing council has authority over all certification and accreditation decisions including, but not limited to, establishing eligibility and recertification requirements, establishing policies, disciplinary determinations, exam development, exam administration, exam scoring and selection of subject matter experts (SMEs). An annual report to the board of trustees will be provided. The board of trustees, if it wishes, may appoint a board member as a non-voting liaison to the credentialing council. The council may form work groups, committees and task forces or appoint liaisons as necessary.

**Section 3. Structure** – The credentialing council functions as a division within PATH International. The PATH International Board of Trustees retains general governance authority over the credentialing council, however, the credentialing council functions autonomously with respect to certification and accreditation.

## ARTICLE X MEETINGS OF VOTING MEMBERS

**Section 1. Annual Meeting** – The annual meeting of voting members of the Association shall be held once each fiscal year to receive the president’s report on the state of the Association and to transact such business as may be presented. The annual meeting shall be held in such fashion, including via electronic means, ~~at such place in the United States and~~ on such schedule as shall be determined by the board of trustees, and as shall be specified in the notice of meeting and subject to the laws of the State of Colorado.

**Section 2. Special Meetings** – Special meetings of voting members may be called: (a) by the president, (b) by a majority of the board of trustees, (c) or by ten percent (10%) of the voting members by written application to the PATH International Board of Trustees with at least thirty (30) days written notice to the board. Such written application shall state the purpose of the special meeting and notice may be given by United States mail or by electronic means, including, without limitation, electronic mail or facsimile. Such application shall be deemed to be given at the time the same is sent via electronic media or placed in the United States mail. Special meetings shall be held within sixty (60) days of receipt of such application from the voting members. All special meetings of the voting members shall be held in such fashion, including via electronic means, at such place in the United States and on such schedule as shall be specified in the notice of meeting and subject to the laws of the State of Colorado.

**Section 3. Quorum** – At any meeting of the voting members a quorum for the transaction of business shall consist of no fewer than ~~one hundred (100) thirty (30)~~ voting members appearing in person.

**Section 4. Eligibility to Vote** – Per Association records, only members with dues paid in full seven (7) days prior to the start of the meeting are eligible to vote. Proxy voting is not allowed.

**Section 5. Notice of Meetings** – Notice of all meetings of the voting membership shall be given ~~to all members at the time the notice is sent~~, at least ten (10) days and no more than sixty (60) days prior to the meeting in accordance with Article XI of these bylaws.

## **ARTICLE XI NOTICE OF MEETINGS**

Whenever, under the provisions of these bylaws, notice is required to be given to any member, trustee, or officer, it shall not be construed to require personal notice, but such notice may be given by United States mail or by electronic means, including, without limitation, electronic mail, telephone or facsimile addressed to each member, trustee, or officer at such address or telephone number as appears on the rolls of the Association. Such notice shall be deemed to be given at the time the same is sent via electronic **media means**, communicated via telephone or placed in the United States mail. All notices shall be sent prepaid.

## **ARTICLE XII FINANCIAL AND OFFICIAL RECORDS**

**Section 1. Official Records** – The Association shall keep correct and complete books and records of accounts and shall keep minutes of all proceedings having the authority of the PATH International Board of Trustees. All such books and records shall be kept at the PATH International headquarters unless the board of trustees, by resolution, determines otherwise, subject to any requirements of law. All books and records of the Association may be inspected per any requirements of law. Any trustee or his or her agent or attorney may inspect the books and records of the Association for any proper purpose at any reasonable time.

**Section 2. Annual Audit** – The financial records of the Association shall be audited annually by a certified public accountant.

**Section 3. Annual Report** – An annual operating and financial report shall be available to the voting members.

## **ARTICLE XIII PARLIAMENTARY PROCEDURE**

The current edition of *Robert's Rules of Order* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the PATH International Articles of Incorporation, these bylaws or Colorado law.

## **ARTICLE XIV AMENDMENTS**

Any proposed bylaws amendment or change may be initiated by the board of trustees or by the voting members of PATH International. If initiated by the voting members, it must be presented to the board of trustees accompanied by a petition and signed by one hundred (100) PATH International voting members in good standing or approved by a majority vote of the board of trustees prior to being delivered to the membership for vote. These bylaws may be amended by two-thirds vote of the voting members present and voting at the annual or special meeting thereof or by written ballot provided the full text of the proposed amendments shall have been delivered to each voting member in the notice of such meeting **or vote**.

**Section 1. Voting by Written Ballot** – Members may vote by written ballot. The ballot may be transmitted by regular mail, email, or such other means as provided by the Colorado Revised Nonprofit Corporation Act. The ballot shall: (i) set forth the proposed action(s), (ii) provide an



opportunity to vote on such action(s), (iii) include the number of responses needed to meet the quorum requirements and the percentage of approval necessary to approve the matter(s), (iv) include the time by which the ballot must be received in order to be counted, and (v) information sufficient to permit each person casting the ballot to make an informed decision on the matter. If a challenge to a ballot is to be made, it must take place no later than seven (7) calendar days after the ~~election~~ **announcement of results to the membership**. The vote as certified by the secretary of the board and announced by the president is final. Ballots will be deleted eight (8) days following the meeting unless the results are challenged.

**Section 2. Quorum** – A quorum for the bylaws amendment vote **by ballot** shall consist of no fewer than ~~30~~ **one-hundred-fifty (150)** votes submitted by eligible voters.

**Section 3. Eligibility to Vote** – Per Association records, only members with dues paid in full seven (7) days prior to the initial distribution date of ballots are eligible to vote. Proxy voting is not allowed.

**NOTE:**

All policies and procedures implied or referenced by, or in, these bylaws are maintained in the *PATH International Policies and Procedures Manual*. The manual is developed under the guidance and approval of the PATH International Board of Trustees.

**RECORD OF CHANGES**

Copies of all previous bylaws of the Association are on file in the PATH International offices.

11/10/2017 Amended  
11/04/2016 Amended  
11/02/2012 Amended  
11/12/2011 Amended  
11/14/2007 Amended  
11/01/2001 Amended  
1969 Original