

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, non-partisan, 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.

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 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 to 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 ORGANIZATIONS

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 a 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 a liaison between the 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 Board of Trustees shall be composed of not less than nine (9) nor more than twenty-five (25) members, including the Officers. Trustees shall 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. Voting for Trustees 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 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, FAX or other electronic means to PATH International Headquarters to be received no later than September 30. Only one ballot per Voting Member will be allowed. Ballots shall be counted by the Chief Executive Officer and two members of the Association's staff on or before October 1. The results of the ballot count shall be certified to the existing and elected Trustees within ten days of the count and to the Voting Members at the next Annual Meeting. Ballots will be destroyed at the close of the Annual Meeting.

Section 3. Terms of Office - Trustees shall be elected for a term of three years. Trustees shall serve no more than six consecutive years and are not eligible for re-election until a period of one year following the completion of the last term.

Section 4. Additional Nominations - Additional nominations for the Board of Trustees may be made by filing with the Chief Executive Officer at PATH International Headquarters the name(s) of the nominees. 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 no later than July 1.

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 within 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 meetings of the Board of Trustees 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 times during each fiscal year. Notice of all meetings of the Board of Trustees shall be given at least fourteen days prior to the 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, any and all business may be transacted at any Special Meeting. Notice of all special meetings of the Board of Trustees shall be given at least fourteen 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 meeting.

Section 11. Quorum - A quorum for the transaction of business at all meetings of the Board of Trustees 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 in the Board of Trustees or 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 shall be a Voting Member and shall hold office until the next duly constituted annual election.

Section 13. Resignations and Removals – The resignation of a Trustee shall be submitted in writing to the President or the Board of Trustees. Such resignation shall be effective upon acceptance by the President or by the Board of Trustees respectively. A Trustee shall be deemed to have resigned for failing to meet the stated obligations of a Trustee as set forth in the Trustee's job description. The unexcused absence of any Trustee from two 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 Board of Trustees, then such failure to attend or meet the Trustee's obligations shall be effective as a resignation at the time of such vote by the Board of Trustees. The Voting Members may, at a meeting specifically noticed for removal of a Trustee, remove any Trustee for cause subject to a two-thirds vote of the Voting Members present at such meeting.

Section 14. Selection of the Chief Executive Officer – The Chief Executive Officer of the Association 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 from time to time determine.

Section 2. Election of Officers - Immediately following the election of Trustees, the Board of Trustees shall elect the Officers of the Association. Officers shall be elected for one-year terms. The President shall be limited to two 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 Membership Meeting and shall hold office until succeeded unless they are sooner removed from office as provided in these Bylaws

Section 3. President - The President shall preside at all meetings of the Voting Members, Board of Trustees, and 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 Membership 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 any 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 Board meetings in a fiscal year shall 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. The President shall appoint the Chair of each entity as needed; Committee Chairs shall be appointed annually. The Chair 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 consecutive years; provided, 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 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 within 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 meetings of the Executive Committee shall be given forty-eight (48) hours prior to the meeting.

Section 7. Governance Committee - The President of the Board 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 PATH International Voting Members, two 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 to the Board of Trustees a slate of nominees 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 of the Board 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 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 assure that expenditures are made in accordance with the approved budget.

ARTICLE IX 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 report of the President on the state of the Association and to transact such other business as may be presented. The Annual Meeting shall be held in such fashion including via electronic means, at

such place within 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 10% of the Voting Members by written application to the PATH International Board of Trustees with at least thirty (30) days' 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 shall be 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 within 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 30 Voting Members appearing in person.

Section 4. Eligibility to Vote - Only current Voting Members per the rolls of the Association with dues paid in full sixty (60) 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 at least ten (10) days and no more than sixty (60) days prior to the meeting in accordance with Article X of these Bylaws.

ARTICLE X 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, including electronic 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, communicated via telephone, or placed in the United States mail. All notices shall be sent prepaid.

ARTICLE XI 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 Board of Trustees of PATH International. 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 XII 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 Articles of Incorporation, these Bylaws or Colorado Law.

ARTICLE XIII AMENDMENTS

Any proposed Bylaw 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 any Annual or Special Meeting thereof provided that the full text of the proposed amendments shall have been delivered to each Voting Member in the notice of such meeting.

**Note: All policies and procedures implied or referenced by or
in these Bylaws are maintained in the PATH International**

Policy and Procedures Manual. This manual is developed under the guidance and approval of the PATH International Board of Trustees.

Record of Changes: A copy of all previous Bylaws of the Association is on file in the PATH International office.

11/12/2011 – Amended

11/14/2007 - Amended

11/01/2001 - Amended

1969 – Original