



*American Association of Equine Therapists & Technicians*

*Lexington, Kentucky • (859) 567-9478 text only please • AAETT.org • AAETT.org@gmail.com*

**BYLAWS OF**  
**American Association of Equine**  
**Therapists & Technicians, Inc.**  
**(AAETT)**

1. **INCORPORATION.** It is recognized that the American Association of Equine Therapists & Technicians, Inc. (AAETT) (“Organization”) is a duly organized 501(c)6 non-profit organization, authorized to operate in the State of Kentucky (“State of Formation”) by its Articles of Incorporation or similar registered documents.
2. **STATE LAW.** The Organization is organized under the relevant laws of the State of Kentucky (“Statutes”), and except as otherwise provided herein, the Statutes shall apply to the governance of the Organization.
3. **PURPOSE.** The American Association of Equine Therapists and Technicians will promote the integrity of the Equine Supportive Care 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 equine industry professionals.
4. **ANNUAL MEETING.** The Budget Meeting of the Board of Directors shall be held in the last quarter of each year. The Annual Meeting of the Board of Directors of the Association shall be held during the first quarter of each year. The location, format (in person or electronic), date and duration of the Budget and Annual Meetings shall be determined by the Board of Directors. The Annual Meeting of the Membership of the organization may be held in conjunction with either the Annual Board of Directors Meeting or the Annual Educational Conference. The Board of Directors will determine meeting date(s).

**An annual meeting must be held within 13 months after the last annual meeting or the date of the original organization of the Organization. If an annual meeting has not been made within such time, then any Member in Good Standing or Director may demand a meeting to be held within 60 days after proper notice has been made. “Members in Good Standing” will have met all requirements as set forth in the Code**



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**of Ethics, Standards of Conduct & Education, and other criteria as defined in the Policies & Procedures Manual.**

**5. SPECIAL MEETINGS. Unless otherwise proscribed by statute, special meetings of the Members may be called by: (check all that apply)**

- **President (or Executive Director).**
- **1% of the Board of Directors.**
- [%] of the Members.
- Other: OTHER. Special Meetings of the Association may also be called upon petition of a majority of the Regular, Regular Founding, and Regular Lifetime Members in Good Standing. Notice of such Special Meetings and their purpose shall be given to all members in good standing at least two (2) 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.

After a special meeting has been called, **the Board of Directors shall decide its time and place within 14 days after the special meeting has been called, or within 2 days if called for an urgent matter.**

**6. PLACE OF MEETINGS.** Annual and special meeting locations and formats shall be determined by the Board of Directors. Members in good standing of all classes and series may attend any meeting of the Organization.

**Such meetings may be attended: (check all that apply)**

- **In person at the Organization's principal office.**
- **Via remote communication, the method to be determined by the Board of Directors.**
- Other: OTHER. In person at the location determined by the Board of Directors.

All communication methods shall offer each attending Member in Good Standing the right to be present, vote on business matters, and provide their consent or dissent for any actionable item.



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**7. DISSOLUTION. The Organization may only be dissolved in the following ways: (check all that apply)**

- **90% vote by the Board of Directors.**
- [%] vote by the Members.
- Other: OTHER.

**8. NOTICE OF MEETINGS.** Written notice shall be provided to each Member in Good Standing of any meeting that such Member is permitted to act in the form of a vote and/or offer their consent or dissent for any actionable item. Such written notice shall detail the time, place, remote access (if available), and in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, written notice of any meeting shall be given not less than ten (10) days before the date of the meeting.

**Notice of any meeting can be sent to the Members by the following method(s): (check all that apply):**

- **E-Mail.**
- **Mailing Address via United States Mail (postage paid by the Organization).**
- **Fax.**
- **Hand-Delivered.**
- **Other: Text message, social media messaging, voice mail.**

**9. QUORUM. A quorum, which represents the required number of individuals to be present to hold an annual or special meeting, shall be: (check all that apply)**

- **2/3 of the Board of Directors being present.**
- [%] of the Members being present.
- Other: OTHER.

Upon meeting the requirements of the quorum, the attending individuals of the meeting shall be able to act and make decisions for the Organization.

**10. ACTIONS OF THE Organization.** Actions made on behalf of the Organization must be: (check one)



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- **Made with a meeting ONLY.** Any action required to be taken or which may be taken at any meeting, whether annual or special, must be taken with a meeting, in accordance with these Bylaws.

- **Can be made WITHOUT a meeting.** Any action required to be taken or which may be taken at any meeting, whether annual or special, may be taken without a meeting, without prior notice, and without a vote, if consent is in writing, setting forth the action so taken, and shall be signed by the board of directors having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all Members in Good Standing entitled to vote were present and voted.

**11. CORPORATE SEAL.** The Organization shall: (check one)

- **Have** a Corporate Seal. The corporate seal shall be in such form that the Board of Directors shall approve.

- **Not have** a Corporate Seal.

**12. EXECUTION OF DOCUMENTS.** All contracts, checks, drafts, demands for money, notes, and other legal instruments or rights of any nature of the Organization may be signed by: (check all that apply)

- **Board of Directors.**

- **Chairperson.**

- **President.**

- **Treasurer.**

- **Secretary.**

- **Other: Vice President or Finance Committee Chair.**

**13. INDEMNIFICATION.** Subject to any applicable statute, any Director or Officer of the Organization shall: (check one)

- **Not be indemnified** or held harmless in any way by the Organization.



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- Be indemnified and held harmless by the Organization to the fullest extent of the law. This includes, but is not limited to, a party to any action, suit, or proceeding, by reason of the fact of being a testator or intestate representative, is or was a Director, Officer, Agent, or Employee of the Organization. The Organization shall provide reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with such action, suit, or proceeding. Notwithstanding the foregoing, no indemnification shall be made by the Organization of any judgment or other final determination, if the acts were committed in bad faith or were the result of active or deliberate fraud, dishonesty, or clear and gross negligence.

**14. AMENDMENTS.** These Bylaws may be amended by: (check all that apply):

- **Majority of quorum vote of the Board of Directors.**
- [%] vote of the Members.
- Other: OTHER.

**15. DIRECTORS.** The Organization shall be managed by 15 Directors, who together constitute the Board of Directors.

- a.) **Nomination.** The Board of Directors shall be elected by the Members in Good Standing at the annual meeting, by the vote of at least a simple majority of Members of the Organization, present in person or by proxy and entitled to vote at the annual meeting of Members. **Each Director will serve a term of 3 years unless removed by the Members or upon the Director's resignation. Each Director may serve up to 2 consecutive terms, upon which term's completion an absence of 1 year is required before the individual is allowed to rejoin the Board of Directors. See additional details under Section 17 Officers.**
- b.) **Quorum.** It is required that a simple majority of the Board of Directors be present to be considered a quorum for all Regular Meetings. See Article 9 above for Quorum requirements for Annual or Special Board Meetings.
- c.) **Regular Meetings.** By resolution and after the annual meeting, the Board of Directors may provide a time and place to meet without notice other than that resolution.



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- d.) **Special Meetings.** Special meetings may be demanded by any Officer or Director of the Organization. **Such demand must be made by submitting written notice via electronic messaging services and by providing at least two (2) days' notice.**
- e.) **Remote Communication.** One or more Directors may participate in meetings of the Board or a committee of the Board by any communication, including videoconference, by means of which all participating Directors can simultaneously hear each other during the meeting. Participation in this manner shall constitute presence in person at such a meeting.
- f.) **Conflict of Interest.** **If any vote, either during a regular meeting, special meeting, or any other Organization action takes place and a Director has a conflict of interest, such interest shall invalidate their vote.**
- g.) **Board of Director Actions.** A majority of the total number of Board of Directors shall constitute a quorum for the transaction of all business matters. The act of a majority of Directors present at any meeting at which a quorum is present shall be considered an action taken by the entire Board of Directors, except as provided by law, the Articles of Incorporation, or these Bylaws. Each Director present shall have one vote.
- h.) **Removal.** Any Director or the entire Board of Directors may be removed, at any time, with or without cause, by the vote of a majority of the membership in good standing of the Organization, by such Members attending a meeting for such purpose. Any Director can also be removed by a majority vote of the Board of Directors.
- i.) **Vacancies.** Except as otherwise provided by law, any vacancy in the Board of Directors occurring by reason of an increase in the authorized number of Directors or by reason of the death, withdrawal, removal, disqualification, inability to act, or resignation of a Director shall be filled by a vote of the majority of Directors then in office. The successor shall serve the unexpired portion of the term of his or her predecessor. Any Director may resign at any time by giving written notice to the Board or the Secretary.
- j.) **Committees.** The Board of Directors, by resolution, may create one or more committees, each consisting of one or more Directors, and Members in good standing with interest and skills relevant to each committee. Each such committee shall serve at the pleasure of the Board. All provisions under the Statutes and these Bylaws relating to meetings, action without meetings, notice, and waiver of notice, quorum, and voting requirements of the Board of Directors shall apply to such committees and their members.
- k.) **Consent in Lieu of Meetings.** Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting of all members of the Board or committee, as the case may be, should there be



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consent thereto in writing, with such writing or writings to be filed with the minutes of the proceedings of the Board or committee.

- I.) **Compensation.** The Board of Directors shall have the authority to fix the compensation of Directors. A fixed sum and expenses of attendance may be allowed for each regular or special meeting of the Board, including their services as a member of committees of the Board.

**16. CONFLICT OF INTEREST.** A Director of the Organization has a conflict of interest if the Director has an existing or potential business, financial or personal interest, or holds an elected or appointed position that could impair or might reasonably appear to impair the exercise of independent, unbiased judgment in the discharge of his or her responsibilities to the Organization. A conflict will be deemed to exist if the business, financial, or personal interest, or elected or appointed position is held by the Director or by a family member (spouse, parent, siblings, children, or another close relative), or any organization in which the Director, or family member as defined, is an officer, Director, employee, trustee, or material stockholder. If the Director in question disputes as to whether a conflict of interest is present, the matter shall be decided by a majority vote of the quorum of the Board of Directors.

**17. OFFICERS.** The officers of the Organization shall be a President, an Immediate Past President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time appoint, including such other officers as it deems advisable. Each such officer shall exercise such powers and perform such duties as shall be set forth herein and such other powers and duties as may be specified from time to time by the Board of Directors. The officers of the Organization shall be elected by the Board of Directors. The President and Vice President may have powers that are only delegated to them by the Board of Directors. All Officers except Immediate Past President are elected by simple majority vote of the Quorum of the Board of Directors, with elections to be held during the Annual Board Meeting, or prior to it with results announced during the Annual Board Meeting. Terms begin at the end of that Annual Board Meeting. Officers serve 2 year terms, with no more than 2 terms in any given office. Progression from the Vice President position to President, and then to Immediate Past President, is intended; however, this progression may be superseded by majority vote of the Board of Directors. Officers' terms as Directors are suspended during their time in office, to resume once they vacate office. Notwithstanding these details, no individual shall serve on the Board of Directors for longer than 12 consecutive years, upon which time any individual shall be absent from the Board for a minimum of 1 year before being allowed to rejoin as a Director or Officer.



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- a.) **President.** The President is the highest-ranking officer responsible for the overall leadership and strategic direction of AAETT. The President shall preside over Board meetings and general assemblies; provide strategic vision and leadership to the Board and organization; act as the official spokesperson and representative of AAETT; ensure the organization operates in accordance with its bylaws and mission; facilitate communication and collaboration among Board members; oversee the execution of key initiatives and projects; and foster relationships with stakeholders and partners.
- b.) **Immediate Past President.** The Immediate Past President serves a single 1 year term immediately following their term(s) as President. This position is not elected, but rather a supportive position to the newly-elected President, to provide continuity of leadership and advice. This position is Non-Voting, and will be filled for the first time at the conclusion of the first Board-elected President's term(s).
- c.) **Vice President.** The Vice President supports the President in their duties and assumes leadership in their absence. The Vice President assists the President in fulfilling their responsibilities; is prepared to step into the President's role if necessary; chairs committees or special projects as assigned by the President; collaborates with other Board members to achieve AAETT's goals; and assists in maintaining effective governance and organizational development.
- d.) **Treasurer.** The Treasurer oversees the financial aspects of AAETT to ensure fiscal responsibility. The Treasurer shall manage the organization's financial resources, including budgets, financial reports, and investments; ensure compliance with financial regulations and best practices; provide regular financial updates to the Board and membership; collaborate with auditors or accountants for annual financial reviews and tax returns; assist in fundraising efforts and financial planning; and monitor financial risks and opportunities. The Treasurer shall be the chief financial officer of the Organization and shall have responsibility for the custody of the Organization's funds and securities, to keep full and accurate records and accounts of receipts and disbursements in books belonging to the Organization, and shall keep the monies of the Organization in a separate account in the name of the Organization. The Treasurer shall provide to the President and Directors, at the regular meetings of the Board, or whenever requested by the Board, an account of all financial transactions and of the financial condition of the Organization.
- e.) **Secretary.** The Secretary is responsible for maintaining accurate records and ensuring transparency in Board proceedings. The Secretary shall record and distribute minutes of Board meetings and maintain records of official documents; manage Board correspondence and maintain official records; maintain and update the organization's





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bylaws and policies; handle administrative tasks related to Board meetings and communications; and support the President and Board in keeping organizational records in order. The Secretary shall attend all meetings of the Board and all meetings of the Members and shall act as clerk thereof. The Secretary shall record all the votes of the Organization, and the minutes of all its transactions in an electronic format to be kept for that purpose, and shall perform like duties for all committees of the Board of Directors when required. The Secretary shall give, or cause to be given, a notice of all meetings of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall maintain the records and minutes of the Organization, and may attest any instruments signed by any other officer of the Organization.

The officers of the Organization shall hold office until their successors are chosen and have qualified or until their earlier resignation or removal. Any officer or agent elected or appointed by the Board may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office as a result of death, resignation, removal, or otherwise shall be filled for the unexpired portion of the term by a majority vote of the Board of Directors. Any and all compensation of officers of the Organization shall be fixed by the Board of Directors.

**18. MEMBERS.** The Organization shall be comprised of Members, who shall pay annual dues as specified in the AAETT Policies & Procedures Manual, unless they become Lifetime members with a one-time payment of dues. Membership renewal shall occur automatically on an annual basis on the date of initial membership, unless the Member cancels the auto-renew option.

**Regular Members (Annual or Lifetime).** Regular Members have voting rights, and are able to serve on the Board of Directors and hold Office.

**Regular and Associate (Annual or Lifetime).** Regular and Associate Members may serve on Committees.

**Horse Owner or Student Members.** Horse Owner or Student Members may also serve on Committees as approved by the Board of Directors within the Policies & Procedures.



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**Alliance Members.** Alliance memberships are available to associations, organizations, corporations, and groups in good standing; educational institutions offering equine-related programs (Educational Partnerships); or other organizations approved by the Board of Directors. Entities wishing to join AAETT as Alliance Members must meet criteria as detailed in the AAETT Policies & Procedures Manual. Alliance Members do not have voting rights; nor can Alliance Members serve on Committees or on the Board of Directors; they also may not hold Office. Individuals associated with an Alliance Member may join as individual Regular Members and would hold all of the rights and responsibilities of Regular Members.

**Honorary Members.** Honorary Memberships 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. Honorary Members shall pay no dues, have no voting rights and may not hold office. They shall receive membership benefits as defined in the AAETT Policies & Procedures Manual.

Any other membership tiers, and details of benefits and responsibilities, are defined in the AAETT Policies & Procedures.

**Termination.** Members of any tier can be terminated from Membership with AAETT as a result of any violation of the Standards of Conduct; Code of Ethics; Federal, State, or Local legislation. Terminations will be overseen by the Membership & Member Services Committee, in conjunction with Board of Directors review and approval.

**19. EXECUTIVE DIRECTOR.** The Executive Director of AAETT shall be hired by the Board of Directors at such time as the Board determines that funds are available and the organization has achieved a status where this position becomes necessary. The Executive Director shall have overall responsibility and authority for management and operations of the Organization and shall ensure that all orders and resolutions of the Board of Directors and Members in Good Standing are implemented. The Executive Director shall be the chief operating officer of the Organization and shall have full responsibility and authority for management of the day-to-day operations of the Organization. The Executive Director shall be an ex-officio member of all committees and shall have the general powers and duties of management and supervision usually vested in the office of Executive Director of an Organization. In lieu of an Executive Director, these responsibilities and authorities shall be shared within the Board of Directors per the articles shown above under Officers and as specially assigned to specific Board members.



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**20. GOVERNANCE.** If not otherwise specified within these Bylaws, AAETT will follow Robert's Rules of Order Newly Revised.

**21. CERTIFICATION.** The original, or a copy of these bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be kept at the Organization's principal executive office and shall be open to inspection by the members in good standing of the Organization at all reasonable times during office hours.

By the signature below, these bylaws are hereby certified to be a complete and correct copy of the above-named Organization, duly adopted by the initial Board of Directors on [MM/DD/YYYY].

Signature (Director or Officer): *Michele R. Haman* Date: Nov. 2, 2023

Print Name: Michele R. Haman

Title: President & Registered Agent