Dear ESS Member,

The Equine Science Society will hold its General Business Meeting at the conclusion of the Symposium on June 2, 2017 at 5:00 pm C.D.T. The location of the meeting is the Hilton Minneapolis/St. Paul Airport Mall of America located at 3800 American Blvd E, Bloomington, Minnesota, 55425. The meeting will be held in the Minnesota Valley Ballroom.

One of the items on the meeting agenda is discussion of proposed amendments to the Equine Science Society Constitution and By-Laws. The following document contains the current version of the Constitution and By-Laws annotated with the proposed changes. Items to be removed are indicated with strike-through. New items to be added are indicated with bracketed text highlighted in yellow. Voting members should review the proposed changes to the Constitution and By-Laws in preparation for a call to vote at the 2017 General Business Meeting.
ARTICLE I - Name

The name of this organization shall be the Equine Science Society and will hereafter be referred to as the Society.

ARTICLE II - Objectives

The objectives of this Society shall be to: (1) promote quality research on equine nutrition and physiology; (2) establish effective communication among researchers, teachers, extension, and production personnel regarding equine nutrition and physiology; (3) conduct periodic symposia; and (4) cooperate with other organizations having similar or related interests.

ARTICLE III - Membership

Section 1. Voting Members [Professional Members] - All persons engaged in equine research, teaching, extension, or production shall be eligible for membership. Documentation of activity must be provided for review by the Membership Committee upon application for membership. Voting members will be notified of the activities of the Society on a regular basis.

Section 2. Corporate Members - Organizations interested in equine research, teaching, extension, production, or those interested in furthering the objectives of the Society are eligible. Documentation of activity must be provided for review by the Membership Committee upon application for membership. The designated contact for Corporate Members will be notified of the activities of the Society on a regular basis.

Section 3. General Members - Individuals interested in equine research, teaching, extension, production or those interested in furthering the objectives of the Society are eligible for membership. General Members will be notified of the activities of the Society on a regular basis.

Section 4. Student Affiliate Members - Undergraduate and graduate and veterinary students of accredited colleges and universities may become Student Affiliate Members. Application for student membership must be sponsored by a voting member. Student Affiliate Members will be notified of the activities of the Society on a regular basis.

ARTICLE IV - Rights of Members

Section 1. Voting Members [Professional members] in good standing may participate in all activities of this Society, may each cast one vote at regular or special elections for each of the officers and Board of Directors, may vote on all matters requiring the vote of the members, and may serve as director, officer, or chairperson of committees.

Section 2. Each Corporate Member may appoint one representative who may take part in all activities of this Society as specified in Article IV, Section I above [and who] will be eligible
Section 3. General and Student Affiliate Members will have all rights as specified above except those of voting, holding office, serving on the Board of Directors, or acting as chairperson of committees.

Section 4. All members will receive one copy of Society Symposium proceedings during or after each symposium.

ARTICLE V - Dues and Fees

Section 1. On the recommendation of the Finance Committee, the Board shall establish membership dues and symposium registration fees to cover operating expenses and schedules of payment. [The Board shall establish membership dues and payment schedules such that members will have the opportunity to have a two-year membership. Symposium registration fees to cover operating expenses will be determined by the Board of Directors and the Chairperson of the Symposium Arrangement Committee.]

ARTICLE VI - Officials

Section 1. Board of Directors- The governing body of the Society shall be a Board of Directors which shall consist of ten members: six directors from the Voting [Professional] and Corporate Membership, the retiring [Past] President of the Society, and all duly elected officers. Two Board members shall be elected every two years to serve a term of six years. Directors elected to other offices will automatically resign their directorship and the term will be filled by elections [election]. [A Student Affiliate Member will be elected by the students in attendance at the Symposium to serve a two-year ex officio term as the Student Representative to the Board of Directors.] [An Executive Director will be appointed by the Board and serve as an ex officio member of the Board of Directors with no voting privileges].

Duties- This Board shall have general management of the affairs, funds, and property of the Society. It shall be the Board’s responsibility to carry out the objectives of the Society according to national laws and as provided by this Constitution and By-Laws.

Section 2. Officers- The Officers of the Society shall consist of a President, a Vice President, and a Secretary-Treasurer. The Officers shall be elected at a general meeting to be held in conjunction with a regularly scheduled Symposium and will serve two years or until their successors are duly elected.

Section 3. Duties of Officers:

President- shall serve as President of the Society and as Chairperson of the Board of Directors. He or she shall appoint, subject to the approval of the Board of Directors, standing committees and other committees as may be required. He or she shall automatically become a member of the Board of Directors as [Past President] for two years following completion of a full term as President.

Vice President- shall assume the duties of the President in any absence of the President and shall serve as Chairperson of the Program Committee.

Secretary-Treasurer- shall serve as the chairperson [Chairperson] of the Finance Committee and shall keep minutes of all meetings of the members when business is transacted and of all meetings of the Board of Directors. He or she will submit minutes to the Business
Office for distribution and present a report of activities at the annual meeting.

Section 4. **Executive Director** – The Executive Director shall be the custodian of the Society records and function under the guidelines of the elected Board. This position will function as an ex officio member of the Board of Directors and work with the Board to carry out the activities of the society. The Executive Director will work with the Business Office to conduct Society business and maintain historical records for the Society.

Section 4-5. The Business Office will be identified by the Board of Directors and voted upon by a majority of the Voting [Professional] and Corporate membership. This entity will handle all finances, correspondence and shall be custodian of the Society records, file the Annual Report, General Not for Profit Corporation Act, and other necessary corporate forms, and will distribute the proceedings and notify the membership of meetings.

Section 5-6. Vacancies- If any office other than that of the President becomes vacant, the Board of Directors shall appoint a successor or successors to serve for the unexpired term or terms. Should the office of the President and Vice President become vacant at the same time, the Secretary-Treasurer shall assume the duties of the President and Vice President until a President is elected by special election.

**ARTICLE VII- Elections**

Section 1. Election of Officers shall be conducted at a general meeting using secret ballots.

Section 2. The members of the Board of Directors and the Officers so elected shall take office at the close of the general meeting.

Section 3. A slate of candidates for the Board of Directors and Officers shall be presented to members at the general meeting. Nominations from the floor will be accepted prior to voting; however, a statement of willingness to serve must be secured from the nominee and the nominee must be a Professional or Corporate Member prior to placing his or her name on the ballot.

Section 4. Special elections shall be held as needed and herein provided. All special elections will be held by mail [or e-mail] ballot.

**ARTICLE VIII- Meetings**

Section 1. Meetings of the Society- A business meeting will be held in conjunction with scheduled Symposia. Special meetings may also be called as necessary. Each Voting [Professional] and Corporate Member will be notified of meetings at least thirty days prior to all meetings.

Section 2. Meetings of the Board of Directors- The President will be responsible for determining the time and place for Board meetings. [These meetings may be in person, or conducted as a conference call or other electronic options as determined by the President.] No act of the members of the Board shall be valid or binding unless a quorum of the Board of Directors is present and is passed by an affirmative vote of the majority of the Directors present.
at any meeting.

Section 3. Quorum- One-fourth of the members shall constitute a quorum for transaction of business at all meetings of the members. A majority of the members of the Board shall constitute a quorum for the transaction of business of Board meetings.

ARTICLE IX- Fiscal Year

The fiscal year shall begin October 1 and end September 30 of the following year.

ARTICLE X- Committees

Section 1. The President will appoint the following standing committees subject to approval of the Board of Directors:

(1) Symposium Program Committee
(2) Symposium Arrangement Committee
(3) Finance Committee
(4) Nominating Committee
(5) Audit Committee
(6) Awards Committee
(7) Membership Committee

[Service on standing committees is generally two years and covers the time up to the current Symposium. A reappointment to a committee is possible to maintain consistency within the committee’s activity as deemed necessary.] Additional committees may be appointed by the President as needed.

Section 2. Symposium Program Committee- The Vice President will serve as Chairperson of the Program Committee. The committee will consist of at least three other members. The Program Committee will be responsible for requesting, screening, and organizing papers to be presented at the Symposium.

Section 3. Symposium Arrangement Committee- The Symposium Arrangement Committee shall consist of at least two Voting Professional or Corporate or General Members for each Symposium. They will be appointed at least two years prior to the Symposium for which they will have the responsibility for securing facilities and equipment and making other related arrangements. [The Chairperson of the Program Committee and the Executive Director will serve as ex officio members of the Arrangement Committee.]

Section 4. Finance Committee- The Finance Committee shall consist of at least four Voting Professional or Corporate or General Members. The Secretary-Treasurer will be Chairperson of the Finance Committee. The Finance Committee is responsible for preparing a budget and for planning ways and means of raising funds. [The Chairperson of the Program Committee and the Executive Director will serve as ex officio members of the Finance Committee.]

Section 5. Nominating Committee- The Nominating Committee shall prepare a slate of officers and directors for presentation to the membership. [The Nominating Committee shall consist of at least four Professional or Corporate Members.]
Section 6: Audit Committee - The Audit Committee will consist of three Members with authority to audit the financial status of the Society and report to the Board of Directors. The chairperson of the Symposium Arrangement Committee will be an ex officio member.

Section 7: Awards Committee - The Awards Committee shall consist of at least four Professional or Corporate Members. The members of the Awards Committee will select the recipient of each award from the nominees.

Section 8: Membership Committee - The Membership committee will be responsible for reviewing documentation of activity of those making application for membership.

ARTICLE XI- Dissolution

The Equine Science Society shall act in accordance with procedures established in the current General Not for Profit Corporation Act in the event of final dissolution and liquidation. Accordingly, the assets remaining after paying or adequately providing for the debts and obligations of the Society shall be distributed only to organizations which have or are entitled to receive favorable ruling of the exemption from the Treasury Department of the United States, as described in #501c(3) of the Internal Revenue Code as now existing or hereafter amended, or any subsequent counterpart or equivalent in said section.

ARTICLE XII- Amendments

This Constitution and By-Laws may be amended by either of the following procedures:

Section 1. Voting at Meetings - the Constitution and By-Laws may be amended at any meeting of the Society by a two-thirds affirmative vote of the members present. Proposed amendments must be sent to all members at least three weeks prior to the meeting.

Section 2. Voting by Mail - the Constitution and By-Laws may be amended by a two-thirds affirmative vote of the votes cast by mail [or e-mail] ballot [from Professional or Corporate Members.] When using this procedure, the proposed amendments shall be sent to all members at least three weeks prior to the date that the ballot is to be returned.

ARTICLE XIII- Procedure

Roberts Rules of Order shall govern in all matters not covered by this Constitution and By-Laws.