

# BYLAWS OF THE MINNESOTA ARABIAN HORSE ASSOCIATION

## Article I Name

The name of this organization shall be the Minnesota Arabian Horse Association.

## Article II Objects and Purposes

The objects and purposes of the Minnesota Arabian Horse Association, Association hereafter, are to:

- A. Formulate publicity and educational programs and other activities in the interest of Arabian horse owners and enthusiasts,
- B. Promote, encourage and stimulate popular interest in the Arabian horse,
- C. Do any and all things necessary or appropriate to accomplish the objects and purposes stated herein, and
- D. Cooperate with the Arabian Horse Association (AHA hereafter) and Region 10 to accomplish the objectives and purposes of these organizations.

## Article III Membership

- A. Application for membership shall be accepted in two formats: the required fee for dues must be included with either method. The first method of applying for membership is to apply via the AHA website. Application for membership may also be submitted directly to the MAHA membership chairperson in writing no later than the first of the month preceding the expiration month of the membership. Applications received by the MAHA membership chairperson after the end of the month in which the memberships expire will be assessed a late fee. Memberships shall automatically terminate if dues are not paid by the end of the month in which they expire. Memberships are not transferable.
- B. A member may be suspended or expelled by a seventy-five percent vote of the opportunity for a hearing before the Board of Directors and such member shall be notified in writing by the Board of Directors at least 10 days prior to such hearing. Such notification shall include the date, time, and place of the hearing and must set forth the reason or reasons for possible suspension or expulsion. Any member thus expelled or suspended shall forfeit all dues and fees previously paid and all rights and privileges of membership shall cease.
- C. Each voting membership requires that the voting member be an adult member of AHA through the Association.

There shall be two classes of voting memberships: (1) Adult and (2) AHA Life Member. An adult membership shall consist of an individual 19 years and older.

An AHA Life member may join the Association at the Associate Member rate, but will be a voting member of the Association providing he or she has designated the Association as his or her voting club. Each adult membership and each properly designated AHA Life membership is entitled to one vote.

The Associate Membership shall consist of individuals who own or are interested in Purebred, Half, or Anglo Arabian horses.

The Board of Directors shall establish the voting privileges and the amount of dues to be paid by each membership class.

- D. Special membership assessments may be levied by a two-thirds majority of the voting membership of the Association. Non-payment of such assessments shall result in forfeiture of membership and no action shall be brought for the collection of such assessment.

#### **Article IV Membership Meetings**

- A. All meeting shall be conducted in accordance with Robert's Rules of Order.
- B. Regular meetings of the membership shall be held at least two times per year at such time and physical location as shall be determined by the Board of Directors. Notice of the date, time and place of said meetings shall be mailed or emailed to the membership at least two weeks prior to said meetings.

One of said meetings shall be designated by the Board of Directors as the annual meeting of the membership.

- C. Special meetings of the Association may be called by the President at any time and written notice thereof shall be mailed or emailed to the entire membership at least five days prior to such meeting.
- D. A quorum at any annual, special, or regular meeting shall consist of at least ten percent of the total voting membership. Voting by proxy and cumulative voting shall not be allowed.

#### **Article V Board of Directors**

- A. *General Powers.* The Board of Directors shall manage the business and affairs of the Association. The Directors shall, in all cases, act as a Board, and they may adopt such rules and regulations for the conduct of their meetings, and for the management of the Association as they may deem proper, not inconsistent with these Bylaws and the laws of this State.
- B. *Number, Tenure, and Qualification.* The number of Directors of the Association

shall be twelve, of which four shall be Officers of the Association, and eight shall be elected at large in the fall of the year prior to the annual meeting of the membership for two year terms. In all elections of Directors voting by electronic ballot shall be used.

The Board, when special needs arise, may also appoint no more than two, one-year renewable Directors to fill special roles or perform special duties as determined by the Directors.

- C. *Regular Meetings.* At least five regular meetings of the Board of Directors shall be held each year at such time and physical location as the Directors shall provide. The time and place of a regular meeting may be changed or a regular meeting cancelled by the President, with the consent of the Vice-President and Secretary, provided five days notice is given in the manner prescribed in Article V, Paragraph E.
- D. *Special Meetings.* Special meetings of the Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings may fix the time, place and method for holding any such meeting.
- E. *Notice.* Notice of any special meeting shall be given at least five days prior thereto by written or oral notice delivered personally, or by telephone or email. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The attendance of a Director at a regular or special meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- F. *Quorum and Voting.* At any meeting of the Board of Directors, fifty percent shall constitute a quorum for the transaction of business.

The act of a simple majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Voting at special meetings may be by conference call or email providing at least five days notice as specified in Article V, Paragraph E is given. The President shall vote in the deliberations of the Board of Directors only in the case of a tie.

- G. *Newly Created Directorships and Vacancies.* Newly created directorships resulting from an increase in the number of directors, and vacancies occurring in the Board of Directors for any reason may be filled by a vote of the majority of the Directors then in office, although less than a quorum exists. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor. In the case of a newly created directorship, said Director shall serve until the next election of Directors.
- H. *Removal of At Large Directors.* Any or all of the 'at large' Directors may be

removed only for cause by a seventy-five percent vote of the membership present, or by a seventy-five percent vote of the Board of Directors.

- I. *Resignation.* A Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors, President, or Secretary and the acceptance of the resignation shall not be necessary to make it effective.
- J. *Attendance at Board Meetings.* Attendance at regular meetings shall be mandatory. The President may waive this requirement in his or her sole discretion. Two consecutive absences without such waiver shall be cause for removal pursuant to Article V, Paragraph H.

### **Article VI Officers**

- A. *Officers, Elections and Terms of Office.* The Officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the membership. Such other offices as may be deemed necessary shall be established by the Board of Directors.

The Officers of the Association shall be elected annually in the fall of the year prior to the annual meeting of the membership. In all elections of Officers voting by electronic ballot shall be used.

The term of each office shall be one year and shall commence on January 1 of each year following said Officer's election and end on December 31 of such year, or until his or her successor shall have been elected and qualified. Any Individual or AHA Life Member is eligible to stand for election to an officer position providing he or she is a voting member in good standing as of July 1st of the year in which the election will be held.

All candidates for officer positions must be adult voting members of AHA through the Association.

- B. *Removal and Vacancies.* The Directors may remove any Officer whenever in their judgment the best interests of the Association would be served thereby, but such removal shall require a seventy-five percent vote of the entire Board of Directors. An Officer so removed is also automatically removed from the Board of Directors.

A vacancy in any office caused by the creation of the office or because of death, resignation, removal, disqualification or otherwise, may be filled by majority vote of the Directors for the unexpired portion of the term.

- C. *President.* The President shall be the principal executive officer of the Association and, subject to the control of the Directors, shall, in general, supervise and control all of the business and affairs of the Association. The

President shall, when present, preside at all meetings of the membership and of the Directors. The President may sign, with the Secretary or any proper Officer of the Association thereunto authorized by the Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors from time to time.

- D. *Vice-President.* In the absence of the President or in the event of the President's resignation, removal, death, inability or refusal to act, the Vice-President shall perform the duties of the President only when directed by the Board of Directors, and when so acting, shall have all of the powers of and be subject to the restrictions upon the President. The Vice-President shall perform other duties as may from time to time be assigned to him or her by the President or the Directors.
- E. *Secretary.* The Secretary shall keep the minutes of the Membership and Board of Directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with these Bylaws or as required, be custodian of the corporate records and of the seal of the Association, and keep or cause to be kept a register of the post office address of each member which shall be furnished to the Secretary by such member, and in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the President or the Directors.
- F. *Treasurer.* The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board of Directors, and in general shall perform all of the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the President or by the Directors.
- G. *Compensation.* No compensation shall be paid to any Officer.

#### **Article VII Region 10 Delegates**

- A. The Board of Directors and current Delegates shall elect persons to serve as Delegates to Region 10 at the first regular meeting of the Board of each calendar year. Such Delegates shall serve for a two-year term, said terms to be staggered so that the terms of half of the Delegates shall expire each year. In addition, the Board shall appoint as many alternate Delegates as they shall deem necessary.
- B. In order to be eligible to serve as a Delegate or Alternate to Region 10, a person must be an adult voting member of the Association in good standing at the time of his or her election or appointment.

- C. Attendance at regular meetings of both the Region 10 Board of Delegates and the Association's Board of Directors shall be mandatory. The President may waive this requirement at his or her sole discretion. Two consecutive absences without such waiver shall be cause for removal by a seventy-five percent vote of the Board of Directors.
- D. Delegates to the Region 10 Board of Delegates shall serve as the Association's Delegates to the Arabian Horse Association convention. The Board of Directors shall resolve any disputes concerning eligibility to attend said convention.

### **Article VIII Committees**

- A. Subject to the approval of the Board of Directors, the President may, from time to time, provide for the appointment, membership, duties and duration of such committees as may be necessary or desirable. Each committee may adopt rules for its own use not inconsistent with these Bylaws or with rules adopted by the Board of Directors. The President shall serve as an ex-officio member of all committees of the Association.
- B. A finance committee, if appointed, shall consist of the Treasurer and at least one other member of the Board of Directors, together with other members as shall be appointed. An audit committee, if appointed, shall not include the Treasurer.
- C. Each committee shall report to the Board of Directors in such manner and at such times as the Board of Directors shall direct. In the event of a conflict arising between the Board of Directors and a committee, or between committees, such conflicts shall be resolved by a majority vote of the Board of Directors.

### **Article IX Amendments to Bylaws**

These Bylaws may be amended, in whole or part, in accordance with the following:

- (1) Any member of the Association may submit a proposed Bylaw amendment to the Board of Directors;
- (2) When a 2/3 majority of the Board of Directors has approved a proposed Bylaw amendment, such amendment shall be adopted subject to ratification by the membership;
- (3) The Bylaw amendment will be submitted to the membership for ratification by being included on the ballot for the election of officers and board members or at a regularly scheduled meeting of the membership providing that the proposed amendments are available to the membership by email or by mail at least 30 days prior to the meeting: and
- (4) When a simple majority of the members voting have ratified the Bylaw amendment, it shall take effect upon approval by the Arabian Horse Association.

A copy of the Bylaws must be kept on file with the Arabian Horse Association.

## **Article X Supersession**

The Bylaws of the Association shall at all times be governed by the Constitution, Bylaws, Rules, and Regulations of AHA.

## **Article XI Distribution or Dissolution**

The Association may be dissolved by a two-thirds (2/3) vote of its voting membership. In the event of a dissolution of the Association, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property which the Association receives from any source, after the payment of all debts and obligations of the Association, shall be used or distributed exclusively for purposes within the intendment of Section 501(c) of the Internal Revenue Code as the same now exists or as it may be amended from time to time.

Approved as amended by the membership, March 19, 2016