
REGION 12
ARABIAN HORSE ASSOCIATION, INC.

ARTICLE I
NAME AND BACKGROUND

Pursuant to its Articles of Incorporation under the laws of the State of Florida, the name of this organization shall be Region 12 - Arabian Horse Association, Inc. and it shall be a non-profit corporation.

ARTICLE II
OFFICES

Section One. Principal Office. The principal office of the corporation in the State of Florida shall be located in the City of Miami, County of Dade.

Section Two. Other Offices. This corporation may have such other offices, either within or without the State of Florida, as the Board from time to time determines.

ARTICLE III
OBJECTIVES AND PURPOSES

Purpose. The nonprofit corporation is organized and shall carry out such purposes as an organization described in Section 501(c) (5) of the Internal Revenue Code of 1986 as amended from time to time, or under the corresponding provision of any future United States Internal Revenue law, (as applicable, the "Code"). More specifically, the purposes for which the corporation is formed include the following.

The objects and purposes of Region 12 are to:

1. Be cognizant of the importance of promoting the purebred Arabian horse at all times during the performance of activities.
2. Foster and encourage good relations between Region 12 and Member organizations and to maintain and protect the heritage of the Purebred Arabian, Half-Arabian and Anglo-Arabian horses.
3. Aid and encourage the breeding, exhibiting, use, and perpetuation of the purebred Arabian horse, as well as Half-Arabian and Anglo-Arabian horses: coordinate the activities with all other Arabian Horse Organizations in all of Region 12 and other Regions of AHA.
4. Formulate publicity and educational programs and other activities in the interest of Arabian horse owners, Arabian horse organizations, clubs and enthusiasts.
5. Aid, promote and foster the preservation and use of the Arabian, Half-Arabian and Anglo-Arabian breed and to engage in all activities and undertakings incidental to or designated to further or promote this objective.
6. Promote, encourage and stimulate popular interest in the outstanding qualities of the Arabian horse.
7. Do any and all things necessary or appropriate to accomplish the objectives and purposes as stated herein and as set forth in the Articles of Incorporation.

ARTICLE IV
NO BENEFITS TO MEMBERS, DIRECTORS, OR OFFICERS

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or others, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be participation in, or intervention in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Upon dissolution of the corporation, the corporation shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of the assets of the corporation exclusively to a successor organization or organizations having like purposes and which is an exempt organization pursuant to Section 501©(5) of the Code. The organizations to receive such property, and their respective shares and interests, shall be determined by the board of directors.

ARTICLE V MEMBERSHIP

Section I. Member Organizations.

Region 12 shall be composed of those non-profit clubs, associations, and corporations (i) that provide for membership of individuals and corporation, (ii) that have aims and purposes similar to those of Region 12, and (iii) that have been duly admitted to membership in Region 12. These organizations will hereinafter be referred to as Member Organizations.

Paragraph a. Voting Rights of Member Organizations.

The Member organizations shall have the right to vote for the election of Director in the manner described in Article VII of these Bylaws, and shall have the right to vote on all matters decided at the Annual Meeting, as described in Article VII of these Bylaws. All voting rights of the Member Organizations shall be exclusively vested in, and exercised by, Voting Delegates, in the manner set forth in these Bylaws.

Paragraph b. Levy of Dues to Member Organization by Region.

The region may levy dues on the Member Organizations within its area provided the dues are based on number of Affiliate Members or number of Voting Delegates per Member Organization. The amount of dues levied by the Region 12 would have to be approved by a majority votes of delegates.

Paragraph c. Member Organization Application.

A non-profit organization desiring to become a Member Organization of Arabian Horse Association shall make written application to the Executive Vice President on a form provided by the Arabian Horse Association. A copy of the application shall be forwarded to the Regional Director who will be provided an opportunity to comment should he or she wish to do so.

Paragraph d. Approval of Member Organizations.

Upon a favorable vote of the Board of Directors of the Arabian Horse Association, such application shall be approved, and such organization shall thereafter be, subject to the Articles of Incorporation, Bylaws, Resolutions and Board of Director action of the Arabian Horse Association as a Member Organization.

Paragraph e. Termination of Member Organization Membership.

A Member Organization may be terminated from membership for any of the following reasons:

Violation of the Articles of Incorporation, Bylaws, or a duly adopted Resolution of the Arabian Horse Association:

Failure to comply with an action by the Arabian Horse Association Board of Directors:

Conduct deleterious to the best interests of the Arabian horse or the best interests of Arabian Horse Association:

Upon action by such Member Organization withdrawing from Arabian Horse Association:

Upon failure of such Member Organization to pay assessed dues to the Arabian Horse Association or the Region in which the Member Organization is located; or

If a Member Organization falls below ten (10) voting affiliate and/or life members as of June 30th of any year.

Paragraph f. Procedure for Termination.

The Membership Committee shall make investigation of all matters, which may afford a basis of termination from membership (other than voluntary withdrawal). After such investigation, if the Committee finds that probable cause for termination exists, it serves notice on the Member Organization affected, stating:

The grounds for the proposed termination;

That the Committee proposes to recommend the Member Organization's termination from membership on such grounds;

That such recommendation will be made to the next Arabian Horse Association (AHA) Annual Convention at which time and place such Member Organization is entitled to appear and be heard;

That after such hearing, the manner of termination will be submitted to the Convention for decision; and

Such notice shall be given to the Member Organization at least forty five (45) days before the opening day of the Annual Convention at which the organization is to be given an opportunity to be heard. Notice shall be given in writing and delivered by first-class, prepaid mail, telecopy, personal delivery, overnight courier, or electronic mail address of the Member organization shown on the Arabian Horse Association's records. Notice shall be deemed given at the time of delivery through the means of delivery utilized.

Paragraph g. Termination of Member Organization.

A member Organization may be terminated from membership, after hearing, by action of the Annual Convention. In the event of such termination, the Secretary of Arabian Horse Association shall promptly inform such Member Organization of its termination from membership. The termination shall become effective no sooner than five (5) days after the date of the hearing afforded the member organization.

Paragraph h. Reinstatement of Member Organization.

A member Organization may be reinstated by favorable action of the Arabian Horse Association (AHA) at the Annual Convention.

Section 2. Individual Membership Categories.

Individual membership privileges and benefits for each category are established by the Board of Directors and may be modified by the Board of Directors from time to time. All individual members may serve on an Arabian Horse Association committee, commission or board if applied, appointed or elected, as provided in the Arabian Horse Association rules.

Paragraph a. Affiliate Member.

Each person appearing on the membership list of Member Organization and for whom dues as set by the Annual Convention are paid to Arabian Horse Association shall be an individual Affiliate Member of Arabian Horse Association (“Affiliate Member”). An Affiliate Member is entitled to all general membership privileges including the privilege to compete in Arabian Horse Association Recognized Competitions.

- i) An Affiliate Member is also granted the rights to:

Vote in his/her Member Organization;

Be counted towards the delegation strength of that Member Organization;

Be eligible for election as an officer or member of the board of directors at the Member Organization, Region, or Arabian Horse Association level;

Have the opportunity to be a Voting Delegate at the Arabian Horse Association Annual Convention, as prescribed herein.

Paragraph b. Associate Member

Individuals may become Associate Members of Arabian Horse Association by paying dues as set by the Board of Directors. An Associate Member is entitled to discounts on Arabian, Half-Arabian and Anglo-Arabian registration services, member communications, and access to Arabian Horse America programs, services and benefits. An Associate Membership may not be used to meet the membership requirement in Arabian Horse Association Recognized Competitions and related Award programs.

Paragraph c. Youth

Any individual under the age of 17 as of December 1 of the previous calendar year may become a Youth Member by paying dues as set by the Board of Directors. A Youth Member is entitled to membership in the Arabian Horse Youth Association and all Affiliate Member membership privileges, benefits and discounts except for the rights specifically granted to Affiliate Members in Article V. Section 2, Paragraph (a)(i) of AHA Bylaws. Youth Members joining through a Member Organization shall not count towards determination of that Member Organizations number of Voting Delegates.

Paragraph d. Business Member.

Entities including but not limited to corporations, farm/ranches, trusts, syndicates, partnerships, and estates may become Business Members by paying dues as set by the Board of Directors. A Business Member is entitled to all Affiliate Member membership privileges, benefits and discounts except for the rights specifically granted to Affiliate Members in Article III, Section 2, Paragraph (a)(i) of AHA Bylaws.

Section 3. Membership Year and Dues.

Paragraph a. Membership Year

The membership year shall run from January 1 to December 31 of the following year.

Paragraph b. Payment of Dues

Dues are payable to the Arabian Horse Association office on October 31 preceding the beginning of the membership year and become delinquent on January 1 of the membership year. If not postmarked to Arabian Horse Association Office by December 31 the member for whom dues are not paid will lose all membership privileges until such dues are paid.

**ARTICLE VI
CORPORATE POWERS**

Section 1. Division of Powers.

The corporate powers of Region 12 shall be administered as provided in this Article.

Section 2. Powers of the Annual Regional Meeting & Annual National Convention.

Paragraph a. Exclusive Powers.

The Annual Regional Meeting provided for in Article VII hereof, shall have exclusive power to enact, repeal and amend Bylaws, amend the Articles of Incorporation, and dissolve this Corporation.

Paragraph b. Other Powers.

The Annual Regional Meeting may, take any other action not inconsistent with law, with the Articles of Incorporation, or the Bylaws.

Paragraph c. Executive Committee

The Executive Committee shall be composed of the Regional Director, Vice-Director, Immediate Past Director, Secretary, Treasurer and one member from each state in the Region. **The Executive Committee will have the power to conduct the business of Region 12 during the interim time between delegate meetings.**

Section 3. Indemnification

Region 12 shall indemnify and hold all directors, officers, employees, agents, and committee, commission and board members harmless from all liabilities, obligations, claims, causes of action, or expenses of any kind, including without limitation reasonable attorney' fees, that may arise or be incurred by them as a result of the performance of their duties for or on behalf of Region 12, to the full extent allowed under the State of Florida Revised Nonprofit Corporation Act.

**ARTICLE VII
ANNUAL MEETING**

Section 1. Time and Place.

The Annual Regional Meeting of Region 12 shall be held annually at the Region 12 Championship Show at such time and place as shall be determined by the Regional Director and approved by the Executive Committee.

Section 2. Notice.

Notice of the Annual Regional Meeting shall be given to all Member Organizations and registered Delegates as described herein (such Delegates together with Member Organizations,

being the “Notice Recipients”) not less than forty five (45) nor more than ninety (90) days before the date of the Region 12 Championship Show. The notice shall specify the place, date and hour of the Annual Region 12 Championship Show and those matters which the Board of Directors, at the time of giving notice, intends to present for action by the Notice Delegates. Notice shall be given in writing and delivered by first-class, prepaid mail, telecopy, personal delivery, overnight courier, or electronic mail. Any notice given by mail must be given to the last address, telecopy number or electronic mail address of the Notice Recipient shown on Region 12 Association’s records. Notice shall be deemed given at the time of delivery through the means of delivery utilized.

Section 3. Attendance.

Paragraph a. Annual Meeting

All members of Member Organizations who are in good standing with their Member Organizations shall be entitled to attend any Annual Meeting, or any other meeting called for a similar purpose, and shall have floor privileges; provided, however, they shall not, solely by reason of such membership, be entitled to vote.

Paragraph b. Delegates.

All Delegates, selected in accordance with Article VIII hereof, shall be entitled to attend the Annual Convention and shall be entitled to the floor privileges. Voting Delegates shall be entitled to vote on all questions properly coming before the Annual Meeting and Non-Voting Delegates shall not be entitled to vote.

Section 4. Voting.

Paragraph a. Quorum.

A quorum to do business shall consist of a majority of all Voting Delegates (as defined and authorized by Article IX hereof to vote at the Annual Meeting) who have been duly registered and credentialed at the Annual Meeting; provided, however, a lesser number may adjourn the Annual Meeting from time to time until a Quorum shall be attained.

Paragraph b. Presiding Officer.

The presiding officer of the Annual Meeting shall not vote except in the case of a tie and in that case the presiding officer may cast the deciding vote, regardless of whether the presiding officer is a Voting Delegate.

Paragraph c. Proxies.

Voting by proxy shall not be permitted.

**ARTICLE VIII
DELEGATES**

Section 1. Voting Delegates.

Paragraph a. Delegate Qualifications.

Each Voting Delegate shall be an Affiliate Member, in accordance with Article V, Section 2, Paragraph a., and in good standing of the Arabian Horse Association and Region 12. The Voting Delegate’s name must appear on the membership roster of the Member Organization

he or she represents. Alternate Delegates meeting the same criteria as Voting Delegates selected by Member Organizations shall not be entitled to vote unless the Voting Delegates initially selected are not present or are otherwise unable to vote.

Paragraph b. Selection of Delegates.

Each Voting Delegate and each Alternate Voting Delegate shall be selected for such office by the Member Organization which he or she represents in the manner provided by the bylaws or rules of such Member Organization and shall serve until the selection and qualification of his or her successor pursuant to the bylaws or rules of such Member Organization.

Paragraph c. Number of Delegates.

Member Organizations shall be entitled to be represented at an Annual Meeting or National Convention or both by one (1) Voting Delegate per fifty (50) Affiliate Members in good standing or part thereof. The number of members of a Member Organization for delegate purposes shall be the number of Affiliate Members for whom dues have been received in the office of Arabian Horse Association as of the thirtieth day of June of each year and remain that number until June 30 of the following year. Member Organizations approved by the Board of Directors of Arabian Horse Association after the thirtieth day of June of each year and prior to the Annual Convention shall have their delegate count for the initial Annual Convention based on the number of Affiliated Members submitted on their application.

Paragraph d. Delegate Certifications.

Each Member Organization shall submit to Arabian Horse Association the name(s) of its Voting Delegates and Alternate Voting Delegates in a manner as defined in Arabian Horse Association Handbook. For the Regional Director election, each Member Organization shall submit to the Region the name(s) of its Voting Delegates and Alternate Voting Delegates in a manner as defined in the Region's bylaws and consistent with the Arabian Horse Association bylaws.

Paragraph e. Regional Directors.

Each Regional Director (as defined in Article IX, Section 2, paragraph a & e shall represent his or her region as a Voting Delegate from that Region.

Paragraph f. Past Directors.

Each past Regional Director will serve as a Voting Delegate-at-large for a period following the expiration of his or her Directorship equal to the period served immediately prior to such expiration (provided such past Director is an Affiliate, Direct or Life Member in good standing).

Paragraph g. Multiple Membership.

A Voting Delegate may represent at the Annual Convention only one of the Member Organizations on whose membership list his or her name appears.

Paragraph h. Delegate Voting.

All voting at the Annual Meeting shall be by the Voting Delegates acting personally. Voting by proxy shall not be permitted.

ARTICLE IX DIRECTORS

Section 1. Qualifications.

The Board of Directors of Region 12 shall consist of (4) persons a Director, Vice-Director, Secretary, and Treasurer. The Board of Directors shall consist of (2) persons selected by the Delegates of Region 12, the Director and Vice-Director. The Director and Vice-Director shall, at all times during his or her continuance in office, be an Affiliated, Direct or Life Member in good standing of AHA and Region 12. The Secretary and Treasurer shall be appointed by the Director and approved by the Executive Committee and shall serve at the pleasure of the Director.

Section 2. Enumeration.

The Board of Directors shall consist of the following persons:

Paragraph a. Regional Director

In each Region the Voting Delegates to the Annual Convention shall serve as a Regional Board of Delegates. The Regional Board of Delegates shall nominate and elect one (1) Director every other year. Voting by proxy shall not be permitted. Odd and even-numbered Regions shall elect Directors in odd and even numbered years respectively.

Paragraph b. Regional Vice Director

In each Region the Voting Delegates to the Annual Convention shall serve as a Regional Board of Delegates. The Regional Board of Delegates shall nominate and elect one (1) Vice-Director every other year. Voting by proxy shall not be permitted. Odd and even-numbered Regions shall elect Vice-Directors in odd and even numbered years respectively.

Paragraph c.

Election or appointment of Directors shall be completed no later than ninety (90) days before the opening day of the Annual Convention held during the calendar year of the election.

Paragraph d.

Voting by Mail. The Regional Board of Delegates may elect their Regional Director and Regional Vice-Director by mail.

Paragraph e.

The Regional Director shall act as the Chairman of the Regional Board of Delegates of his or her Region during his or her term in office. The Chairman of the delegates shall provide notice of all meetings of the Region's Board of Delegates to the Voting Delegates in the Region not less than ten (10) nor more than ninety (90) days before the date of such meeting. Such notice shall specify the date, place and hour of the meeting, the names of all those who are nominees at the time notice is given and the general nature of any other business to be transacted at such meeting. Notice shall be given in writing and delivered by first-class, prepaid mail, teletype, personal delivery, overnight courier, or electronic mail to each Member Organization in the Region. Any notice given by mail must be given to the last address, teletype number or electronic mail address of the Member Organization shown on Arabian Horse Association's records. Notice shall be deemed given at the time of delivery through the means of delivery utilized. An Immediate Past Director attending a Regional meeting shall have floor privileges at the meeting but may not vote, unless otherwise entitled to vote.

Section 3. Regional Directors Term and Limitation.

Paragraph a.

Each Regional Director term of office shall be approximately two (2) years, beginning at the close of the Annual Convention following his or her election or appointment, as appropriate, and lasting until his or her successor is selected and takes office at the close of the Annual Convention following the successor's selection.

Paragraph b.

No person shall be eligible to hold the office of Director for a continuous period in excess of two (2) consecutive terms (four years). The foregoing limitation shall not preclude a person appointed to a term of one year or less by the Delegates elected to serve the remainder of an unexpired term and thereafter being elected and re-elected to serve two (2) consecutive two-year terms.

Section 4. Regional Directors Vacancies.

If the Regional Director position becomes vacant, the Regional Vice-Director shall become the Regional Director and serve out the remainder of the Regional Director's term. If the Regional Vice-Director position becomes vacant the Regional Board of Delegates shall elect a new Vice-Director. Any other officer's vacancy shall be filled by the Regional Director.

Section 5. Meetings.

Paragraph a. Annual Meeting .

There shall be an annual meeting of Board of Delegates at the AHA Annual Convention. Except as otherwise provided by law, written notice of any meeting of the Board of Directors (i) shall be given in writing to each Director and delivered by first-class mail, telecopy, personal delivery, overnight courier, or electronic mail. Any notice given by mail must be given to the last address, telecopy number or electronic mail address of the Director shown on Arabian Horse Association's records. Notice shall be deemed given at the time of delivery through the means of delivery utilized, and (ii) shall state the date, place and hour of the meeting and the purpose or purposes for which the meeting is called.

Paragraph b. Special Meetings.

Special meetings of the Board may be held at any time and place on the call of the Director or of a majority of the Board, in either case upon ten (10) days' notice by first-class prepaid mail, or five (5) days' notice delivered personally or by telephone or electronic mail. Such notice shall state the time and place of the meeting and shall be deemed given at the time when personally delivered, deposited in the mail, sent by electronic mail or orally transmitted to recipient via telephone.

Paragraph c. Quorum.

At any meeting of the Board, the presence of a majority of Delegates shall constitute a quorum to transact business.

Paragraph d. Regional Vice Director.

Elected Regional Vice Directors may attend any open meeting of Arabian Horse Association's Board of Directors when the Regional Director is present. Regional Vice-Directors shall be entitled to attend any Board of Directors meeting and vote, and shall count in determining

a quorum of the Board of Directors if, and only if, the Regional Director or At-Large Director is absent.

Paragraph e. Participation in Meetings by Conference Telephone.

Directors may participate in any regular or special meeting of the Board through use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting in this manner shall constitute presence in person at such meeting.

Paragraph f. Voting by Mail.

The Board of Directors may take action by mail, without a meeting, provided that each Director is notified by mail at his or her last known address of the proposal to be acted upon and all members of the Board individually or collectively consent in writing to such action.

ARTICLE X OFFICERS

Section 1. Enumeration.

The Officers of Region 12 of Arabian Horse Association shall consist of a Director, Vice-Director, a Secretary, and a Treasurer.

Section 2. Election.

Paragraph a.

The Regional Director shall be elected Regional Delegates by ballot for a two (2) year term. The Regional Director will be eligible for a maximum of two (2) consecutive terms excluding any period of time completing the term of a predecessor. The Vice-Director shall be elected by ballot for a two (2) year term. The Vice-Director will be eligible for a maximum of two (2) consecutive terms excluding any period of time completing the term of a predecessor. The Secretary and the Treasurer shall be appointed by the Regional Director elected. All elections shall be conducted by a written ballot; provided, however, that in the event but one person is nominated for an office the election may be by voice vote.

Paragraph b.

In the event there are three or more candidates for any office, and no candidate receives a majority of the votes cast, there shall be a run-off between the two candidates receiving the largest number of votes.

Section 3. Qualifications.

Each Officer elected at the annual meeting shall at all times during his or her continuance in office, be an Affiliate Member in good standing as determined pursuant to Article III, Section 2, Paragraph a of AHA Bylaws. Individuals appointed by the Director at all times during their continuance in office shall be an Affiliate, Direct or Life Member in good standing.

Section 4. Vacancy.

In case of a vacancy in the office of Regional Director, the Vice-Director shall become Regional Director. If the Regional Vice-Director position becomes vacant the Regional Board of Delegates shall elect a new Vice-Director. Any vacancy in any appointed position will be filled by the Regional Director.

Section 5. Duties of the Regional Director.

Paragraph a.

The Regional Director shall preside at all Regional Meetings and at the Annual National Conventions and at all meetings of the Board of Directors.

Paragraph b.

Except as otherwise provided in these Bylaws or Arabian Horse Association's handbook, the Regional Director shall appoint all committees and commissions who shall serve at the pleasure of the Regional Director. The Regional Director shall be an ex-officio member of all committees and commissions, except the Nominating Committee, the Ethical Practice Review Board, and the Probable Cause Panel.

Paragraph c.

Within any limitations imposed by the Articles of Incorporation, these Bylaws, duly adopted resolutions of Annual Convention, or the Executive Committee, the Regional Director shall have general power to conduct and manage the affairs and business of Region 12.

Section 6. Duties of the Vice-Director.

Paragraph a.

The Vice Director shall assume the duties of the Regional Director in the event of the absence or inability to act of the Regional Director, or at his or her request.

Paragraph b.

The Vice-Director shall have such other duties as may be delegated him or her.

Section 7. Duties of the Secretary.

Paragraph a.

The Secretary shall keep or cause to be kept a full and complete record of the proceeding of all meetings of the Board of Directors, and of the Annual Convention and of all action taken by the Board of Directors by mail.

Paragraph b.

The Secretary shall keep or cause to be kept the seal, books, documents and papers of Region 12 and affix the seal to all instruments executed by the Director, or by his or her direction, which may require it.

Paragraph c.

The Secretary shall handle or cause to be handled all correspondence and communications and generally do and perform all duties incident to the office of Secretary.

Paragraph d.

The Secretary shall publish notices of the place and date of all meeting and of the Annual National Convention and of meetings of the Board of Directors.

Paragraph e.

The Secretary shall have such other duties as may be delegated him or her by the Regional Director.

Paragraph f.

The Secretary shall be appointed by the Director of Region 12. The Secretary shall serve at the pleasure of the Director. The Secretary will not have voting right unless he/she is a voting delegate for Region 12.

Section 8. Duties of the Treasurer.

Paragraph a.

The Treasurer shall be the chief financial officer of Region 12 and shall receive or cause to be received all moneys belonging to or paid into Region 12 and safely keep the same.

Paragraph b.

The Treasurer shall disburse funds of Region 12 in accordance with the objective and purposes as defined in Article III.

Paragraph c.

The Treasurer shall keep complete books of account and shall make an itemized statement and report to the Region and Annual National Convention and such interim reports as may be required by the Board of Directors.

Paragraph d.

The Treasurer shall have such other duties as may be delegated him by the Regional Director.

Paragraph e.

The Treasurer shall be appointed by the Director of Region 12. The Treasurer shall serve at the pleasure of the Director. The Treasurer will not have voting right unless he/she is a voting delegate for Region 12.

Section 9. Officer Disability Policy.

The Executive Committee may remove from office an Officer elected or appointed in accordance with Article X of the Bylaws for reason of disability, by an affirmative two-thirds vote of the Executive Committee. Disability may be determined to exist by the Executive Committee when the Officer, as a result of ill health, physical or mental disability, has been continuously unable or unwilling or has failed to perform the Officer's duties for a period of sixty (60) consecutive days or for a total period of ninety (90) days, in any calendar year, either consecutive or not.

Section 10. Officer for Cause Policy.

The Executive Committee may remove from office, "for cause," an Officer elected or appointed in accordance with Article X of the Bylaws by an affirmative two-thirds vote of the Executive Committee. Removal "for cause" may be determined by the Executive

Committee when the Officer has engaged in inappropriate conduct including, but not limited to, theft, dishonesty or moral turpitude.

ARTICLE XI COMMITTEES AND COMMISSIONS

Section 1. Membership Committee.

The Regional Director shall appoint a membership Committee consisting of a chairman and two (2) or more members to hold office at the pleasure of the Regional Director. Such committee shall have those duties prescribed by these Bylaws and such other duties as may be delegated by the Regional Meeting or Annual National Convention, the Executive Committee, or the Regional Director.

Section 2. Show Commission

There shall be a Region 12 Show Commission which shall be composed of the Region 12 Director, the Region 12 Treasurer and the Show Treasurer and one member from each state within the region.

(a) The members of the Region 12 Show Commission other than the Region 12 Regional Director shall be appointed by the Region 12 Regional Director and approved by the Executive Committee. The Commission shall serve at the pleasure of the Regional Director. The Regional Director is authorized to remove any member who misses two consecutive meetings of the Commission. Any Vacancies on the Commission shall be filled in the same manner as originally selected.

(b) The duties of the Region 12 Show Commission shall be to organize and put on the Region 12 Championship Show annually, operating with a budget approved by the executive committee.

(c) The Region 12 Show Commission shall appoint a Show Chairman, who shall serve at the pleasure of the Commission.

(d) The Region 12 Show Commission shall submit a complete financial statement on the regional show to the Executive Committee within 120 days after the completion of the show, together with a proposed budget for the show the following year.

(e) The Region 12 Show Commission shall submit to the Show manager a list of ten judges in order for the show manager to call for employment as Region 12 judges. If the list is not sufficient or if a previously selected judge cancels or otherwise becomes unable to perform, the Show Commission shall submit additional judges to the Show Manager. All contracts with judges employed to judge the Region 12 Championship Show shall provide that the judge will not accept another judging assignment within Region 12 for a period of three months prior to the date of the Region 12 Championship Show at which he or she is to judge.

(f) At least two years prior to the date of any specific Region 12 Championship Show, the Region 12 show commission shall submit a written recommendation to the Board of Directors for a specific location and facility for the show; if more than one facility is being considered, the principal terms of the lease for each facility are mandatory. If the Board of Directors or the Executive Committee fails to select a specific facility and approve a contract on said facility within eight months thereafter, the Region 12 Show Commission shall select the facility and approve a contract for the Region 12 Championship Show.

Section 3. Nominating Committee.

Paragraph a.

Region 12 shall have a Nominating Committee consisting of six (5) Affiliate Members in good standing and be nominated and elected at the Annual Convention by the Voting Delegates to the Annual Convention to nominate officers for elections occurring at the Annual Convention the following year. The (5) Members elected to the Nominating Committee shall select a Chairman and Vice-Chairman from among their membership.

If during the year there is a resignation or vacancy of a committee or members, the vacancy shall be filled as follows: The nominee who received the next greatest number of votes at the past election shall be considered elected to fill the vacant term. If more than one vacancy should occur, then the person receiving the next greatest number of votes shall be considered elected to fill that unexpired term.

“The results of the nominating committees report must be available 60 days before the election voting.”

Paragraph b.

Nominating Procedure.

- i) Each Member of the Executive Committee may place in nomination the name of one nominee to be considered by the Delegates for a position on the Nominating Committee.
- ii) All names of nominees for election to the Nominating Committee shall be presented to the Voting Delegates at the Annual Meeting at Region 12.
- iii) No less than Five (5) nominees for election to the Nominating Committee may be submitted for consideration of the Voting Delegates at the Annual Meeting.
- iv) Each nominee for election to the Nominating Committee must be an Affiliate Member of a Member Organization for whom dues have been paid to the Arabian Horse Association and must be in attendance at the Annual Meeting.
- v) Each Voting Delegate may vote for up to three (3) nominees for election to the Nominating Committee.

ARTICLE XII CORPORATE SEAL

The Board of Directors shall provide a corporate seal described as follows: It shall bear the name of the corporation “Region 12, Arabian Horse Association” and shall also bear the words “Florida” and Corporation Not for Profit”.

ARTICLE XIII FISCAL YEAR

The Fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIV PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern the proceedings of Region 12 in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or Resolutions adopted by the Annual Arabian Horse Association Conventions.

**ARTICLE XV
AMENDMENTS**

Section 1. Power of Executive Committee to Amend By Laws.

Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Corporation Not For Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, the By Laws of this corporation may be amended, repealed, or added to, or new by Laws may be adopted by a majority vote of Executive Committee or by Region 12 Delegates. The action may occur at a duly authorized meeting or by mail ballot upon prior distribution or the proposed amendments in accordance with the notice provision of Article Four, Section three of these By Laws.

Section 2. Power of Executive Committee to Amendments to Articles of Incorporation.

An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the Majority of the Board of Delegates at the Annual Meeting or Annual Convention.