

## **REGION XII ARABIAN HORSE ASSOCIATION, INC BYLAWS**

### **ARTICLE I - NAME AND INCORPORATION**

Pursuant to its Articles of Incorporation under the laws of the State of Florida, the name of this organization shall be Region XII Arabian Horse Association, Inc.

### **ARTICLE II - GEOGRAPHICAL BOUNDARIES**

Region XII encompasses the states of Florida, Georgia, South Carolina, North Carolina, Tennessee, Alabama and Mississippi. The act of granting or revoking membership in Region XII are those prescribed in the Arabian Horse Association (hereinafter AHA) Bylaws and in the AHA handbook.

### **ARTICLE III - OBJECTS 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 nay future United States Internal Revenue law.

The objects and purposes of Region XII, AHA are to:

- (1) Foster and encourage good relations between member associations of Region XII;
- (2) Promote, encourage and stimulate popular interest in the outstanding versatile qualities of the Arabian and Half-Arabian/Anglo Arabian Horse;
- (3) Formulate publicity and educational AHA programs and other activities in the interest of the Arabian and Half-Arabian/Anglo Arabian horse owners, clubs and enthusiasts;
- (4) Promote and coordinate Arabian and Half-Arabian/Anglo Arabian horse activities throughout Region XII such as horse shows, endurance and distance riding events, and sponsor the holding of Arabian and Half-Arabian/Anglo Arabian Region XII Championship Horse Show annually;
- (5) Do any and all things necessary or appropriate to accomplish the objects and purposes stated herein.

### **ARTICLE IV - MEMBERSHIP**

Membership in the corporation shall be divided into the following classes.

**Section One. Member Organization.** Each club or association of the AHA which is within the geographic limits of Region XII of AHA as defined from time to time by AHA and who is in good standing of AHA and of this corporation shall be Member Organizations.

**Section Two. Members of Member Organizations.** All members in good standing of Member Organizations shall be entitled to attend any meeting or function and have floor privileges, provided, however, they shall not solely by reason of such membership, be entitled to vote.

**Section Three. Property Rights.** No Member Organization or individual member shall have any right, title or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any of such property or assets be distributed to any member on the dissolution or winding up thereof.

**Section Four. Liability of Members.** No Member Organization or individual member shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

## **ARTICLE V - BOARD OF DELEGATES**

**Section One. Delegates.** The affairs of this corporation shall be governed by the Board of Delegates, which shall consist of the Delegates from the Member Organizations and the Regional officers.

The Regional Director and the Delegates from the Member Organizations shall be Delegates to the AHA Convention Meeting, the Region XII Annual Meeting and any other Special Meeting.

Each Member Organization is entitled to have the number of delegates that reflect their club membership as set forth in the Bylaws of the Arabian Horse Association (AHA). Eligible delegates for each year are those delegates determined by AHA as official delegates and alternates for that current year. There shall be no limit on the number of Alternates a Member Organization may name.

Each Member Organization shall annually notify the Regional Secretary in writing signed by the President and Secretary of the Member Organization, of the names, addresses and email addresses of its Delegates and Alternates by September 1st of each year. If no list is submitted, then Region XII will use the certified list of Delegates and Alternates provided by AHA.

The term of office for each of the Delegates from the Member Organizations is one year beginning on the first day of the AHA Convention.

Notwithstanding the above, no Member Organization whose assessed dues are in arrears shall be entitled to voting delegates at any Regional meeting until the Member Organization's dues are paid current, and no individual delegate whose AHA annual dues are in arrears shall be entitled to vote at any Regional meeting until the delegate's AHA dues are paid current. The Director, Vice Director, Secretary, Treasurer, and Past Director shall be voting members of the Board of Delegates. The qualifications and other considerations for Delegates are prescribed in the AHA Bylaws.

**Section Two. Meetings.** There shall be at least two meetings of Delegates each year:  
1. The Annual Meeting. This meeting shall take place at the Region XII Championship Show at such time and place as determined by the Regional Director.

2. The Convention Meeting. This meeting shall take place at the Region XII Caucus held during the AHA Convention each year.

3. Special Meetings. Additionally, the Board of Delegates may conduct a Special Meeting at any time or place upon call by the Director, upon call by a majority of the Delegates, or upon call of the Internal Audit Committee, upon a 5 day notice by telephone or electronic mail. Such notice shall state the time and place of the meeting.

**Section Three. Notice of Meetings.** Notice of the Annual and Convention Meetings shall be given to the Board of Delegates at least 14 days prior to the meeting, but not more than 90 days.

Any notice required to be given hereby shall be properly given if deposited in U.S. First Class mail and addressed to each Delegate as indicated on the records maintained by the Secretary, or by fax, email, or other electronic means. Notwithstanding the above, publication of the Annual Meeting in the Region XII Championship Horse Show Prize List constitutes proper notice.

**Section Four. Quorum.**

1. The Convention Meeting. In order to establish a quorum at the Convention Meeting, there must be present and in person a majority of the Delegates duly registered and credentialed at the Convention.

2. The Annual Meeting. In order to establish a quorum at the Annual Meeting there must be present and in person a simple majority of the AHA official Delegates.

**Section Five. Alternate Delegates.** An Alternate Delegate has no right to vote unless the Alternate Delegate substitutes for a Delegate at any meeting of the Board of Delegates. The Alternate Delegate's name must be on the certified list of Delegates and Alternates. An Alternate may be designated by a Member Organization to replace a previously named delegate with a letter of certification signed by the president and secretary of that organization. This certification letter shall be presented to the Secretary of Region XII prior to the meeting at which the alternate will vote.

**Section Six. Voting by Conference Call, Mail or Electronic Communication.** Besides the Annual and Convention meetings, the Board of Delegates may take action by conference call, mail, e-mail, fax, or similar communication when a notice stating (1) the action to be taken and (2) the time by which a Delegate must respond is transmitted by mail, e-mail or fax or similar communication to each Delegate five days prior to such meeting. Each Delegate may vote in favor of the action, opposed to the action or abstain from voting. (Failure to vote will be an abstention.) Any Delegate may demand that action not be taken without a meeting in person. Minutes shall be taken and submitted by the Secretary.

**Section Seven. Voting by Proxy.** Voting by proxy shall not be permitted.

**Section Eight. 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.

## **ARTICLE VI - OFFICERS**

**Section One. Enumeration.** The officers of Region XII shall consist of a Director, a Vice Director, a Secretary and a Treasurer. It is not a requirement that persons be designated as Delegates or Alternates of Member Organizations to be eligible to hold office. Each officer shall at all times in the Officer's continuance in office be a member in good standing in the Officer's member organization and in AHA.

**Section Two. Election of Director and Vice Director.** The Director and Vice Director shall be elected by the affirmative vote of the majority of the Board of Delegates voting in said election which shall take place at the Annual Meeting providing a quorum is extant. Terms of office shall be two years commencing at the end of the AHA Annual Convention following their election and lasting until a successor is elected and takes office at the close of the Annual Convention following the successor's election. These officers are eligible for two consecutive terms excluding any period of time completing the term of a predecessor.

**Section Three. Appointment of Secretary and Treasurer.** The Director shall appoint the Secretary and Treasurer as soon as he or she takes office.

**Section Four. Duties of the Director.** The Director shall preside at all meetings of the Board of Delegates and shall manage and conduct the affairs and business of the corporation, subject to the limitations imposed by these Bylaws and the Board of Delegates. The Director shall also serve as the Director from Region XII to AHA Board of Directors. The Director shall advise and represent the feelings of this Region at all meetings of the Board of AHA. Except as otherwise provided for in these Bylaws, the Director shall appoint all committees who shall serve at the pleasure of the Director and shall be an ex-officio member of all committees, with the exception of the Nominating Committee and the Internal Audit Committee.

**Section Five. Duties of the Vice Director.** The Vice Director shall assume the duties of the Director in the event of the Director's absence or inability to act or at the Director's request and shall perform such further duties as delegated by the Director.

### **Section Six. Duties of the Secretary.**

- a. The Secretary shall keep or cause to be kept a full and complete record of the proceedings at all Regional meetings and report the same to Delegates within four weeks of any Regional meeting.
- b. 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 and maintain current names and addresses of all delegates.
- c. The Secretary shall publish notices of the place and dates of Regional meetings.
- d. The Secretary shall have such other duties as may be prescribed by the Director.

**Section Seven. Duties of the Treasurer.**

- a. The Treasurer shall receive or cause to be received all monies belonging to or paid to the Region and shall safely keep the same.
- b. The Treasurer shall disburse funds of the Region by authorization of the Director or Board of Delegates.
- c. The Treasurer shall keep complete books of the account and shall make an itemized statement and report to the Annual Meeting and such interim reports as may be required by the Director. The Treasurer shall prepare the financial records for an accountant to file IRS taxes by the appropriate deadlines.
- d. The Treasurer shall have other duties as may be delegated to the Treasurer by the Director, including filing IRS forms, Florida Sales Tax and other Corporate Filings as required under Federal and Florida state law.
- e. All Treasurer's for Regional functions, which includes but may not be limited to the Regional show and the Youth Jamboree, shall be bonded. The cost thereof to be paid by Region XII.

**Section Eight. Vacancies.** Should the office of Director become vacant, the Vice Director shall assume the role of Director for the remainder of the unexpired term. The Board of Delegates shall elect a new Vice Director whenever this office becomes vacant. The Director shall fill any vacancy in the positions of Secretary or Treasurer.

**Section Nine. Removal.** Any officer of Region XII may be removed with just cause by resolution adopted by a three-quarters (3/4 vote) of the Board of Delegates in attendance at any regular or special meeting of the Region XII Board of Delegates, providing a quorum is extant. Before any resolution calling for removal can be adopted, notice of the said resolution shall be given to all members of the Board of Delegates at least 30 days prior to the meeting and at which it is to be considered. The determination of whether an officer has engaged in conduct sufficient for removal for just cause shall be determined by the Executive Committee.

**ARTICLE VII. COMMITTEES.**

**Section One. Internal Audit Committee.** The Board of Delegates shall elect an Internal Audit Committee at each Convention Meeting consisting of three members whose primary responsibility shall be to review the financial accounts each year. They may conduct internal audits and/or recommend an outside audit, make financial recommendations, policy and practice recommendations, and budget and investment recommendations. These committee members shall be financially literate and may not be regional officers. This committee shall be entitled to all financial reports for Region XII including the Regional Championship Show. They shall prepare a report to be delivered at the following Convention Meeting. If the members determine circumstances require it, they may call a Special Meeting, pursuant to Article V, Section Two, paragraph 3.

**Section Two. Nominating Committee.** The Board of Delegates shall elect a Nominating Committee at the Convention Meeting consisting of five members, residing in different states. It shall be the duty of the Nominating Committee to present nominees to fill the offices of Regional Director, Vice Director and the Executive Committee for elections

occurring at the following Annual Meeting. The report of the Nominating Committee should be available and published 60 days before the election, which takes place at the Annual Meeting. The term of the Nominating Committee shall be two years to coincide with the office terms of the Director and Vice Director and Executive Committee.

**Section Three. Show Committee.** There shall be a Region XII Show Committee composed of the Director, Treasurer, Show Treasurer and five at large members residing in different states within the region. These members shall be appointed by the Director and may be removed or replaced at will by the Director. The Director may appoint additional at-large members as desired. The Show Committee shall be responsible for budgeting, organizing and producing the Region XII Championship Show each year. The Show Committee shall elect a Show Committee Chairman.

**Section Four. Executive Committee.** There shall be an Executive Committee composed of the Director, Vice Director, Secretary, Treasurer and one member from each state within the region. The Executive Committee shall prepare an annual budget for Region XII and shall have the power to conduct the business of Region XII during the interim time between delegate meetings. This committee shall be subject to the orders of Region XII delegates and none of its acts shall conflict with action taken by Region XII delegates. The state members shall be elected to two year terms, to coincide with the election of the Director and Vice Director, by a majority of the delegates present and voting at the Annual Meeting. The immediate past director may serve as an ex-officio member to the committee but shall have no voting rights. The Executive Committee shall meet upon call by the Director with reasonable notice and may transact any business which the Board of Delegates is authorized to take except the Executive Committee cannot make amendments to these Bylaws. Any member of the Executive Committee may appeal any decision of the Executive Committee to the Board of Delegates as a matter of right. Such an appeal shall be filed with the Regional Secretary within ten days after the decision being appealed is made public by the Executive Committee. The Executive Committee decision shall be stayed until ratified by the Board of Delegates. The Board of Delegates shall meet within ten days of the appeal filed.

**Section Five. Other Committees.**

All committees and committee members function at the discretion of the Director and/or the Board of Delegates. Each committee adopts rules for its own use not inconsistent with these Bylaws or rules adopted by the Board of Delegates. The Director shall, with the approval of the Board of Delegates, establish standing committees as the Director deems necessary to efficiently conduct the business, education, and social affairs of the Region. These Committees shall function on an annual basis. Special committees shall be named by the Director to draft resolutions of specific business. The duty of the committee chair so appointed shall be to call together the committee, preside at its meetings, and prepare its budget. The committee chair shall respectfully report in writing the committee recommendations, actions or committee meetings to the Board of Delegates until the business of said committee has been culminated. The committee chair's first report shall include a written budget to be approved by the Board. Committees shall conduct all Board approved business according to the majority vote of said committee under

parliamentary procedures. All Committees shall meet the requirements of this Article and make timely reports to the Board.

#### **ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**Section One. Contracts.** The Executive Committee may, by resolution duly adopted, authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances. In the absence of such determination, such contracts or instruments shall require the signature of the Regional Director and the Secretary of Region XII.

**Section Two. Gifts and Contributions.** The Executive Committee may accept on behalf of the corporation any contribution, gift, bequest, or devise of any property whatsoever, for the general and special charitable purposes of the corporation.

**Section Three. Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Executive Committee may approve.

**Section Four. Checks, Drafts, Orders for Payment.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such Officer or Officers, agent or agents of the corporation and in such manner as the Executive Committee shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the Regional Director, and the Treasurer of the corporation.

#### **ARTICLE IX- DISSOLUTION**

In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501(c) (5) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue law or comparable organizations.

**ARTICLE X - 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 XI - INSURANCE**

The Executive Committee and the Board of Delegates shall carry the necessary insurance to properly protect the association and meet AHA and United States Equestrian Federation (USEF) requirements and may obtain Officers and Director's liability insurance if deemed necessary.

**ARTICLE XII - INDEMNIFICATION**

Region XII shall indemnify every delegate or officer and his or her heirs, executors and administrators, against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a delegate or officer to region XII. In the event of a settlement, indemnification shall be provided in connection with such matters covered by the settlement. The foregoing right of indemnification shall not be exclusive to other rights to which her or she may be entitled.

**ARTICLE XIII - WAIVER OF NOTICE**

Any officer or delegate may waive any notice required to be given by law or under these Bylaws, whether before or after the time stated therein.

**ARTICLE XIV - AMENDMENTS TO THE BYLAWS**

These Bylaws may be amended, repealed or new Bylaws adopted only at the Annual Meeting of the Board of Delegates by a two-thirds (2/3) vote of the Board of Delegates in attendance at that meeting, providing a quorum is extant. Thirty (30) days notice must be given to the Board of Delegates stating the proposed amendments, before such amendments may be brought before a regularly constituted meeting. The approved Bylaws shall take effect immediately after approval by the Board of Delegates.

Should an extreme need arise, as determined by the Director, the Director may call a Special Meeting of the Board of Delegates which may amend these Bylaws only by unanimous vote of the Delegates, providing a quorum is extant. The amendment may become effective immediately, but must be ratified at the next Annual Meeting. Notice of said Special Meeting shall be given to the Board of Delegates and Alternates within 24 hours of meeting.

**ARTICLE XV - GOVERNANCE AT MEETING**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Region XII in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order Region XII may adopt.

**ARTICLE XVI - SUPERSESION**

These Bylaws supersede any and all bylaws in effect heretofore, and supersede any and all resolutions inconsistent herewith.

(DATED MAY 7, 2017)