

COLORADO ARABIAN HORSE CLUB BY-LAWS

ARTICLE I NAME

The name of this corporation shall be the Colorado Arabian Horse Club, hereinafter referred to as the Club.

ARTICLE II PURPOSE AND OBJECTIVES

The club shall be operated on a sound financial basis for the fulfillment of its purpose and objectives as stated in the Articles of Incorporation.

ARTICLE III MEMBERSHIP

SECTION 1. Any interested breeder, owner, or enthusiast of the Arabian Horse who will serve as a member of the club in the best interests of the Arabian Horse and in the best interests and goals of the club and pay membership dues shall be considered eligible for membership in the Club. Membership classifications are as follows:

(a) VOTING: Includes one (1) membership to the Arabian Horse Association, one (1) membership to Region VIII, and one (1) membership to the Colorado Arabian Horse Club with full privileges to all organizations.

(b) NON VOTING: Includes one (1) membership to the Colorado Arabian Horse Club, does not include any voting or other privileges of the Arabian Horse Association or Region VIII.

(c) JUNIOR: Any member of the Junior Colorado Arabian Horse Club is automatically a member of the Colorado Arabian Horse Club with all privileges, except that of voting. See By-Laws, Article IX, Section 2.

(d) HONORARY: This classification shall have all the privileges of membership except voting and shall be exempt from payment of dues.

SECTION 2: Application for membership shall be made in writing on such form as prescribed by the Board of Directors and shall be accompanied by the required dues or process a membership on the Arabian Horse Association web site. The Board of Directors may reject any application for membership.

SECTION 3: The number of members shall not be limited. Membership is non transferable.

SECTION 4: Renewal Membership dues for the ensuing year shall be paid within one (1) month after the beginning of each fiscal year. Any member who has not paid his dues within the time allowed shall be dropped automatically from membership.

SECTION 5: The Board of Directors may recommend an individual who has rendered exceptional service to the club to be named an Honorary Member. A two-thirds majority vote of the Board of Directors is required to name an Honorary Member.

ARTICLE IV DUES

SECTION 1: The annual dues of the membership shall be set by a two-thirds majority vote of the Board of Directors. Any change in membership dues shall be submitted, for ratification, to the membership at the next general meeting following publication in one Newsletter.

SECTION 2: The dues paid by a new member during the last two (2) months prior to the beginning of the fiscal year shall be credited through the following fiscal year.

SECTION 3: The Board of Directors may recommend by a two-thirds majority special assessments. Special assessments shall be submitted, for ratification, to the membership at the next general meeting following publication in one Newsletter. The total amount assessed shall not exceed the amount of the said members dues for that year. Penalty for nonpayment of such assessment shall be forfeiture of membership. No action may be taken for collection of such assessment. Junior and Honorary members shall not be assessed.

ARTICLE V VOTING PRIVELEGE

SECTION 1: All Arabian Horse Association members who are in good standing with the Club shall be entitled to vote. Junior and Honorary members are not entitled to vote.

SECTION 2: Voting by proxy is not allowed.

ARTICLE VI MEETINGS

SECTION 1: The Club may hold a meeting each month, excluding the months of June, July, and August, on a day announced by the Board Of Directors at a place determined by the Vice President and announced in the Newsletter. Meetings may be held in conjunction with other activities of the Club to take the best advantage of the interests of the membership.

SECTION 2: The annual meeting of the membership shall be held in September. Officers and Directors (other than those elected by the recognized divisions of the Club) shall be elected at this meeting. Officers and Directors elected at this meeting shall commence their duties November 1st.

SECTION 3: A quorum at any meeting of the membership shall consist of the voting membership present. The affirmative vote of the quorum shall be the act of the membership, unless the vote of a greater number is required by law, the Articles of Incorporation, or these By-laws. Roberts Rules of Order shall be observed.

SECTION 4: Other meetings of the Club may be called by the President or by the Board of Directors. Notice of such special meetings shall be given the members at least ten (10) days prior to the meeting. Publication of the notice in the Newsletter shall be deemed adequate notice to the membership.

ARTICLE VII OFFICERS

SECTION 1: Only adult members (18 years or older) in good standing shall be eligible to be officers of the Club. Officers shall be elected for a term of one (1) year and may succeed themselves. No more than one office shall be held by the same person simultaneously. In the case of a vacancy in the office of the President, the Vice President will automatically succeed. The Board of Directors will fill any vacancy in any other office.

SECTION 2: **PRESIDENT.** The President shall be the chief executive officer of the Club and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the membership and at all meetings of the Board of Directors. He shall be ex officio member of all standing committees and shall have the general powers and duties of management usually vested in the office of President and shall have such other powers and duties as may be prescribed by the Board of Directors.

SECTION 3: **VICE PRESIDENT.** In the absence or disability of the President, The Vice President shall perform all duties of the President and when so acting shall have all powers of, and be subject to all restriction upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed for him by the President. The Vice President shall be Chairman of the Activities Committee.

SECTION 4: **SECRETARY.** The Secretary shall keep or cause to be kept accurate minutes of all meetings of the membership and the Board of Directors. The Secretary shall give, or cause to be given, notice of all meetings of the membership and the Board of Directors by publication in the Newsletter. The Secretary shall have the powers and perform such other duties as may be assigned by the President.

SECTION 5: **TREASURER.** The Treasurer, subject to the order of the Board of Directors, shall supervise and maintain records of the finances of the Club. The Treasurer shall keep accurate books of account of the Club's transactions, which shall be the property of the Club, shall render financial reports and statements of condition of the Club when so requested by the Board of Directors or President.

The Divisions and Committees of the Club shall quarterly render financial reports and statements of condition of their activities to the Treasurer. All bank accounts maintained by the Divisions and/or Committees shall be required that the Club Treasurer's signature will be one of the signatures on the signature card of said funds. Any money retained by any Division or Committee not deposited in a bank account shall be remitted to the Treasurer for deposit to an account for the purpose and use of said Division or Committee, subject to approval by the Board of Directors.

Tax reports and audits required by Federal and State governments and the Club shall be the responsibility of the Treasurer.

The Treasurer shall perform all duties commonly incidental to his office and such other duties as may be assigned to him by the President.

SECTION 6: **NEWSLETTER EDITOR.** The Newsletter Editor shall be responsible for publishing and mailing the Newsletter within the Club, on a schedule established by the Board of Directors.

SECTION 7: **ADMINISTRATIVE ASSISTANT.** The Board of Directors may appoint an Administrative Assistant to serve with or without compensation as determined by the Board of Directors, as a non-voting member of the Board of Directors. The Administrative Assistant shall be responsible for notification and receiving memberships, and for posting the names of new members and membership changes since the Directory publication, and for notifying Arabian Horse Association promptly of such additions and changes.

The Administrative Assistant shall have the care and custody of valuable papers and documents of the Club. The Administrative Assistant shall have such powers and perform such duties as may be assigned by the President.

SECTION 8: Any officers may be removed by a two-thirds majority vote of the Board of Directors at a meeting called for that purpose, whenever in its judgment the best interests of the Club will be served thereby.

ARTICLE VIII BOARD OF DIRECTORS

SECTION 1: The business and affairs of the Club shall be managed by a Board of Directors, Regular Directors consisting of five (5) elected officers, the immediate past president, six (6) elected Directors, and Divisional Directors consisting of the current President and one (1) Director of the active Divisions, and the President and Advisor of the active Junior Division.

SECTION 2: Directors elected to the Board shall serve three (3) years. Directors elected by the Divisions to the Board of Directors shall serve for one (1) year. Directors may succeed themselves.

SECTION 3: In the event any Directors shall be absent for three (3) Board meetings, the Board of Directors will review the circumstances and action will be taken.

SECTION 4: Any vacancy occurring in the elected members of the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Board of Directors. A Director elected to fill a vacancy shall hold office for the balance of the relevant term.

SECTION 5: The Board of Directors shall meet no less frequently than monthly, at such time and place as shall be designated by the President. Notice of the time and place of such meeting shall be published in the Newsletter. When the Newsletter is not published, the Secretary will notify the Board of Directors.

SECTION 6: A quorum of the Board of Directors shall consist of (50%) of the members of the Board of Directors.

SECTION 7: The Board of Directors may by resolution designate three (3) or more Directors to constitute an Executive Committee which shall have and may exercise such authority in the management of the Club as shall be provided in such resolution.

SECTION 8: The Board of Directors may, upon two-thirds majority vote of its members, suspend or expel any member of the Club who fails to observe any rule or regulation set forth in these By-Laws, or whose conduct is, in the opinion of the Board, prejudicial to the interests of the Club after giving such person not less than twenty (20) days written notice and an opportunity to be heard. A member so suspended or expelled shall, after the expiration of sixty (60) days, have the right to apply for reinstatement or reapply for membership in the manner prescribed in Article III, SECTION 2, hereof.

SECTION 9: Special meetings of the Board of Directors may be called by the President or by any three Directors, provided written notice is sent to each member of the Board of Directors at least ten (10) days prior to said meeting.

SECTION 10: The Board may take action without a meeting, provided that a "statement of participation" be signed by all participating Board members. A roll call vote on the subject action shall be recorded by the Secretary.

ARTICLE IX DIVISIONS

SECTION 1: Divisions of the Club may be **established** or **terminated** by an affirmative vote of two-thirds majority of the Board of Directors.

(a) Within the dictates of these By-Laws, each Division is encouraged and authorized to organize and govern the activities of the Club in its respective area.

(b) The operation of each Division shall be controlled by approved Constitution or By-Laws.

(c) Expenses incidental to the business operations of each Division are the responsibility of each Division. The Divisions will submit a program/budget to the CAHC Board by December 31st of each year to attain required financing for normal Division operations. The responsibility of raising additional funds shall be the prerogative of each Division.

(d) Each Division so authorized shall be represented at the Arabian Horse Association Convention by at least (2) active members.

SECTION 2: The Junior Division.

(a) The Junior Division is defined as the Junior Colorado Arabian Horse Club, whose membership is composed of any person from the age of 8, to and including 17 (as of December 1st), interested in the Arabian Horse and its promotion.

(b) Within the dictates of these By-Laws, this Division is allowed and authorized to organize and govern the activities of the Junior Colorado Arabian Horse Club.

(c) The President and one (1) Advisor of the Junior Colorado Arabian Horse Club shall be members of the Board of Directors of the Club.

(d) The operation of the Junior Division shall be controlled by an approved Constitution which appears as an Addendum to these By-Laws.

(e) The Junior Colorado Arabian Horse Club shall be self-sufficient with the exception of specific projects submitted to and approved by the Board of Directors, which may be a responsibility of the Club.

ARTICLE X COMMITTEES

SECTION 1: The President, or acting in his place, the Vice President, shall designate all Committees which are necessary for the active functioning of the general affairs of the Club, and appoint the Committee Chairmen. Following their appointment, the Chairmen will select their committees from persons designating interest in committees on membership applications and any others that the Chairmen shall so desire.

Committees are not policy Making bodies, rather they make recommendations to the Board of Directors for their approval.

SECTION 2: COMMITTEES.

ACTIVITIES: Vice President is Chairman. Includes coordination and overseeing of programs; includes arrangements for all activities other than business meetings and shows; such as trail rides, clinics, fun shows, and social activities.

AUDIT: Shall consist of three (3) members appointed by the President to accomplish the annual audit. No Officer or Board Member shall serve on the Annual Audit Committee. The in house audit shall be of all accounts; if problems arise, an outside review will be performed.

AWARDS: Establish awards programs to include high point and other merit awards.

BY-LAWS: Responsible for the review of the By-Laws; responsible for the proper presentation of amendments to the By-Laws.

COMPETITIVE AND ENDURANCE TRAIL RIDES: Focal point for all those interested in the competitive and endurance trail horse; should encourage these events.

FINANCE: Shall be the elected officers, the immediate past President, and other appointed members. The Chairman need not be an officer. It should be the responsibility of this committee to prepare, with the help of the committee chairmen, budgets for the committees, including ways and means , and shows.

FUTURITY: There will be a Purebred and Half-Arabian Futurity program with a secretary appointed for each by the President. The secretaries shall be responsible for the Club's Futurity programs. The futurity secretaries answer directly to the President. The funds of the futurity programs are maintained by the futurity secretary apart from the general funds of the Club. A financial report will be submitted to the Board of Directors after the closing of entries and at the end of the fiscal year.

HALF-ARABIAN: Focal point for all those interested in the Half-Arabian and Anglo Arabian horse for show, pleasure, breeding, and marketing, as well as for single events in other shows.

NOMINATING: Shall consist of three (3) members appointed by the President, two (2) of which shall not be officers of the Board of Directors. They shall nominate a slate of officers and directors for election at the September meeting. The names and offices of persons selected by the Nominating Committee shall be printed in the Newsletter published immediately preceding the September membership meeting.

SECTION 3: Committees should report on request to the Board of Directors. All Chairmen shall perform duties incidental to their offices and such duties as may be assigned by the Board of Directors or the President. If they produce a notice among the Committee members, the President and Administrative Assistant are to receive a copy. All Chairmen must submit a written report at the close of the fiscal year.

SECTION 4: The President may appoint ad hoc committees and assign responsibilities and objectives of each.

ARTICLE XI DELEGATES

SECTION 1: The number and qualifications of delegates to the Arabian Horse Association Convention shall be prescribed by the Arabian Horse Association.

SECTION 2: All delegates, whether to the Arabian Horse Association or otherwise, shall be selected by the Board of Directors, and shall be in good standing of the Club.

SECTION 3: Within the limits of timing and communications, all delegates should be instructed as to the policy and consensus of the Club.

SECTION 4: Reimbursement for all or a portion of expenses required by the delegates will be the responsibility of the Club at the discretion of the Board of Directors each year.

SECTION 5: It shall be the responsibility of the appointed delegates to report their meeting to the Club at the earliest possible time.

**ARTICLE XII
INDEMNIFICATION**

The Club shall indemnify every Director or Officer, his heirs, executors, and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Club, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Club is advised by counsel that the person to be indemnified did not commit such breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

**ARTICLE XIII
AMMENDMENTS**

SECTION 1: Proposed amendments to the By-Laws may be presented in writing at any regular meeting of the Board of Directors.

When approved by a majority vote of the Board, the proposed amendments shall be submitted for ratification to the membership at the next general meeting following publication in one Newsletter.

The Board of Directors may also initiate such amendments in the same manner. A two-thirds majority of voting members present at the meeting shall be necessary for adoption of amendments.

These By-laws amended September 4, 2005

President of Colorado Arabian Horse Club

Secretary of Colorado Arabian Horse Club