

# BYLAWS OF ALAMO ARABIAN HORSE ASSOCIATION

## ARTICLE I. TITLE, PURPOSES, LOCATION AND SEAL

### Section 1. Title.

The name of this corporation shall be ALAMO ARABIAN HORSE ASSOCIATION.

### Section 2. Purposes.

The purposes for which the corporation is organized are: to devote the time and effort of its members to aid and encourage the breeding, exhibiting and perpetuation of Arabian horses and to promote interest in Half-Arabian horses in San Antonio and surrounding area; to provide facilities for gathering together and for exchanging ideas pertaining to Arabian horses; to promote and manage exhibits and shows for the education of those interested, and to provide funds for benevolent uses and for carrying out the purposes of this corporation; and to do all other such things not prohibited by law, in promoting the purposes of this organization.

### Section 3. Location.

The principal office of the corporation in the State of Texas shall be the office address, or in lieu of same, the residence address of the President of the corporation. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

### Section 4. Seal.

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, "ALAMO ARABIAN HORSE ASSOCIATION".

## ARTICLE II. MEMBERSHIP

### Section 1. Categories of Membership.

The corporation shall have four categories of membership.

- A. Regular Membership: Membership may be held by any person interested in the Arabian horse.
- B. Family Membership: Family membership may be held by any two designated adult members of a family interested in the Arabian horse.

- C. Youth Membership: Youth membership may be held by any person under the age of eighteen years as of 1 December of prior year.
- D. Associate Membership: Membership may be held by any person not included in the preceding membership categories who is interested in the Arabian horse.

**Section 2. Right to Vote.**

Each member, eighteen years or over, in good standing and not under suspension, shall be entitled to one vote on each matter submitted to a vote of the members. Youth Members and Associate Members shall have no vote, but shall be allowed to enter into the discussion of any issue to be voted on by the members entitled to vote.

**Section 3. Removal of Members.**

The Board of Directors, by affirmative vote of three- fourths of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of the Directors, terminate the membership of any member who becomes ineligible for membership.

**Section 4. Reinstatement of Members.**

Upon written request signed by an expelled member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such expelled member to membership upon such terms that the Board of Directors may deem appropriate.

**Section 5. Resignation of Members.**

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assignments or other charges theretofore accrued and unpaid.

## ARTICLE III. BOARD OF DIRECTORS

**Section 1. Corporation Management.**

The affairs of the corporation shall be managed by its Board of Directors. Directors shall be elected from the members of the corporation.

**Section 2. Members of the Board.**

The Board of Directors shall consist of the following:

- A. Nine elected members, who shall serve for a term of two years each.
- B. Five Directors shall be elected every even numbered year and four Directors shall be elected every odd numbered year.

### **Section 3. Annual Meeting of the Board**

The Board of Directors shall meet at least annually in conjunction with the Annual Meeting of the Membership.

### **Section 4. Other Regular Meetings.**

The Board of Directors may provide by resolution the time and place either within or without the State of Texas for the holding of additional regular meetings of the Board without other notice than such resolution.

### **Section 5. Special Meetings.**

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them. Such meetings may be held by telephonic means if necessary.

### **Section 6. Notice of Special Meetings.**

Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail or electronic mail to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If such notice be given by electronic mail, such notice shall be deemed to be delivered when the electronic mail has been posted and may be used if ALL Directors have access to electronic mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute 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. Neither the business to be transacted at, nor the purpose of, any special or regular meeting of the Board need be specified in the notice waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

### **Section 7. Quorum of the Board.**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **Section 8. Acts of the Majority of a Quorum.**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

### **Section 9. Vacancy.**

Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

### **Section 10. Compensation.**

Directors shall not receive any salaries for their services.

### **Section 11. Action Without a Meeting.**

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

## ARTICLE IV. ELECTIVE OFFICERS, THEIR DUTIES AND RECORDS

### **Section 1. Officers.**

The Officers of the corporation shall be a President, First and Second Vice Presidents, a Secretary, and a Treasurer. The Board of Directors may elect or appoint assistants to such officers from the membership, or the Board, including one or more assistant secretaries or one or more assistant treasurers, as it shall deem desirable, such assistants to have the authority and perform the duties prescribed from time to time by the Board of Directors.

### **Section 2. Election and Term of Office.**

The Officers of the corporation shall be elected annually at the regular annual meeting by the Board of Directors and shall be elected from those members comprising the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

### **Section 3. Removal of Officers.**

Any officer may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the officer so removed.

### **Section 4. Vacancy.**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term, except that the office of President shall be filled by the Vice President.

### **Section 5. President.**

The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He/She shall preside at all meetings of the members and of the Board of Directors. He/She may sign, with the Secretary, or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases when the signing and execution thereof shall be delegated expressly by the Board of Directors or by these Bylaws, or by public statute to some other officer or agent of the corporation; and in general, he/she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

### **Section 6. Vice Presidents.**

In the absence of the President or in the event of his/her inability or refusal to act, the Vice Presidents, in order of their election, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice

President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**Section 7. Treasurer.**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII. Of these Bylaws; keep complete records of all such transactions; and in general perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**Section 8. Secretary.**

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these Bylaws or as required by public law; be custodian of the corporate records and of the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address and telephone numbers of each member which shall be furnished to the Secretary by such member; and in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**Section 9. Assistant Officers.**

Assistant officers, such as Assistant Treasurers, Assistant Secretaries and Parliamentarian shall, in general, perform such duties as shall be assigned to them by the Treasurer or the Secretary or the President or the Board of Directors.

**Section 10. Bonding of Officers.**

If required by the Board of Directors, the Treasurer and Assistant Treasurers (if any) shall give a bond for the faithful discharge of their duties in such sum with such surety or sureties as the Board of Directors shall determine.

**Section 10a. Compensation.**

Officers and assistants shall not receive any salaries or other compensation for their official services.

**Section 11. Books and Records.**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

**ARTICLE V. MEETINGS.**

### **Section 1. Annual Meetings.**

An Annual meeting of the members shall be held in the month of June for the purpose of electing Directors and for the transaction of such other business as may come before the meetings. The annual meeting shall not be held on a legal holiday. If the election of Directors shall not be held on the date designated herein for any meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be, but no later than August of the same calendar year.

### **Section 2. Regular Meetings (Other than Annual Meetings).**

Regular meetings of the members shall be held no less than quarterly at a time and place selected by the Board of Directors for the purpose of transacting such business as may come before the meetings.

### **Section 3. Special Meetings.**

Special meeting of the members may be called by the President, a majority of Board of Directors, or not less than one-fifth of the members having voting rights..

### **Section 4. Place of Meetings.**

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting, regular meeting, or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas, but if all the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

### **Section 5. Notice of Meetings.**

Notice of the time and place of the Regular Meetings and the time, date and place of the Annual meetings shall be announced at the preceding regular monthly meeting. Written or printed notice, stating the place, day and hour of any Special Meeting of members, or Regular or Annual Meeting not announced as provided above, shall be delivered in person or by mail to each member not less than ten or more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers of persons calling the meeting. In case of a special meeting, or when required by public statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member as his address appears on the records of the corporation, with postage thereon prepaid.

### **Section 6. Action Without a Meeting.**

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

### **Section 7. Quorum.**

The members present in person, or by mail, shall constitute a quorum, provided that the number present in person and by mail shall be not less than one-fourth of the number of

members entitled to vote. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

**Section 8. Votes by Mail or Proxy.**

At any meeting of members, a member entitled to vote may not vote by proxy, but a member may vote by mail by signed ballot.

**Section 9. Nominating Committee and Nomination of Directors.**

A nominating committee shall be appointed by the Board of Directors consisting of not less than three nor more than seven members who shall select their own chairperson. The nominating committee shall nominate at least one or more nominees for each vacancy. The list of nominees shall be reported to the Board of Directors and the membership at the March meeting. Additional nominations may be made by petition signed by not less than five voting members, provided the petition is presented to the Board of Directors at the next scheduled Board Meeting. A member entitled to vote may vote his ballot by mail or in person at the Annual Meeting. Individual ballots are to be placed in a sealed envelope and then placed in an envelope, with return address and/or voters name with signature, to be mailed or handed in at the Annual Meeting. Ballots are to be opened and counted at the Annual Meeting and new Board of Directors to be announced.

**Section 10. Delegates to Meetings.**

In addition to the Officers and Board of Directors there shall be appointed by the Board of Directors at the November Board Meeting delegates and alternates to the any organization which may represent in any way possible this corporation.

## ARTICLE VI. COMMITTEES

**Section 1. Authority and Limitation of Authority.**

The Board of Directors, by resolution(s) adopted by a majority of the Directors in office, may designate and appoint one or more committees. Such resolution(s) shall state the name and purpose of each committee. Members of each such committee and the Chairman thereof shall be appointed by the Board. Each such committee shall make recommendations to the Board for any actions required to be taken by the corporation, and shall report on its activities to the Board and members as requested.

**Section 2. Duration of Membership on a Committee.**

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

**Section 3. Vacancy.**

Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original members.

**Section 4. Quorum.**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of

the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 5. Rules.**

Each committee may adopt rules for its own government not inconsistent with these Bylaws, or with rules adopted by the Board of Directors.

## ARTICLE VII. FISCAL AFFAIRS

**Section 1. Agents of the Corporation.**

The Board of Directors may 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 execute and deliver an instrument in the name of and on behalf of the corporation, provided that such authority shall be confined to specific items of business and shall not be of a general nature.

**Section 2. Who Shall Sign Checks, Drafts and Orders for Payment.**

All checks, drafts or others 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 a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

**Section 3. Deposits of Funds.**

All funds of the corporation may be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Acceptance of Gifts.**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

**Section 5. 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 VIII. INITIATION FEES AND ANNUAL FEES

**Section 1. Amount of Fees and Dues.**

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each membership category.

**Section 2. Date Payable.**

Dues paid via postal mail shall be payable in advance on or before December 1<sup>st</sup> in each fiscal year.



Dues paid via electronic mail through AHA shall be payable in advance on or before December 31<sup>st</sup> in each fiscal year. Dues of new members shall not be prorated.

### **Section 3. Default.**

When any member shall be in default of **payment of dues** on March 1<sup>st</sup>, the membership shall be considered suspended. If the dues are paid before the end of the year, no action of acceptance shall be required of the Board of Directors, and the membership shall be restored. If the dues are not paid by the end of the year, the membership shall be automatically terminated.

## ARTICLE IX. NOTICES REQUIRED UNDER NON-PROFIT CORPORATION ACT

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Texas, or under the provisions of the articles of incorporation, or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order Newly Revised* shall govern this corporation in all instances in which they are applicable and in which they are not inconsistent with these Bylaws.

## ARTICLE XI. AMENDMENT OF THE BYLAWS

These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted at any meeting held in accordance with the provisions of Article V., of these Bylaws, by receiving at least two-thirds of the members voting, either in person or my mail.

## ARTICLES XII. DISSOLUTION OF THE CORPORATION

The corporation shall dissolve itself and terminate its affairs in the following manner:  
The Board of Directors shall adopt a resolution recommending that the corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of members having voting rights, which may be either an annual, regular or special meeting.  
Written or printed notice, stating the purposes or one of the purposes of the meeting to consider the advisability of the dissolution of the corporation, shall be given to each member entitled to vote, in the manner prescribed in these Bylaws, for the giving of notice of Special Meetings of

members (Article V.). A resolution to dissolve said corporation shall be adopted upon receiving at least two-thirds of the votes of the members entitled to vote, either in person or by mail.