

BYLAWS OF THE MINNESOTA ARABIAN HORSE ASSOCIATION

Article I Name

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

Article II Objects and Purposes

The objects and purposes of the Minnesota Arabian Horse Association ("Association" or "MAHA") are to:

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

Article III Membership

- A. Application for membership shall be accepted in two formats: the required fee for dues must be included with either method unless the Board determines to waive the required fee at the time the application is accepted. The first method of applying for membership is to apply via the AHA website. The second method of applying for membership is to submit an application directly to the MAHA via the MAHA website, to the MAHA membership chairperson, horse show secretary or to any MAHA officer. Renewal applications received by MAHA after the end of the month in which the memberships expire may be assessed a late fee at the discretion of the MAHA membership chairperson and then only due to unusual circumstances. Memberships shall automatically terminate if dues are not paid by the end of the month in which they expire. Memberships are not transferable.
- B. A member may be suspended or expelled by a seventy-five percent vote of the Board of Directors. Prior to such a vote, the member shall be given the opportunity for a hearing before the Board of Directors and such member shall be notified in writing by the Board of Directors at least 10 days prior to such hearing. Such notification shall include the date, time, and place of the hearing and must set forth the reason or reasons for possible suspension or expulsion. Any member thus expelled or suspended shall forfeit all dues and fees previously paid and all rights and privileges of membership shall cease.
- C. Each MAHA voting member requires that the voting member also be an adult member of AHA.

There shall be two classes of MAHA voting memberships: (1) Adult and (2) AHA

Adult Life Member. An Adult Member shall consist of an individual who is 19 years old or older as of December 1 of the year the individual turns 19 or on their 19th birthday whichever is earlier. An AHA Adult Life member may join the Association at the Associate Member rate, but will be a voting member of the Association providing he or she has designated the Association as his or her voting club. Each Adult Member and each properly designated AHA Adult Life membership is entitled to one vote.

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

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

Article IV Membership Meetings

- A. All meeting shall be conducted in accordance with Robert's Rules of Order.
- B. Regular meetings of the membership shall be held at least once per year at such time and location as shall be determined by the Board of Directors. Notice of the date, time and place of said meeting shall be mailed or emailed to the membership at least two weeks prior to said meetings. Such meeting may be either in person, via electronic means or in person but with an option to also attend via electronic means, as determined by the Board. The Board of Directors may schedule additional meetings of the membership with five (5) days advance notice.
- C. A quorum at any annual, special, or regular meeting shall consist of at least ten percent of the total voting membership. Voting by proxy and cumulative voting shall not be allowed.

Article V Board of Directors

- A. *General Powers.* The Board of Directors shall manage the business and affairs of the Association. The Directors shall, in all cases, act as a Board, and they may adopt such rules and regulations for the conduct of their meetings, and for the management of the Association as they may deem proper, not inconsistent with these Bylaws and the laws of this State.
- B. *Number, Tenure, and Qualification.* The number of Directors of the Association shall be twelve, of which four shall be Officers of the Association, and eight shall be elected at large prior to an annual meeting of the membership for two-year terms. In all elections of Directors voting by electronic ballot shall be used.

The Board, when special needs arise, may also appoint no more than two, one-

year renewable Directors to fill special roles or perform special duties as determined by the Directors.

- C. *Regular Meetings.* At least five regular meetings of the Board of Directors shall be held each year at such time and location as the Directors shall provide. The time and place of a regular meeting may be changed or a regular meeting cancelled by the President, with the consent of the Vice-President and Secretary, provided five days notice is given in the manner prescribed in Article V, Paragraph E. Electronic meetings are allowed, at the discretion of the President, in place of in person meetings.
- D. *Special Meetings.* Special meetings of the Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings may fix the time, place and method for holding any such meeting.
- E. *Notice of a Special Meeting.* Notice of any special meeting shall be given at least five days prior thereto by written or oral notice delivered personally, or by telephone or email. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The attendance of a Director at a regular or special meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- F. *Board Action In Lieu of a Meeting.* Under unusual circumstances, and at the discretion of the President and with the consent of at least one other MAHA Officer, the Board may take action to effectuate the objects and purposes of the Association. Such action is effective only upon appropriate motion and second, must be passed by a quorum of the then current Board of Directors and must not be any action that the Board could not otherwise take at a regular or special meeting. All such action taken in lieu of a meeting shall be contained in written minutes by the Secretary and retained in such Association records.
- G. *Quorum and Voting.* At any meeting of the Board of Directors or any action taken in lieu of a meeting, fifty percent shall constitute a quorum for the transaction of business.

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

- I. *Removal of At Large Directors.* Any or all of the 'at large' Directors may be removed only for cause by a seventy-five percent vote of the membership present, or by a seventy-five percent vote of the Board of Directors.
- J. *Resignation.* A Director may resign at any time by giving written or electronic notice to the Board of Directors, the President, or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors, President, or Secretary and the acceptance of the resignation shall not be necessary to make it effective.
- K. *Attendance at Board Meetings.* Attendance at regular meetings shall be mandatory. The President may waive this requirement in his or her sole discretion. Two consecutive absences without such waiver may be cause for removal pursuant to Article V, Paragraph H.
- L. *Board Meetings are Open.* The Board of Director meetings shall be open to membership unless the subject matter is determined to be confidential, at which time the Board meeting shall be a closed session.

Article VI Officers

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

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

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

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

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

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

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

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

Article VII Region 10 Delegates

- A. The Board of Directors solicit names of possible delegates from the general members of MAHA and then the Board shall select persons to serve as Delegates to Region 10. Such Delegates shall serve for a two-year term, said terms to be staggered so that the terms of half of the Delegates shall expire each year. In addition, the Board shall appoint as many alternate Delegates as they shall deem necessary.
- B. In order to be eligible to serve as a Delegate or Alternate to Region 10, a person must be an Adult Member of the Association in good standing at the time of his or her election or appointment.

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

Article VIII Committees

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

Article IX Amendments to Bylaws

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

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

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

Article X Supersession

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

Article XI Distribution or Dissolution

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

Approved as amended by the membership, March 25, 2022