



# NORTH TEXAS ARABIAN HORSE CLUB

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## North Texas Arabian Horse Club Bylaws

January 7, 2014 Revision

### Article I

The name of this organization shall be NORTH TEXAS ARABIAN HORSE CLUB (NTAHC), hereinafter referred to as Club. This Club is a member in good standing of the Arabian Horse Association, hereinafter referred to as AHA.

### Article II

#### Registered Office

The Club shall maintain a Principal office and a registered agent as required by the corporate laws of the State of Texas. Its principal office must be the Club's office address, or in lieu of same, that of any regular member of the Club in good standing.

### Article III

#### Object and Purpose

The purposes for organizing the Club are to engage in educational activities within the meaning of Internal Revenue Code Section 501(c)5 and Texas Tax Code Section 11.18(c)(1). Specifically, the Club is organized to educate Arabian horse breeders, other interested parties and the public about Arabian horses, including, but not limited to, seeking improvement of the breeding and training of Arabian horses, providing opportunities to exchange ideas and educate members and others about Arabian horses, and to promote and manage exhibits, shows and other public events for the education of members, other interested parties and the public.

### Article IV

#### Membership

Membership in the Club will be divided into the following non-transferable and non-assignable classifications:

**Section 1. Regular Membership.** A regular voting membership may be obtained by written application accompanied by the appropriate fee for any person 18 years of age and over. After approval by the Board of Directors, the regular member will be entitled to one vote in any Club matter considered by the full membership, a copy of each Club newsletter\* communication to include either email, NTAHC website, or paper formats membership in AHA and all privileges pertaining thereto, including the right to serve as a club officer, director, or delegate to the regional and national conventions if duly elected.

**Section 2. Associate Membership.** An associate (non-voting) membership may be obtained by written application accompanied by the appropriate fee for any person 18 years of age and over. This is a non-AHA, non-voting membership but does include the Club newsletter communications. Associate members may not hold any office or directorship in the Club, but may serve on committees except in capacity as chairman.

**Section 3. Honorary Membership.** An honorary life membership may be bestowed upon a person who has made an outstanding contribution to the Club, its purposes, or the Arabian horse. Recommendations for recipients of honorary life memberships must be made in writing to and approved by the Board of Directors. An honorary life members will not be subject to dues or be entitled to vote unless NTAHC AHA voting portion of dues is paid. An appropriate certificate will be presented to the honorary member, signed by the President and Secretary of the Club.

**Section 4. Dues and Initiation Fee.** The Board of Directors will determine the amount of initiation fee, if any, and annual dues payable to the Club by members. Dues are due and payable on or before the date set by AHA each year and become delinquent sixty (60) days thereafter. No dues may be prorated. If dues are not paid by one hundred twenty (120) days after the due date, membership will be automatically terminated until dues are paid.

**Section 5. Fiscal Year.** The fiscal year of the Club will begin January 1 and end December 31.

**Section 6. Revocation of Membership.** Membership in the Club may be revoked for any of the following reasons:

1. Violation of the Articles of Incorporation, Bylaws, or duly adopted resolutions of the Club.
2. Conduct detrimental to the best interest of the Arabian horse or the Club. The procedure for consideration of revoking membership will be as follows: A hearing will be held by the Board of Directors. The Board may call witnesses to testify. The accused member has the right to personally appear and ask any other member or non-



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member to appear as a witness and present information at both the Board of Directors meeting and the regular meeting of the Club when the revocation issue is discussed. After thorough discussion, if the majority of the Board votes to revoke the membership, the Board will recommend such to the President. The President must place the membership issue on the agenda of the next regular meeting of the Club. No membership will be revoked with less than a two-thirds (2/3) majority vote of the regular members present and voting.

## Article V

### Membership Meetings

**Section 1. Regular Monthly Meetings.** Meetings and/or programs may be held on a monthly basis for the benefit of membership.

**Section 2. Annual Election Meeting.** The regular meeting in November shall be the annual meeting unless the Board of Directors selects another time and provides proper notice to the members. Election of officers and directors shall take place at this meeting. Any appropriate business may be transacted. Note: The Board of Directors may vote to change the General Membership Annual Election Meeting to a time or place determined to be in the best interest of the membership if the criteria in Article V, Section IV has been met.

**Section 3. Special Meetings.** A special meeting of the membership may be called by the President, a simple majority of the Board of Directors (including eligible alternates) or not less than one fifth of the members having voting rights.

**Section 4. Notice of meetings.** Printed notice stating the place, day, and hour will be communicated to each voting member via email, NTAHC website, or paper formats not less than ten (10) days before any regular meeting, not less than twenty (20) days before any special meeting, and not more than fifty (50) days before the annual meeting. The purpose(s) for any special meeting called shall be stated in the notice. Emergency meetings of the Board of Directors may be held via email, or teleconference at the direction of the President upon recommendation by any board member.

**Section 5. Voting.** At any meeting of members, proxy voting is not permitted. A simple majority vote of those regular members present and voting will be required for adoption of any matter brought before a regular or special meeting, except as otherwise provided in these Bylaws. Emergency meetings held via email or teleconference will follow the normal board quorum and voting requirements. Votes by members not physically present, submitted by way of EMAIL, SMS Text, or other electronic media as may be approved by the board in the future will be considered valid in all matters requiring a vote of the general membership.

**Section 6. Quorum.** At any regular monthly, annual, or special meeting, the regular voting members present will constitute a quorum for the transaction of business. Attendees of email or teleconference meetings are considered to be "present" for the purposes of a quorum.

**Section 7. General.** General members elect board members and change bylaws (exceptions: Article VI, Sections 8 and 9) \* NOTE: Newsletters to be defined as on-line versions; a hard copy is available upon request.

## Article VI

### Board of Directors

**Section 1. Powers.** The affairs and finances of the Club will be managed and/or approved by the Board of Directors.

**Section 2. Composition.** The Board of Directors will consist of eleven (11) persons elected in accordance with these Bylaws. The eleven (11) members of the Board of Directors shall consist of the following: the five (5) officers (the "Officer Directors") elected each year by the members of the Club and six (6) other persons elected by the members of the Club (one of whom may be the Past President of the Club if properly nominated, willing to serve, and duly elected by the members of the Club). Six (6) alternate directors (the "Alternate Directors") will be elected by the members of the Club to serve on the Board of Directors, four of which can be randomly assigned by the President for availability as voting directors at any meeting of the Board of Directors. Each member of the Board of Directors (except for Officer Directors and any Past President elected as a director, who shall only serve for one (1) year term) will serve a two (2) year term or until their successor is elected. Members of the Board of Directors will assume office at the beginning of the fiscal year following their election.



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**Section 3. Election.** Election of Directors will take place at the annual election meeting. Nominations will be accepted from the floor. Majority vote will elect.

**Section 4. Eligibility.** No member is eligible to be elected as a director of the Club while serving as an officer or director of another local level club affiliated with AHA. This will not be interpreted to apply to AHA (formerly IAHA & Arabian Horse Registry), Arabian Horse Trust, or regional subdivisions thereof.

**Section 5. Regular Monthly Meetings.** Regular monthly meetings of the Board of Directors will be planned. All retiring and incoming board members will be invited to attend the last board meeting of the year. Notice of such meetings must be made in accordance with Article V, Section 4.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by the President or any two members of the Board. Notice of such meetings must be made in accordance with Article V, Section 4. Special meetings of the Board of Directors can be called for purposes of obtaining a vote via special, email, teleconference meeting providing the records of the meeting and/or email traffic and votes are provided to the Secretary and included in the next set of Monthly Minutes.

**Section 7. Quorum.** ~~Eight (8) members of the Board will constitute a quorum for the transaction of business at all Board meetings unless otherwise specified in these Bylaws.~~ A simple majority of the Board will constitute a quorum for the transaction of business at all Board meetings unless otherwise specified in these Bylaws. *Effective Nov 9, 2013.*

**Section 8. Vacancy.** Any vacancy occurring in the Board of Directors will be filled by a majority vote of the remaining Board of Directors. The member elected will fill the vacancy until the next annual membership meeting. The name of the newly elected Board member will be published in the next newsletter.

**Section 9. Removal of a Board Member from Office.** If a Board Member misses two (2) consecutive meetings for unwarranted reasons or without proper timely notification to another Board member, the Board has the option to replace the Board member after discussing the issue at a regular or special Board meeting and if approved by six (6) Board members. The Board may choose to send the absent board member a warning notification from the Club President to lien of removal, stating that a third consecutive absence will likely result in removal from the Board. The reason(s) for removal will be published in the next Club newsletter following removal.

## Article VII Officers

**Section 1. Officers** of the Club will be a President, First Vice-President, Second Vice-President, Secretary, and Treasurer.

**Section 2. Election and Term of Office.** Election of Officers will take place at the annual membership meeting. Nominations will be accepted from the floor. Majority vote will elect. No member is eligible to be elected as an officer of the Club while serving as an officer or director of another local level club affiliated with AHA. This will not be interpreted to apply to AHA (formerly IAHA & the Arabian Horse Registry), Arabian Horse Trust, or regional subdivisions thereof. Officers will assume their office at the beginning of the fiscal year following the election. Officers will serve for one-year term. ~~The President, First Vice-President, and Second Vice-President may be re-elected to the same office so long as it does not exceed two consecutive terms.~~ *Effective Nov 9, 2013.*

**Section 3. President's Duties.** The President will be the principal executive officer of the Club and will in general supervise and control all of the business and affairs of the Club as approved by the Board of Directors. He/she will preside at all membership meetings and meetings of the Board of directors. In general he/she will perform all duties incident to the office of the President and such others as may be prescribed by the Board of Directors.

**Section 4. Vice-President's Duties.** In the absence of or at the request of the President or in the event of his/her inability or refusal to act, the Vice-Presidents in order of precedence will perform the duties of the President. When so acting, he/she will have all the powers of and be subject to all restrictions upon the President, and will perform such other duties as delegated by the President of the Board of Directors.

**Section 5. Secretary's Duties.** The Secretary will keep of cause to be kept a full and complete record of the proceedings of the membership and Board of Directors meetings, and of action taken by the Club if done so by mail or email. The Secretary will keep or cause to be kept the seal, books, documents and papers of the Club and affix the seal to all instruments executed by the President, or by his/her direction, which may require it. The Secretary will



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perform all duties incident to the office of Secretary, including the notices of meetings, if so delegated to him/her. Minutes of all membership and Board meetings will be kept by the Secretary or other person so designated by the President. In the absence of the Secretary, the Secretary or the President can delegate another board member or alternate to fulfill these duties and provide all records to the Secretary.

**Section 6. Treasurer's Duties.** The Treasurer will have charge and custody of and be responsible for all funds and securities of the Club, and in general perform all the duties incident to the office of Treasurer. The Treasurer will disburse funds of the Club in accordance with the directions given him/her by the President and/or Board of Directors. The Treasurer will keep a complete book of account and will present an itemized financial statement and report to the annual meeting and such interim reports as may be required by the President or Board of Directors. The Treasurer will handle or cause to be handled all annual reports to the Secretary of State of the State of Texas for the Club which is a non-profit corporation. The Treasurer will have the books and records available for audit in November.

## Article VIII

### Inspection of Records by Members.

All official books and records of the Club may be inspected by any regular member or his/her agent for any proper purpose at a reasonable time.

## Article IX

### Committees

The President may appoint regular or special committees as he/she deem necessary for the proper management of the Club. Committee chairmen are appointed by the President and serve at the pleasure of the President. At all committee meetings the act of a majority of the members present and voting at a meeting will be an act of the committee. All committee appointments made by the President are subject to review by the Board of Directors. The President will be a member of all committees (except the Nominating Committee) and may designate a representative to be a member.

## Article X

### Delegates to AHA

The Board of Directors will elect delegates to AHA functions including the Regional and National Conventions. The number of delegates elected must comply with the AHA Bylaws.

## Article XI

### Parliamentary Authority

The latest edition of Robert's Rules of Order will govern the proceedings of this Club except as modified by these Bylaws and any rules this Club may adopt.

## Article XII

### Bylaws

**Section 1. Amendment to Bylaws.** These Bylaws may be amended at any regular or special meeting held as outlined in Article V. Notice of any proposed amendment must be made 30 days prior to the meeting in which it is to be voted on by a two-thirds (2/3) majority vote of the regular members present and voting. Voting will also be allowed by any of the approved absentee methods as defined in Article V Section 5 of the bylaws.

**Section 2. AHA Approval.** Any amendments to the Bylaws must be approved by AHA before they become effective. A copy of the current Bylaws must be kept on file with AHA.

## Article XIII

### Dissolution of the Club

In the event of dissolution, all Club assets will be assigned to the Arabian Horse Association (AHA) in accordance with section 501(c)5 of the Internal Code. None of the Club funds will inure to the benefit of individual members. The Club charter must be returned to AHA headquarters.