

# REGION 9, ARABIAN HORSE ASSOCIATION, INC.

## ARTICLE I - NAME

**1.01 Name:** The name of this organization will be Region 9, Arabian Horse Association, Inc. hereinafter referred to as Region 9.

## ARTICLE II - PURPOSES

**2.01 Purposes:** The purposes of this corporation are charitable, educational, and the promotion and preservation of the Arabian Horse. The corporation will provide information to the public on matters regarding the Arabian horse. Shows and seminars may be utilized to achieve the purposes of the corporation. Funds of the corporation, including but not limited to, donations, to Youth Foundation, AHA Region 9, Inc., may be expended to further the purposes of the corporation, which may include but are not limited to assistance to colleges or universities, for the benefit of students who are members of Region 9.

## ARTICLE III. EARNINGS

**3.01 Earnings:** The earnings of the corporation will be used to accomplish the purposes of the corporation. No part of the net earnings of the corporation will inure to the benefit of any delegate, officer or director of the corporation, or any private person (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes). No delegate, officer or director of the corporation, or private person will be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. Notwithstanding any other provision of the articles of incorporation, the corporation will not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Sections 501(c) of the Internal Revenue Code and its regulations and any amendments thereto or by an organization, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code, its regulations and any amendments thereto.

## ARTICLE IV - DISSOLUTION

**4.01 Dissolution:** Upon dissolution of the corporation, the assets of the corporation will be distributed exclusively to charitable, educational, or scientific organizations which then qualify under the provisions of Section 501(c) 3 of the Internal Revenue Code, its regulations and any amendments thereto as they then exist or to an entity defined in section 170(c) of the Internal Revenue Code, its regulations and any amendments thereto. Such dissolution will be in compliance with the Texas Non-Profit Corporation Act, as amended and other applicable law.

## ARTICLE V - PROGRAMS AND OTHER PURPOSES

**5.01 Program:** The Corporation will hold not less than one (1) show in each calendar year. It may sponsor more shows or events as may be decided by the Board of Delegates. The Board of Delegates may determine the need for additional events. In the event that floods, disaster, epidemics, quarantine, war, acts of God or other such extraordinary circumstance prevents the holding of any show within any calendar year, then at the discretion of the executive committee, the show for such year may be canceled and or rescheduled at another place.

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**5.02. Other Purposes:** The corporation will conduct or sponsor activities, which the Board of Delegates deem proper and which do not violate any prohibition set forth herein, and support the purposes of the corporation.

## **ARTICLE VI – DELEGATES**

**6.01 Voting Delegates:** The affairs of Region 9 will be managed by a Board of Delegates. This board will consist of the duly selected delegates submitted by the Member Organizations of Region 9. The number of voting delegates from each Member Organization will be the number of delegates allowed that Member Organization pursuant to the Arabian Horse Association (hereinafter AHA) Bylaws. Each Member Organization will be represented by one (1) delegate for each thirty-five (35) members or part thereof.

**6.02 Alternate Delegates:** An alternate delegate may substitute for a voting delegate at any meeting of the Board of Delegates provided the name of the alternate delegate is on the list submitted by the Member Organization.

**6.03 Designation of Delegates and Alternates:** Each Member Organization will provide the Secretary of Region 9 with a list containing the names of the delegates and alternates delegates prior to any Region 9 meeting, which shall be in writing and signed by the President and Secretary of the Member Organization for purposes of delegate certification at Region 9 meetings. The delegates and the alternate delegates certified shall continue to serve until changed by the Member Organization in similar manner. Region 9 will use a certified list of delegates and alternates provided by AHA if no list is submitted by the Member Organization. Delegates and alternates must be a current member in good standings of AHA for the Member Organization they represent.

**6.04 Delegates at Large:** The Chairman (Director) of Region 9 will be a voting Delegate at Large. The immediate Past-Chairman (Director) will be a voting Delegate at Large.

## **ARTICLE VII - MEETINGS**

**7.01 Annual Meeting:** There shall be at least three (3) delegate meetings per year, one of which shall be designated as an annual meeting. The annual meeting shall be held in conjunction with the Region 9 Championship Show. The other meetings each year to be held at a date, time and place to be determined by the Chairman (Director).

**7.02 Special Meetings:** Special meetings of the delegates may be called by the Chairman (Director) upon thirty (30) days written notice to the delegates. The Region 9 Newsletter and electronic mean of communications, such as faxing or email shall be considered written notice, and if used, a copy shall be filed with the minutes of such meeting. The notice will be provided at least thirty (30) days prior to the meeting.

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**7.03 Notice of Meetings:** The Secretary, at the direction of the Chairman (Director) will cause meeting notice be sent to the delegates at least thirty (30) days prior to any meetings, annual meeting or special meeting of the delegates. The delegates may, upon a majority vote of the attending delegates who must constitute a quorum as defined in 7.05, waive notice of such meeting or meetings.

**7.04 Voting:** Voting will be by the delegates, delegates at large and members of the Executive Committee who are not representing a Member Organization as a delegate.

**7.05 Quorum:** A quorum will be declared if one-third of the Member Organizations have at least one voting delegate present or one-half of the eligible delegates plus one, is present and voting.

**7.06 Emergency Provisions:** If a local, State or National emergency situation is declared which may restrict having a meeting in a place, the Executive Committee is authorized per Article VIII paragraph 8.12 (e) of the bylaws to conduct a meeting by other means.

## **ARTICLE VIII - OFFICERS**

**8.01 Enumeration:** The officers of Region 9 will consist of a Chairman (Director), a Vice Chairman (Vice Director), four (4) State Representatives, a Secretary, a Treasurer, and the immediate past Chairman (Director), who will serve on the Executive Committee as long as his/her successor is in office. Each state of Region 9 will be represented by a State Representative residing in such state.

**8.02 Election:** The officers will be elected by the Board of Delegates. The term of each officer will be approximately two (2) years. The officers will commence office immediately following the Arabian Horse Association convention in the year during which the election occurred. The Chairman (Director), and all other officers, exclusive of the Treasurer, will not serve more than two (2) successive terms in the same office. The Chairman (Director) will appoint a three-member credential committee to over-see the preparation, distribution, receipt, and counting of ballots.

**8.03 Nominations:** The Chairman (Director) shall appoint nominating committee composed of at least five (5) members, with one member from each state and one at-large from any state, one of which the Chairman (Director) will designate as chairman of the nominating committee. The nominating committee shall submit a list of nominees for each office to the Secretary thirty (30) days prior to the annual meeting of Region 9 in years elections are held. There may also be nominations from the floor for any elected position at the meeting when the nominating committee presents its nominations. All nominees who are members in good standing will appear on a written numbered ballot.

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**8.04 Election:** The election will be by secret written ballots which will be made available to the delegates. The secret ballot will be marked by the delegates as to their selected candidate and returned to the credential committee, who shall count the votes for the candidates and immediately announce the results, however, that in the event but one person is nominated for an office; the election may be by voice vote. The Chairman (Director) shall be voted on and decided first, then the Vice Chairman (Vice Director), the Secretary, the Treasurer and the four (4) State Representatives in that order. A nominee not elected to the position for which he is nominated shall be eligible to be nominated for any other position. The election shall be held at the annual June meeting to coincide with the Region 9 Championship show. If at all possible, however, the election of the Chairman (Director) must be held no later than ninety (90) days prior to the opening of the Arabian Horse Association Convention. In unusual cases, the Chairman (Director) with a majority vote of the Executive Committee may call for election of the officers at another appropriate time and place. In the event there are three (3) or more nominees for an office, and no nominee receives a majority of the cast ballots, there will be a run-off between the two nominees receiving the largest number of votes.

**8.05 Vacancy of Position:** Any vacancy in the Officers except a vacancy occurring in the office of Chairman (Director) will be filled by a Special Election called by the Chairman (Director). The Officer filling a vacancy will take office upon certification of the election by the credentials committee. If the office of Chairman (Director) becomes vacant, the Vice Chairman (Vice Director) will immediately assume the Chairman (Director) position.

**8.06 Duties of the Chairman (Director):** The Chairman (Director) will preside at all meetings of the corporation. The Chairman (Director) will be the Region 9 Director to the Arabian Horse Association. The Chairman (Director) will select the heads of all committees for Region 9 except those elected by the delegates wherein the committee will select its own chairman of the committee. The Chairman (Director) will recommend members to serve on committees of the Arabian Horse Association. The Chairman (Director) will serve ex-officio on all committees of Region 9, except the nominating committee.

**8.07 Duties of Vice Chairman (Vice Director):** The Vice Chairman (Vice Director) will assume the duties of the Chairman (Director) in the event of his/her absence or inability to act, or at the Chairman (Directors)'s request.

**8.08 State Representatives:** The State Representatives will perform such duties as designated by the Chairman (Director).

**8.09 Duties of the Secretary:** The Secretary will keep the minutes of the Board of Delegates and action taken at Executive Committee meetings, maintain a membership file, forward Region 9 information to the Regional publication, maintain the name and address of all delegates, delegates at large and alternates, and prepare and forward correspondence at the direction of the Chairman (Director).

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**8.10 Duties of the Treasurer:** The Treasurer will maintain the financial records of the corporation. He/she will prepare or direct the preparation of the tax return and all other tax forms as required by the State of Texas or the Internal Revenue Service.

**8.11 Members of the Executive Committee:** The members of the Executive Committee will be the current officers serving Region 9 and the immediate past Chairman (Director) of Region 9. The past Chairman (Director) will be entitled to cast his/her vote on matters which the Executive Committee acts upon and on which its action requires a vote of the Committee.

**8.12 Powers of the Executive Committee:** The Executive Committee in accordance with previously delegate approved budgets will be vested with powers to act for and on behalf of the corporation, including, the following:

- (a) to authorize the Chairman (Director) or other Executive Committee member to sign contracts on behalf of the corporation;
- (b) to do any act necessary for the day-to-day operation of the corporation;
- (c) to have periodic audits made, and shall do so at least once during any two-year term of office;
- (d) The Executive Committee may by a two-thirds affirmative vote remove from office, “for cause” an officer elected in accordance with these bylaws. Removal “for cause” may be determined when an officer has engaged in inappropriate conduct, including, but not limited to the following:
  - 1. Neglect of the duties of office;
  - 2. Conduct bringing discredit upon the organization or the Arabian horse breed;
  - 3. Theft or dishonesty concerning the office or organization;
  - 4. Any criminal conduct or activity involving moral turpitude.
- (e) The Executive Committee may upon a majority vote determine the means of conducting a meeting that may be restricted per Article VII paragraph 7.06 of the bylaws.

Additionally, any act of the Executive Committee will be deemed the act of the corporation.

Subject to the provisions of these bylaws and the corporate charter, the powers and duties of the officers of the corporation will consist of those usual and normal duties assigned to such officers according to the Texas Non-Profit Corporation Act as amended. Any member of the Executive Committee will be an ex-officio advisory member of each committee appointed under the authority of these bylaws except the nominating committee.

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## ARTICLE IX. MEETING PROCEDURE

**9.01 Parliamentary Procedure:** All meetings of the organization will be conducted in accordance with the accepted parliamentary procedure, as set out in the then current edition of *Robert's Rules of Order, Newly Revised* and which are not inconsistent with these bylaws, unless suspended by two thirds vote of the Board of Delegates.

## ARTICLE X - BONDS AND INDEMNITY

**10.01 Bonds and Insurance:** Each officer engaged in handling funds of the corporation will at the expense of the corporation, furnish to the corporation a fidelity bond in amount to be fixed by the Executive Committee.

**10.02 Indemnification of Officer/Executive Committee:** The corporation will, to the fullest extent it is empowered to do by all applicable laws as may from time to time be in effect, indemnify any person who was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was an officer of the corporation, or serving as an agent or similar functionary on behalf of the corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding. The obligations of the corporation under this section include, but are not limited to, the expenses incurred in defending litigation. The corporation's obligation to indemnify and to prepay expenses under this section 10.02 will arise, and all rights granted to officers, agents or servants will vest, at the time of the occurrence of the transaction of event to which such action, suit or proceeding relates. Notwithstanding any other provision of these bylaws or the Articles of Incorporation of Region 9 Arabian Horse Association, Inc., no action taken by the corporation, either by amendment of the bylaws or the Articles of Incorporation of the corporation will diminish or adversely affect any rights to indemnification or prepayment of expenses granted under this section 10.02 which have become vested prior to the date that such amendment or other corporate action is taken.

Notwithstanding any other provision hereof to the contrary, the corporation will have no duty to indemnify any person with respect to matters adjudged by suit, action or proceeding, if such person has been found guilty of the commission of a crime or of gross negligence in the performance of his/her duties. The Corporation will have no duty to indemnify any person mentioned in this section who is an adverse party in any suit, hearing, or any other legal proceeding.

The corporation may purchase and maintain insurance on behalf of the officers, volunteer or member against any liability asserted against such person in his/her capacity or status with the corporation.

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## ARTICLE XI - BYLAWS AND AMENDMENTS TO BYLAWS

**11.01 Committee:** The Chairman (Director) or the Board of Delegates may form a bylaws committee. The bylaws committee will not exceed five (5) members of the delegation. A majority of the committee will be considered a quorum.

**11.02 Duties of the Bylaws Committee:** The members of the committee may make recommendation of changes to the Executive Committee. The Executive Committee must make recommendation to the delegation regarding changes or additions to the then existing bylaws of Region 9.

**11.03 Method of Adoption or Amending Bylaws:** All proposed bylaws or amendments to the bylaws must be submitted to the bylaws committee. The committee must report to the Executive Committee at the next meeting its recommendation to propose bylaws or a change to the bylaws. The Executive Committee will at the next regular meeting of the delegates report on their recommendation regarding the bylaws or the proposed change. The bylaws or proposed change will then be presented to the delegates for their consideration at the next meeting of Region 9 delegates. A two thirds majority of the votes cast will adopt any addition or deletion to these bylaws.

## ARTICLE XII - COMMITTEES

**12.01 Committees:** The Board of Delegates and/or the Chairman (Director) may from time to time appoint members to 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 Delegates.

Adopted this 12th day of June, 2004 by the Delegates of Region IX (now Region 9), Arabian Horse Association, Inc.

Amendments:

November 20, 2014

November 16, 2017

January 23, 2021