

Greater Kansas City Arabian Horse Association Bylaws

Revised January 2025

Our By-Laws

ARTICLE I - PURPOSE

The Greater Kansas City Arabian Horse Association was incorporated in 1964 in Missouri. According to the original Articles of Incorporation: The purposes of the Greater Kansas City Arabian Horse Association ("GKCAHA") corporation shall be to foster and encourage the improvement and use of the Arabian Horse; to conduct, provide for, and participate in horse shows, exhibitions, films, lectures, meetings, and other means of promoting and explaining the use, training and breeding of horses, with emphasis on the Arabian horse; to engage in educational, promotional, recreational, charitable, benevolent, and social activities in connection with and supplementing these said purposes. The foregoing purposes shall be construed as both objects and powers and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation. The aforesaid purposes and activities shall be on a non-profit basis.

ARTICLE II - OFFICE

The principal office of the corporation is in the State of Missouri. The corporation may have other offices, either in or outside of the State of Missouri, as the Board of Directors designates or as the business of the corporation may require from time to time. The corporation is affiliated with Region 11 of the Arabian Horse Association (see chapter 7 of the Arabian Horse Association handbook).

ARTICLE III- MEMBERS

SECTION A. CLASSES OF MEMBERS

Any person interested in assisting with the stated purposes of the GKCAHA and who is not currently under suspension by the Arabian Horse Association and/or the United States Equestrian Federation ("USEF"), or any other breed organization of registry is eligible for membership. Only those classes so specified shall be entitled to vote at meetings of the membership; however, members of any class are permitted to attend meetings, participate in discussions, and offer suggestions for the conduct of the affairs of the corporation.

Per the Arabian Horse Association (hereafter referred to as AHA) rules, a separate full AHA membership must be submitted by an individual for each club that the individual is affiliated with. Only members who have national AHA memberships that are affiliated with GKCAHA may participate in club voting, and only members with national AHA memberships affiliated with GKCAHA will count toward delegates for the convention. AHA Business membership does not allow club affiliation, and general membership purchased locally through the club in conjunction with AHA business membership does not meet the requirements for club voting and delegate count.

GKCAHA Membership may be submitted in conjunction with national AHA membership to the Arabian Horse Association via mail or through the website. All types of GKCAHA membership may also be submitted locally to the GKCAHA club.

1. AHA ADULT MEMBERSHIP

Open to persons 19 years of age or older. AHA Adult members are entitled to one club vote and one membership in the Arabian Horse Association. AHA Adult members may vote in all aspects of the club including delegates and resolutions.

2. GKCAHA HONORARY LIFE MEMBERSHIP

Open to persons who meet the same requirements as Adult Membership. The Board of Directors may name an individual who has rendered exceptional service to the GKCAHA or to the Arabian breed in general to be an Honorary Life Member. Honorary Life Members are entitled to one club vote and shall be exempt for life from payment of club dues. However, Honorary Life Members desiring to retain membership in AHA will be responsible for the yearly AHA dues. Only Honorary Life Members with membership in AHA are entitled to vote for delegates and on convention resolutions.

3. GENERAL MEMBERSHIP

Open to adults and youth who do not desire affiliated membership with AHA through GKCAHA. General members may already be affiliated with AHA through another club or may be local "Fan members" who do not participate in the AHA. General members are entitled to fully participate in all club activities and are entitled to one club vote as it pertains to officer and board seats, by-laws, and general matters of the club. General members are not permitted to vote for delegates and convention resolutions. GENERAL MEMBERSHIP DOES NOT INCLUDE MEMBERSHIP IN AHA.

4. AHA YOUTH MEMBERSHIP

Open to any youth who wishes to become a member of AHA and who has not reached his/her 19th birthday as of December 1 of the year previous to submitting a membership application. AHA Youth Members are entitled to one membership in AHA. Youth Members are not entitled to a club vote.

SECTION B. ACCEPTANCE OF MEMBERSHIP

GKCAHA membership may be submitted in conjunction with national AHA membership to the Arabian Horse Association via mail or through the website. All types of GKCAHA membership may also be submitted locally to the GKCAHA club.

Application for membership shall be made as prescribed by GKCAHA and shall be accompanied by the required dues. All new applications for membership will be reviewed by the membership chair to be sure that the new application meets all qualifications for membership as set out in Section A above. Any applicants who are in question will be referred to the Board of Directors.

SECTION C. DUES

Membership dues shall be decided annually by the GKCAHA Board of Directors. The dues for all AHA affiliated memberships will be equal to the cost of AHA membership determined by the AHA plus the cost of local membership set by the GKCAHA Board of Directors. Dues will be payable per current AHA Membership guidelines. Late fees may be applicable.

SECTION D. TERMINATION OF MEMBERSHIP

AHA Adult Memberships and AHA Youth Memberships will expire per AHA membership guidelines. General memberships will expire at the end of every calendar year.

In the event of membership termination for failure to pay dues, said membership may be reinstated upon payment of the required dues and meeting the requirements of said membership class as set out in Section A of this Article.

Privileges of membership may be suspended, by majority vote of the Board of Directors, of members who are overdue by more than 90 days on accounts, other than dues, which are owed to the corporation. Such members shall be notified by certified mail of the amounts overdue no later than 14 days prior to the decision to terminate membership. In the event of a disagreement as to the amount owed, all appropriate documentation shall be submitted to the Board of Directors for an equitable determination of the actual amount owed. Such member may appear before the board as part of this process if the member so desires. In all cases the decision of the Board of Directors will be final. The Board of Directors may set up repayment plans where appropriate. All privileges of membership suspended as above shall be reinstated upon payment in full of the amounts owed to the corporation.

Any member may withdraw his/her membership by submitting a written notice to the Board of Directors.

ARTICLE IV - MEETINGS

SECTION A. MEETINGS

All meetings held by the corporation shall be open to all members, without separate Membership and Board of Directors meetings. Meeting of members, for any purpose or purposes may be called by the President, Vice-President, or by the Board of Directors, and at least one such meeting shall be held each year. Events such as horse shows, trail rides, and the Midwinter Celebration are not to be considered business meetings for the purpose of meeting the minimum. Separate business meetings may be held in conjunction with any of these events.

SECTION B. PLACE OF MEETING

The place of any meeting of the corporation may be designated by the Board of Directors. Meetings may also be held virtually or in a hybrid (combination of in person and virtual) fashion.

SECTION C. NOTICE OF MEETINGS

Notice stating the place, date, and time of the meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be announced on the corporation website and/or social media page. Notice to each member is also announced via email blast. Alternative correspondence may be requested by a member and the corporation will grant all reasonable requests. Notice of the meeting to the Board of Directors and officers of the club will be sent personally via email. It is member responsibility to keep his/her contact information current with the Corporation.

SECTION D. WAIVER OF NOTICE

To the extent permitted by law, attendance of a member at any meeting shall constitute a waiver of notice of such meeting. Any Officer or Board member may waive, in writing, any notice required to be given by law or under the provisions of the Articles of Incorporation or these Bylaws, whether before or after the time stated therein.

SECTION E. NON-BOARD MEMBER ATTENDANCE

Any club member may attend meetings. However, members who wish to address the Board must contact the President to request that the subject be placed on the agenda at least 24 hours prior to a meeting.

SECTION F. VOTING AND MEMBERSHIP LISTS

Adult members of any membership class may vote in GKCAHA elections. Only those members in good standing at least 30 days prior to each election shall be entitled to vote in said election. For the purpose of determining members entitled to notice of, or to vote at, any meeting of the members, or in order to make a determination of members for any other proper purpose, the Membership chair having charge of the corporate records shall make a complete list of the members entitled to vote at such meeting. Such list shall be produced and kept open at the time and place of the meeting.

SECTION G. METHODS OF VOTING

Voting at meetings may be in person, by voice vote, by show of hands, electronically, or by ballot as determined from time to time by the Board of Directors. Any action which may be taken at any meeting of members may be taken without a meeting if the Corporation delivers a ballot to every member entitled to vote on the matter. A ballot shall set out each proposed action and shall provide an opportunity to vote for or against each proposed action. Approval by ballot without a meeting shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Ballots may be sent to members and cast by members in accordance with such procedures as may be established from time to time by the Board of Directors. All solicitations for votes by ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter; and (3) specify the time by which a ballot must be received by the Corporation in order to be counted. Once cast, ballots may not be revoked. For uncontested

board positions, nominations may be closed in accordance with Robert's Rule of Order and the individual elected by acclamation.

SECTION H. QUORUM

A quorum at any meeting of the Corporation's members shall consist of a simple majority of voting members. Every decision of a majority of such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote is required by law or by these Bylaws.

SECTION I. NOMINATING COMMITTEE

At least 60 days prior to the annual election, an Election Committee shall be formed to consist of two members of the Board of Directors (to be selected by the Board of Directors) plus one non-board member (appointed by the President). The Election Committee shall elicit interest from eligible adult members via direct communication, email inquiries, and posting of election information on the club website and newsletters. Committee members will attempt to garner interest for more than one candidate for each open position. Nominations from the floor will also be considered. For the Delegate positions, every effort will be made to garner interested candidates to fill existing positions PLUS at least two alternates. The Election Committee shall provide guidelines for submission of biographical information and information about the election process (see below). Candidate bios will be published at least 30 days prior to the election. The Election Committee shall announce known candidates at least 30 days prior to the election. Additional nominations of eligible members interested in running may be made from the floor at the meeting where the election is held. In the event that an eligible candidate for President does not come forward by the meeting preceding the election, the Board will nominate a current Board of Directors member, by a two-thirds vote, to be placed on the ballot for President. The Nominating Committee will continue to serve for one year, and may be called upon to submit nominees to fill any vacancies in offices.

ARTICLE V - BOARD OF DIRECTORS AND OFFICERS

SECTION A. GENERAL POWERS

The business and affairs of the corporation shall be managed by its Board of Directors in accordance with its Bylaws and its Articles of Incorporation.

SECTION B. NUMBER, TENURE, AND QUALIFICATIONS

The number of members of the Board of Directors shall be 11. The Board of Directors shall be composed of the officers of the corporation, that is, the President, Vice-President, Secretary, and Treasurer. The officers of the corporation shall be elected for a two (2)-year term. There shall be seven (7) other members of the Board of Directors who are not officers. Each of the seven (7) members of the Board of Directors who are not officers shall hold office for three (3) years, or until his/her successor shall have been elected and qualified. At least two (2) directors are to be elected each year. To be eligible to run for and maintain membership on the Board of Directors, an individual must have current full AHA membership with affiliation in the GKCAHA club. In addition, it is recommended that only current or former members of the Board of Directors (including the officers) be considered for President. Elected individuals whose membership has lapsed will be given notice by the Membership chair and a grace period of thirty (30) days to renew membership. Newly elected officers shall commence their terms after being duly elected. Each officer shall hold office until his/her successor shall have been duly elected and qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

SECTION C. QUORUM

A majority of the number of members of the Board of Directors, fixed by Section B of Article V, shall constitute a quorum for the transaction of business at any meeting, but if less than such majority is present, a majority of those directors present may adjourn the meeting from time to time, without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been translated at the meeting as originally called. The directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

SECTION D. MANNER OF ACTING

The act of the majority of the members of the Board of Directors present at a meeting at which a quorum is present

shall be the act of the Board of Directors.

SECTION E. VACANCIES

Should a vacancy in the Board of Directors be created by the Election, that vacancy shall be filled by vote at the meeting where the election is held. If a vacancy occurs after the Election but more than 90 days prior to the next Election because of a resignation, death, etc., then that vacancy shall be filled by a majority vote of the quorum of the Board of Directors within two Board meetings after a vacancy occurs. If a vacancy occurs within 90 days of the Election, the vacancy will be filled by election during the Election meeting.

SECTION F. REVIEW OF FINANCIAL RECORDS

The Board of Directors shall once every two (2) years appoint a person or persons to review the club's financial records. This person may or may not be a member and shall examine the books and records of the corporation and submit a report to the membership.

SECTION G. REMOVAL OF A MEMBER

Any member of the Board of Directors, who misses three (3) meetings in a row or more than six (6) meetings in one year can be removed from office and replaced according to Section E Vacancies. Removal must be approved by the remaining members of the Board of Directors. Excused absences may be approved by the remaining members of the Board of Directors. Any officer may be removed by an affirmative vote of a majority of the members present at any meeting at which a quorum is present providing, however, that written notice of the purpose of said meeting shall have been given in the manner provided for in Section C, Article IV of these Bylaws.

SECTION H. PRESIDENT

The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and of the Board of Directors and in general shall perform all the 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. The President shall be an ex-officio member of all committees.

SECTION I. VICE-PRESIDENT

In the absence of the President or in the event of his/her death, inability, or refusal to act, the Vice-President 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. The Vice-President shall perform such other duties as from time to time shall be assigned to him/her by the President or Board of Directors.

SECTION J. SECRETARY

The Secretary shall keep the minutes of the meetings-physically, electronically, or both. The minutes shall be accessible to all members upon request. The Secretary shall be custodian of the corporate records 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 the Board of Directors.

SECTION K. TREASURER

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation although some special accounts may be assigned to a representative of the treasurer. The Treasurer or a representative is to be a signer on all accounts belonging to GKCAHA. The Treasurer shall be responsible for maintaining appropriate financial records and providing timely reports to the Board of Directors, or when requested. On special accounts, such as show accounts, the representative of the account shall be responsible for these duties. Reports are to be submitted at least once a year by all Chairpersons to the Treasurer. The Treasurer shall receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such bank as shall be selected in accordance with the provisions of Article VIII of these Bylaws. The Treasurer shall in general perform all the duties of the office of the Treasurer and such other duties as may from time to time be assigned to him/her by the President or by the Board of Directors. The

Treasurer shall submit a report at each membership meeting and shall submit an annual report once per year. In the absence of the Treasurer, or in the event of his/her death, inability or refusal to act, the Vice-President shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. Nothing herein contained, however, shall be construed so as to limit the powers of the Board of Directors to act in accordance with Article VIII, hereof, or to limit their power of supervision over the Treasurer, and said Board of Directors may from time to time authorize or direct persons other than the Treasurer to perform some or all of the duties prescribed herein.

ARTICLE VI - DELEGATES

SECTION A. MEMBER ORGANIZATION

The corporation shall maintain an active status as a "Member Organization" in the Arabian Horse Association by the payment of required dues for each voting member who has also paid for membership in AHA through the GKCAHA so that such members are also members of AHA and entitled to all the individual rights and privileges of membership in AHA.

It is recognized that the corporation may have affiliation with other national organizations and have the right to be represented by Delegates to these other associations. These Delegates shall be appointed by the Board of Directors and shall serve for such terms and perform such duties as the Board of Directors may direct. Eligibility requirements shall be the same as in Section C below.

SECTION B. REGIONAL PARTICIPATION

The corporation shall maintain an active status in Regional activities in accordance with the provisions of the AHA and Regional Bylaws. Regional dues, if levied, will be paid by the corporation.

SECTION C. ELIGIBILITY & SELECTION OF DELEGATES

Only members who are also adult voting members of AHA and have an affiliated membership with GKCAHA are eligible to be delegates. Delegates to the AHA shall be nominated by the Nominating Committee and elected by the voting members of the corporation. Term of office of elected Delegates shall be two (2) years. Whenever possible, if the club is eligible for more than one delegate, one-half of the eligible number of Delegates shall be elected in even years and one-half in odd years, in order to provide continuity in the delegation. The number of delegates to AHA shall be consistent and shall adhere to the Constitution and/or Bylaws of AHA. A delegate chair shall be appointed by the Board of Directors.

SECTION D. ALTERNATE DELEGATES

All nominees for Delegate who are not elected shall be considered Alternates and a record of the number of votes received by each Alternate shall be maintained for the purpose of filling any vacancies during the year. Also, if not elected delegates, the President and Secretary shall automatically be the first and second alternates. In the event that there are not sufficient nominees to provide the same number of alternates as there are delegates, the Board of Directors shall appoint alternates to fill the vacant positions and shall mandate the order of precedence of appointed alternates for the purpose of filling any vacancies during the year.

SECTION E. DUTIES OF DELEGATES

Delegates have the responsibility of creating and submitting an expense request for the AHA National Convention. The Board of Directors will determine which, if any, expenses will be covered by the club, or a maximum amount that will be covered, no later than 30 days prior to the AHA cut-off date for said convention. If registration fees will be covered, the Treasurer is responsible for the registration process including paying the registration fee prior to the deadline. Expenses other than registration may be pre-paid or reimbursed to the delegate, as decided and approved by the Board of Directors on a case-by-case basis. Expenses will not be covered for alternate delegates unless they are replacing a delegate who is unable to attend, or on a case-by-case basis as otherwise approved by the Board of Directors. Delegates shall be reimbursed in a timely manner following the conclusion of the National Convention and upon receipt of the final expense report.

All Delegates have the responsibility and duty to represent the Corporation at the AHA Convention and Regional meetings. If a Delegate is unable to attend a scheduled meeting, he must promptly notify the Chair of the Delegation so that Alternate Delegates can be contacted in order of precedence. Upon determination of replacement, proper certification of the Alternate will be made, whether temporarily or permanently. Failure to perform the prescribed duties will result in vacancy being declared, and replacement permanently selected.

Attendance by all Delegates at all voting sessions at both the AHA Convention and Regional meeting is required. The Chair of the Delegation shall coordinate attendance at other sessions and committee meetings so as to provide comprehensive coverage of the convention or meeting. After each AHA Convention and Regional meeting each Delegate shall prepare a report to be submitted through the Chair of the Delegation to the Board of Directors and shall be prepared to present a verbal synopsis of the report at the first business meeting which occurs after such Convention or Regional meeting. Copies of these reports shall be maintained by the Secretary as part of the minutes of the meeting.

All Delegates shall be required to annually attend at least four (4) regularly scheduled board meetings, the Resolutions meeting, Convention and at least one (1) Regional Meeting.

Resignations should be given to the Board of Directors by Communication in writing to the President. Vacancies will be filled by the Alternate who received the most votes at the most recent election.

SECTION F. RESOLUTIONS

Upon receipt of the proposed AHA or Regional resolutions and if time permits prior to the AHA Convention and Regional meeting, all proposed resolutions will be placed on the agenda of the next meeting for the purpose of discussion and possible voting instructions to the Delegates. In the absence of duly voted specific instructions, each Delegate will vote according to that which is felt to best represent the wishes and interests of both the GKCAHA and its members. Delegates are not empowered to commit corporate funds.

ARTICLE VII - CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION A. CONTRACTS

The Board of Directors may authorize any officer or officers, agents, or agent to enter into any contract or execute and deliver an instrument in the name of the corporation, and such authority may be general or confined to specific instances.

Any such contract, however, which shall involve the expenditure by, or obligation of, the corporation in the amount of money exceeding One Thousand Dollars shall be required to be authorized by a resolution of the members. Such authorization may be specific or general. This requirement may be waived in any transaction or series of transactions, and this authority of the membership may be delegated to the Board of Directors.

SECTION B. LOANS

No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. Any such loan or evidence of indebtedness which shall exceed Five Hundred Dollars shall be required to be authorized by a resolution of the members. Such authorization may be specific or general. This requirement may be waived in any transaction or series of transactions, and this authority of the membership may be delegated to the Board of Directors.

SECTION C. CHECKS

All checks, drafts, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers of the corporation and in such manner as shall be determined by resolution of the Board of Directors. Such instrument shall be signed by any one of those persons who shall be the Treasurer, President, Vice-President, Secretary, or Chairperson for their committee accounts only.

SECTION D. DEPOSITS

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation, in such bank as the Board of Directors may select.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the corporation shall begin the first day of January and end on the last day of December in each year.

ARTICLE IX - WAIVER OF NOTICE

Any Officer or Board member may waive, in writing, any notice required to be given by law or under the provisions of the Articles of Incorporation or these Bylaws, whether before or after the time stated therein.

ARTICLE X - DISSOLUTION

In the event of the dissolution of the corporation, either voluntarily or otherwise, any assets remaining after the payment of debts and obligations, if any, shall be conveyed and transferred to the Arabian Horse Association, a non-profit corporation, or to its non-profit successor.

ARTICLE XI - COMMITTEES

Committees may be named or appointed from time to time by the membership or by the President or Board of Directors, for such purposes as shall be determined at the time of the appointment. (EXCEPTION: Nominating Committee). In the case of projects in progress, the committee shall terminate at the conclusion of the project. Committee participation is open to all Corporation members pending approval by the President or Board of Directors.

ARTICLE XII - PARLIAMENTARY AUTHORITY

All matters arising in the conduct of the meetings of the corporation shall be governed by the provisions of the Bylaws, and all matters not provided for in the Bylaws shall be governed by the provisions of Robert's Rules of Order, as amended. The president may appoint a Parliamentarian.

ARTICLE XIII - AMENDMENTS

These Bylaws or Articles of Incorporation may be altered, amended, or repealed by new Bylaws or Articles of Incorporation which may be adopted by a vote of the majority of the voting power or by two-thirds of the votes cast, whichever is less. If the voting is to be by consent or ballot, the material soliciting the approval shall contain a copy or summary of the amendments. If the proposed amendments are to be voted on at a meeting, a copy of said proposed amendments shall have been sent along with a notice of said meeting, at least thirty (30) days prior to the date of said meeting, to all members of the corporation entitled to vote at the meeting. Said notice shall be mailed or sent electronically in accordance with the provisions governing the notices of meetings as set out in Article IV of these Bylaws. In the absence of special provisions for effective dates accompanying the proposed changes, amendments will become effective thirty (30) days after passage and no amendment will be retroactive.

ARTICLE XIV. GKCAHA LOGO

The Greater Kansas City Arabian Horse Association Logo is the property of GKCAHA. No use of the logo is permitted without prior consent in writing of the Greater Kansas City Arabian Horse Association Board of Directors.

ARTICLE XV - INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION A.

Any person, by reason of the fact that he was or is a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation for expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with any suit, action or proceeding, including attorneys' fees, if such person was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, other than an action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action, suit or proceeding by or in the right of the corporation. However, the corporation shall not indemnify such officer or director if such person did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation. Termination of any suit, action or proceedings by judgment, order, settlement or upon a plea of nolo contendere, or its equivalent, shall not create a presumption that such officer or director did not act in good faith and in a manner he did not reasonably believe to be in or not opposed to the best interest of the corporation.

SECTION B.

Any person, by reason of the fact that he was or is a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation for expenses, judgments, fines and amounts paid in settlements actually and reasonably incurred by him/her in connection with any suit, action or proceeding, including attorneys' fees, if such person was or is a party or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, administrative or investigative, brought by or in the right of the corporation. However, the corporation shall not indemnify such officer or director if such person did not act in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation. If such person be adjudged liable for negligence or misconduct in the performance of his/her duty to the corporation, the corporation shall not indemnify such person unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, such person is reasonably entitled to indemnity for all or any portion thereof of such judgments, fines or expenses, including but not limited to attorneys' fees, which the court shall deem proper.

SECTION C.

The corporation shall indemnify any officer or director who is successful on the merits or otherwise in defense of any suit, action or proceedings referred to in Section A and Section B to the extent of all expenses actually and reasonably incurred by him in connection with such defense, including, but not limited to, attorneys' fees.

SECTION D.

The corporation shall not indemnify any director or officer for any fine, settlement, judgment or reasonable expenses or attorneys' fees, unless a determination is made that such director or officer has met the application standards of conduct set forth in this Article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or (2) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by a majority vote of the general membership.

SECTION E.

The corporation shall upon written request of the officer or director pay the expenses of defending any actual or threatened action, suit or proceedings in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by the officer or director to repay such amount unless it shall be ultimately determined as provided in Section 4 that he is entitled to be indemnified by the corporation.

SECTION F.

The corporation shall have the power to purchase insurance on behalf of any officer or director of the corporation or any one serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprises against any liability asserted against or incurred by his/her capacity, whether or not the corporation would have the power to indemnify him/her against such liability under this Article. The right of indemnification under this Article shall not be exclusive, but shall be in addition to all other rights and remedies to which any officer may be entitled as a matter of law.

ARTICLE XVI – NON DISCRIMINATION AND ANTI HARASSMENT

The Greater Kansas City Arabian Horse Association (GKCAHA) does not discriminate on the basis of race, color, national origin, sex, disability, religion or age in its programs or activities. Each person associated with the GKCAHA is personally responsible for compliance with this policy.

The GKCAHA recognizes the dignity of the individual and the right of individuals to participate in an environment that is free of intimidation and harassment. Such intimidation or harassment based on race or color, sex, sexual orientation, physical or mental disability, religion, age, ancestry or national origin, or marital status is unacceptable and will not be tolerated. Such conduct undermines morale, interferes with performance and demeans its victims. Each person associated with the GKCAHA is personally responsible for compliance with this policy.