

AHAM
By-Laws

January 1

2019

Complete by-laws of the Arabian Horse Association of Michigan
(AHAM) as revised in December 2018

By-Laws

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AHAM BY-LAWS

ARTICLE I - NAME

Pursuant to the Articles of Incorporation, under the laws of the State of Michigan, the name of this organization shall be the Arabian Horse Association of Michigan, and it shall be a nonprofit corporation. The organization will hereinafter be referred to as the Association.

ARTICLE II - OBJECTIVES AND PURPOSES

The objects and purposes of the Association shall be to:

- A. Foster and encourage good relations among the Association members and other associations and especially and specifically among the Arabian Horse Association (AHA), the Arabian Horse Registry, the United Equestrian Federation (USEF), and the Michigan Horse Show Association.
- B. Aid and encourage the breeding, exhibiting, use and perpetuation of Arabian, half-Arabian and Anglo- Arabian Horses.
- C. Provide educational programs, activities, and general information concerning the Arabian, half-Arabian and Anglo-Arabian horses.
- D. Promote, encourage and stimulate interest in the many outstanding uses and qualities of the Arabian, half-Arabian and Anglo-Arabian horses.
- E. Do any and all things necessary or appropriate to accomplish the objectives and purposes as stated herein and set forth in the Articles of Incorporation.
- F. This organization is organized and operated exclusively for the purpose described in Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III - MEMBERSHIP

Section 1: Application

Application for membership shall be made on such form and in such manner as may be determined by the Board of Directors and shall be accompanied by payment of the dues for the year of application.

Section 2: Classes of Membership

The Association will have the following classes of membership: Adult Individual, AHA Youth, and AHA Life.

A. Adult Individual

Adult individual is defined as a person who is a current AHA Adult Individual member through this Association. Such member may vote, hold office, and/or be a delegate through this club. The member is also eligible to vote, hold office, be on a committee, and/or be a delegate at the regional and national levels of AHA.

B. AHAM Youth

Open to any individual under the age of 18 as of December 1 of the previous calendar year. Such member has no voting rights in this association and is not eligible to hold office or be a delegate.

C. AHA Life

A life member of AHA who has listed this association as his/her "designated" association, may vote, hold office, and/or be a delegate in this association if otherwise qualified in accord with these By-laws

D. Life Member

1. In order to be considered for a Life Membership, a person must be an Individual Affiliate Voting member of the Association in good standing.
2. The name of the person to be considered for a Life Membership must be submitted in writing to the President and may be submitted by a member in good standing.

3. The President shall present the submitted name to the Board of Directors for consideration. A majority vote of the Board of Directors shall authorize the President to submit the name at the Annual Meeting for approval. A two thirds (2/3) vote of the members at the meeting will be necessary to grant the Life Membership.
4. A Life Member shall have full membership in the Association with voting privileges.
5. If, in the opinion of a majority of the Board of Directors a particular membership should be revoked, the Board shall so recommend to the President. The President shall then place it on the floor at the Annual Meeting. A two thirds (2/3) majority vote of the members present at the meeting will be necessary to revoke the Life Membership.
6. The names of the Life Members shall be posted by the Association on its website.

Section 3: Annual Dues

- A. AHA and the Association membership year shall run for twelve consecutive months, beginning the date the member joined. Dues are due and payable to AHA and the Association annually and shall become delinquent the following year on the last day of the month in which the member joined. For example, if you join on January 6, 20XX, your membership will be valid through January 31, 20XX. Dues shall be transmitted to the AHA within 30 days of receipt by the Association.
- B. Members shall pay such dues and assessments as may be determined by AHA, Region XIII, and/or the AHAM Board of Directors.

Section 4: Membership Revocation

- A. After a delinquency in the payment of dues for a period of ninety (90) days a membership is automatically revoked.
- B. If in the opinion of a majority of the members of the Board of Directors, a membership should be revoked for reasons of violation of Association rules or rules of AHA, the President shall contact the member in question and arrange a hearing date. At such hearing, which shall be conducted by the Board of Directors, the member shall be given an opportunity to show cause why membership in the Association should not be revoked. The member shall be given ample opportunity to present in person or through an attorney any and all evidence pertaining to the case. Upon a close of the hearing the Board of Directors shall vote on revocation. A two thirds (2/3) majority of the entire Board of Directors shall be necessary to revoke a membership.
- C. Any member whose membership is suspended and/or revoked by AHA will have their AHAM membership likewise suspended and/or revoked.

ARTICLE IV - CORPORATE POWERS

Section 1: Division of Powers

The Corporate powers of the Association shall be administered as provided by this Article.

Section 2: Powers of the Annual Meeting

- A. Exclusive Powers
The Annual Meeting shall have exclusive power to enact, repeal, and amend By-laws, amend the Articles of Incorporation; and dissolve the Corporation.
- B. Other Powers
The Annual Meeting may, by resolution, take any other action not inconsistent with Law, with the Articles of Incorporation or with the By-laws.

Section 3: Powers of the Board of Directors

- A. Enumeration
The Board of Directors shall have the power to take any action not inconsistent with Law, with the Articles of Incorporation, with the By-laws, or any other duly enacted resolution of the Annual Meeting.
- B. Delegation of Power
The Board of Directors may delegate to any Committee or Officer any portion of its power, subject to the limitation which it may see fit to impose.

Section 4: Powers of the Officers

The officers of the Association shall have those powers delegated to them by the By-laws and such additional powers as may be delegated by the Annual Meeting or by the Board of Directors.

ARTICLE V - ANNUAL MEETING

Section 1: Date of the Annual Meeting

The Annual Meeting of the members shall be held annually on a date and at a location as determined by the Board of Directors. At least twenty (20) days prior to the meeting, proper electronic (email) notification will be sent to the membership. A member must specifically request notification by USPS mail.

At the Annual Meeting, the following business will be conducted:

- A. Presentation and passage of amendments to the By-Laws
- B. Submission of Annual Reports of all Committees
- C. Nomination and election of Directors, Delegates, and Judges Selection Committee members.
- D. Nomination and election of Nomination Committee for the succeeding year.
- E. All other business appropriate to come before the Annual Meeting.

Section 2: Qualified Membership

A current qualified membership roll consisting of only Adult Individual voting members shall be on hand at the Annual Meeting. Upon entering the Annual Meeting, such person whose name appears on the qualified membership roll shall be issued a name card as means of identification. Said name card will allow voting privileges. Any person who is currently not a member of the Association, who wishes to vote or run for elected office, must join the Association as an Adult Individual voting member for the year in which the Annual Meeting is held.

Section 3: Procedures

Procedures to be followed during the Annual Meeting are found in Article X, General Provisions, Section 1 and 2. Those members present at the Annual Meeting shall constitute a quorum to transact business.

Section 4: Voting

- A. Only Adult Individual Voting Members of AHA through this Association are eligible to vote.
- B. Special Measures:
 - A favorable vote of two-thirds (2/3) of the votes cast shall be required to enact, repeal, or amend a By-law; to amend the Articles of Incorporation, or to dissolve the Corporation.
- C. Ordinary Measures:
 - A majority of the votes cast shall be necessary for the adoption of any measure within the jurisdiction of the Annual Meeting unless otherwise stated in the By-laws.
- D. Presiding Officer:
 - The presiding officer at the Annual Meeting shall be the President or the President's designee. The presiding officer shall vote only in case of a tie.
- E. Proxies or Mailed Ballots:
 - Voting by proxy or mailed ballot shall not be permitted.

Section 5: Amendments of the By-Laws

An amendment of a By-law must be submitted in writing to the President. It may be submitted by any member of the Association in good standing. At least twenty (20) days prior to the Annual Meeting, notice of any proposed By-law amendments shall be sent electronically (email) to the membership of the Association.

ARTICLE VI - REGULAR MEETINGS

Section 1: Regular Meetings

The Board of Directors shall hold regular meetings. Notification of time and place of such meetings shall be posted on the Association's website. All regular meetings are open to all members, interested persons, or guests. Executive Sessions of the Board of Directors may be held from time to time in closed session when in the opinion of the Board, the welfare of the Association mandates such a procedure.

Section 2: Quorum

Fifty-one (51%) percent of the members of the Board of Directors shall constitute a quorum for any regular or specially called meeting.

Section 3: Procedures

Procedures to be followed during a regular or specially called meeting are found in Article X, General Provisions, Section 1.

Section 4: Voting Requirements

All measures or resolutions shall be carried by a clear majority vote unless otherwise set forth in the By-laws.

Section 5: Special Meetings

The President or the majority of the general membership or the Board of Directors may call a Special Meeting of the Board at any time and at any place upon reasonable notice to the directors and/or membership.

ARTICLE VII - DIRECTORS

Section 1: Enumeration

- A. The Board of Directors shall consist of twelve (12) members and the immediate Past President.
- B. The immediate Past President shall serve as a thirteenth (13th) member of the Board of Directors unless such person is still serving within an elected term as a Director in which case the Board of Directors shall consist of twelve (12) members.
- C. One third (1/3) of the Board of Directors shall be elected each year at the Annual Meeting
- D. Terms of office begin with the first scheduled meeting following the Annual Meeting.

Section 2: Elections and Qualifications

- A. Directors shall be elected by ballot at the Annual Meeting for a term of three (3) years, or until a successor has been duly elected and qualified. All candidates for the position of Director shall be listed on a single ballot. Voting members must vote for as many candidates as there are available Directorships. Candidates will be listed in order of finish, with the highest vote getter's filing the open three year terms and the partial term, if any. Ties will be resolved in a run-off vote.
- B. In order for a member to be elected to the Board of Directors, a candidate must possess the following qualifications:
 - 1. Past or present ownership of a register Purebred Arabian horse or registered Half/Anglo Arabian horse.
 - 2. Membership in the Association as of the date of the Annual Meeting of the year of election.
 - 3. Attained the age of eighteen (18) years.
 - 4. Be a resident of the State of Michigan.
- C. A Director shall remain qualified member of the Association at all times during continuation of office. Failure to do so shall result in automatic removal from office.
- D. If no Director is elected at the Annual Meeting, it shall be the duty of the Board of Directors, to appoint a Director for such office for one (1) year, until the next Annual Meeting, at which time the two (2) years remaining in said term shall again come up for election. If, during the second and third years of their terms, no Director is elected, the foregoing process shall be utilized annually to complete the term.

Section 3: Vacancies

The office of Director shall be vacant under the following circumstances:

- A. Death, resignation, or permanent inability to assume the duties of Director.
- B. Failure of a Director to maintain membership in the Association.
- C. Unexcused absence of a Director from four (4) regular scheduled Board Meetings or two (2) consecutive Board Meetings in a calendar year beginning with the month immediately following the annual meeting at which said Director is elected. Removal from the Board of Directors for absenteeism may be suspended if a two-thirds (2/3) majority, polled by secret ballot, of the total Board of Directors agrees not to remove the Director.
- D. Removal of a Director from office by two-thirds (2/3) majority of the voting members at the Annual Meeting.
- E. Any vacancy occurring between Annual Meetings shall be filled by a majority vote of the Board. Such Director shall serve until the next Annual Meeting at which time the remainder of the term, if any, will be filled by vote of the membership.
- F. Any vacancy arising at an Annual Meeting shall be filled by election of the voting membership.

ARTICLE VIII- OFFICERS

Section 1: Enumeration

The Officers of the Association shall consist of a President, Vice President, Secretary and Treasurer. Such officers shall constitute the Executive Board of the Association.

Section 2: Election

Officers of the Association shall be elected from the Board of Directors for a term of one (1) year by the Directors at the first regular Board meeting following the Annual Meeting. The new officers will assume duties immediately following election.

Section 3: Qualifications

A. Officers

Each officer shall be, at all times during his or her term of office a Qualified Member of the Association.

B. To be elected President, the nominee must have served one (1) year or more on the Board of Directors prior to election.

Section 4: Vacancies

Any vacancy in the officers shall be filled by the Board of Directors until the meeting immediately following the next Annual Meeting.

Section 5: Duties of the President

- A. The President shall preside at the Annual Meeting, meetings of the General Membership, and meetings of the Board of Directors.
- B. Except as otherwise provided, the President may provide for the appointment and duties of such temporary committees as is deemed necessary. With the exception of the Judges Selection Committee and the Nominating Committee, the President may also appoint the chairman and members of the standing committees who shall serve at the pleasure of the President.
- C. The President shall be an ex-Officio Member of all Committees except the Nominating Committee and the Judges Selection Committee.
- D. Within the limitations imposed by the Articles of Incorporation, these By-laws and any duly adopted resolution, the President shall have general power to conduct and manage the affairs and business of the Association.

Section 6: Duties of Vice President

- A. The Vice President shall assume the duties of the President in the event of the President's absence or inability to act.
- B. The Vice President shall have such other duties as may be specifically delegated by the President.

Section 7: Duties of the Secretary

- A. The Secretary shall keep or cause to be kept and preserved:
 - 1. A full and complete record of the Annual Meeting and meetings of the Board of Directors with the names of the Directors present, and any action taken by the Board of Directors.
 - 2. The records and books of minutes from preceding years, to be kept at the place the Board of Directors may order.
 - 3. The records, seal books, documents, and papers of the Association, and shall affix the seal to all papers duly authorized by the President.
 - 4. A record of officers and committee members appointed, record of the date and for what period of time these appointments were for, and a record of the time served.
 - 5. A record of election results.
 - 6. A record of the members, with the date on which membership began or ceased.
 - 7. A correct current copy of the Association By-laws.
- B. The Secretary shall give or cause to be given, proper notice of all meetings of the Association and the Board of Director, as set forth above.
- C. The Secretary shall conduct or cause to be conducted, all correspondence and communication approved by the President, and perform all duties incidental to the Secretary.
- D. The Secretary shall have such other duties as may be delegated by the President or the Board of Directors.

Section 8: Duties of the Treasurer

- A. The Treasurer may receive or cause to be received, all monies belonging to, or paid to, the Association and safely keep the same.
- B. The Treasurer shall disburse funds on behalf of to the Association in accordance with the directions given by the Board of Directors and monthly reconcile the bank statements.
- C. The Treasurer shall furnish necessary information to the Association's accountant for the preparation of:
 - 1. Periodical financial statements
 - 2. Internal Revenue Service forms to be filed annually
 - 3. Michigan Corporation & Securities Bureau Annual Report
 - 4. Insurance/Bonding renewals.
- D. The Treasurer shall chair the Budget Committee
- E. The Treasurer may order an annual audit at the close of the fiscal year.
- F. The Treasurer shall maintain a policy which requires all checks issued by the AHAM be signed by two (2) Association members, at least one of whom is a member of the Board of Directors.

ARTICLE IX - COMMITTEE

Section 1: Nominating Committee

- A. The Nominating Committee shall be composed of five (5) qualified members who shall be elected each year by voting members at the Annual Meeting.
- B. The members of the Committee shall select a Chairman from the Committee
- C. Any vacancy on the Committee occurring between Annual Meetings shall be filled by the Board of Directors. Each Director of the Association may place in nomination one person to be considered at the Annual Meeting by the voting members for a position on the Nominating Committee.
- D. Each nominee must be a voting member of the Association.
- E. No less than five (5) nominees may be submitted for the consideration of the voting members.
- F. Nominations for the Nominating Committee will be accepted from the floor in addition to candidates provided in accordance with Paragraph D above.
- G. Each voting member shall vote for no more than five (5) nominees. The top five (5) candidates shall constitute the Nominating Committee.

Section 2: Duties of the Nominating Committee

- A. The Nominating Committee shall provide candidates for consideration of the voting membership at the Annual Meeting for vacancies on the Board of Directors, Delegates to Region 13 and AHA.
- B. The Nominating Committee shall present a list of nominees to the Board of Directors of the Association at least thirty (30) days before the Annual Meeting.
- C. Prior to the opening of the annual Meeting, the Nominating Committee shall post a list of all on the Association's website.
- D. The Nominating Committee shall attempt to place sufficient names in nomination to provide a choice of Candidates for offices to be filled at the Annual Meeting.

Section 3: Delegates to Region 13 and Arabian Horse Association

- A. In order to be able to serve as a Delegate, an Elected Alternate or an Appointed Alternate, a person must be a voting member of the Association, and should attend Association functions including Board of Directors meetings and other Association events prior to the Convention in order to be conversant with Association issues and policies.
- B. All persons nominated must be willing to take full responsibility and serve a term as directed.
- C. Delegates shall be chosen to give the Association full representation. The number of delegates is determined by the Arabian Horse Association (AHA) based upon membership in the Arabian Horse Association of Michigan (AHAM).
- D. All names submitted by the Nominating Committee, plus all names placed in nomination from the floor, will be voted upon by the membership at the Annual Meeting with the nominees receiving the largest number of votes to serve as Delegates. Those nominees not elected as Delegates will serve for one (1) year until the next Annual Meeting as Elected Alternates.
- E. The President of the Association shall act as Delegate Chairperson. The Delegates shall select a Secretary from the membership. Should there be a decrease in the Association membership causing an excess of Delegates, those receiving the least amount of votes will be removed from the Delegate list.
- F. Should a Delegate be unable to attend the Convention or a Regional Meeting, an Elected Alternate may serve in the place of the Delegate with full Delegate powers. Should no Elected Alternate be available to serve in the place of an absent Delegate any person possessing the qualifications for election as a Delegate may serve as an Appointed Delegate with full Delegate powers. All such appointments shall be made by the Delegate Chairperson.
- G. The Association shall reimburse each Delegate or alternate Delegate registered and seated at the Annual AHA Convention for registration fees. In addition, each Delegate or alternate Delegate registered and seated at the Annual AHA Convention is eligible to receive travel and housing expenses in an amount determined annually by the Board of Directors, based upon Convention location and the financial position of the Association.

Section 4: Judges Selection

The Board of Directors shall be responsible for soliciting and selecting the judges for all horse shows sponsored by the Association. Members at any time may suggest the names of potential judicial candidates to the Board of Directors for consideration.

Section 5: Budget Committee

The Budget Committee shall consist of Officers of the organization. It shall be the responsibility of the Budget Committee to review and approve budgets for all organization functions. Variances in expenses from a budget Must be approved, in advance, by the Budget Committee. If the Budget Committee is not available to approve a variance, the President or the Treasurer may grant such approval.

Section 6: Other Committees

The Annual Meeting, the Board of Directors or the President may provide for the appointment and duties of such other committees as may be necessary or desirable.

ARTICLE X - GENERAL PROVISIONS

Section 1: Robert's Rules of Order

The rules contained in the "Robert's Rules of Order" shall govern the Association in all cases in which they are not inconsistent with these By-laws and any special rule of order the Association may adopt. Such rules or order will cover the Annual Meeting, the Board of Directors meetings, and all Committee meetings.

ARTICLE XI SUPERSEDING

These By-laws supersede any and all By-laws in effect heretofore, and superseded any and all resolutions inconsistent herewith.

ARTICLE XII EFFECTIVE DATE

These By-laws shall become immediately effective upon passage.

ARTICLE XIII DISSOLUTION

In the event of dissolution, all assets, real and personal owned by the Arabian Horse Association of Michigan (AHAM), shall be distributed to such organizations as are qualified as Tax Exempt under Section 501 (c) (3) of the Internal Revenue Code or corresponding provisions of any other current or future United States Internal Revenue laws applicable hereto.

