



EASTERN REGION ANDALUSIAN HORSE CLUB, INC.

BYLAWS



ARTICLE 1 – NAME

- 1.1 The name of this club shall be the Eastern Region Andalusian Horse Club, Inc. The club may be referred to as ERAHC.
- 1.2 ERAHC is a nonstock, nonprofit association incorporated under the laws of the Commonwealth of Virginia.

ARTICLE 2 – OBJECTIVES

The purposes of ERAHC are, but not necessarily limited to:

- 2.1 Promote harmony and mutual support among Andalusian/Lusitano horse owners, breeders, and admirers.
- 2.2 Be a social club dedicated to the showing, training, and promotion of the Andalusian/Lusitano horse.
- 2.3 Organize horse shows, educational clinics, and judging seminars.
- 2.4 Increase public interest, education, historical significance, and recognition of the unique attributes of the Andalusian/Lusitano horse.
- 2.5 Promote the interest and activity of youth in Andalusian/Lusitano horses and encourage their participation in the club's activities.

ARTICLE 3 – BUSINESS ADDRESS

This association, in compliance with the laws of Virginia for Virginia corporations, will maintain a business office/registered office and registered agent within the Commonwealth of Virginia with a Virginia mailing address. The Club's officers, directors, and members may reside elsewhere.

ARTICLE 4 – MEMBERSHIP AND VOTING

- 4.1 Membership in ERAHC shall be open to both owners and non-owners of Andalusian/Lusitano horses upon application and upon receipt of the membership fee. All applicants accepted will hold full membership with all rights and privileges pursuant thereof.
- 4.2 Membership in ERAHC is open to all persons without regard to race, creed, color, or ethnic background.



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- 4.3 The Membership year will begin on January 1st and end on December 31st of the same year.
- 4.4 Membership in this association may be issued in one of the following classes:
- a. Single individual (18 or over)
 - b. Family (members of the same family living at the same address)
 - c. Junior (17 and under) (non-voting)
 - d. Business
- 4.5 Members shall have a say in all matters relating to the club, but Officers and Directors are responsible for all final decisions.
- 4.6 Voting**
- 4.6.1 To be eligible to vote at any meeting or on any mailed ballot, a person must be:
- a. A member in good standing with ERAHC 30 days prior to a meeting or mailing of the ballot for a vote.
 - b. At least 18 years of age.
- 4.6.2 No member may be entitled to more than one vote. More than one member of a family or business may vote provided that they hold an individual membership with appropriate dues paid as required.
- 4.7 Any person accepting membership in ERAHC shall be deemed to have given his/her consent to and acceptance of all provisions of the Club's bylaws.

ARTICLE 5 – MEETINGS

5.1 General Membership Meetings

- 5.1.1 The club shall have an annual general meeting. The annual meeting shall be open to all members in good standing. Notice of the date, time, and location of the general meeting shall be given to members at least 30 days prior to the meeting. General meetings may be conducted by teleconference.
- 5.1.2 All members in good standing who have voting rights granted by the bylaws may bring motions before a general meeting and may vote in a general meeting.



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5.2 Board of Directors Meetings

- 5.2.1 The Board of Directors shall meet once a month via teleconference. Board members must participate in at least 9 meetings in a calendar year, or be subject to removal.
- 5.2.2 All voting members are free to speak at any board meeting. Members can propose agenda items to any member of the board no later than 1 week in advance of a scheduled meeting.
- 5.2.3 Only officers and directors may vote at Board meetings.

5.3 Committee meetings shall be scheduled at the discretion of committee chairs.

5.4 A special meeting may be called by the ERAHC Board of Directors to conduct extraordinary business that requires the participation of the membership. Notice of the date, time, and location of the special meeting will be given to members at least 30 days prior to the meeting. The meeting may be held by teleconference.

5.5 All meetings shall be governed by Robert's Rules of Order, subject to change or modification by amendments of these bylaws.

5.6 Quorum

- 5.6.1 A quorum for the annual general meeting or a special meeting shall consist of the voting members present at the meeting.
- 5.6.2 A quorum for a Board of Directors meeting is 5 (the majority of the Board members).

ARTICLE 6 – ELECTION OF OFFICERS AND DIRECTORS

6.1 The four officers of the association shall be: President, Vice President, Secretary, and Treasurer. The Board shall consist of the aforementioned officers and five elected directors.

6.2 Officers/directors must meet the following qualifications:

- 6.2.1 Be an eligible voting member in ERAHC.
- 6.2.2 Not have been publicly censured or suspended by USEF, USDF, or any entity with which ERAHC is affiliated during the year prior to the election.
- 6.2.3 Members of the same family or the same business may not serve concurrently as ERAHC officers.



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6.2.4 Members of the same family or the same business must hold their own individual membership to serve as an ERAHC board member (i.e., a director and an officer, or two directors).

6.3 Nominations

6.3.1 The ERAHC Board will advise the membership of each upcoming election and when and where nominations are due, at least 30 days before nominations must be received.

6.3.2 Any member in good standing may nominate himself or herself or another member.

6.3.3 The Nominations Committee will receive all nominations.

6.4 Elections and Ballots

6.4.1 Voting members may write in the name of a candidate.

6.4.2 Members of the Board not on the current ballot will count the ballots.

6.4.2 Officers and directors shall be elected by a simple majority of the legal ballots received.

6.4.4 The Board will set out the date for mailing of ballots, and the date, time, and place for counting the ballots.

6.4.5 Ballots, along with pre-addressed return envelopes and an announcement of the time, date, and place set for the counting, shall be mailed to members no earlier than July 1st and no later than October 31st.

6.4.6 Counting of ballots for election of officers and directors shall be completed no later than November 30th (30 days prior to the commencement of the term in office).

6.4.7 The term of office for officers and directors shall be 2 years and shall run from January 1st through December 31st of the second year.

- a. Officers' terms will begin in even-numbered years.
- b. Directors' terms will begin in odd-numbered years.



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ARTICLE 7 –OFFICER/DIRECTOR RESPONSIBILITIES

7.1 Officers

7.1.1 President. Subject to the supervision of the Board, the president shall be the chief Executive Officer of the Club and, subject to the approval and control of the Board, shall have general supervision, direction, and control of the Club. He or she shall call all meetings and preside at all meetings of voting members and the Board, and shall have the general powers and duties normally vested in a president. The President shall set the agenda for all meetings, including determining Committee reports to be given. The President will advise Committee Chairs of reporting responsibilities.

7.1.2 Vice President. In the absence or disability of the president, the vice president shall perform the duties of the president and when so acting, shall have all the power and be subject to all the restrictions of the president. The vice president shall have other such powers and perform other such duties as delegated by the Board.

7.1.3 Secretary

- a. Meetings. It shall be the duty of the secretary to keep accurate records of all proceedings of both regular and special meetings of both the general membership and the Board, and to attend such meetings if at all possible. If the secretary is unable to attend meetings, he or she must advise the president. The secretary shall conduct the general correspondences of the organization. A record of each meeting of the Board shall be sent or provided by the secretary to the entire Board prior to or at the subsequent Board meeting. Records of meeting minutes will be maintained by the secretary, and will be available for review to any ERAHC member.
- b. Duties Outside of Meetings. The secretary will hold all official corporate documents, including the Articles of Incorporation and Bylaws, and other pertinent corporate papers.

7.1.4 Treasurer

- a. Duties. The treasurer shall collect all money due the Club and pay out said funds under direction and control of the Board. He or she shall keep an accurate record of funds using standard accounting procedures, and present a financial report to the Board at each board meeting. The treasurer, in conjunction with the Board and committee chairs, shall prepare an annual club budget for approval by the Board. The treasurer shall also prepare an annual financial report after the close of each fiscal year, and present this report to the Board within 60 days after the close of the fiscal year, and to the membership at the general membership meeting. The treasurer is also



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responsible for filing or causing to be filed annual reports and/or tax filings with the IRS and/or state entities.

- b. Audits. The Board will appoint an audit committee of ERAHC members, at least one of which is not an officer or director, to conduct an audit of the Club's financial statements and records once each year, no later than 120 days after the close of the financial year.
- c. Fiscal Year. The Club's fiscal year shall be the calendar year, beginning 1 January and ending 31 December.

- 7.2 Directors.** Five Directors at large shall be elected by ERAHC membership as representatives of the general membership. Directors will serve on the ERAHC Board with full voting privileges and may have duties such as chairpersons of standing or special committees.
- 7.3 Additional Board Participants.** The Board may invite individuals to participate at individual Board meetings, as determined to be beneficial to the Board and the Club. These individuals may be members or non-members. They will serve in an *Ex Officio* (non-voting) capacity.
- 7.4 Vacancies.** Any vacancy on the Board in Officer or Director positions occurring between annual elections shall be filled by appointment by the President with approval by the Board. An Officer or Director appointed to fill a vacancy shall serve the unexpired term of that position.

ARTICLE 8 – COMMITTEES AND COMMITTEE CHAIRS

- 8.1 The Board shall establish standing committees to assist with the functioning of the Club. Standing committees will include: Show, Nominations, Communications, Education and Promotion, and Membership. As needed the Board will establish special committees, such as the biennial Bylaws Review Committee.
- 8.2 Committee Chairs**
- 8.2.1 The Board shall appoint Committee Chairs.
 - 8.2.2 The Chair is responsible for attending and presiding over all committee meetings.
 - 8.2.3 Committee Chairs shall be responsible for reporting committee activities to the Board as appropriate and as requested by the Board.
- 8.3 Committee Chairs shall appoint committee members, with the advice and consent of the Board. Committee members may include non-ERAHC members.



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- 8.4 Committee Chairs and committee members serve at the pleasure of the Board of Directors.
- 8.5 Committees will perform tasks delegated to them by the Board, subject to the approval of the Board. The Officers and Board will receive input and assistance in many matters from committees and their respective Chairs.

ARTICLE 9 – REMOVAL

- 9.1 Any member who knowingly violates the rules and regulations of this organization, or who knowingly or willfully mistreats or abuses their horses or the horses of others may have their membership terminated and/or be barred from participating in ERAHC shows or clinics.
- 9.1.1 An Ethics Committee will be established to determine the facts.
- 9.1.2 The results of this investigation will go to the Board for a decision as to the actions to be taken.
- 9.1.3 Any Board member associated in any way with the alleged violation must recuse themselves and not participate in any voting on the matter.
- 9.1.4 Decisions will be made by a minimum of 2/3 vote of the Board.
- 9.2 Officers, Directors, and Committee Chairs are required to be ERAHC members in good standing, and in good standing with USEF, USDF, and IALHA during their entire term of office. Should an Officer, Director, or Committee Chair cease to be in good standing, their tenure as an Officer, Director, or Committee Chair shall also cease.

ARTICLE 10 – AMENDMENTS

At the approval and recommendation of the Board, new bylaws may be adopted or existing bylaws repealed or amended, by a vote of the general membership. Changes to the bylaws will require a 2/3 majority of all votes cast by the membership.

ARTICLE 11 – DEBT

- 11.1 This Club is not responsible for any debts incurred by any other organization. This Club can be held accountable for only those expenditures authorized by the Board. Officers and Directors are not responsible for debts or suits against ERAHC.
- 11.2 This Club shall carry standard general commercial liability insurance coverage. The Board will ensure there is never a lapse in coverage.