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**COLORADO ARABIAN HORSE CLUB
BYLAWS**

**ARTICLE I
NAME**

The name of this corporation shall be the Colorado Arabian Horse Club, also known as CAHC, hereinafter referred to as the Club.

**ARTICLE II
PURPOSE AND OBJECTIVES**

The Club shall be operated on a sound financial basis for the fulfillment of its purpose and objectives as stated in the Articles of Incorporation.

**ARTICLE III
MEMBERSHIP**

SECTION 1: Any interested breeder, owner, or enthusiast of the Arabian Horse who will serve as a member of the Club in the best interests of the Arabian Horse and in the best interests and goals of the Club and pay membership dues shall be considered eligible for membership in the Club. Membership classifications are as follows:

- (a) VOTING: Includes one (1) membership to the Arabian Horse Association, one (1) membership to Region VIII, and one (1) membership to the Colorado Arabian Horse Club with full privileges to all organizations.
- (b) NON-VOTING: Includes one (1) membership to the Colorado Arabian Horse Club but does not include voting or other privileges of the Arabian Horse Association or Region VIII.
- (c) YOUTH: Any member of the Junior Colorado Arabian Horse Club is automatically a member of the Colorado Arabian Horse Club with all privileges, except that of voting. See Bylaws, Article IX, Section 4.
- (d) HONORARY: This classification shall have all the privileges of membership, except voting and shall be exempt from payment of dues.

SECTION 2: Application for membership shall be made in writing on such form as prescribed by the Board of Directors and shall be accompanied by the required dues or membership application may be processed on the Arabian Horse Association web site. The Board of Directors may reject any applicant for membership into CAHC.

SECTION 3: The number of members shall not be limited. Membership is non transferable and dues are non refundable.

SECTION 4: Renewal membership dues for the ensuing year shall be paid by the last day of the expiration month to avoid a lapse in membership. Any member who has not paid his/her dues within the time allowed shall be dropped automatically from membership.

SECTION 5: The Board of Directors may recommend an individual who has rendered exceptional service to the Club to be named an Honorary Member. A two-thirds majority vote of the Board of Directors is required to name an Honorary Member.

**ARTICLE IV
DUES**

SECTION 1: The annual dues of the membership shall be set by a two-thirds majority vote of the Board of Directors. Any change in membership dues shall be submitted for ratification to the membership at the next general membership meeting following publication in one Newsletter which immediately precedes the meeting or following a General Membership electronic broadcast at least ten (10) days prior to the meeting.

SECTION 2: The Board of Directors may recommend, by a two-thirds majority vote, special assessments. Special assessments shall be submitted, for ratification, to the membership at the next general meeting following publication in one Newsletter. The total amount assessed shall not exceed the amount of the said members' dues for that year. Penalty for nonpayment of such assessment shall be forfeiture of membership. No action may be taken for collection of such assessment. Youth and Honorary Members shall not be assessed.

**ARTICLE V
VOTING PRIVILEGE**

SECTION 1: All Arabian Horse Association Members who are in good standing with the Club shall be entitled to vote. Youth and Honorary Members are not entitled to vote.

SECTION 2: Voting by proxy is not allowed.

ARTICLE VI GENERAL MEMBERSHIP MEETINGS

SECTION 1: The Club may hold a meeting each month, on a day and at a place and time determined by the President, or by a quorum of the Board of Directors, and announced in the Newsletter which immediately precedes the meeting or in a General Membership electronic broadcast (E-BLAST) at least ten (10) days prior to the meeting. Meetings may be held in conjunction with other activities of the Club to take the best advantage of the interests of the membership.

SECTION 2: The annual meeting of the membership shall be held in September. Officers and Directors (other than those elected by the recognized Divisions of the Club) shall be elected at this meeting. Officers and Directors elected at this meeting shall commence their duties November 1st.

SECTION 3: A quorum at any meeting of the membership shall consist of the voting membership present. The majority vote of the quorum shall be the act of the membership, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

SECTION 4: Special meetings of the Club may be called by the President or by a quorum of the Board of Directors. Notice of such special meetings shall be given to the members at least ten (10) days prior to the meeting, if by electronic broadcast. Publication of the notice in the Newsletter which immediately precedes the meeting shall be deemed adequate notice to the membership.

ARTICLE VII OFFICERS

SECTION 1: Only adult members (18 years or older) of AHA and CAHC in good standing shall be eligible to become an Officer of the Club. Officers shall be elected for a term of two (2) years and may succeed themselves. The same person shall hold no more than one Office simultaneously. In the case of a vacancy in the Office of the President, the Vice President will automatically succeed for the balance of the term. The Board of Directors will fill a vacancy in any other Office within a time frame to be determined by the Board of Directors. Nominations by another Board member will be accepted at any BOD meeting and approval shall require a majority vote of the Board members present, provided a quorum has been met to conduct business. An Officer elected to fill a vacancy shall serve the balance of the relevant term.

SECTION 2: PRESIDENT. The President shall be the Chief Executive Officer of the Club and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the membership and all meetings of the Board of Directors. He/She shall be ex-officio member of all standing committees and shall have the general powers and duties of management usually vested in the Office of President and shall have such other powers and duties as may be prescribed by the Board of Directors.

SECTION 3: VICE PRESIDENT. In the absence or disability of the President, the Vice President shall perform all duties of the President and when so acting shall have all powers of, and be subject to all restriction upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed for him/her by the President. The Vice President shall be Chairperson of the Activities Committee.

SECTION 4: SECRETARY. The Secretary shall keep or cause to be kept accurate minutes of all meetings of the membership and the Board of Directors. The Secretary shall give, or cause to be given, notice of all meetings of the membership and the Board of Directors by publication in the Newsletter. The Secretary shall have the care and custody of all valuable papers and documents of the Club and shall be responsible for providing AHA and the Club's Registered Agent with the most current copy of the Bylaws, including copies of each Division's Bylaws. The Secretary shall have such powers and perform such other duties as may be assigned by the President.

SECTION 5: TREASURER. The Treasurer, subject to the order of the Board of Directors, shall supervise and maintain records of the finances of the Club. The Treasurer shall keep accurate books of account of the Club's transactions, which shall be the property of the Club, shall render financial reports and statements of condition of the Club when so requested by the Board of Directors or President. The Divisions and Committees of the Club shall quarterly render financial reports and statements of condition of their activities to the Treasurer. All bank accounts maintained by the Divisions and/or Committees shall require that the Club Treasurer's signature be one of the signatures on the signature card of said funds. Any money retained by any Division or Committee not deposited in a bank account shall be remitted to the Treasurer for deposit to an account for the purpose and use of said Division or Committee, subject to approval by the Board of Directors. Tax reports and audits required by Federal and State governments and the Club shall be the responsibility of the Treasurer. The Treasurer shall perform all duties commonly incidental to his/her office and such other duties as may be assigned to him/her by the President.

SECTION 6: EXECUTIVE COMMITTEE. The Executive Committee shall be composed of the President, Vice-President, Secretary, Treasurer and Immediate Past President. The Executive Committee is empowered, between meetings of the Board of Directors, to handle all matters, subject to ratification by the Board.

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SECTION 7: Any Officer may be removed by a two-thirds majority vote of the Board of Directors at any scheduled or special meeting, whenever in the judgment of the Board, the best interests of the Club will be served thereby.

ARTICLE VIII BOARD OF DIRECTORS

SECTION 1: The business and affairs of the Club shall be managed by a Board of Directors; Regular Directors consisting of the four (4) elected Officers, the Immediate Past President and six (6) elected Directors; Divisional Directors consisting of the current President and one (1) elected Director of each active Division; and one (1) Youth Advisor, appointed by the President, of the active Youth Division. All members of the Board shall have a vote on the Board and must be members of AHA and CAHC in good standing. The President of the Youth Division shall serve in the capacity of Liaison to the Club Board to further represent Youth Division interests and is invited to attend all Club Board of Directors meetings. A member of the Club Board of Directors may not hold more than one voting position on the Board simultaneously.

SECTION 2: Regular Directors elected to the Board shall serve a term of two (2) years and may succeed themselves. Directors elected by the Divisions to the Board of Directors shall serve a term of no more than two (2) years but may succeed themselves if so reelected by the Divisions.

SECTION 3: In the event any Director is absent for three (3) Board meetings the Board of Directors will review the circumstances and take whatever action is deemed appropriate.

SECTION 4: A vacancy occurring within the six (6) members of the Board elected by the general membership shall be filled within a time frame to be determined by the Board of Directors. Nominations by another Board member will be accepted at any BOD meeting and approval shall require a majority vote of the Board members present, provided a quorum has been met to conduct business. A director elected to fill a vacancy shall serve the balance of the relevant term.

SECTION 5: The Board of Directors shall physically meet no less frequently than, but not limited to, once per calendar quarter at such time and place designated by the President. Notice of the time and place of such meetings shall be published in the Newsletter which immediately precedes the meeting or by electronic broadcast at least ten (10) days prior to the meeting. When the Newsletter is not published, or electronic broadcast is not available, the Secretary will notify the Board of Directors by any means available. Additional and/or Special Board meetings, as deemed necessary and scheduled at a time, date and place by the President or a quorum of the BOD, may be conducted physically or electronically utilizing any medium available, to include conference calling, consistent with current technology. Notification protocol shall be as previously established in this section. Short notice scheduling of, change to, or cancellation of a meeting shall be delivered by the Secretary, or anyone so designated by the President, by the most expeditious means available.

SECTION 6: A quorum of the Board of Directors shall consist of (50%) of the members of the Board of Directors.

SECTION 7: The Board of Directors may, upon two-thirds majority vote of its members, suspend or expel any member of the Club who fails to observe any rule or regulation set forth in these Bylaws, or whose conduct is, in the opinion of the Board, prejudicial to the interests of the Club, after giving such person not less than twenty (20) days written notice and an opportunity to be heard. A member so suspended or expelled shall, after the expiration of sixty (60) days, have the right to apply for reinstatement or reapply for membership in the manner prescribed in Article III, SECTION 2, hereof.

SECTION 8: Special meetings of the Board of Directors may be called by the President or by a quorum of the Board of Directors, provided notice is sent to each member of the Board of Directors by any means available and at least ten (10) days prior to said meeting.

ARTICLE IX DIVISIONS

SECTION 1: Divisions of the Club may be established or terminated by a two-thirds majority vote of the Board of Directors. The Divisions shall conduct their business within the dictates of The Articles of Incorporation and Bylaws of the Colorado Arabian Horse Club.

SECTION 2: Each Division, so authorized by the Club, may adopt its own set of "Divisional Bylaws" to assist in its operation. The "Divisional Bylaws" must be approved by a two-thirds majority vote of the Club's Board of Directors and shall in no way violate or contradict the Bylaws of the Club. The most currently amended or revised copy of each "Divisional Bylaws" shall be filed with the Club Secretary and held with other Club documents.

SECTION 3: Adult Divisions.

(a) Each Adult Division is encouraged and authorized to organize and govern the activities of the Club in its respective area.

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(b) Expenses incidental to the business operations of each Division are the responsibility of that Division. Each Division will submit a program/budget to the CAHC Board by November 30 of each year only if additional financing will be required for normal Division operations. The responsibility of raising additional funds shall be the prerogative of each Division.

(c) Each Division, so authorized, shall be represented on the CAHC Board of Directors by two (2) active members of that Division, the Division President and one (1) other elected by that Division's Board of Directors.

(d) Each Division, so authorized, shall be represented at the Arabian Horse Association Convention and at all Region 8 meetings by at least one (1) delegate elected by that Division's Board of Directors from its active member roster.

SECTION 4: Youth Division.

(a) The Youth Division, also referred to as the Junior Colorado Arabian Horse Club, is a recognized AHYA Member Organization and shall have its membership composed of individuals under the age of 19 as of December 1 of the previous calendar year who are interested in the Arabian, Half Arabian or Anglo Arabian Horse and its promotion.

(b) The Youth Division is encouraged and authorized to organize and govern the activities of the Junior Colorado Arabian Horse Club.

(c) The Junior Colorado Arabian Horse Club shall be self-sufficient with the exception of specific projects submitted to and approved by the Board of Directors, which then shall be a responsibility of the Club. The JCAHC will submit a program/budget to the CAHC Board by November 30 of each year only if additional funding will be required for normal Division operations.

(d) The President (A non voting member) and one (1) adult Advisor (A voting member) of the Junior Colorado Arabian Horse Club shall be members of the Club Board of Directors.

ARTICLE X COMMITTEES

SECTION 1: The President, or acting in his/her place, the Vice President, shall designate all Committees that are necessary for the active functioning of the general affairs of the Club, and appoint the Committee Chairperson. Following their appointment, the Chairpersons will select their committees from persons designating interest in committees on membership applications and any others that the Chairperson shall so desire.

Committees are not policy-making bodies rather they make recommendations to the Board of Directors for their approval.

SECTION 2: COMMITTEES:

ACTIVITIES: Vice President is Chairperson. Includes coordination and overseeing of programs, including arrangements for all activities other than business meetings and competitive shows, such as trail rides, clinics, fun shows, and social activities.

AUDIT: Shall consist of three (3) members appointed by the President to accomplish the annual audit. No Officer or Board Member shall serve on the Annual Audit Committee. The in-house audit shall be of all accounts. If problems arise, an outside review will be performed.

AWARDS: Establish awards programs to include high point and other merit awards.

BYLAWS: Responsible for the periodic review of the Bylaws, the preparation and proper presentation of proposed amendments to the Bylaws and maintaining a file history of previously amended Bylaws to the most currently adopted version.

COMPETITIVE AND ENDURANCE TRAIL RIDES: Focal point for all those interested in the competitive and endurance trail horse; should encourage these events.

FINANCE: Shall be the elected Officers, the immediate Past President, and other appointed members. The Chairperson need not be an Officer. It shall be the responsibility of this Committee to prepare, with the help of other Committee Chairpersons, budgets for the Committees.

NEWSLETTER: The Newsletter Editor shall be responsible for publishing and mailing the Newsletter to the Club membership on a schedule established by the Board of Directors

NOMINATING: Shall be convened as necessary, consist of three (3) members appointed by the President, only one (1) of which may be a Club Officer, and shall nominate a slate of Officers and/or Directors for election at the September meeting. The vacating

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positions and names of persons selected by the Nominating Committee shall be printed in the Newsletter published immediately preceding the September membership meeting.

MEMBERSHIP: Shall be responsible for receiving membership applications and reporting membership status to the BOD, for posting the names of new members and recording membership changes since the Membership Directory's last publication, for determining the number of authorized Club Delegates and for notifying the Arabian Horse Association promptly of all additions and changes in a timely fashion.

SECTION 3: Committees should report on request to the Board of Directors. All Chairpersons shall perform duties incidental to their offices and such duties as may be assigned by the Board of Directors or the President. If a Committee produces a notice, the President and Secretary are to receive a copy. All Chairpersons must submit a written report at the close of the fiscal year or at the completion of that Committee's assigned activity.

SECTION 4: The President may appoint Ad Hoc Committees and assign responsibilities and objectives of each.

ARTICLE XI DELEGATES

SECTION 1: The number and qualifications of Delegates to the Arabian Horse Association Convention and to the Region 8 meetings shall be prescribed by the Arabian Horse Association.

SECTION 2: All Delegates, whether to the Arabian Horse Association Convention or to the Region 8 meetings, shall be selected by the Club Board of Directors and the Adult Divisions, and shall be voting members in good standing with the Club.

SECTION 3: Within the limits of timing and communications, all Delegates should be instructed as to the policy and consensus of the Club.

ARTICLE XII INDEMNIFICATION

The Club shall indemnify every Director or Officer, his/her heirs, executors, and administrators, against expenses reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a Director or Officer of the Club, except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Club is advised by counsel that the person to be indemnified did not commit such breach of duty.

The foregoing right of indemnification shall not be exclusive of other rights to which he/she may be entitled.

ARTICLE XIII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the proceedings of the Colorado Arabian Horse Club in all parliamentary situations to which they are applicable and in which they are not inconsistent with Federal or Colorado State Law, the Articles of Incorporation, these Bylaws or actions approved by the Board of Directors.

ARTICLE XIV AMENDMENTS/REVISIONS

SECTION 1: Proposed Amendments or Revisions to the Bylaws may be presented in writing by any voting Club member in good standing at any meeting of the Board of Directors. Alternatively, proposed Amendments or Revision may be submitted to the Bylaws Committee for review and presentation to the BOD.

When approved by a majority vote of the Board, the proposed Amendments or Revision shall be submitted for ratification to the membership at the next general meeting following publication in one Newsletter which immediately precedes the meeting or following a General Membership electronic broadcast at least ten (10) days prior to the meeting. A two-thirds majority vote of members present at the meeting shall be necessary for adoption of Amendments or Revision.

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These Bylaws' amendments approved for General Membership ratification by the BOD March 12, 2014.
These Bylaws' amendments ratified by the General Membership September 20, 2014
These Bylaws' amendments accepted for the Colorado Arabian Horse Club by:

Gerald Martinez
President; Colorado Arabian Horse Club
(Gerald Martinez)

9/20/14
Date

Eri Hook
Secretary; Colorado Arabian Horse Club
(Eri Hook)

10/08/14
Date