

# WEST MICHIGAN ARABIAN HORSE ASSOCIATION BY-LAWS

## Article I: Name

Pursuant to its articles of incorporation, under the laws of the State of Michigan, the name of this organization shall be the West Michigan Arabian Horse Association, and it shall be a non-profit corporation (501(c)(5)). The organization will hereinafter be referred to as WMAHA.

## Article II: Purpose and Objectives

The purpose and objectives of the WMAHA shall be to:

- A. Encourage the breeding, exhibiting, use and perpetuation of the Arabian horse.
- B. Promote, encourage, and stimulate popular interest in the outstanding using qualities of the Arabian, Half-Arabian, and Anglo-Arabian horse.
- C. Formulate publicity, educational programs, and other activities for those interested in the of Arabian horse, horse owners and enthusiasts.
- D. Foster and encourage good relations between WMAHA members and other associations, and especially and specifically between the WMAHA, the Arabian Horse Association (AHA) and the United States Equestrian Federation (USEF).
- E. This organization is organized and operated exclusively for the purpose described in Section 501(c)(5) of the Internal Revenue Code.

## Article III: Membership

### Section 1: Classes of Membership

The West Michigan Arabian Horse Association (WMAHA) Membership offers the following classes of membership: Adult, Youth, Lifetime and Honorary memberships. The Arabian Horse Association (AHA) offers the following classes of membership: Adult, Youth, and Lifetime, [www.arabianhorses.org](http://www.arabianhorses.org).

### Section 2: Application

A. The WMAHA membership can be purchased through the AHA website when purchasing an AHA membership. WMAHA Lifetime members can be purchased directly through WMAHA only..

### Section 3: Adult Voting Member

- A. Adult members in good standing for sixty (60) days prior to a meeting shall have one (1) vote at that meeting (includes all general membership meetings, special and annual meetings).
- B. All current members are entitled to participate in WMAHA activities and awards programs.

### Section 4: Youth Member

- A. Available to Youth under the age of 19 as of the previous calendar year.
- B. Youth members will have no voting privileges with WMAHA but are entitled to participate in WMAHA activities and awards programs.
- C. A Youth member holds a Youth membership with the AHA. (Refer to Section 2: A. as shown above)

### Section 5: Lifetime Member

- A. Available to Youth and Adult through WMAHA only.
- B. Voting privileges for adult members only in good standing for sixty (60) days prior to a meeting shall have (1) vote at that meeting (includes all general membership meetings, special and annual meetings).
- C. All current members are entitled to participate in WMAHA activities and awards programs.

### Section 6: Honorary Lifetime Member

A. The name of a person to be considered for an honorary lifetime membership may be submitted by any member in good standing. Approval shall be by a majority vote of the Board of Directors.

- B. An honorary lifetime member will have no voting privilege and does not include privileges in the AHA, but will be entitled to participate in WMAHA activities. Honorary lifetime members are not required to pay club dues.
- C. A two-thirds majority vote of the Board of Directors will revoke an honorary membership.

**Section 7: Basis for Revoking WMAHA Membership**

**(Refer to Article IV: Section 3)** Membership in the WMAHA shall be cancelled:

- A. After a delinquency in the payment of dues, and/or nonpayment of show fees.
- B. Or, after an investigation at an *Executive Session* of the board, a majority of the directors feel that the membership should be revoked, they shall so recommend to the President. The President shall then place it on the floor at a regular Board Meeting or General membership meeting of the WMAHA. A two thirds majority vote of the members present at the meeting will be necessary to revoke membership.
- C. The Executive Board has the right to call a private Executive Session to discuss and investigate any disputes.

**Article IV: Dues and Assessments**

**Section 1: Dues**

- A. WMAHA memberships through AHA are to be paid annually.
- B. Adult and Youth dues paid during the year are in effect for the same period of time as their AHA membership.
- C. Annual dues for all classes of WMAHA membership shall be prescribed by and duly enacted by the Board of Directors.
- D. Honorary WMAHA memberships do not require to pay club dues.
- E. Lifetime WMAHA membership dues are paid directly to WMAHA. AHA does not offer club Lifetime memberships.
- F. Members with a Lifetime memberships with AHA are still required to pay WMAHA annual dues for voting membership with WMAHA.

**Section 2: Assessments**

Special assessments, recommended by the Board of Directors, may be levied by a majority vote of the members present at any meeting of the WMAHA, providing that due notice of the proposed recommendations has been presented to the membership in writing twenty (20) days in advance of the meeting.

**Section 3: Member Not In Good Standing**

- A. A not in good standing status will be established for anyone who has not met assigned obligations to WMAHA (this includes items such as non-payment of show and membership fees, etc.). Members not in good standing will not be permitted to participate in club sponsored activities. However, they will be reinstated when obligations have been paid.
- B. Proper notification shall be by certified US mail with return receipt.

**Section 4: Bad Checks**

Person(s) whose checks, credit cards or electronic fund payments are returned for insufficient funds will be notified by the treasurer and will be charged a service fee as set by the Board of Directors. Until all monies owed are paid in full, person(s) will be prohibited from participating in WMAHA's functions and activities.

**Article V: General Powers, Board of Directors**

**Section 1: General Powers**

- A. The Board of Directors shall have power to take any action consistent with law, the by-laws, or with any duly enacted by resolution of the WMAHA.
- B. Except as otherwise provided, the Board of Directors may provide for the duties and approve the appointments of such standing committees as may be necessary or desirable to promote and accomplish any and all of the purposes and objectives of the WMAHA.
- C. A two-thirds majority vote of the Board of Directors will remove from appointed position, any person who was appointed by the board and not elected at a regular meeting of the WMAHA.

**D.** The Board of Directors may delegate to any committee any portion of its power, subject to any limitation which it may see fit to impose.

**E.** The Board of Directors shall establish such policies and procedures as necessary to run the everyday business of WMAHA and its committees. These policies and procedures may be established or amended at any regular meeting of the Board of Directors by a majority vote of the Board Members present.

**F.** At all meetings of the Board of Directors, all Board Members shall have an equal vote in the transaction of the business of WMAHA.

## **Section 2: Enumeration**

The Board of Directors shall consist of the following officers: President, Vice President, Secretary, Treasurer, ten (10) Directors, and the immediate past President of WMAHA.

## **Section 3: Qualifications for Office**

To be elected for office in the WMAHA, the nominee must possess the following qualifications:

**A.** Adult membership in WMAHA and AHA for a minimum of sixty (60) days in good standing.

**B.** To be elected President, the nominee must have been a member of the WMAHA and AHA in good standing for a minimum of one (1) year or more prior to election.

## **Section 4: Term of Elected Office**

**A.** The term of office of the President, Vice-President, Secretary, and Treasurer shall be one (1) year or until their successors are elected.

**B.** The term of office of the Board of Directors shall be two (2) years or until their successors are elected.

**C.** The term of office shall start January 1st of each year.

## **Section 5: Vacancies**

**A.** An office shall be vacant under the following circumstances:

1. The death, resignation, or permanent inability of an officer to assume the duties of office.

2. Resignation to be in writing.

3. Failure of an officer to remain a qualified member of the WMAHA.

4. Removal of an officer from office by a two-thirds majority vote of the members present at any general membership meeting of the WMAHA.

5. Failure of an officer to attend three (3) consecutive regular meetings of the Board of Directors within the term of the office without just reason. Board members that may not be attending a regular board meeting or special meeting or annual meeting must contact the WMAHA President at least 30 minutes prior to the meeting.

**B.** In the event of a vacancy in the office of the President of the WMAHA, the Vice-President becomes the President for the unexpired term.

**C.** In the event of a vacancy in the office of Vice-President, a successor from among the members of the Board will be elected by a majority of the remaining Board Members at the following Board meeting and will serve for the unexpired term.

**D.** Any other vacancy occurring between annual meetings shall be filled by a majority vote of the Board of Directors until the next annual meeting. Any vacancy arising at an annual meeting shall be filled by election at the annual meeting for the unexpired term.

## **Section 6: Duties of the President**

**A.** The President shall preside at all meetings of the general membership and meetings of the Board of Directors.

**B.** Except as defined in Article VI, Section 3(C), the President is entitled to vote when the vote is by ballot and in all other cases where the vote would change the result.

**C.** Except as otherwise provided, the President may provide for the appointment and duties of such temporary committees as he may deem necessary. The President shall also appoint the chairpersons and members of the standing committees with the approval of the Board.

**D.** The President shall be an ex-officio member of all committees except the nominating committee.

**E.** Within any limitation imposed by these by-laws, by duly enacted resolutions of the WMAHA, or by the Board of Directors, the President shall have general power to conduct and manage the affairs and business of the WMAHA.

### **Section 7: Duties of the 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, or at the President's request.
- B.** The Vice-President shall have such other duties as may be delegated by the President or the Board of Directors.

### **Section 8: Duties of the Secretary**

- A.** The Secretary shall keep or cause to be kept and preserved the following:
  1. The minutes of all meetings of the WMAHA, and the minutes of all meetings of the Board of Directors with the names of Directors present.
  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 of the WMAHA.
  4. A record of officers and committee members appointed, a record of the date and for what period of time these appointments are for, and a record of the time served.
  5. A record of election results with the number of votes received by each nominee.
  6. Ensure that the membership chairperson maintains a roster of the membership with the date on which the membership began.
  7. A corrected, current copy of the WMAHA By-Laws.
- B.** The Secretary shall give, or cause to be given, proper notice of all meetings of the WMAHA and the Board of Directors.
- C.** The Secretary shall notify officers and committee members of their appointment.
- D.** The Secretary shall provide a written notice to any member removed from office, committee, chair, or membership.
- E.** The Secretary shall furnish committees with all papers referred to them, and delegates with credentials.
- F.** The Secretary shall conduct or cause to be conducted, all correspondence approved by the President and perform all duties incident to the office of Secretary.
- G.** The Secretary shall have such other duties as may be delegated by the President or the Board of Directors.

### **Section 9: Duties of the Treasurer**

- A.** The Treasurer shall receive, or cause to be received, all monies belonging to, or paid to, the WMAHA and safely keep the same.
- B.** The Treasurer shall disburse funds to the WMAHA in accordance with the directions given by the Board of Directors, and monthly reconcile the bank statement.
- C.** The Treasurer shall furnish necessary information to the WMAHA accountant for the preparation of:
  1. Periodical financial statements.
  2. Internal Revenue Service form 990 annually.
  3. Michigan Corporation & Securities Bureau Annual Report.
  4. Insurance/bonding renewals.
  5. To provide any other forms necessary to maintain the club in good standing with the Federal or State Government.
- D.** The Treasurer shall chair the finance committee meetings and be the Board liaison.
- E.** The Treasurer shall compile an annual budget.
- F.** The Treasurer shall have such other duties as may be delegated by the Board of Directors.
- G.** The Treasurer shall order an annual audit at the close of the fiscal year. Audit to be performed by Club Accountant.
- H.** The Treasurer shall establish petty cash funds as needed with the approval of the Board of Directors. Each fund shall be closed at least once each year.

### **Section 10: WMAHA Accountant**

- A.** Board of Directors shall appoint an accountant for the WMAHA to assist the Treasurer.
- B.** The accountant shall maintain a record of the receipts and disbursement of the WMAHA and shall assist in reconciling the accounts, financial statements, federal and state reports, etc.
- C.** The accountant need not be a member.
- D.** WMAHA 's accountant shall be an advisor to the finance committee.

### **Section 11: Parliamentarian**

The Board of Directors may appoint a parliamentarian. This position can be filled by any member in good standing and is not in a director position. This person is not required to be a board member.

## **Article VI: Meetings**

### **Section 1: Membership Meetings**

**A.** Unless otherwise ordered by the WMAHA or by the Board of Directors, general membership meetings shall be held in conjunction with the meetings of the Board of Directors.

**B.** Special meetings, for the purpose of conducting extraordinary business may be called by the President, the Board of Directors, or by properly executed petition signed by twenty (20) Adult members.

**C.** Those members present at any general membership meeting shall constitute a quorum to transact business.

**D.** Membership meetings and special meetings may be adjusted to be held online when deemed necessary by the Executive Board with appropriate notification to all WMAHA members.

Membership and special meetings conducted online will run and operate the same as in-person meetings including voting opportunities

### **Section 2: Motions from the Floor**

**A.** Motions which will require WMAHA 's financial support, made from the floor during a general membership meeting, Board of Directors meeting, or the annual meeting, will be tabled for review by the finance committee and the Board of Directors.

Board of director meeting financial support can be voted on or tabled for review. At the next general membership meeting, the motion will be brought back to the membership with recommendations for a vote. Emergency expense requests will be acted upon by the finance committee and Executive Board Members. Items contained within the budget are not required to be reviewed.

**B.** Motions made during general membership, annual, or Board Meetings which significantly change rules, regulations, and/or policies under which WMAHA has traditionally operated will be recorded and tabled. Motions will be published on the website at least 30 days prior to the meeting and will specify the general membership meeting at which they will be presented to the membership for a vote.

### **Section 3: Annual Meetings**

**A.** The annual general membership meeting's time and place shall be published on the WMAHA's website no fewer than 30 days prior to the meeting or by separate mailing as directed by the Board of Directors a minimum of ten (10) days prior to the meeting.

**B.** Annual meetings are usually held in person. However, in the event of unforeseen circumstances it is at the discretion of the Executive Board to move the location to an online meeting with appropriate notification to the WMAHA membership. Moving the initial annual meeting date to an alternative meeting date, either in-person or online, will require a minimum of one (1) week notification on the website, through social media as well as email to our board members.

Annual meetings conducted online will run and operate the same as in-person meetings including voting opportunities.

**C.** At the annual general membership meeting the following business will be conducted:

1. Submission of annual reports of all committees.
2. Nomination and election of officers.
3. Nomination and election of the nominating committee for the succeeding year.
4. Nomination and election of delegates.
5. Voting on any properly submitted amendment to the By-Laws.
6. All other business appropriate to come before the annual meeting.

**D.** Each member qualified to vote shall be issued an identification badge.

### **Section 4: Election**

**A.** Election shall be by ballot, provided, however, that the election may be by voice vote when there is but one (1) candidate for a position.

**B.** In addition to nominations by the nominating committee, nominations may be made from the floor. All nominees shall be an Adult members of both WMAHA and AHA in good standing for a minimum of sixty (60) days prior to the election. Nominations for President shall be an Adult member of both WMAHA and AHA in good standing for a minimum of 1 year prior to the election.

**C.** In the election of the President, Vice-President, Secretary, and Treasurer, a majority of the votes cast shall be necessary for election and the presiding officer will not vote except to cast the deciding vote in the case of a tie.

**D.** In the election of directors, delegates, and nominating committee members, where there are tie votes, the outcome shall be determined by lot.

**E.** In the election of directors, the nominees receiving the largest number of votes will be elected for two-year terms, and those receiving the next largest number of votes will be elected to fill any existing, vacated positions of partial terms.

**F.** In the election of delegates, a nominee must be willing to serve a three-year term.

**G.** All nominees for a position of officer or delegate in addition to being an Adult member of both WMAHA and AHA must have consented to accept the nomination before their names are placed in the nomination.

**H.** In the election of nominating committee members:

1. These nominees are the only nominees who must be in attendance at the annual meeting.

2. Each member of the board of directors may nominate one (1) person, but no less than five (5) nominees may be submitted for the consideration of members.

3. Each Adult member may vote for no more than three (3) of the nominees.

4. The three (3) to five (5) nominees receiving the largest number of votes will be elected.

### **Section 5: Meetings of the Board of Directors**

**A.** There shall be a meeting of the Board of Directors following each annual meeting consisting of the current and newly elected Directors who are present.

**B.** There shall be a meeting of the Board each month with the date, time and place being designated by the President. The meeting place shall be as centrally located as possible for the Board of Directors and shall be conducive to holding a business meeting. The Board of Directors meetings may be held via conference call if circumstances require.

**C.** The President or a majority of the board may call a special meeting of the Board at any time and any place upon reasonable notice to each Board member.

**D.** At any meeting of the Board, the presence of a simple majority of the members of the Board of Directors shall constitute a quorum to transact business.

**E.** A Member of the Executive Board of Directors may take action by contacting the Board Members by mail, email or phone, and a majority vote shall rule. Verification of telephone/email voting shall be confirmed in writing.

**F.** The regular meetings of the Board of Directors are open to all members of the Association.

## **Article VII: Committees**

### **Section 1: Nominating Committee**

**A.** The nominating committee shall be composed of at least three (3) members. The members of the committee shall select a chairperson from their committee.

**B.** The members shall be elected to serve for one (1) year or until the successors are elected. Their terms shall start January 1st of each year.

**C.** Any vacancy on the committee, occurring between annual meetings, shall be filled by the Board of Directors.

**D.** The nominating committee shall report to the Board of Directors prior to presenting a report to the membership.

**E.** The nominating committee shall report to the WMAHA members at the regular meeting preceding the annual meeting.

**F.** At the annual meeting, the nominating committee shall make nominations for officers and delegates. Nominations for nominating committee members for the succeeding year are made only by the Board of Directors and nominations are made only from the floor.

**G.** Unless otherwise provided, the chairman of the nominating committee shall be the election officer and shall direct and maintain surveillance of the election proceedings, shall conduct nominations, maintain a list of nominees for the various positions, and provide the Secretary with a written account of the number of votes received for each.

**H.** A nominating committee member may be removed by a two-thirds majority vote of the members present at any regular meeting of the WMAHA.

### **Section 2: Delegate Committee**

**A.** Composition:

The delegate committee shall be composed of voting delegates and alternate delegates. The members of the committee shall elect a chairperson and secretary from their committee. Voting delegates shall be elected as called for in Article VI.

**B. Number:**

1. Voting delegates shall be elected to give the WMAHA full representation in accordance with the by-laws of the AHA and shall be based on the number of Adult membership dues paid to AHA by June 30th of that year, per AHA regulations.

2. Alternate delegates shall be appointed and ranked by the Board of Directors in a number equal to the voting delegates and as needed, be called upon to represent the club in the absence of a voting delegate for that specific function. When appointing and ranking the alternate delegates, the Board of Directors shall start with those nominees that did not get elected as a voting delegate at the annual meeting and rank them according to the number of votes received at that meeting.

**C. Term:**

1. Voting delegates shall be elected to serve three-year terms. Their terms shall start January 1st of each year.

2. Should there be a decrease in membership causing an excess of delegates, the voting delegates receiving the least number of votes, at the last election, will be moved to the top of the alternate delegate list until the voting delegate position is open, and shall serve on the delegate committee for the completion of the three-year term. 3. Alternate delegates shall serve one-year terms starting January 1st.

**D. Vacancy:**

1. The highest ranked alternate delegate shall be appointed to serve to the end of the year by the Board of Directors if a voting delegate leaves office during their term.

2. After arrival at a meeting where delegate votes are required, if insufficient voting delegates are available to ensure full representation, alternate delegates shall fill the insufficient positions by ranking. If alternate delegates are not available, any other Adult member may become an alternate delegate of that meeting by a majority vote of the committee (voting and alternate delegates) in attendance. 3. A delegate may be removed by a two-thirds majority of the members present at any general membership meeting. Notice of a vote to remove a delegate must be given twenty (20) days prior to the meeting at which the voting shall take place.

**E. Duties:**

1. Delegates shall represent the WMAHA at the AHA convention, Region XIII meetings as members of the board of delegates for Region XIII and represent the WMAHA at any other functions of AHA where voting authority is required or authorized.

2. A delegate must attend at least one half of the Board of Directors meetings during each calendar year and cannot miss three (3) consecutive meetings without proper notification. If a delegate is unable to attend a scheduled meeting due to a personal emergency that delegate must inform the WMAHA President, with as much due warning as is possible, to ensure that the WMAHA has its full quota of votes.

3. If a delegate cannot attend the convention, the club President must be notified in writing thirty (30) days in advance of the convention. A delegate shall attend the full AHA convention, including the Regional Caucus and all General Sessions where votes are taken. The WMAHA may pro-rate a delegate's reimbursement based on convention attendance or lack thereof.

4. The delegate committee shall report to the Board of Directors and the WMAHA members as needed or requested and shall submit an annual report listing the activities wherein delegates represented the WMAHA and listing the delegates who participated.

**Section 3: Other Committees**

**A.** There shall be both temporary and standing committees.

1. Temporary committees shall be set up at the discretion of the President who shall have sole power to appoint members and duties. These committees shall last for no more than three (3) months and will report back to the President, or Board if necessary.

2. Standing committees and temporary committees over three (3) months shall start when appointed by the President and approved by the Board. A temporary committee shall terminate when it has given its final report to the Board of Directors. A standing committee's functions shall not terminate, and the chairperson and committee members are to continue with their assignments in preparing for the next event until replaced by newly appointed committee members or they formally resign. Replacement members shall honor formal commitments and contracts made by outgoing committee members.

**B.** Committees shall submit all plans and budgets to the Board of Directors for approval.

**C.** Committees shall report to the Board of Directors as needed or requested and shall submit a written annual summary report of committee activities.

**D.** When terminated, the committee shall return to the WMAHA Secretary all papers entrusted to the committee.

**E.** A committee or committee member may be removed by a two-thirds majority vote of the Board of Directors.

**F.** Any Adult member wishing to serve on a committee shall submit his/her name to the newly elected President before the end of the calendar year.

#### **Section 4: Committee Quorum**

A majority of the members of a committee shall constitute a quorum to transact business.

#### **Section 5: Dissolution of Assets**

In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501(c)(5) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue law.

### **Article VIII: General Provisions**

#### **Section 1: Amendments of By-laws**

**A.** Amendments to the By-Laws, amendments to the articles of incorporation, or dissolution of the WMAHA may be made at the annual meeting or special meeting called for that purpose.

**B.** A two-thirds majority vote of the members present at the annual meeting or special meeting will be necessary to amend the By-Laws, amend the articles of incorporation, or to dissolve the West Michigan Arabian Horse Association.

**C.** Proper notice shall be mailed to the membership at least twenty (20) days prior to the annual meeting or special meeting.

**D.** Proposed amendments shall be submitted in writing to the President with a copy to the Secretary, thirty (30) days prior to the annual or special meeting and then included on the agenda of twenty (20) day notice mailed to the membership.

#### **Section 2: Robert's Rules of Order, Revised**

Rules contained in Robert's Rules of Order, Revised shall govern the WMAHA in all cases to which they are applicable and in which they are consistent with these by-laws and any special rules of order which the WMAHA may adopt.

**Section 3: Absentee Voting for General Membership Meetings** Voting by proxy or by mailed ballot shall not be permitted.

#### **Notices**

**A.** All notices of activities and meetings as well as application for membership shall be published on the WMAHA's web site ([www.wmaha.org](http://www.wmaha.org)) and shall be considered proper membership notification. Notwithstanding, the Board of Directors may authorize a special mailing if circumstances so dictate.

**Article IX: Supersession** These By-Laws supersede any and all By-Laws in effect heretofore and supersede any and all resolutions inconsistent herewith.

The foregoing By-Laws were amended and approved by the Membership on: PENDING