

# ARIZONA REINING HORSE ASSOCIATION

## ARTICLE I NAME AND OFFICES

Section 1. Name. The name of the corporation is Arizona Reining Horse Association (AZRHA)

Section 2. Offices. The principal office of the corporation shall be in Maricopa County, Arizona. The corporation may also have offices at such other places both within and without the State of Arizona as the Board of Directors may designate.

## ARTICLE II PURPOSE

Section 1. Nonprofit Corporation. This corporation is a nonprofit corporation organized under the Nonprofit Corporation Statutes of the State of Arizona, and is empowered to conduct any or all lawful activities as provided therein, except as hereinafter provided.

Section 2. Limitations on Powers. No part of the earnings of the corporation nor any share of the distribution of any corporate assets on dissolution of the corporation shall inure to the benefit of any director or officer of the corporation, or any private person, except *for* reasonable compensation paid *for* services rendered to or *for* the corporation affecting one or more of its purposes.

Section 3. Nature of Activities. This corporation is organized exclusively to provide services *for* its members that enhance and encourage Reining Horse ownership and participation in Arizona. The AZRHA is to serve as an information center for its members on shows, contests and projects designed to improve the Reining Horse industry.

The corporation shall be authorized to have and execute to the extent necessary or desirable *for* the accomplishment of any of the foregoing purposes and objectives, any and all powers conferred upon nonprofit corporations by the Arizona Nonprofit Corporation Statutes.

## ARTICLE III MEMBERSHIP

Section 1. Members. Members of AZRHA shall be admitted, retained and expelled in accordance with these bylaws, and the rules and regulations consistent therewith, and adopted, from time to time, by the Board of Directors or Executive Committee.

Section 2. Admission to Membership. Any person, firm or corporation actively interested in reining horses is eligible to become a voting member of the AZRHA, by submitting an AZRHA membership application to the Secretary of the corporation, along with advance

payment of dues as provided by these bylaws, subject to rejection by a majority of votes of the Board of Directors within sixty (60) days after such submittal.

Section 3. No Assessments. No member shall be subject to any assessment or liable by reason of membership in the AZRHA.

Section 4. Voting Rights. Voting members shall have the right of voting in person (no proxy votes permitted) at all regular and special meetings of the membership; provided, however, that no such member who shall be delinquent by reason of non-payment of dues or any other obligation due to the AZRHA shall be entitled to vote while such delinquency continues. Each family, firm or corporate membership shall be entitled to one (1) vote, and shall designate who is authorized to exercise said vote on behalf of such family, firm or corporation.

Section 5. Life-Time Memberships. A limited number of Life-Time Memberships are offered by the AZRHA upon submittal of a membership application to the secretary of the AZRHA, along with the advance payment of the Life-Time dues as provided by these bylaws, subject to rejection by a majority of votes of the Board of Directors within sixty (60) days after such submittal. The Board of Directors may, from time to time, award to a person an honorary Life-Time membership in the AZRHA, and those persons shall thereafter be *for* all purposes deemed a voting member of the AZRHA *for* the duration of that person's lifetime without the payment of further membership dues.

Section 6. Suspension and Expulsion. For cause, any membership may be suspended or terminated. Suspension or expulsion by the National Reining Horse Association of any member of the NRHA who is also a member of the AZRHA, will constitute grounds for automatic suspension or expulsion from the AZRHA without further AZRHA notice to the member.

Without limiting the generality of the foregoing, any member may be suspended and denied the privileges of the AZRHA, and any non-member may be denied the privilege of membership in the AZRHA, by the Secretary of the AZRHA for any of the following: the failure to pay when due, any obligation owing to the AZRHA; and, payment by a worthless check for any obligation owing to the AZRHA. Said suspension or denial of privileges shall become effective (15) days following prior written notice to the member/non-member from the Executive Secretary of the intent to suspend or withhold privileges, and the member's/non-member's failure to pay the amount due within said fifteen (15) day period. Any such suspension or denial of privileges shall terminate upon full payment of obligation due to the AZRHA.

All other cases of suspension or expulsion must be based upon a finding of fact by a two thirds majority vote of the Executive Committee, after notice to the member and an opportunity to be heard, that the member has engaged in conduct unbecoming a member (i.e., conduct detrimental to the interest of the AZRHA and/or the NRHA, their programs, policies, objectives and the harmonious relationship of their members.)

Section 7. Litigation Venue/Costs. Every member, by joining the AZRHA, or non-member, by participation in AZRHA approved events, does hereby agree: (a) If unsuccessful in an attempt to overturn AZRHA decisions, actions, rules or regulations, to reimburse the AZRHA for its reasonable attorney's fees, court costs and other expenses in defense of such suit; and, (b) That no action, whether in law or equity, shall be commenced against the AZRHA in any courts other than those Federal and State courts located in Maricopa County, Arizona.

Section 8. Membership Dues. An annual fee (dues) in such amount as determined by the Board of Directors from time to time, shall be paid for each membership. This fee shall be due and payable on or before the 1<sup>st</sup> day of January each year. Notice to the members of the fees payable will be sent to members at their last known address prior to the end of each calendar year. No member shall be entitled to earn or accumulate AZRHA points until the member's dues are paid on full for the then current year.

Section 9. Annual Meeting. There shall be an annual meeting of the AZRHA during the month of October, unless otherwise ordered by the Board of Directors, for receiving the annual reports of the then current year, and the transaction of other business.

Section 10. Special Meetings. Special meetings of the AZRHA may be called by the President, a majority of the Board of Directors, or shall be called by the President upon written request of ten percent (10%) of the voting membership of the AZRHA.

Section 11. Notice/Quorum/Conduct of Meetings. Written notice of said membership meetings shall be sent to each member in good standing at his/her last known address, at least seven (7) days prior to the date of such meeting. A notice shall be deemed sent upon its deposit, first-class postage prepaid, in the U.S. mail. A quorum of members at any annual or special meeting shall be not less than fifteen (15) members. When not in conflict with these bylaws, Robert's Rules of Order shall dictate the conduct of all meetings.

Section 12. Manner of Acting. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law or these bylaws.

## **ARTICLE IV BOARD OF DIRECTORS**

Section 1. General Powers. The property, affairs and activities of the AZRHA shall be managed by a Board of Directors consisting of not fewer than fifteen (15) nor more than twenty five (25) AZRHA *members*, as may be determined from time to time by a majority of the current Board of Directors. The Board shall exercise all the powers that may be exercised or performed by the AZRHA under the Arizona Nonprofit Corporation Statutes, the Articles of Incorporation and these Bylaws.

Section 2. Election. *Directors shall be elected by USPS Mail, or Electronic Mail ballot* during the last quarter of each year in the manner prescribed by these bylaws and each Director shall serve until a successor is elected and qualified. Persons to be considered for nominees as Directors shall be recommended by a voting member of the AZRHA. Each proposed candidate for nomination must be eligible for nomination and in good standing, as determined by the nominating committee in their sole discretion, and all eligible candidates in good standing shall appear on the ballot. Only properly marked, signed and returned ballots will be counted.

Section 3. Terms of Office. All members of the Board of Directors shall be elected for two (2) year terms, and shall assume their posts at the Annual Meeting of the Members. The terms of members of the Board of Directors shall expire on a rotating basis, with no more than fifty percent (50%) of the directors' terms expiring at any one time.

Section 4. Removal. Any director may be removed at any time, with or without cause, by an affirmative vote of a majority of the current directors on the Board of Directors.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by a reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 6. Regular Meetings. The Board of Directors shall hold regular monthly meetings, without call or notice other than this bylaw. On the first Wednesday of each month throughout the year, at 7:00 o'clock p.m., or at such other time as the Board of Directors determines. If any such date shall fall on a legal holiday, the meeting scheduled for that date shall be held on the same day and at the hour of the next ensuing week that is not a legal holiday. At such regular monthly meetings, the Board of Directors shall transact all business properly brought before the Board.

The monthly meetings of the Board of Directors shall be held at the principal office of the corporation, or such other place within or without the State of Arizona as the directors may unanimously agree on.

Section 7. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the Executive Committee or any three (3) directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Arizona, as the place for holding any special meeting of the Board called by them.

Section 8. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute waiver of notice of such a meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

Section 9. Quorum/Members' Participation/Conduct of Meetings. Eight (8) members of the Board of Directors then serving, shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum are present at said meeting, a majority of directors present may adjourn the meeting from time to time without further notice. The general membership of the AZRHA is entitled to attend all Board of Directors meetings as observers (with the exception of executive sessions), and may participate at such meetings only when their participation is specifically requested by the Director presiding at such meetings. When not in conflict with these bylaws, Robert's Rules of Order shall dictate the conduct of all meetings.

Section 10. Absences. Any member of the Board of Directors unable to attend a Board meeting shall communicate with the Executive Secretary and state the reason for his/her absence. If a Director is absent from three (3) consecutive Board meetings for reasons which the Board has failed to declare to be sufficient, his/her resignation shall be deemed to have been tendered. If a Director is absent from fifty (50%) of the Board meetings held during a calendar year, reasons notwithstanding, his/her resignation shall be deemed to have been tendered. The Board of Directors, in their sole discretion, shall either accept or reject said tendered resignations.

Section 11. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 12. Informal Action by Directors. Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the directors then serving.

Section 13. Compensation. Directors shall receive no compensation for their services as Directors but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonable incurred on behalf of the corporation.

Section 14. Past Presidents. All past presidents shall be considered as Directors-at-Large and voting members of the Board of Directors; except that the past presidents who have lost their voting privileges pursuant to Article IV, Section 10, shall continue as Directors-at-Large without voting rights and privileges. A past president shall re-acquire his/her voting privileges by attending three (3) consecutive Board meetings.

Section 15. Duties. It shall be the duty of the Directors to conduct, manage and control the affairs and business of the AZRHA and to promulgate and enforce rules and regulations, not inconsistent with the laws of the State of Arizona and the bylaws of the AZRHA. It shall be the duty of the Directors to be kept a complete record of all of their

minutes and acts and of all proceedings of the members, and to currently maintain the books and records of the AZRHA detailing the assets, liabilities and general financial condition of the AZRHA for inspection by the members of the AZRHA.

## **OFFICERS ARTICLE V**

Section 1. Election of Officers. The Board of Directors shall elect the following officers from its membership: President, Vice President, Second Vice President, Treasurer and Secretary. The president shall be elected from the executive committee. Only if no president is elected from the executive committee shall the president then be elected from the board of directors in general. Such election shall take place annually at the first regular meeting of the Board of Directors following the annual membership meeting. Each elective officer shall take office from the date of election and shall serve for a term of one (1) year or until his/her successor is duly qualified and elected. The President shall not serve more than two (2) consecutive terms, but there shall be no such limitations on the other elected officials.

Section 2. General Duties of All Officers. Officers may be called upon by the President of the Board of Directors to represent the AZRHA at legislative and governmental affairs, and at meetings of the NRHA and at such other affairs and meetings and groups as may be deemed desirable.

Section 3. President. The President shall be the chief executive officer of the AZRHA, and shall preside at all meetings of the AZRHA and the Board of Directors, and shall be an ex-officio member of all committees. The President must have previously served on the Executive Committee.

Section 4. Vice President and Second Vice President. In the absence of the President, the Vice President or Second Vice President shall have the power and perform the duties of the President and such other duties as may be prescribed by the Board of Directors.

Section 5. Treasurer. The Treasurer shall keep or cause to be kept an account of all monies received and expended for the use of the AZRHA. All sums received he/she shall deposit or cause to be deposited in the bank, or banks. Approved by the Board of Directors and shall make reports as deemed necessary by the Board of Directors, and at the Annual Meeting, as to the financial status of the AZRHA. At the expiration of his/her term of office, the Treasurer shall deliver or cause to be delivered, over to his successor, all books, monies and other property.

Section 6. Executive Secretary. The administration and management of AZRHA shall be vested in the Executive Secretary, who shall be appointed by the Board of Directors, and whose compensation shall be determined by the Board of Directors from time to time. With the prior approval of the Board of Directors, he/she shall employ and may terminate the employment of those individuals necessary to carry on the work of the AZRHA. At the direction of the Board of Directors, he/she shall manage and direct all functions and

activities of the AZRHA, and perform such other duties as the Board may determine from time to time. It shall be his/her duty to give notice of and attend all Board and membership meetings and keep a record of all proceedings.

Section 7. Removal. The Board of Directors, with or without cause, may remove. Any Officer at any time.

## **ARTICLE VI COMMITTEES**

Section 1. Committees. The President, subject to approval of the Board of Directors, may appoint committees as he/she deems necessary to implement the purposes of the AZRHA, and may specifically appoint such special or standing committees as may be required by these bylaws. The Board of Directors may authorize committees to exercise any powers of the Board. Absent such an express grant of authority, all suggested actions to be taken shall be first recommended to the Board of Directors and each committee chairman shall make reports to the Board of Directors, in writing, if so requested. Unless otherwise determined by the Board of Directors, only Directors shall be entitled to be chairmen of committees.

Section 2. Standing Committees. The following committees shall comprise the official standing committees of the AZRHA:

1. Banquet & Awards Committee: the committee organizes the year-end awards banquet and makes arrangements for the design, manufacture and acquisition of all awards.
2. Budget & Legal Committee: The committee reviews the books and records of the AZRHA, and acts in an advisory capacity as required by the Board of Directors.
3. Publications Committee: In conjunction with the Executive Secretary, the committee oversees the production and content of the official publications of the AZRHA.
4. Nominating Committee: (See Section 3 herein below).
5. Public Relations/Members/Clinics Committee: The committee organizes and conducts clinics pertaining to Reining; markets the AZRHA, and its programs, to the equine industry; and, assures representation on various industry related organizations.
6. Show & Contest Committee: The committee reviews all applications for shows in the State of Arizona, and approves, disapproves and/or makes suggestions with regard to the organization and conduct of said shows.
7. Sponsorship Committee: The committee organizes, conducts and coordinates the Tall Pines Horse Show and obtains sponsorship for the Tall Pines Horse Show and other AZRHA events.
8. Youth Committee: The committee provides a liaison between the youth membership of the AZRHA and the Board of Directors, and organizes and conducts youth related activities.

All committees serve at the pleasure of the Board of Directors.

Section 3. Nominating Committee. Not later than 60 days prior to each Annual Meeting of the members, the Board shall appoint a nominating committee of five (5) members. They shall be the immediate past president, president, vice president, second vice president and one director elected by the Board of Directors. Such committee shall consider all available candidates for the directorships to be filled at the forthcoming election and shall screen all nominations and submit a ballot of candidates to the membership. Such submission shall be deemed a nomination of each person named.

Section 4. Executive Committee. The Executive Committee shall consist of six (6) members. They will be the Past President, President, Vice President, second Vice President, Treasure and Secretary elected by and from the membership of the Board of Directors at the first regular meeting of the Board of Directors following the annual election (past Presidents shall be eligible to be so elected). Three (3) members of the committee present at a meeting will be considered a quorum. The Executive Committee shall report to the Board of Directors and shall have the authority to act on behalf of the Board of Directors with regard to all matters requiring expeditious action between regularly scheduled Board of Directors meetings. Additionally, the Executive Committee shall have exclusive jurisdiction to deal with any and all membership expulsions or other disciplinary actions.

## **ARTICLE VII FINANCIAL AFFAIRS**

Section 1. Fiscal Year. The fiscal year of the corporation shall end on December 31 of each year.

Section 2. Bank Accounts. The funds of the corporation shall be deposited in one or more banks of depositories as designated by the Board of Directors. All checks must be signed by such person or persons as the Board may from time to time designate.

Section 3. Insurance. The Board of Directors shall secure insurance to protect the corporation, the Board of Directors and its officers and members from liability.

## **ARTICLE VII SEAL**

Section 1. Seal. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

## **ARTICLE IX INDEMNIFICATION**



Section 1. Indemnification. The corporation shall indemnify and hold harmless the directors, officers, employees and agents of the corporation to the extent permitted by the Arizona Nonprofit Corporation Statutes.

## **ARTICLE X DISSOLUTION**

Section 1. Dissolution or Termination. This corporation shall exist in perpetuity, but in the event of dissolution of the corporation or termination of its corporate existence, all assets of the corporation, after the payment of the obligations and liabilities of the corporation, shall be transferred to one or more corporations or associations having analogous character or purpose as may be selected by the corporation's Board of Directors.

## **ARTICLE XI AMENDMENTS/CONSTRUCTION/NOTICE**

Section 1. Amendments to Bylaws. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two day's written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

Section 2. Construction. On all questions arising as to the construction or the meaning of the bylaws, the decision of the Board of Directors shall be final unless rescinded by the members of the AZRHA at an annual meeting or at a special meeting called for that purpose. These Revised and Restated Bylaws shall supersede all bylaws adopted prior to the date set forth herein below.

Section 3. Notice. Whenever in these bylaws the giving of notice is required, such notice shall for all purposes be deemed to be sufficient given if mailed by prepaid first-class mail to that person at the address last provided by that person to the AZRHA.

**ADOPTED on March 4, 1998**