

**BY-LAWS
OF
ARABIAN HORSE ASSOCIATION REGION 13**

**ARTICLE I
PURPOSES**

The Corporation, hereinafter referred to as the Region, is irrevocably dedicated to and operated exclusively for educational and scientific purposes which are tax-exempt within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1984, as amended from time to time, or corresponding provisions of any subsequent federal tax laws.

Without limiting the generality of the foregoing, the Region is organized for the following specific purposes:

- (1) To provide the organizational structure for carrying out the functions of Region 13 of the Arabian Horse Association in the states of Indiana and Michigan, and as such to assist and cooperate with the Arabian Horse Association in carrying out its purposes which are consistent with By-Laws and Articles of Incorporation of the Region;
- (2) To foster and encourage good relations and communications among Member Organizations of the Arabian Horse Association within the states of Indiana and Michigan;
- (3) To promote and coordinate Arabian horse activities throughout the states of Indiana and Michigan and to sponsor the holding of Arabian and Half-Arabian regional championships;
- (4) To formulate publicity and educational programs and other activities in the interest of Arabian horse owners, clubs and enthusiasts;
- (5) To promote, encourage and stimulate popular interest in the outstanding using qualities of the Arabian horse;
- (6) To acquire, purchase, own, maintain, hold, convey, manage, exchange, transfer, mortgage, lease, sublease, or rent real and personal property of any kind and nature;
- (7) To loan, borrow, manage and invest funds; and
- (8) To take all actions as may be necessary or desirable to accomplish the foregoing purposes within the restrictions and limitations of the Articles of Incorporation and the By-Laws of the Region and applicable law.

**ARTICLE II
MEMBERS**

SECTION 1. Selection. The membership of the Region shall consist of all clubs and associations within the geographic limits of Region 13 of the Arabian Horse Association ("AHA") which are members in good standing in AHA. These organizations shall hereinafter be referred to as Member Organizations. The action of AHA in granting or revoking membership in AHA to any Member Organization located within the geographic limits of Region 13 shall automatically grant or revoke membership in Region 13.

SECTION 2. Annual Meetings. An annual meeting of the members of the Region for the transaction of such business as may properly be brought before the meeting shall be held in the spring of each year, the date, time and place to be determined.

SECTION 3. Special Meetings. Special meetings of the members of the Region shall be held whenever called by the Regional Director or by the Executive Committee and shall be called by the Regional Director, or in her or his absence by the Secretary, or any member of the Executive Committee, upon such member's receipt of a written request signed by not less than one-third (1/3) of all the Delegates entitled to vote at such meeting. Such request shall state the purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the objects and matters stated in the notice of the meeting, unless all Delegates are present and unanimously agree to the transaction of business relating to

objects not stated in the notice of the meeting.

SECTION 4. Delegates. At all meetings of the members, each Member Organization shall be represented by the Delegates which such Member Organization selected in a manner consistent with the Member Organization's By-Laws and shall be entitled to a number of votes equal to the number of voting Delegates representing that Member Organization and present at the meeting. The number of voting Delegates from each Member Organization shall be the number of Delegates which that Member Organization is allowed to send to the AHA annual convention, provided, however, that no Member Organization whose annual dues to the Region are in arrears more than sixty (60) days shall be entitled to voting Delegates. An Alternate Delegate may be substituted for a voting Delegate at any meeting of the members, provided the Alternate Delegate is on the list of alternates certified by the Member Organization and delivered or postmarked to the Secretary of the Region at least ten (10) days in advance of the meeting. Each Member Organization shall provide the Secretary of the Region with the names and addresses of the Delegates and alternates. The immediate Past-Director and members of the Executive Committee shall be entitled to vote. Presidents of Member Organizations may attend all meetings of members, provided that any such person who is not designated as a voting Delegate as described above shall attend only in an ex-officio capacity without vote.

SECTION 5. Place of Meetings. All meetings of the members of the Region, whether annual meetings or special meetings, shall be held at such place or places, within or without the States of Michigan and Indiana, as a majority of the Delegates or Executive Committee may determine by resolution.

SECTION 6. Notice of Meeting. At least ten (10) days but not more than sixty (60) days notice of the purpose, place, day and hour of each meeting of the members of the Region, whether annual or special, shall be given by written or printed notice served upon or delivered to each Member Organization and its Delegates. Service or notice may be made personally, by first class mail, electronically, or telephonically. Notice by mail shall be deemed to be given at the time when the same is deposited in the United States mail, with postage fully prepaid, plainly addressed to the Member Organization or and Delegates of the Region entitled to said notice.

Notice of time, place and purposes of any meeting of the members of the Region may be waived in writing either before or after such meeting has been held. If all Delegates waive notice of the meeting, no notice of same shall be required. Whenever all the Delegates of the Region shall meet in person, such meeting shall be valid for all purposes, without call or notice, provided, however, that the attendance of a Delegate at a meeting shall not constitute a waiver of notice of such meeting where such Delegate attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any person failing to designate her or his address to the Secretary, or a change of address, shall be deemed to have waived notice of any particular meeting.

SECTION 7. Meeting by Telephone or Similar Equipment. Any Delegate may participate in a meeting of the members by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other. All participants in such a meeting shall be advised of the communications equipment and of the names of all participants. Participation in a meeting by means of such communications equipment shall constitute presence in person by the participant at the meeting.

SECTION 8. Quorum. Thirty (30%) per cent of the Delegates of the Region, present in person, shall constitute a quorum at all meetings of members for the transaction of business.

SECTION 9. Dues. The dues and assessments payable by members of the Region shall be established from time to time by the Delegates.

ARTICLE III EXECUTIVE COMMITTEE

SECTION 1. Powers. Subject to the limitations imposed by the Delegates, the Articles of Incorporation of the Region these By-Laws and the laws of the State of Michigan, the affairs of the Region shall be managed by the Executive Committee.

SECTION 2. Number and Qualification. The number of members of the Executive Committee of this Region shall be five (5). To be eligible to be elected a member of the Executive Committee, a candidate must be an active member of one or more constituent clubs or associations which are recognized by and located within the geographic limits of Region 13 of the Arabian Horse Association (AHA).

SECTION 3. Selection. The members of the Executive Committee shall consist of the Officers of the Region and shall be elected in the manner and for the terms specified in Article IV of these By-Laws.

SECTION 4. Resignation. A member of the Executive Committee may resign at any time by giving written notice to the Secretary of the Region, who shall advise the Executive Committee of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Region, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. Removal. Any individual member of the Executive Committee may be removed from Office, with or without cause, by a vote of a majority of the Delegates at any meeting called for such purpose, and the vacancy created by such removal shall be filled by a similar vote.

SECTION 6. Regular Meetings. Regular meetings of the Executive Committee of the Region shall be held at such time and place as the Executive Committee may designate, or in the absence of designation by the Executive Committee, as the Regional Director may designate.

SECTION 7. Special Meetings. Special meetings of the Executive Committee for any purpose or purposes shall be held whenever called by the Director of the Region, and shall be called by the Regional Director, or in her or his absence by the Secretary, or any other officer, at the written request of any one (1) member of the Executive Committee delivered to such Officer. Such request shall state the purpose or purposes of the proposed meeting.

SECTION 8. Place of Meetings. Meeting of the Executive Committee shall be held at any place within or outside the States of Michigan and Indiana which may be designated from time to time by resolution of the Executive Committee.

SECTION 9. Notices. No notice of regular meetings of the Executive Committee shall be required. At least four (4) days' notice of the place, day and hour of any special meeting of the Executive Committee shall be given by written, printed, electronic, or telephonic notice served upon or delivered to each member of the Executive Committee. Service of notice may be made personally, by telephone, or by mailing such notice, postage prepaid, plainly addressed to the member of the Executive Committee at her or his last known post office address. Notice by mail shall be deemed to be given at the time when the same is deposited in the United States mail, with postage fully paid, plainly addressed to the member of the Executive Committee entitled to said notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee need be specified in the notice of such meeting.

SECTION 10. Waiver of Notice. Notice of the time and place of any special meeting of the Executive Committee may be waived by any type of written, electronic, or telephonic notice either before or after such meeting has been held. If all the members of the Executive Committee waive notice of the meeting, no notice of the same shall be required. Attendance of a member of the Executive Committee at a special meeting shall constitute a waiver of notice of such meeting except where the member of the Executive Committee attends the special meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any member of the Executive Committee failing to designate her or his address to the Secretary, or a change of address, shall be deemed to have waived notice of any particular meeting.

SECTION 11. Action Without Meeting. Any action which may be taken at a meeting of the Executive Committee may be taken without a meeting if all the members of the Executive Committee shall consent in writing to such action.

SECTION 12. Quorum. A majority of the Executive Committee in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members of the Executive Committee present at a duly held meeting at which a quorum is present shall be the act or decision of the Executive Committee, unless the law, the Articles of Incorporation or these By-Laws require a greater proportion.

SECTION 13. Adjournment. Any meeting of the Executive Committee, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members of the Executive Committee present. Notice of the time and place of an adjourned meeting need not be given to absent members of the Executive Committee if said time and place is fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

SECTION 14. Organization. The Director of the Region, or in her or his absence, the Regional Vice-Director, shall act as Chairperson at every meeting of the Executive Committee. The Secretary of the Region, or in her or his absence any

person appointed by the Chairperson of the meeting, shall act as secretary of the meeting.

SECTION 15. Compensation. The Executive Committee shall serve without compensation. Upon resolution of the Delegates, the Executive Committee may receive reimbursement of expenses for attendance at any meeting of the Executive Committee. Nothing herein contained shall be construed to preclude any member of the Executive Committee from serving the Region in any other capacity, or receiving compensation therefor.

SECTION 16. Committees. The Executive Committee may by appropriate resolution designate one (1) or more committees, each of which shall consist of one (1) or more Delegates and members of the Executive Committee elected by the Executive Committee, which to the extent provided in said resolution or in these By-Laws, may exercise, when the Executive Committee is not in session, any or all powers and authority of Executive Committee in the management of the business and affairs of the Region, except that no such committee shall have the power or authority to:

- (a) Amend the Articles of Incorporation;
- (b) Adopt an agreement of merger or consolidation;
- (c) Recommend to members the sale, lease, or exchange of all or substantially all of the Region's property and assets;
- (d) Recommend to members a dissolution of the Region or a revocation of a dissolution;
- (e) Amend these By-Laws;
- (f) Fill vacancies in the Executive Committee;
- (g) Fix compensation of the members of the Executive Committee for serving on the Executive Committee or on a committee;
- (h) Terminate membership.

Such committee(s) and each member thereof shall serve at the pleasure of the Executive Committee. Such committee(s) shall have the same power to act without a meeting as is provided in Section 11 of this Article III with respect to the Executive Committee. Records of the actions taken by such committee(s) shall be prepared and kept with the records of the Region. The designation of such committee(s) and the delegates thereto shall not relieve the Executive Committee or any individual member of the Executive Committee of any responsibility imposed upon them by law.

SECTION 17. Meeting by Telephone or Similar Equipment. Any member of the Executive Committee or of a committee designated by the Executive Committee may participate in a meeting of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE IV OFFICERS

SECTION 1. Officers. The Region shall have a Director, a Vice-Director, a Secretary and a Treasurer. The Officers shall be the Executive Committee of the Region. In addition to the officers, the Immediate Past Director shall be a member of the Executive Committee.

SECTION 2. Election. The Executive Committee shall be chosen by a majority of the Delegates present at every other annual meeting, and each shall hold her or his office for two (2) years commencing at the end of the AHA Annual Convention next following their election and until her or his successor shall have been duly elected and qualified, or until her or his death, resignation, or removal.

Should the Arabian Horse Association at any time change the duration of the term of office for Regional Director, the term of office for Officers of the shall be automatically changed without Bylaw amendment to coincide with the term of Regional Director.

SECTION 3. Vacancies. A vacancy occurring in any office, for any reason, shall be filled for the unexpired portion of the term of said officer by the Delegates at the next scheduled meeting of the Regional Delegates, provided that any vacancy in the office of Director shall be filled by the Vice-Director for the remainder of the Directors term of office.

SECTION 4. Duties of the Director. The Director shall preside at all meetings of the Delegates and the Executive Committee and shall administer the affairs and business of the Region, subject to limitations imposed by these By-Laws and the Delegates. The Director shall serve as Region 13's representative on the Board of Directors of AHA.

SECTION 5. Duties of the Vice-Director. The Vice-Director shall assume the duties of the Director in the event of her or his absence or inability to act or at her or his request

SECTION 6. Duties of the Secretary.

- (a) Keep the minutes of all meetings of the Delegates and the Executive Committee and action taken by mail.
- (b) Maintain the name and address of all current Delegates, and alternates.
- (c) Handle all necessary correspondence, communications, and notice of meetings.

SECTION 7. Duties of the Treasurer.

- (a) Receive, disburse and maintain records of all monies belonging to and/or handled by the Region.
- (b) Cause an independent audit of the Region finances to be accomplished during every even-numbered year, beginning in 1990.
- (c) Annually file all applicable Federal, State, and Local Income Tax Returns as well as any necessary forms to insure the Region maintains its non-profit status.

SECTION 8. Other Duties of Officers. In addition to the duties outlined in the preceding sections, the Officers shall have such other duties, individually or collectively, as may be specifically assigned by the Delegates.

SECTION 9. Compensation. No Officer of this Region shall receive compensation for her or his services in such capacity. An Officer, may, however, upon resolution of the Delegates, be reimbursed for any reasonable and necessary expenditures incurred by that Officer in connection with the conduct of the business of this Region or the Arabian Horse Association .

**ARTICLE V
INSTRUMENTS; BANK ACCOUNTS; CHECKS AND DRAFTS; LOANS; SECURITIES**

SECTION 1. Execution of Instruments. Except as otherwise provided in these By-Laws, the Executive Committee may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Region, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these By-Laws otherwise expressly provided, no Officer, agent, or employee shall have any power or authority to bind the Region by any contract or engagement or to pledge it's credit or to render it liable for any purpose or in any amount.

SECTION 2. Bank Accounts. The Executive Committee from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Executive Committee or by any Officer or Officers, agent or agents of the Region to whom such power may be delegated from time to time by the Executive Committee. The Executive Committee may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these By-Laws, as the Executive Committee may deem expedient. The Executive Committee may also from time to time authorize the making of such other lawful investments as the Executive Committee may deem appropriate.

SECTION 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Region shall be signed by such Officer or Officers, agent or agents of the Region , and in such a manner, as shall be determined from time to time by resolution of the Executive Committee. Endorsements of deposit to the credit of the Region in any of it's duly authorized depositories may be made without countersigners, by any Officer or agent of the Region to whom Executive Committee, by resolution, shall have delegated such power, or by hand stamped impression in the name of the Region.

Section 4. Loans. No loan shall be contracted on behalf of the Region and no evidence of indebtedness shall be issued in it's name unless authorized by or under the authority of a resolution of the Delegates. Such authority may be general or confined to specific instances. No loans may be made by the Region to any Officer or member of the Executive Committee of the Region, directly or indirectly.

SECTION 5. Sale of Securities The Executive Committee may authorize and empower any Officer or Officers, agent or agents, to sell, assign, pledge or hypothecate any and all shares of stock, bonds or securities, or interest in stock, bonds

or securities, owned or held by this Region at any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser or purchasers, pledge or pledgees, on behalf and in the name of this Region, any assignment of bonds or stock certificates representing shares or stock owned or held by this Region, and any deposit certificates for stock. Such authorization may be general or confined to specific instances.

SECTION 6. Investment Management The Executive Committee may hire for a reasonable period, with right to prompt termination on agreed terms, an individual, firm, or corporation to buy, sell, and otherwise deal with the investment funds of the Region subject to the general supervision of the Executive Committee, and in accordance with guidelines established by the Executive Committee with respect to (i) the objectives of investment, (ii) the type and size of commitments to any one situation, (iii) the appropriateness of investments for the Region's portfolio, and (iv) such other items as the Executive Committee may deem appropriate, from time to time and to pay to such investment manager a reasonable rate of compensation. Such investment manager shall be required to make prompt and frequent reports to the Executive Committee with respect to investment decisions and the performance of the funds under his management.

SECTION 7. Fidelity Bonds The Executive Committee or the Delegates shall require any Officer, agent, or employee of the Region specifically designated by the Executive Committee or Delegates by resolution to execute a fidelity bond in favor of the Region in the penal sum specified by the Executive Committee or Delegates by resolution. Each such fidelity bond shall be executed by the Officer, agent, or employee as principle and by a corporate surety company approved by the Executive Committee, provided, however, that blanket bonds may be employed in lieu of individual bonds, in the case of employees. All premiums for fidelity bonds required of Officers, agents and employees hereunder shall be paid by the Region and such premiums shall be a corporate expense.

**ARTICLE VI
MISCELLANEOUS**

SECTION 1. Fiscal Year. The fiscal year of the Region shall be the calendar year unless some other fiscal year is fixed by resolution of the Executive Committee.

SECTION 2. Amendments. These By-Laws may be enacted, amended or repealed by two-thirds (2/3) majority vote of Delegates present at a duly called meeting. Any proposed By-Law amendment must be submitted to the Member Organizations and Delegates at least thirty (30) days prior to the next scheduled meeting at which the amendment is to be considered.

SECTION 3. Gender. As used in these By-Laws, the masculine pronoun shall include the feminine.

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Cathy Gage
Secretary

Revised: March, 2005