

Adopted 9-8-09

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BYLAWS OF
ARABIANS IN MOTION, INC.

Article 1 Purpose

1.1 Nonprofit Purpose. This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and §501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

1.2 Primary Purpose. This corporation's primary purpose shall be:

- (A) To promote the Arabian, Half Arabian, and Anglo Arabian horse to the general public and to disseminate educational information on Arabians to the public at large as well as the Arabians in Motion, Inc. membership.
- (B) To cooperate with other organizations and their efforts to promote light horse breeds and to further mutual interests.
- (C) To educate the public on the use of Arabian, Half Arabian, and Anglo Arabian as the breed of choice in performance events such as Cutting, Dressage, Endurance, Eventing, Jumper/Jumper, Reining, and Trail.
- (D) To further the goal of promoting the Arabian, Half Arabian, and Anglo Arabian horses, their owners and members of Arabians in Motion, Inc., in international, national, regional and local competition in performance events.
- (E) No part of the earning of this corporation shall inure to the benefit of any private individual or group except such fees as for services rendered.
- (F) To have all the powers conferred by law upon Oregon nonprofit organizations.

1.3 Mission Statement. Arabians in Motion, Inc. is an organization of people who enjoy participating with their Arabian, Half Arabian and Anglo Arabian horses as a team in performance events. Arabians in Motion, Inc. exists to support these enthusiasts in their enjoyment of their horses as athletes whether it be against a cow, a clock, or a course.

Article 2 Members

2.1 Members. This corporation shall be composed of four classes of membership.

2.2 Classes of Membership.

- (A) **Full membership.** Members 18 years of age and over as of January 1 of current year, includes International Arabian Horse Association (IAHA) membership. Dues are \$50 per year

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- (B) **Non IAHA membership.** Membership with Arabians in Motion, Inc. voting rights only, cannot serve on Board of Directors or as Officer. Does not include IAHA membership. Dues are \$25 per year
- (C) **Youth membership.** Members under 18 years of age as of January 1 of the current year, includes IAHA membership. Dues are \$30 per year
- (D) **Newsletter only.** A subscription to the newsletter is \$10 per year
- (E) **Late Membership Fee.** The membership year runs from November 1 to October 31. Dues are considered late if postmarked after December 1. A late fee of \$10 is added to the dues for the class of membership sought.

2.3 Qualifications. A person shall apply for membership in the corporation by submitting an application to the Board of Directors and the payment of dues. A person shall become a member after approval of the application and upon issue of a membership card by the Secretary.

2.4 Dues. Dues shall be set by the Board of Directors. Dues are payable by November 1 for the following year. Dues shall not be prorated.

2.5 Termination of Membership. A membership may be terminated for the following reasons:

- (A) **Failure to Pay Dues.** Membership may be terminated without notice for failure to pay dues, or any special assessments, within 60 days of notice of due date.
- (B) **For Cause.** Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail. The notice of termination shall specify the effective date and the reasons for the termination. The member shall have an opportunity to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

2.6 Annual Meeting. The annual meeting of the members shall be held on the second Tuesday of November of each year at such place as determined by the Board of Directors.

2.7 Special Meetings. Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the members holding at least five percent of the voting power of the corporation by a demand, signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.

2.8 Notice of Meeting. Notice of all meetings shall be given to each member at the last address of record, in the corporation's newsletter or by first class mail at least 7 days before

the meeting, or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

2.9 Quorum and Voting. A quorum shall consist of the majority of the members in good standing present at the meeting in which the vote is taking place. A majority vote of the members voting is the act of the members, unless these Bylaws or the law provide differently.

2.10 Proxy Voting. There shall be no proxy voting for votes taken by the general membership.

2.11 Preissued Paper Ballot Vote. A vote of the membership by preissued paper ballots shall be allowed. Ballots would be mailed to all voting members in good standing 30 days prior to the meeting in which the ballots will be counted. ***** (returned by mail? would you accept ballots hand delivered to the meeting? how would you verify that each voting member submitted only one ballot? You might want to place specific procedures in the procedure manual and only give authorization in the bylaws to hold this kind of a vote.)

Article 3 Board of Directors

3.1 Duties. The affairs of the corporation shall be managed by the Board of Directors.

3.2 Number. The number of Directors shall be eight. One of the eight directors shall be the immediate Past President. *****(an uneven number would be better to avoid tie votes)

3.3 Qualification. Only full members and youth members with voting rights and in good standing may serve on the Board of Directors.

3.4 Term and Election. The term of office for Directors shall be two years. A Director may be reelected without limitation on the number of terms the Director may serve. The Board shall be elected by the members either by mail in ballots or at the annual meeting of the members as specified in the notice of the annual meeting. Elections procedures shall be detailed in the Procedure Manual.

3.5 Vacancies. Vacancies on the Board of Directors and newly created board positions shall be filled by a majority vote of the Directors then on the Board of Directors with the exception of the Immediate Past President. If the Immediate Past President is unavailable to serve on the Board of Directors, a Director at Large shall be elected by the membership. The Director at Large shall serve until the next regular election of Directors.

3.6 Quorum and Action. A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority of

all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

3.7 Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

3.8 Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice shall be delivered to each Director personally or by telephone or by mail not less than two days prior to the special meeting.

3.9 Meeting by Telecommunication. Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Directors can hear and speak to each other.

3.10 No Salary. Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

3.11 Action by Consent. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board Meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

3.12 Removal by Directors. A Director may be removed by a two-thirds vote of the remaining Directors for the following reasons:

- (A) **Absences.** Two or more unexcused absences from regular or special Board Meetings.
- (B) **For Cause.** *

3.13 Removal by Membership. Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors.

Article 4 Committees

4.1 Executive Committee. The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make ongoing decisions between Board meetings and shall have the power to make financial and budgetary decisions.

4.2 Standing Committees. The standing committees of the corporation shall be the following:

- (A) **Youth Committee.** The youth committee is charged with *
- (B) **Nomination Committee.** The nomination committee is charged with overseeing election procedures and policies.
- (C) **Show Committee.** The Show Committee is charged with the organization of all horse shows hosted by the corporation.
- (D) **Publicity Committee.** The Publicity Committee is charged with coordinating logos, banners, flyers, and promotions.
- (E) **Growth and Development Committee.** The Growth and Development Committee is charged with *

4.3 Other Committees. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

4.4 Committee Chairs. The chairman for each committee shall be elected from the voting membership in good standing at the Annual Meeting. In the case of a vacancy, the President shall appoint a chairman to serve until the next Annual Meeting. All members are encouraged to participate in a committee of interest.

4.5 Composition of Committees Exercising Board Functions. Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, a majority vote of all Directors in office at that time.

4.6 Quorum and Action. A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

4.7 Limitations of the Powers of Committees. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets, may elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Article 5 Officers

5.1 Titles. The officers of this corporation shall be President, Vice President-Administrative, Vice President-Activities, Secretary, Treasurer, Membership Chair, Newsletter Editor, and Immediate Past President.

5.2 Qualification. Only full members and youth members with voting rights, in good standing, and serving on the Board of Directors, may serve as officers.

5.3 Election. The Board of Directors shall elect the officers to serve one year terms. An officer may be reelected without limitation on the number of terms the officer may serve. No Director may hold more than one officership at any one time.

5.4 Vacancy. A vacancy of the office of President, Vice President-Administrative, Vice President-Activities, Secretary, Treasurer, or Membership Chair shall be filled not later than the first regular meeting of the Board of Directors following the vacancy. If an Immediate Past President is unavailable, a Member-at-Large may be elected from the members.

5.5 Other Officers. The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

5.6 President. The President shall be the chief officer of the corporation and shall act as the Chair of the Board of Directors. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

5.7 Vice Presidents. The Vice Presidents shall serve as would the President in the absence of the President. All duties and responsibilities of the President shall transfer to the Vice Presidents should the President become indisposed or unable to attend to the President's duties and responsibilities. The Vice Presidents shall have any other powers and duties as may be prescribed by the Board of Directors.

5.8 Secretary. The Secretary shall have overall responsibility for all recordkeeping and all corporate funds. The Secretary shall perform, or cause to be performed, the following duties: official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; provision for notice of all meetings of the Board of Directors and members; authentication of the records of the corporation; maintaining current and accurate membership lists; and any other duties as may be prescribed by the Board of Directors.

5.9 Treasurer. The Treasurer shall handle and be responsible for keeping of full and accurate accounts of all financial records of the corporation; deposit of all moneys and depositories as may be designated by the Board of Directors; disbursement of all funds when proper to do so; making financial reports as to the financial condition of the

corporation to the Board of Directors; and any other duties as may be prescribed by the Board of Directors.

5.10 Membership Chair. The Membership Chair shall be responsible for all matters relating to the members of the corporation and such other duties and responsibilities as may be prescribed by the Board of Directors.

5.11 Newsletter Editor. The Newsletter Editor shall be responsible for all matters relating to the publication of the corporation's newsletter and such other duties and responsibilities as may be prescribed by the Board of Directors.

5.12 Immediate Past President. The Immediate Past President shall have such duties and responsibilities as may be prescribed by the Board of Directors.

Article 6 Corporate Indemnity

6.1 Indemnification. This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

Article 7 Corporate Seal

7.1 Corporate Seal. The corporation shall have no corporate seal.

Article 8 Dissolution of the Corporation

8.1 Distribution of Assets. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as that court shall determine, which are organized and operated exclusively for such purposes.

Article 9 Amendments to Bylaws

9.1 Amendments to Bylaws. These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.