

CORPORATE BYLAWS OF ARABIANS IN MOTION, INC (AiM)

ARTICLE I: PURPOSE

1.1 Nonprofit Purpose. This corporation, Arabians in Motion, Inc. ("AiM" or "Corporation"), is organized and shall carry out such purposes as an organization described in Section 501(c)(5) of the Internal Revenue Code of 1986, as amended from time to time, or under the corresponding provisions of any future U.S. Internal Revenue law (collectively, the "Code"). Subject to the limitations stated in the Articles of Incorporation, the purposes of AiM shall be to engage in any lawful activities, none of which are for profit, as provided under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) (collectively, the "Act") and the Code, and to have all the powers conferred by law upon Oregon nonprofit organizations.

1.2 Purpose. AiM may engage in any lawful activity permitted under the Act and subject to the limitations of Section 1.1, including but not limited to those in furtherance of the following specific purposes and objectives:

- A.** 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 AiM's membership.
- B.** Cooperate with other organizations in their efforts to promote light horse breeds and to further mutual interests.
- C.** Educate the public on the use of the Arabian, Half-Arabian and Anglo-Arabian as the breed of choice in performance events such as Carriage Driving, Competitive Trail, Cutting, Dressage, Endurance, Eventing, Hunters, Jumpers, Reining and Trail.
- D.** Support the Arabian, Half-Arabian and Anglo-Arabian horses, their owners and members of AiM in international, national, regional and local competition.

1.3 Mission Statement. AiM is an organization of people who enjoy participating with their Arabians, Half-Arabians and Anglo-Arabian horses in performance events. AiM exists to support these enthusiasts in their enjoyment of their horses as athletes.

ARTICLE II: MEMBERS

2.1 Members. AiM shall be composed of four classes of membership: Charter Member; Regular member, Youth Member, and Associate Member. Members may renew or join online at www.arabianhorses.org, or by contacting the Membership Chair.

2.2 Classes of Membership.

A. Charter Membership. Are those members whose membership application and fees were received on or before November 1, 1996. Adult charter members in good standing shall be entitled to one vote and be eligible to serve as a Director, Officer or Delegate or Alternate.

B. Regular Membership. Are those members 18 years of age and over as of January 1 of the current year; includes Arabian Horse Association ("AHA") membership. Regular members in good standing shall be entitled to one vote and be eligible to serve as a Director, Officer or Delegate or Alternate.

C. Youth Membership. Are those members under 18 years of age on January 1 of the current year; includes AHA membership. Youth members shall have no voting privileges, and are not eligible to serve as a Director, Officer or Delegate or Alternate.

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D. Associate Membership. Are those AiM Adult members who choose not to join the AHA through AiM. Associate members in good standing shall be entitled to one vote, except Associate members are not eligible to vote in the selection of AHA Delegates and Alternates. Associate members may serve on committees but cannot serve on AiM's Board of Directors ("Board") or as an officer, AHA Delegate or alternate.

2.3 Membership Dues. AHA dues shall be set by AHA. AiM's Club Dues shall be set by the Board, which shall not be prorated. Membership year for all membership categories commences upon the postmarked/electronic transaction date of payment and expires on the last day of that month, twelve months later. Renewals paid any time prior to the expiration date will retain the same original expiration month. Associate member dues are payable to AiM. The member will lose all membership privileges as of the expiration date if dues are not paid as of the expiration date. Renewals paid after the expiration date may be subject to a late fee.

2.4 Expulsion, Suspension or Termination of Membership. A membership may be terminated for one or more of the following reasons:

A. Failure to Pay Debts. Members may be terminated without notice for failure to pay dues or any other amounts due.

B. For Cause. Any member in good standing may make charges against any officer or member.

1. The charges shall be made in writing clearly stating the facts relied upon and accompanied by any and all affidavits and/or exhibits supporting such charges. Such charges shall be filed with the Secretary who will immediately notify the President.
2. The member being considered for expulsion, suspension or termination must be given at least fifteen (15) days' written notice of such member's expulsion, suspension, or termination. Notice shall be mailed via certified mail to the last address of the member show on AiM's records, and shall include a true copy of the charges and any and all supporting affidavits, exhibits, and reasons therefore.
3. Upon notification of the charges by the Secretary, the President shall call a meeting of the Board to hear and consider the charges.
4. At least five (5) days before the effective date of the expulsion, termination, or suspension, the member shall have an opportunity to be heard, orally or in writing, by the Board.
5. The Board may, by a two-third majority vote of the Directors present at a regular or special meeting (provided a quorum is present), (a) expel the membership of any member, (b) suspend the membership of any member for a term of up to 90 days or (c) terminate that membership when, in the judgment of the Board the best interests of AiM may be served thereby.
6. The expulsion, suspension, or termination shall take effect immediately following the Board's decision.
7. Any proceeding challenging an expulsion, suspension, or termination, including any proceeding regarding any alleged defective notice, must be commenced within one (1) year of the effective date of the expulsion, suspension, or termination.

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2.5 Annual Membership Meeting. The annual meeting of the members shall be held in the State of Oregon once each calendar year for the purpose of presentation of annual reports, financial statements, and for the transaction of such other business as may come before the membership; the date to be set by the board. A majority of members present will be sufficient for action on all business brought up.

2.6 Special Membership Meeting. Special meetings of the members shall be held at the call of the Board, or at the call of at **least fifteen percent (15.0%) or at least a number greater than 10 of the voting members** of AiM by a letter of demand, signed, dated and delivered to the Secretary. Special meeting letters of demand shall describe the primary purpose for the meeting.

2.7 Notice of Meeting. Notice of all Annual, regular and Special meetings of the members shall be posted on the Club's website at least 5 business days before the date of the meeting. The notice shall include the date, time, place and purposes of the meeting.

2.8 Quorum and Voting. A quorum shall consist of at least five percent (5.0%) of the voting members of AiM. A majority vote of the members voting is the act of all members.

2.9 Proxy Voting. There shall be no proxy voting.

2.10 Pre-issued Paper Ballot Voting. A vote of the members by pre-issued paper ballots shall be allowed. Ballots shall be mailed first class to all voting members in good standing at the last address of record no fewer than thirty (30) days prior to the meeting in which ballots will be counted. Ballots may be returned by mail or in person and must include verifiable AHA or AiM membership number. Ballots received after meeting date are null. All ballots and the official tally of votes shall be filed with the minutes of the meeting.

2.11 Action without meeting. Action may be taken without a meeting of all the members. The action signed by all officers and directors plus a quorum of voting members. The action must be evidenced by one or more written consents describing the actions taken. The action then delivered to AiM Secretary for inclusion in the minutes or filing with the corporate records. Action taken under this section is effective when the last member signs the consent, unless the consent specifies an earlier or later effective date.

2.12 Inspection of records by members. A member in good standing of at least one year's duration shall be entitled to inspect records (including financial) at the annual membership meeting only, and then so only by written request at least 30 days before the annual meeting. Such request must clearly specify which records and for what period are desired to be inspected. Financial records older than 3 years may not be inspected. Show entry records may NOT be inspected. The time allotted for the inspection shall be one hour. No copies will be permitted.

ARTICLE III: BOARD OF DIRECTORS

3.1 General Powers. The affairs of AiM shall be managed by its Board.

3.2 Composition. The number of Directors on the Board shall be seven (7). One of the nine (7) directors shall be the Immediate Past President.

3.3 Qualification. All Directors must be adult voting members in good standing. To be eligible for election, an Adult must have been a member of AiM for at least six (6) months prior to the date of the election and cannot be serving as a Director, Officer or Delegate as a member of another Region 4 AHA club,

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3.4 Term and Election. The term of office for Directors shall be two (2) years. A Director may be reelected without limitation on the number of terms the Director may serve. At each Annual meeting, Board members shall be elected on a staggered basis from the voting membership to fill the expiring Directorships, as specified in the notice of the Annual meeting. Election procedures shall be detailed in the Procedure Manual.

3.5 Vacancies. Vacancies on the Board and newly created Board positions shall be filled by the President with a majority vote of all the Board.

3.6 Quorum and Action. A quorum at a Board meeting shall be a majority of all Directors in office when the meeting is called to order. If a quorum is present, action is taken by a majority vote of the 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 Resignation of Directors. A Director may resign at any time by delivering written notice to the Board, its presiding President or Secretary. A resignation is effective when the notice is delivered unless it specifies a later effective date. Once delivered, a notice of resignation is irrevocable.

3.8 Removal of Directors 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 any Board or membership meeting.

B. With cause; however a Director elected by the Board to fill the vacancy of a Director elected by the members may only be removed by the members, not the Board.

3.9 Removal of Directors by Members. A Director may be removed, with cause, by a vote of a majority of the voting members present at a Special Member meeting called for that purpose.

3.10 Compensation. There shall be no compensation for Directors or Officers, but they may be reimbursed for approved expenses incurred pursuing AiM business and properly submitted to the Treasurer.

3.11 Regular Board Meetings. Regular meetings of the Board shall be held no more frequently than quarterly and no less frequently than twice a year, within the State of Oregon for the purpose of conducting the business of AiM and for the transaction of such other business as may come before the meeting. The first meeting of the year will be devoted to planning a program and budget for the ensuing year. Notice shall be given not less than ten (10) days before the date of such meeting and will be communicated to all members.

3.12 Special Board Meetings. Special meetings of the Board may be called by the President or by not less than twenty percent (20%) of the Board members on demand in writing to the Secretary. Notice shall be delivered to each Director personally or by telephone not less than two days prior to the Special meeting and shall describe the primary purpose of the meeting, date and location within the State of Oregon.

3.13 Meeting by Telecommunication. Any Regular or Special meeting of the Board may be held by telephone or verifiable electronic communications as long as all of the Directors can hear, speak and read each other's communications during the meeting. A Director participating in the meeting by this means is deemed to be present in person at the meeting.

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3.14 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. All legal forms of signature, including facsimile, shall be accepted and delivered to AiM Secretary for inclusion in the minutes or filing with the corporate records. Actions taken under this section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date.

ARTICLE IV: OFFICERS

4.1 Titles. The Officers of AiM shall be the President, Vice-President, Secretary and Treasurer.

4.2 Qualifications. Only adult members in good standing and serving on the Board may serve as officers. An officer cannot be a member of another Region 4 AHA club.

4.3 Election. The Board shall elect officers to serve one (1) year terms. An officer may be reelected without limitation on the number of terms the officer may serve. No Director member may hold more than one officer ship at any one time.

4.4 Vacancies. A vacancy of President, Vice-President, Secretary or Treasurer shall be filled from within the Board for the unexpired portion of the term at the first regular meeting of the Board following the vacancy. If an Immediate Past President is unavailable, a Director-at-Large may be appointed from the membership by the Board.

4.5 Agents and Contractors. The Board may appoint or hire other agents and contractors as it shall deem necessary and desirable. Unless specifically approved by the Board and put into contract, all work done for AiM is on a voluntary basis and no payment shall be received for services rendered. Appointed agents and contractors will turn over all of their records and documents to the Secretary within 60 days after the completion of their activity. No part of the earnings of AiM shall inure to the benefit of any private individual or group except such fees as for services rendered under terms of contract.

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

4.7 Vice-President. The Vice President shall serve in the absence of the President, or upon his/her inability or refusal to act, at the meetings of the membership or Board. All duties and responsibilities of the President shall transfer to the Vice President should the President become indisposed or unable to attend to the President's duties and responsibilities. The Vice-President shall oversee the Membership Committee and shall have any other powers and duties as may be prescribed by the Board.

4.8 Secretary. The Secretary shall have overall responsibility for all record keeping.

4.9 Treasurer. The Treasurer shall have overall responsibility for the financial record keeping and reporting of all AiM funds.

4.10 Immediate Past President. The Immediate Past President shall attend and participate in Board of Director's meetings and act in an advisory capacity to the Board, and shall perform any other duties as may be prescribed by the Board. The Immediate Past President stays on the board until replaced by the outgoing president.

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ARTICLE V: COMMITTEES

5.1 Standing Committees. The Standing committees of AiM shall be the following:

A. Youth Committee. The youth committee is charged with instilling leadership, fostering camaraderie, providing organization and promoting a sense of community to our youth members.

B. Election Committee. The election committee is charged with overseeing election procedures and policies, and shall consist of not less than 3 active members who are not nominees to be appointed by the President. The Election Committee shall primarily serve as a credentialing committee. At such time, any Adult or Member in good standing may nominate him/herself as a candidate for director. It shall be the duty of the Election Committee:

1. To develop a standard form to detail the relevant biographical information of each nominee and require each nominee to submit the standard biographical information form to the Election Committee at least sixty (60) days prior to the elections.

2. To verify the credentials of each nominee by assuring that each nominee is an Adult or Life Member in good standing and that each nominee has submitted a standard biographical information form. The nominee cannot be a Director, Officer or Delegate of another Region 4 club.

3. To cause AiM to distribute each nominee's biographical information as detailed on the standard biographical information form to each voting member prior to the elections, and

4. To seek and nominate candidates for election to any office when no member of AiM has nominated him/herself to such position. Nothing in this paragraph shall restrict nominations being taken from the floor (applies only to votes conducted during a meeting); or write-in nominations (applies only to mail-in balloting). Nominations cannot be taken from the floor in conjunction with mail-in balloting,

5. The election committee shall, under the direction of the president, be responsible for the distribution of ballots prior to a vote, the collection of the ballots after the vote and the counting of the ballots.

6. On completion of the vote count, the committee chair, appointed by the president, shall deliver the election results in writing together with the ballots counted and announce the election results.

C. Show Committee. The Show Committee is charged with the organization of all horse shows hosted by AiM.

D. Membership Committee. The Membership Committee is responsible for identifying the needs of members and recommending the development of services to meet those needs; increasing membership; welcoming new members, recommending ways to acknowledge new members and encouraging participation in AiM activities. The Vice President shall oversee this committee.

E. AHA Delegates and Alternates. To be eligible for election, an individual must have been a voting member of AiM for at least six (6) months and must be a current member in good standing on June 30th. Each July, AHA will supply to AiM a list of members eligible to serve as delegates and the count of delegates and alternate delegates AiM may choose to represent those members. AiM shall conduct a popular vote to elect members to serve one year terms in these positions by either a special meeting or **by email** at the direction of the **President of** Board, and shall provide to AHA a certificate of selected voting Delegates and Alternates prior to September 1st of each year. A Delegate or an Alternate may be reelected without limitation on the number of terms they may serve.

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

5.3 Composition of Standing and Advisory Committees. All committee chairs shall be appointed by the President with the approval of the Board. All committee members shall be appointed from within the Membership and cannot be a Director, Officer or Delegate of another Region 4 AHA club. All members are encouraged to participate in a committee of interest.

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5.4 Composition of Committees Exercising Board Functions. Any committee that exercises any function of the Board shall be composed of two or more Directors, and members appointed by the President, to be approved by a majority vote of all Directors in office at that time.

5.5 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of AiM or at the pleasure of the President.

5.6 Vacancies. Vacancies in the membership of any committee shall be made in the same manner as provided in the case of the original appointments.

5.7 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

5.8 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board. Committees will turn over all of their records and documents to the Secretary within 60 days after the completion of their activity. Committee Treasurer's records shall be audited within 90 days of completion of an event.

5.9 Limitations of the Powers of Committees. No committee may authorize payment of a dividend or any part of the income or profit of AiM to its committee members, its Directors or officers; nor approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of AiM's assets; nor 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.

ARTICLE VI: GENERAL STANDARDS FOR DIRECTOR CONDUCT

Directors shall discharge their duties, including duties as a member of any committee: (1) in good faith; (2) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and (3) in a manner the Director reasonably believes to be in the best interest of AiM. In discharging the duties of a Director, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of AiM whom the Director reasonably believes to be reliable and competent in the matters presented; (2) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; and (3) a committee of which the Director is not a member as to matters within its jurisdiction, if the Director reasonably believes the committee merits confidence. A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted unwarranted. A Director is not liable to the Corporation, any member, or any other person for any action taken or not taken as a Director, if the Director acted in compliance with this section. In addition, even if so liable, the Director's liability for monetary damages shall be limited as stated in the Articles of Incorporation. A Director shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

ARTICLE VII: OFFICER LIMITATION OF LIABILITY; INDEMNIFICATION AND ADVANCEMENT OF EXPENSES IN CONNECTION WITH LITIGATION

An officer of AiM who serves AiM without compensation for personal services as an officer shall be considered a "qualified director" within the meaning of that term as used in these Bylaws. An uncompensated officer of AiM shall be entitled to indemnification and advancement of litigation-related expenses to the same extent as a qualified Director. An officer of AiM who receives compensation for personal services to AiM shall receive such indemnity, limitation of liability, and advancement for suit related expenses as shall be consistent with the laws of the State of Oregon, these Bylaws, and the extent the Board, in its sole discretion, determines such limitation on liability, indemnification, advancement of expenses, or any combination thereof, to be reasonable.

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ARTICLE VIII: AUTHORITY TO INDEMNIFY DIRECTORS; ADVANCEMENT OF EXPENSES FOR DIRECTORS

If any Director of AiM is made a party to a proceeding because that individual is or was a director, AiM shall indemnify that individual against liability or damages to the full extent provided by ORS 65.391, 65.394, and 65.404, as amended. It shall be proper for AiM to pay for or reimburse reasonable expenses incurred by a Director who is a party to a proceeding, in advance of final disposition in that proceeding, if AiM so authorizes and the Director complies with the provisions of ORS 65.398, as amended.

ARTICLE IX: LIABILITY OF QUALIFIED DIRECTORS

Civil liability of a qualified Director of AiM for the negligent performance of duties shall be limited to acts of gross negligence, intentional acts, or both, and shall also be limited by any limitation on monetary damages set forth in the Articles of Incorporation. The term "qualified Director," as used in these Bylaws, means a person who serves as a Director without compensation for personal services as director. An otherwise qualified Director shall not be considered to be compensated if the Director receives payments only for actual expenses incurred in attending meetings or performing Director's duties or receives a stipend which is paid only to compensate the Director for average expenses incurred over the course of a year.

ARTICLE X: INDEMNIFICATION OF EMPLOYEES AND AGENTS

In its sole discretion, by general or specific action, the Board may indemnify and advance expenses to any employee or agent of AiM to the extent allowed by applicable law.

ARTICLE XI: CORPORATE SEAL

11.1 Corporate Seal. The Corporation shall have no corporate seal.

ARTICLE XII: DISSOLUTION OF THE CORPORATION

12.1 Distribution of Assets. Upon dissolution of AiM, AiM shall, after paying or making provision for the payment of all liabilities of AiM, dispose of the assets of AiM exclusively to a successor organization or organizations having like purposes and which is an exempt organization pursuant to Section 501(c) of the Code as determined by the Board. No part of the net earnings of AiM shall inure to the benefit of or be distributable to AiM's members, directors, officers or others, or other private persons, except as provided herein. No substantial part of the activities of AiM shall be participation in, or intervention (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE XIII: AMENDMENTS TO BYLAWS

13.1 Amendments to Bylaws. Amendments to the Bylaws must be proposed in writing, signed by three (3) voting members in good standing and filed with the Secretary.

13.2 The Secretary shall notify all voting members in good standing, **by email** of the proposed amendments. **Notice will posted on the AiM website no fewer than thirty (30) days on which a vote will be taken either at a special meeting called for this purpose or as part of another special membership meeting.** The favorable vote of two-thirds of all **votes received at this meeting** shall be required for adoption of Bylaw revisions. All ballots will be retained by the Secretary.

13.3 Copies of any and all revisions, amendments or additions to these Bylaws will be provided to all current members upon request, and posted to the AiM website.

ARTICLE XIV: OFFICES

14.1 The principal office of AiM shall be located in the city of residence of the acting President. AiM may have such other offices, either within or without, the State of Oregon, as the Board may determine or as the affairs of AiM may require from time to time.

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14.2 AiM shall have and continuously maintain in the State of Oregon, a registered office and a registered agent whose office is identical with such registered office, as required by the Act. The registered office may, but need not, be identical with the principal office in the State of Oregon, and the address of the registered office may be changed from time to time by the Board.

ARTICLE XV: FISCAL YEAR

15.1 The fiscal year of AiM shall begin on the first day of January and end on the last day of December.

ARTICLE XVI: PARLIAMENTARY PROCEDURE

16.1 The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the proceedings of all meetings of members, Board and Committees in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or adopted policies and procedures.

16.2 A Parliamentarian may be appointed by the President to serve in an advisory capacity to the President, the Board and the general membership.

ARTICLE XVII: WAIVER OF NOTICE

17.1 Whenever any notice is required to be given under the provisions of the Act or the Articles of Incorporation or Bylaws of AiM, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVIII: AFFILIATION

18.1 AiM is a qualified member organization of the AHA within the boundaries of Region 4 and subject to all provisions of the Articles of Incorporation, Bylaws, Code of Ethics and any other rules and regulations governing the AHA and Region 4 of AHA that are not inconsistent with AiM's Articles of Incorporation and Bylaws, the Act, or the Code.

The foregoing Bylaws were filed with the Arabian Horse Association on November 4, 1996; adopted by the general members at the Annual meeting on September 8, 2009; and revised, approved and adopted by the Board of Directors on September 12, 2012.

President

Secretary

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