

**BY-LAWS AND CONSTITUTIONAL PROVISIONS OF THE
OCALA ARABIAN HORSE ASSOCIATION, INC.**

**ARTICLE 1
NAME AND OBJECTIVES**

- Section 1.** The organization shall be called the Ocala Arabian Horse Association. Throughout these articles, it shall be referred to as OAHA.
- Section 2.** The objective of OAHA shall be:
- a. To aid and encourage the exhibiting and use of the Arabian horse in all horse activities.
 - b. To promote and encourage relations between OAHA and the Arabian Horse Association (AHA), Arabian Horse Registry (AHR), United States Equestrian Federation (USEF), and all other duly formed, recognized and/or affiliated Arabian horse Clubs.
 - c. To encourage and promote interest in the Arabian horse through educational programs, publicity, and horse shows.
 - d. OAHA shall not be conducted or operated for profit and no part of any profits or remainder or residue from OAHA assets or monies shall accrue to the benefit of any member or individual.

**ARTICLE II
OFFICERS AND DIRECTORS**

- Section 1.** The Officers are as follows:
- a. President
 - b. Immediate Past President
 - c. Vice President
 - d. Secretary
 - e. Treasurer
- Section 2.** The Board - shall consist of the officers, plus 4 elected Directors, plus the Membership Chairperson, and office appointed by the President.
- a. The Board shall be voted on by the voting membership with the exception of the Membership Chairperson, an appointed position. All must be Full Members in good standing and eligible to vote as deemed by these By-Laws. General Management of OAHA's affairs shall be entrusted to the Board. The Board shall be subject to the orders of the 2/3 majority of OAHA and none of its acts shall conflict with the action taken by OAHA and these By-Laws. The board shall also arbitrate in disputed matters and deal with any questions not provided for in these By-Laws. The Board shall perform the duties prescribed by these By-Laws and by the parliamentary authority of **Roberts Rules of Order- Newly Revised.**

- b. Indemnification. OAHA shall indemnify and hold all Officers & Board Members harmless from all liability obligations, claims, causes of action, or expenses of any kind, including reasonable attorney's fees, that may arise or be incurred by them as a result of the lawful performance of their duties or in behalf of OAHA, to the full extent allowed under the Non-Profit Corporation Law of the State of Florida.

Section 3. Board Meetings - must be attended by Board Members at least 50% per year to maintain voting privileges. A minimum of 4 Board Meetings must be held each year. Board Members must receive at least 10 days' notice of meetings. The quorum for such meetings shall be a majority of the Board.

Section 4. Terms - all officers and Directors, with the exception of the Membership Chairperson, shall serve a minimum of one year. The 4 Directors terms shall be staggered so that not all Director Positions become Vacant at the same time. Each Director shall serve a term of two years.

Section 5. Elections - will be held each year at the January meeting, A Nominating Committee shall be appointed by a 2/3 vote of the Board in November. The Nominating Committee shall consist of three members, not more than one of whom is a member of the board. To be eligible for office, members must be a Member in good standing for at least one year prior to elections. The Slate of Proposed Candidates selected by the Nominating Committee must be sent to the membership by electronic mail 10 days prior to the election. All persons proposed for Office must have been contacted by the Nominating Committee and have accepted his or her nomination. Nomination to any office may also be taken from the floor at the election meeting, provided the Nomination has been accepted by the Nominee, either in person or in writing.

- a. Voting will be by written ballot and may be preprinted when possible with the Nominating Committee's proposed Slate of Officers, allowing room for the nominations from the floor to be added. If preprinted ballots are not possible, votes shall be written on a slip of paper and submitted.
- b. A nominee, whether by the Nominating Committee or from the floor may run for more than one office provided they have accepted the nomination, however when possible, it is desirable that there is one person elected to each office.
- c. If a nominee is NOT running for more than one office, voting on the entire Slate of Officers may be accomplished in its entirety on a single ballot. If a nominee IS running for more than one office, voting and the results of balloting for each office shall be announced before voting for the next office takes place. In this instance there shall also be a call for further nominations from the floor for the next office to be filled prior to voting.
- d. In case an office remains unfilled or in case of a tie, balloting shall be repeated for that office until a majority vote for a single candidate is obtained.

- e. Should any circumstance or questions arise at an election meeting which are not covered in these By-laws, resolutions shall be accomplished by a motion and the majority vote of those eligible to vote at the election meeting.

Section 6. Vacancies - in the event of a vacancy of Office shall occur, the board shall fill the vacancy with the exception of the Office of President which will automatically be filled by the Vice President. The resulting vacancy in the Office of Vice President shall be filled by the board.

ARTICLE III DUTIES OF OFFICERS AND DIRECTORS

Section 1. President- shall preside at all meetings, special meetings and other functions of OAHA. She/he will preside over the Board as Chairman of the Board. She/he will see to the noticing of meetings 10 days prior by the Secretary. She/he will set the agenda and make appointments for committees, standing and special, and name the Chairman of each committee.

Section 2. Immediate Past President - shall assist the current President in the fulfillment of the Office. Shall be a voting member of the Board. Shall provide support and information to the Board.

Section 3. Vice President - shall serve in the capacity as President in the event of the Presidents absence or resignation. She/he will automatically fill the Office of President if the Office of President becomes available.

Section 4. Secretary - shall attend all meetings and shall preserve all records of OAHA through minutes taken at each meeting. Is responsible for keeping the general membership apprised of all club meetings and activities.

Section 5. Treasurer - responsible for the custody of all OAHA funds and securities. Shall keep permanent books, belonging to OAHA, full and accurate records of all income, disbursements, receipts and financial reports. Shall deposit and keep records of all monies, securities and other valuables effects in the name of OAHA in such depositories as may be designated by the treasurer and approved by the Board. If required by the Board, shall keep in force a Bond with a surety or sureties satisfactory to the Board conditioned for a faithful performance of the duties of the office. Shall guarantee restoration to OAHA, in case of death, resignation, retirement or removal from office, all books, papers, vouchers, monies and prospects of any kind in possession or control belonging to OAHA. The Treasurer's books shall at all times be open to inspection by Board and the Treasurer shall report at every meeting the condition of the clubs finances. The Treasurer, or any signatory to OAHA, shall not be immediately related to another Board Member. The treasury books will be subject to a yearly audit to be held at the end of the fiscal/election year.

Section 6. Membership Chairperson - shall be appointed by the President and shall have voting rights on the Board. Shall be responsible for keeping accurate and up-to-date records of all members, past and present. Shall collect all membership applications and dues

Before processing any member. Shall be responsible for all monthly membership reports to AHA. All monies collected shall be turned over to the Treasurer in a timely manner. Shall guarantee restoration of all records belonging to OAHA upon resignation, retirement or removal from office. An up-to-date membership list must be maintained with copies given to the Board.

Section 7. Directors - The four elected Directors shall be voting members of the Board.

ARTIVLE IV MEMBERSHIP

Section 1. Classification of Memberships:

- a. Full Voting Member - a person, who is a current AHA Affiliate Member through OAHA, may vote, hold office and/or be a Delegate in OAHA. They are also eligible to vote, hold office, be on a committee and/or be a delegate at the Regional and National levels of AHA.
- b. Associate Member - a person who is not a current Affiliate AHA Member through OAHA, has voting rights in OAHA, but is not eligible to hold office or be a delegate.
- c. Youth/Junior Member - open to an individual under the age of 19 as of December 1st of the previous calendar year, has voting rights and can hold office or be a delegate in the AHA Youth Association.
- d. AHA Life Member (voting) - a Life Member of AHA who has listed OAHA as his/her "Designated" Club, may vote, hold office and/or be a delegate in OAHA, provided they are in good standing and pay Associate Membership dues yearly to OAHA.
- e. No Corporation or Farm shall be allowed or considered a member.

Section 2. Dues for Membership classifications are annual and set at a rate determined by the OAHA Board. OAHA and AHA dues are on a 12-month renewal. Example: You join in June, your renewal is in June the following year.

Section 3. Applications - all applications for membership in OAHA shall be submitted to the Membership Chairman or other Appointed Officials on OAHA forms. All applications shall have monies paid in full for the category of membership requested prior to being processed. All applicants agree to abide by the Constitution and By-Laws of OAHA.

Section 4. Suspension or Revocation of Membership will be automatic and noticed by the Secretary in writing:

- a. When any indebtedness to OAHA is more than 60 days in arrears.
- b. Any and all memberships may be revoked by a 2/3 vote of the Full Voting Membership for any act in violation to these instruments, indebtedness, suspension

or revocation from another Horse Association, Society, Club or Registry, or disruption of OAHA functions or actions deemed undesirable by OAHA.

- c. All parties subject to disciplinary actions, due to conduct, by OAHA will be afforded due process wherein any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of OAHA. Written notice with specifics of the offense(s) must be filed in duplicate with the Secretary together with a fee of \$10. The Secretary shall promptly distribute a copy of the charges to each member of the Board and they shall determine if the actions alleged in the charges, if proven, might constitute a conduct prejudicial to the best interests of OAHA. If the Board considers that the charges do not allege conduct prejudicial to the best interests of OAHA, the Board may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date for a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses.
- d. Disciplinary Hearing - the Board shall have complete authority to decide whether counsel may attend, but both complainant and defendant shall be treated uniformly in this regard. No Member of the Board bringing charges, or with an interest may participate in the voting process. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a 2/3s vote, recommend the suspension of the defendant from all privileges of OAHA for a term determined by the Board. And, if it deems that suspension is insufficient, it may also recommend to the membership that the penalty be expulsion. In either case, the defendant has the right to appear before his/her fellow members at the ensuing OAHA meeting which shall consider the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary, who in turn, shall notify each of the parties of the Board's decision and penalty, if any.
- e. Expulsion - of a member from OAHA may be accomplished only at meeting of OAHA following a Disciplinary Hearing by the Board, and upon the Board's recommendation as provided in "d." above. Such proceedings may occur at regular or special meetings of OAHA to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Boards findings and recommendations and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3's vote of the voting membership shall be necessary for expulsion. If expulsion is not so voted, any suspension decided by the Board shall still stand.

ARTICLE V FISCAL YEAR AND QUORUM

Section 1. The fiscal year of OAHA shall end on December 31st of each Calendar year.

Section 2. A quorum shall be interpreted as 50% plus 1 of the voting members (inclusive of proxy votes) present at General Meeting.

ARTICLE VI MEETINGS

Section 1. All meetings shall be conducted under the rules of procedure and in accordance with "Roberts Rules of Order- Newly Revised".

Section 2. All meetings shall be noticed and held at least 4 times per year. The notice shall be transmitted by the Corresponding Secretary to all members approximately 7 days prior to the meetings. All notices shall be deemed duly noticed and served when a proper verbal and /or electronic mail and /or a physical mailing attempt has been given.

Section 3. Signed proxy votes will be accepted at meetings.

Section 4. Special OAHA Meetings - may be called by the President, or by a majority vote of the Board, or by a petition signed by five members of OAHA who are in good standing. They shall be noticed by the Secretary at such Place, date and hour as may be designated by the person(s) authorized herein to call such a meeting. When written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting.

Section 5. Special Board Meetings- may be called by the President, or by written request signed by at least 3 members of the Board. They shall be noticed by the Secretary at such place, date and hour as may be designated by the person(s) authorized herein to call such a meeting. Written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted there at. A quorum for such a meeting shall be a majority of the Board.

ARTICLE VII COMMITTEES AND DELEGATES

Section 1. The Board shall nominate committee Chairpersons of OAHA. All committees will be seated when ratified by a majority vote of the Membership. All committees shall remain until their successors have been duly seated. Such committees shall always be subject to the final authority of the Board.

Section 2. Delegates - the Board shall annually appoint member(s) of OAHA as Delegate(s) to the Regional Meeting and Convention of AHA. After ratification by a majority vote of the Membership, they will have full authority to act on behalf of OAHA and to vote in accordance with OAHA's policies, wishes and opinions.

Section 3. Any committee appointed or delegate appointment may be terminated by a majority vote of the Board upon written notice to the appointee; the President may appoint successors to those persons whose services have been terminated, subject to the majority approval vote of the Board.

**ARTICLE VII
AMENDMENTS TO THE BY-LAWS**

Section 1. These By-Laws may be amended, corrected, deleted, altered or repealed by a 2/3's majority vote of the voting membership (inclusive of proxy votes) present at a General Meeting by written ballot. These actions may only take place after a true and correct Amendment/Deletion notice, along with the recommendation by the Board, has been mailed /or electronic mail by the Secretary to all members at least 15 days prior to the action designated by same. Amendments proposed by such notice shall be promptly considered by the Board and must be submitted to the members with recommendations for a membership vote at the next scheduled membership meeting following the above.

**ARTICLE IX
ORDER OF BUSINESS**

Section 1. At meetings of OAHA, the order of business, so far as the character and nature of the meeting may permit, shall be:

- a. Roll Call
- b. Guest Speakers, if Applicable
- c. Minutes of the last meeting, Board & General
- d. President's Report
- e. Secretaries' Reports
- f. Treasurer's Report
- g. Committee Reports
- h. Membership Report
- i. Unfinished Business
- j. New Business
- k. Adjournment

**ARTICLE X
DISSOLUTION**

Section 1.

OAHA may be dissolved at any time by a written consent of not less than 75% of the voting membership. In the event of the dissolution of OAHA, other than for the purposes of reorganization, whether voluntary or involuntary or by operation of the law, none of the property or assets of OAHA, not any proceeds thereof shall be distributed to any member(s) of OAHA. OAHA's property and assets shall be given to a charitable organization for the benefit of the Arabian horse, this organization to be selected by the Board.