

**CONSTITUTION AND BY-LAWS OF  
GEORGE ARABIAN HORSE ASSOCIATION, INC.**

**ARTICLE I**

**PURPOSE**

The purpose of this Association is to serve and promote the best interest of Arabian horses in Georgia, to promote interest in Arabian horse breeding, to promote interest in Arabian horse showing, to sponsor horse shows, various Arabian horse projects and other programs, and to improve the quality of Arabian horses. Further, to work with the Arabian Horse Association in such endeavors.

**ARTICLE II**

**MEMBERSHIP AND MEMBERS**

Section 1: Membership in the Georgia Arabian Horse Association, Inc. shall be of the following two classes: Adult Membership and Youth Membership.

Section 2: Membership fees shall be paid annually.

Section 3: In addition to the membership classes stated in Section 1 hereof, there shall be the category designated, as "Honorary Member" and an individual shall be appointed to this class of membership by a majority vote of the Board of Directors.

Section 4: Annual dues for each class of membership, at the time of the adoption of these by-laws, shall be as follows: Adult \$10.00, Youth \$5.00, and may be changed for any fiscal year upon vote of a majority vote of the Board of Directors.

Section 5: In all meetings of the membership each membership shall have one vote.

**ARTICLE III**

**MEETINGS OF MEMBERS**

Section 1: The annual meeting of the association shall be held during the month of January at such place and on such dates as the Board of Directors may designate, provided however, the meeting is preceded by at least thirty (30 days) written notice to the membership of the date and place of the meeting. The Board of Directors and Officers, with the exception of the Parliamentarian who shall be appointed by the President shall be elected at the annual meeting.

Section 2: A nominating committee, consisting of the Board of Directors whose terms do not expire at the end of the fiscal year, shall meet at least forty-five (45) days prior to the date of the annual meeting and appoint a slate of individuals, comprising of the one-third (1/3) of the Board of Directors to be elected, and officers to be elected. Such slate shall be sent to the general membership at the address of each member as shown in the Secretary's records, together with appropriate form of proxy for each voting member, with the notice of the annual meeting at least thirty (30) days prior to such meeting.

Section 3: The Directors and Officers elected at such annual meeting shall take office February 1. Unless ratified by the Board of Directors at its first meeting in the new fiscal year, all actions of the Board of Directors and Officers since the annual meeting shall be null and void.

Section 4: In addition to the annual meeting, monthly meetings of the membership shall be encouraged and shall be held at such place as to facilitate the widest attendance by the membership throughout the state, considering the needs to facilitate the proposes of the Association.

Section 5: Representation in person or by proxy of fifteen (15%) of the membership list as maintained by the Secretary of the Association shall comprise a quorum at all meetings of the members for the transaction of business, except as otherwise provided by law.

Section 6: Special meetings of the members may be held at the call of the President or the Secretary or by a majority of the members of the Association. At least ten (10) days notice prior to any special meeting shall be given in person or by email to all members entitled to vote at such meeting by the person or persons calling said meeting. Business transacted at all special meetings shall be confined to the objects stated in the call unless two-thirds (2/3) of the members of the Association shall be present at the meeting and approve the transaction of other business.

Section 7: All meetings shall be governed by the accepted rules of parliamentary procedure. A disagreement as to the rules or the application of the rules shall be resolved by the Parliamentarian who shall be guided by "Roberts Rules of Order".

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

Section 1: The Board of Directors shall consist of at least six (6) and not more than nine (9) persons, for terms of three (3) years. Such terms shall be commenced so that one-third (1/3) of such Directors shall be elected each year. The Directors shall remain in office until their successors have been elected and qualified.

Section 2: The Board of Directors shall meet annually immediately after the annual meeting of the membership, and at least quarterly thereafter or more frequently if the business of the Association requires such meetings.

Section 3: The Board of Directors shall have the general management of the business of the Association as their duty, and shall generally act through the Officers for such management.

Section 4: The President of the Association shall be an ex-officio member of the Board of Directors, and shall preside at their deliberation. At such meetings, the President shall have no vote except to make or break a tie.

Section 5: Any adult member of the Association with the exception of the President may serve as a member of the Board of Directors.

Section 6: Any vacancy in the office of any Director, however occasioned, shall be filled at the next meeting of the Board of Directors by a majority vote of the remaining Board of Directors. The Director filling this vacancy shall continue in office until the next annual meeting of the members, at which meeting the membership will elect an individual to fulfill the remaining term of the Director originally causing the vacancy in office.

Section 7: Any Director failing to attend three (3) consecutive meetings shall automatically be removed from office and the vacancy thus created shall be filled in accordance with the provisions of Article IV, Section 6. The President of the Association shall notify such removed Director of this action.

Section 8: A majority of the Directors in office at any time shall constitute a quorum for the transaction of business at any meeting. When a quorum is present, the vote of a majority of the Directors present shall be the act of the Board of Directors.

## **ARTICLE V**

### **OFFICERS**

Section 1: The Officers of the Association shall be a President, a 1<sup>st</sup> Vice President, a 2<sup>nd</sup> Vice President, a Secretary, a Treasurer, a Parliamentarian and such other Officers as the Board of Directors may deem advisable.

Section 2: The Officers of the Association, with the exception of the Parliamentarian who shall be appointed by the President, shall be elected by the members at the annual meeting of members, and shall hold office until their successors have been elected and qualified; provided however, that if the Board of Directors shall decide to name an office in accordance with its privilege under Section 1 hereof, the Board of Directors may provide when and for what term he shall be elected. In the event of any vacancy occurring during the period for which any officer has been elected, then the Board of Directors may fill such vacancy at any regular meeting or any special meeting called for that purpose.

Section 3: Any Officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the Board of Directors.

Section 4: All Officers shall be members of the Association.

Section 5: All Officers shall work without salary.

Section 6: The President shall be the chief executive officer of the Association. He shall preside at all meetings of the members and meetings of the Board of Directors, shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall call meetings of the Board of Directors, as he deems advisable. The President shall designate committees and appoint chairmen and members to such committees, as he deems appropriate to facilitate purposes of the Association. The terms of such committees shall coincide with the term of the President unless the Board of Directors designates otherwise.

Section 7: The 1<sup>st</sup> Vice President shall assist the President in the discharge of his duties and shall preside in the absence of the President. The 1<sup>st</sup> Vice President shall become President upon the resignation or removal of the President. In general, the primary function of the 1<sup>st</sup> Vice President shall be in training to succeed the President the following year, however such succession shall not be automatic.

Section 8: The 2<sup>nd</sup> Vice President shall assist the President in the discharge of his duties and act as president in the absence of the President and 1<sup>st</sup> Vice President.

Section 9: The Secretary shall keep the minutes of the proceedings of the meetings of the members and of the Board of Directors, shall have custody of and attest the seal of the Association and maintain a list of the membership of the Association, including the designation of the class of such membership and address of each member.

Section 10: The Treasurer shall be responsible for the maintenance of proper financial books and records of the Association and the preparation and filing of all reports required by any governmental authority. At the annual meeting of each year and at other such times requested by the Board of Directors, the Treasurer shall provide a complete and detailed report covering all receipts of monies by the Association and all disbursements of monies belonging to the Association.

Section 11: The Parliamentarian shall be responsible for the maintenance of order at all meetings of the general membership and shall use “Roberts Rules of Order” as a guide in carrying out such responsibility. In any question as to matter in which a meeting shall be conducted or the appropriateness of items to be considered at such meetings, the decision of the Parliamentarian shall be final; subject only to directions otherwise from the Board of Directors upon resolution at a meeting subsequent to such meeting of the general membership.

## **ARTICLE VI**

### **DELEGATES**

Section 1: The delegates to the Arabian Horse Association shall be appointed by the President.

## **ARTICLE VII**

### **FISCAL YEAR**

Section 1: The fiscal year of the Association shall end on January 31 of each year.

## **ARTICLE VIII**

### **SEAL**

Section 1: The Seal of the Association shall be the name of the Association written in a circular manner within the perimeter of the word “Association Seal”.

## **ARTICLE IX**

### **PROPERTY RIGHTS**

Section 1: No individual member shall have any right title or interest in any of the property or assets including any earnings or investment income of this Association, nor shall any of such property or assets be distributed to any member on the dissolution or winding up thereof.

## **ARTICLE X**

### **LIABILITY OF MEMBERS**

Section 1: No individual member shall be personally liable for any of the Association's debts, liabilities or obligations nor shall any member be subject to any assessment.

## **ARTICLE XI**

### **GIFTS AND CONTRIBUTIONS**

Section 1: The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise of any property whatsoever, for the general and special charitable purposes of the Association.

## **ARTICLE XII**

### **DEPOSITS**

Section 1: All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE XIII**

### **CHECKS, DRAFTS, ORDERS FOR PAYMENT**

Section 1: All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination such instruments shall be signed by the President and countersigned by the Treasurer of the Association.

## **ARTICLE XIV**

### **AMENDMENTS**

Section 1: The by-laws may be amended by a two-thirds (2/3) vote of the Board of Directors present in person at any meeting provided notice in writing of such amends has been given 10 days prior to the meeting.