

BY-LAWS OF
MOTHER LODGE ARABIAN HORSE ASSOCIATION
A California Nonprofit Public Benefit Association

As revised on January 22, 2019

ARTICLE I: PURPOSE AND OBJECTIVES

Section 1.01 Name

The name of this Association is the MOTHER LODE ARABIAN HORSE ASSOCIATION, hereinafter referred to as the "Association" or "MLAHA".

Section 1.02 Purpose

The objectives of the Association are:

- a. To provide for the promotion of the Arabian Horse Breed
- b. To stimulate interest in the Arabian horse and its proper care and propagation
- c. To investigate and study the history, characteristics, breeding genetics, and husbandry of the Arabian horse and collect, preserve, and disseminate useful Arabian horse information
- d. To cooperate with other organizations and individuals to improve breeding and training of Arabian horses
- e. To encourage, aid, and conduct activities which promote the education of those interested in the Arabian breed
- f. To do all things necessary and appropriate to accomplish the foregoing objectives and promote the interests of the members hereof as owners, breeders, and admirers of Arabian horses. To that end, members shall be persons of responsibility, sound moral character, and, in the opinion of the Board of Directors, their membership shall be in the best interest of the Association
- g. To create an awareness of the Arabian Horse in and around Placer County, California

1.2 Location

The principal location of the Association for the transaction of business is Placer County, California.

1.3 Affiliation

This Association shall be a Member Organization of the Arabian Horse Association (AHA).

1.4 Fiscal Year

The fiscal year for this Association shall be the calendar year.

ARTICLE II: MEMBERS

Section 2.01 Classes of Membership

This Association shall have the following classes of membership:

- a. Adult Voting Member with AHA Membership
- b. Youth Member with AHYA Membership
- c. AHA Life Voting Member
- d. Association Adult, Youth, Family Member without AHA Membership

- e. Honorary Life Member of MLAHA without AHA Membership

2.2 Qualifications and Rights

- a. An Adult Voting Member with AHA Membership is an adult, may vote, is eligible to hold any office in the Association, and is eligible to be a Delegate
- b. An adult is a person who has reached the age of 18 as of December 1 of the previous calendar year. A Youth is a person who is not an adult
- c. A youth Member with AHYA Membership is a youth, may not vote, may not hold office in the Association, and may not be a Delegate
- d. Association Members without AHA Membership shall have all the rights and privileges at the Association level except they may not vote, may not hold office in the Association, and may not be a Delegate
- e. An AHA Life Voting Member is a life member of AHA who has listed this Association as his "designated club" and has paid MLAHA dues. An AHA Life Voting Member may vote, is eligible to hold any office in the Association, and is eligible to be a Delegate
- f. A member may be granted Honorary Life Member in MLAHA, without AHA Membership, by 2/3 vote of the Board. Honorary Life members of MLAHA shall have all rights and privileges of an Association Member. They may not vote, may not hold office in the Association, and may not be a Delegate, and they do not pay MLAHA dues
- g. Any Honorary Life Memberships granted by MLAHA prior to 2003 shall continue in force
- h. Any person desiring membership in the Association shall submit an appropriate application accompanied by the dues. The new member shall be sent notification of acceptance and the member's name shall be placed on the Association roster

2.3 Dues

- a. The membership year shall be the same as the AHA membership year
- b. Notification that dues are due may be by mail or may be made by publication in the Association newsletter
- c. Annual dues recommended by the Board of Directions may be adopted by a majority of the membership present at a business meeting
- d. Changes in the AHA dues may be incorporated into the dues structure by Board action

2.4 Termination of Membership

Membership in the Association is not transferable and shall cease upon the resignation or death of the member or upon non-payment of dues.

ARTICLE III: BOARD OF DIRECTORS

Section 3.1 General Powers

- a. The Directors of the Association shall be the President, Vice President, Secretary, Treasurer, the Immediate Past President, and three additional Directors. They shall constitute the Board of Directors, hereinafter called the Board
- b. Subject to the limitations of the Articles of Incorporation, of the By-Laws, and of the Laws of the State of California, all corporate powers shall be exercised by the Board
- c. The Officers of the Association shall be the President, Vice President, Secretary, and Treasurer

- d. The Board of Directors must be Voting Members
- e. The Board members may serve in only one Board seat at a time

Section 3.2 Removal and Resignation of Board Members

- a. Any member of the Board may be removed from Office by a 2/3 vote of the membership present at any business meeting, provided that such proposed action was approved as a motion by the Board
- b. Any Director may resign effective on giving written notice to the President, or the Board of Directors

3.3 Vacancies in the Board

In the event of a vacancy in the Office of President, the Vice President shall become the President for the unexpired term. In the event of a vacancy in the office of Vice President, a successor from among the members of the Board shall be elected by a majority of the remaining members of the Board. In the event of a vacancy of any other member of the Board, the vacancy shall be filled by a Presidential appointment, subject to approval of the existing Board.

3.4 President

- a. The President shall be the Chief Executive Officer of the Association and subject to the control of the Board. The President shall have general supervision, direction, and control of the Association's business. The President shall preside at all meetings of the Association and the Board. The President shall, with the Treasurer, sign all contracts authorized by the Board
- b. The President shall have such other powers and perform such other duties as may be prescribed by the Board or the By-Laws

3.5 Vice-President

- a. In the absence or disability of the President, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers and be subject to all the restrictions of the President
- b. The Vice-President shall have such other powers and perform such other duties as may be prescribed by the Board or the By-Laws

3.6 Secretary

- a. The Secretary shall keep, or cause to be kept, a book of minutes of all business meetings of the Association and the Board
- b. The Secretary shall keep, or cause to be kept, a roster of all committees
- c. The Secretary shall keep, or cause to be kept, the membership roster
- d. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the By-Laws

3.7 Treasurer

- a. The Treasurer shall keep or cause to be kept accounts of the properties and business transactions of the Association. The Treasurer shall deposit all money in the name of and to the credit of the Association with such depositories as may be designated by the Board

- b. With approval of the Board, the Treasurer may delegate authority to committee chairs when such committee business requires a separate accounting
- c. The Treasurer shall keep accounts of receipts and expenditures which shall be open at reasonable times for inspection by any member upon request. Financial reports shall be made at each regular meeting of the Board and at least annually to the membership
- d. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board or the By-Laws

ARTICLE IV: MEETINGS

4.1 Meetings of the Association Membership

- a. Meetings of the Association membership may be held bi-monthly. These meetings may be social meetings or may be business meetings
- b. A special meeting may be called by the President or by any two Directors
- c. If a petition calling for a special meeting, signed by at least 8 Voting Members, is presented to the President, she/he shall then call that special meeting to be held within 40 days
- d. Notice of a social, business, or special meeting shall be given at least 10 days prior to the meeting. The notice shall include the time, place, and general nature of any business to be considered. The notice may be given by publication in the Newsletter

4.2 Meetings of the Board

- a. The Board shall meet at least every other month
- b. A special meeting of the Board may be called by the President or by two Board members, with two days notice in writing, or consent of five Board members
- c. Any member may attend meetings of the Board, except that the Board may restrict attendance at an executive session
- d. The quorum shall be 5 Board Members
- e. There shall be no proxies at Board meetings
- f. Board members may participate in any regular or special meeting of the Board through use of conference telephone or similar communication equipment so long as all Board members participating in such meeting can hear one another. Participation in a meeting in this manner shall constitute presence in person at such meeting

ARTICLE V: DELEGATES AND ALTERNATE DELEGATES

5.1 Composition of the Delegation

- a. Delegates to the AHA Convention and AHA Region III Board of Delegates shall be elected in accordance with Article VI
- b. The #1 Delegate shall be the Chair of the delegation
- c. Any Voting Member is eligible to be a Delegate or Alternate
- d. The number of Delegates shall not exceed the number authorized by AHA. If that number changes, the ranking positions of Delegates and Alternates shall change accordingly

5.2 Duties of the Delegates and Alternates

- a. Each Delegate shall represent the Association at the AHA Convention and the Region III Board of Delegates; keep the members and Board informed concerning activities

of AHA and Region III, and submit to the Association and Board reports on the Convention and Region III meetings which were attended

- b. Delegates and Alternates shall attend at least one MLAHA meeting per quarter, which may be any combination of membership or Board meetings, and two Region III Board of Delegates meetings per year

5.3 Vacancies

- a. If a Delegate or Alternate is unable to fulfill the stated duties, the Board may advance each lower ranking Delegate and Alternate one position
- b. If a vacant Delegate position cannot be filled by an Alternate, the Board may appoint a Voting Member in that position

5.4 Removal or Resignation of Delegates

- a. Any Delegate or Alternate may be removed from office by the affirmative vote of 5 Board Members
- b. A Delegate or Alternate may resign by giving written notice to the Board or to the President

ARTICLE VI: ELECTIONS

6.1 Nominations

- a. The Board shall form a Nominating Committee in July of each odd-numbered year. The list of candidates prepared by the Nominating Committee shall be sent to the membership, or published in the Newsletter, prior to the October membership meeting
- b. Written nominations, accompanied by the nominee's resume and signed by the nominee, may be mailed to the Secretary prior to the October membership meeting, or may be delivered to that meeting
- c. A person may not be a candidate for more than one position as Officer or Director at a time
- d. A person may be a candidate for Delegate as well as a candidate for Officer or Director
- e. Only Voting Members may be candidates for Officer, Director, or Delegate

6.2 Ballots

The slate of officers shall be included in the November newsletter as a printable page. Voting Members shall print the ballot, cast their votes, and return the ballot by U.S. Postal Service, with their signature on the outside of the envelope.

6.3 Elections

- a. The election shall take place at the November business meeting, where the ballots shall be counted
- b. The candidate for Officer who receives the most votes shall be elected
- c. The candidates for Director receiving the three highest number of votes shall be elected
- d. The candidate for Delegate shall be ranked #1, the candidate receiving the next highest number shall be ranked #2, and so on until all of the candidates have been

- ranked. The highest ranking candidates shall be Delegates up to the number authorized by AHA. The remainder of the candidates shall be Alternate Delegates
- e. Upon conclusion of the voting, the results shall be reported to the meeting and recorded in the minutes
 - f. Any tie shall be resolved by a coin flip immediately after the votes are reported.
 - g. The ballots shall be turned over to the Secretary and maintained in the Secretary's keeping for three months

6.4 Term of Office

The term of office for Officers, Directors, Delegates, and Alternates shall be two years.

ARTICLE VII: COMMITTEES

7.1 Appointment

The Board or the President may appoint any committee from the Association membership. The term of the committee members shall be specified at the time of appointment.

7.2 Powers

The Board may grant to a committee any power held by the Board, except the power to remove a person from any office.

7.3 Auditing Committee

- a. An Auditing Committee, consisting of two members, shall be appointed by the Board no later than February of even-numbered years
- b. The duty of the Auditing Committee is to audit the Association's financial accounts of the prior fiscal year, and to report to the Board
- c. The Auditing Committee may not include the prior year's President or the prior year's Treasurer

ARTICLE VIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Association may adopt.

ARTICLE IX: BY-LAWS REVISIONS

Proposed Revised By-laws shall be posted on the Association website and noticed to the Voting Members in the Newsletter. Any Voting Member may comment or object to the Proposed Revised By-Laws by notifying the President within 15 business days of publication on the website. If no comments or objections are received within that time period, the revised By-Laws shall become final.

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of the MOTHER LODGE ARABIAN HORSE ASSOCIATION, a California Association, and that the above and foregoing

By-Laws were adopted as the By-Laws of said Association on January 22, 2019 by the OFFICERS of said Association.

s/Marty Counts
MARTY COUNTS
Secretary