



Arabian Sport Horse Alliance, Inc.

Bylaws

ARTICLE I – NAME

- A. Pursuant to its Articles of Incorporation, under the laws of the State of South Carolina, the name of this organization shall be the ARABIAN SPORT HORSE ALLIANCE INCORPORATED and it shall be a 501(c)(5) nonprofit corporation. The organization shall hereinafter be referred to as ASHA.

ARTICLE II - OBJECTIVES AND PURPOSES

- A. The objectives and purposes of ASHA shall be those stated in its Articles of Incorporation, and more specifically to:
- 1 Encourage the selective breeding, exhibiting, use and perpetuation of purebred Arabian, Anglo-Arabian, Shagya-Arabian and part-Arabian Sport Horses (hereafter collectively referred to as Arabian-bred Sport Horses).
 - 2 Raise awareness of and stimulate popular interest in the many outstanding uses and qualities of Arabian-bred Sport Horses to encourage production of high quality Arabian-bred Sport Horses
 - 3 Present awards to recognize performance and breeding achievements and formulate educational programs and activities in the interest of Arabian-bred Sport Horse owners and enthusiasts to encourage production of high quality stock.
 - 4 Foster and encourage good relations between ASHA and other organizations involved with Arabian-bred sport horses.

- 5 Incorporate as a nonprofit organization under the laws of the State of South Carolina and shall not be operated for pecuniary gain or profit. ASHA does not contemplate the distribution of gains, profits, or dividends to its members or to any private shareholder or individual.
- 6 Perform any and all things necessary and appropriate to accomplish the objectives and purposes as stated herein.

ARTICLE III – MEMBERS

A. ASHA shall recognize the following types of membership:

- 1 Individual Member - Any person 18 years or older who is interested in the objectives and purposes of ASHA is eligible for an Individual membership. He/she need not be an owner of an Arabian-bred Sport Horse. He/she shall be entitled to one (1) vote and shall be entitled to participate in all ASHA activities.
- 2 Farm Member - Two or more persons 18 years or older who are interested in the objectives and purposes of ASHA are eligible for a Farm membership. Membership is limited to members of the immediate family, person jointly residing, joint farm owner or partner. Immediate family shall be defined as spouse, children living at home and parents. They need not be owners of Arabian-bred Sport Horses. The Farm Membership shall be entitled to two (2) votes total and shall be entitled to participate in all ASHA activities.
- 3 Youth Member - Any person under 18 who is interested in all of the objectives and purposes of ASHA is eligible for a Youth membership. They shall have no vote or right to hold office in ASHA but shall be entitled to participate in all ASHA activities. He/she need not own an Arabian-bred Sport Horse.
- 4 Honorary Member – Bestowed in association with certain Awards given by ASHA or upon any individual nominated in writing to the Board of Directors by a member in good standing and elected by a majority vote of the Board of Directors under the following conditions:
 - a. Honorary membership is granted to non-members only.

- b. Honorary members shall have no voting privilege but will be entitled to participate in all ASHA activities.
 - c. Honorary membership shall be for the remainder of the year granted and the following year as determined by the Board of Directors.
- 6 Lifetime Achievement Honorary Member - The recipient of the ASHA Lifetime Achievement Award shall be appointed a Lifetime Achievement Honorary Member with all the rights of a dues-paying member, including one vote.

B. Dues regulations shall be as follows:

- 1 All members (except Honorary and Lifetime Achievement members) shall pay ASHA annual dues in such amount as prescribed by the Board of Directors. Until otherwise provided by the Board of Directors, dues for the coming year shall be payable not later than December 31 and shall be delinquent if not paid by January 31. Membership records shall be kept current by the ASHA Secretary or a Membership manager appointed by the Board of Directors.
- 2 Any member not having paid dues by January 31st shall be notified that they will be deleted from the ASHA membership effective February 15th and shall have no further rights or privileges of membership until dues are paid.

C. Payment of Dues, Fees and Other Charges

- 1 Payment of dues, fees or other charges incurred through any ASHA function with a non-negotiable check shall be considered a violation of the By-Laws of ASHA.
- 2 There shall be a minimum charge incurred, as determined by the Board of Directors, to any member or non-member who violates this section.

D. Conduct of Members

- 1 Members should treat each other in a courteous and polite manner.
- 2 Obscene or threatening gestures or language by a member during the conduct of ASHA activities is prohibited and may be a cause for suspension of membership privileges.
- 3 Any abusive treatment or neglect of an animal by a member or participant at an ASHA function or disciplinary action taken by any other group or association or

civil court for abuse or neglect of an animal may be cause for immediate suspension of membership and/or participation privileges without refund of any dues or fees paid.

E. Suspension of Membership

- 1 Violations of Article III, Sec. C concerning non-negotiable checks and nonpayment of charges - A member of ASHA may be suspended from the membership by a majority vote of the Board of Directors for violating Article III, Sec. C of the By-Laws. Any member so dropped from ASHA shall be notified by three (3) notices the last of which is to be a certified receipt letter informing the individual of the reason for the action, that all privileges of membership will be lost during the period that suspension is in effect and that suspension shall begin within thirty (30) days after final notification.
- 2 Violations of all other By-Laws Articles or other Rules and Regulations: A member of ASHA may be dropped from membership for any violation of ASHA's By-Laws or other official Rules and Regulations that have been adopted, except violations of Article III, Sec. C, by a vote of the Board of Directors, but not before the following procedures have been followed:
 - a. A complaint of the violation must be sent in care an Officer of ASHA for presentation before the Board of Directors. This complaint must allege a specific instance or instances of the violation and must be signed by the complainant.
 - b. A copy of the complaint and any accompanying material will be sent to the member against whom the complaint is made with a request for a written reply to the charges. Such reply must be made within thirty (30) days of receipt of the notice of complaint.
 - c. Upon receipt of the member's reply or after thirty (30) days have elapsed copies of both the complaint and reply will be sent to the Board of Directors to be reviewed
 - d. At the first regularly scheduled meeting after the Board of Directors have received the complaint and reply or at the discretion of the President at a specially convened meeting as prescribed by Article IV, Sec. C of these By-Laws, a hearing on the complaint will be held.

Notice of the hearing date will be sent to both the complainant and the member against whom the complaint is made. Attendance at the hearing is not mandatory but it is recommended.

- e. After all evidence is reviewed and membership suspension is indicated, a vote shall be held for suspension and the terms of said suspension. A vote for suspension will require a 2/3 majority of the Board of Directors to carry.
 - f. After all evidence is reviewed and membership suspension is indicated, a vote shall be held for suspension and the terms of said suspension. A vote for suspension will require a 2/3 majority of the Board of Directors to carry.
 - g. Notice of the results of the hearing results will be sent by certified return receipt via the US Postal Service to both the complainant and the member against whom the charge was made. If the request for suspension has been approved, all privileges of membership will be lost during the period the suspension is in effect and said suspension shall begin no later than thirty (30) days after notification.
- 3 All hearings of suspension shall be held in a closed meeting of the Board of Directors. Only the Board of Directors and persons directly involved in the complaint shall be permitted to attend.
 - 4 The minimum period of suspension shall be sixty (60) days.
- F. Reinstatement of Membership - Any person who has been suspended from membership in ASHA may be reinstated as a member in good standing by vote of the Board of Directors upon written request of the member, provided all infractions of the By-Laws and/or ASHA rules shall have been rectified.

ARTICLE IV – MEETINGS

- A. There shall be no less than one (1) Annual General Membership Meeting throughout the calendar year. Time and place of said meeting is to be determined by the Board of Directors. The option for members to participate via some mode of teleconferencing will be offered whenever practical.

- B. The Annual General Membership Meeting shall be held during the last quarter of each year beginning in 2015. Each member shall be notified in writing through e-mail, fax and/or the US Postal Service a minimum of twenty (20) days in advance of such meeting.
- C. Special meetings of the members may be called at the discretion of the President, or the Vice-President, and shall be called at the written request (either through e-mail, fax and/or the US Postal Service) of a simple majority of Directors or fifteen (15) percent of the voting members. Any such request shall state the special business to be transacted at such meeting. Any such meeting shall be held within thirty (30) days of such call or request and at a time and place to be fixed by the Board of Directors.
- D. All members in attendance at Membership Meetings shall constitute a quorum for the transaction of all Membership business.
- E. A majority of the Board of Directors, present in person or via telephone/computer conference, shall constitute a quorum for the transaction of business by the Board of Directors.
- F. Voting - At the annual or special meetings of the members, the members shall be entitled to cast the following number of votes:
 - 1 Each Individual membership - one (1) vote.
 - 2 Each Farm membership - two (2) votes (one each per person under the Farm membership).
 - 3 Each Youth or Honorary membership - No vote.
 - 4 Each Lifetime Achievement Award membership - one (1) vote.

ARTICLE V - BOARD of DIRECTORS

- A. The government of ASHA shall be vested in a Board of Directors elected by the members of ASHA, consisting of the officers, the immediate past president, and not more than nine (9) Directors. Said officers shall be President, Vice President, Secretary and Treasurer. The same person may fill the posts of Secretary and Treasurer although this is not recommended. The initial Board of Directors and Officers were appointed upon incorporation of ASHA in 2015.

Two of the four initial Directors shall serve for a term that ends on December 31, 2016 while the other two shall serve a term that ends on December 31, 2015. The initial Officers shall serve for a term that ends on December 31, 2016. All subsequent Officers and Directors shall be elected for a two (2) year term. See ARTICLE VII to determine an individual's eligibility to serve on the Board of Directors.

- B. The members of the Board of Directors, those who are not Officers, shall be elected according to the number of current members. Four (4) members shall be elected if the membership is fifty (50) or less. One (1) additional member shall be elected for each additional fifty (50) members or fraction thereafter, to a maximum of nine (9) voting Directors. A vacancy shall be filled only if the number of current members continues to justify the position.
- C. A vacancy on the Board of Directors, or in any office, shall be filled by an Alternate Director as approved by the Board of Directors. Such appointee will serve until the next regular election
- D. There shall be at least three (3) regular meetings of the Board of Directors each year. The Board of Directors shall set the time and place of these meetings. Minutes of the Board of Director Meetings shall be posted within 20 days of the meeting.
- E. A majority of the Board of Directors shall constitute a quorum for the transaction of business by the Board of Directors.
- F. Special meetings of the Board of Directors shall be called by the President whenever he may deem necessary or upon written request of any three (3) Directors. Not less than ten (10) days notice by written request through e-mail, fax and/or the US Postal Service shall be given each director.
- G. When directed by the President, or at the request of at least three (3) Directors with the knowledge of the President, a simple majority of the Directors, voting by telephone, e-mail, fax and/or the US Postal Service, shall constitute a valid vote. Such vote shall be as valid as though formal action thereon had been taken at a meeting of the Board of Directors.
- H. Absent a breach of fiduciary duty, a lack of good faith in self-dealing, action by a Director will be presumed to be in the best interest of ASHA.

- I. There will be two (2) Alternate Directors elected each year for a one year term. Alternate Directors will sit on the Board of Directors when a Director is not available to participate in an ASHA meeting and shall have Director voting privileges. The Alternate Directors will be designated as Alt #1 and Alt #2, based on the number of votes they received at the annual election. Alternate Directors will be eligible to participate as long as the total voting Directors do not exceed the currently authorized number of Directors as defined in Article V, Sec. B. See ARTICLE VII to determine an individual's eligibility to serve as an Alternate Director.
- J. The Board of Directors and Officers may replace, by a vote of 2/3 of the Board, any Director or Officer who is deemed to be unable or unwilling to fulfill his responsibilities. A Director's vacancy will be filled by one of the Alternate Directors or any current ASHA member if there are no Alternate Directors. Any current ASHA member may fill an Officer's vacancy. The individual appointed by the Board of Directors to fill a vacancy shall serve until the next scheduled election.

ARTICLE VI – OFFICERS

- A. The Officers of ASHA shall be a President, Vice President, Treasurer and Secretary, and such other Officers as the Board of Directors may appoint. Qualifications for officer shall be as follows: Said officer shall have been a member in good standing of ASHA during the year of the election.
- B. The duties of the President shall be as follows
 - 1 The President shall preside at the Annual Meeting and Meetings of the Board of Directors.
 - 2 The President shall be an ex-officio member of all committees.
 - 3 Within the limitations imposed by the Articles of Incorporation, these By-Laws and any duly adopted Resolution, the President shall have the general power to conduct and manage the affairs and business of ASHA.
 - 4 In the event that any position of an Officer of ASHA shall become vacant, or remain vacant after proper succession and assumption of

duties as provided for in the following section D and E, the President shall be empowered to appoint, for the unexpired term resulting from such vacancy any individual meeting the requirements of Qualifications for Office. This appointment shall be approved by a vote of the Board of Directors at the next scheduled meeting of the Board of Directors.

C. The duties of the Vice President shall be as follows:

- 1 The Vice President, in order of precedence, shall assume the duties of the President, in the event of the President's absence or inability to act, or at his request.
- 2 The Vice President shall have other duties, respectively, as may be specifically delegated to him by the President.

D. The duties of the Secretary shall be as follows:

- 1 The Secretary shall keep, or cause to be kept, a full and complete record of the proceedings at the Annual Meeting, Regular Meetings and Meetings of the Board of Directors, and of action taken by the Board of Directors.
- 2 The Secretary shall keep, or cause to be kept, the books, documents and papers of ASHA.
- 3 The Secretary shall handle, or cause to be handled, all correspondence and communications approved by the President and perform all duties incident to the office of Secretary.
- 4 The Secretary shall publish or cause to be published notice of the place and date of the Annual Meeting, General meetings and meetings of the Board of Directors
- 5 The Secretary shall keep a corrected, current copy of ASHA By-Laws.
- 6 The Secretary shall keep or cause to be kept, a current roster of members and perform updates to said roster at regular intervals.
- 7 The Secretary may have such other duties as may be delegated by the President.

E. The duties of the Treasurer shall be as follows:

- 1 The Treasurer shall receive all monies belonging, or paid to, ASHA and safely keep the same.

- 2 The Treasurer shall disburse funds of ASHA in accordance with directions given by the President.
 - 3 The Treasurer shall keep complete books of account, prepare and present an itemized statement to the Annual Meeting and prepare and present such interim reports as may be required by the President.
 - 4 The Treasurer shall have such other duties as maybe delegated by the President.
- F. The Officers of ASHA, namely the President, Vice President, Secretary and Treasurer and the immediate past President shall constitute the Executive Committee of ASHA and shall be empowered to act on matters as requested from time to time by a majority vote of the Board of Directors.

ARTICLE VII – ELECTION

- A. Nominations for all offices shall be accepted through telephone, e-mail, fax and/or US Postal Service, following a call for nominations by the Nomination and Election Panel appointed by the Board of Directors. Nominations will only be accepted from current ASHA members.
- B. At the annual election, Officers shall be elected in the following order: President, Vice President, Treasurer and Secretary. The positions of Treasurer and Secretary may rest with one member if the membership at the annual election votes that the Treasurer and Secretary positions should be combined for the next two years. Individuals may be nominated for more than one office. If elected to multiple offices, the individual may choose which office he or she desires to hold, at which time the other office(s) to which the individual was elected shall be filled by the individual with the next highest number of votes. All of the elected positions shall constitute the Officers of ASHA. To complete the Board of Directors, there shall be a number of Directors elected as defined in Article V, Sec. B.
- C. The Nomination and Election Panel shall have the responsibility of insuring that the number of candidates is at least three (3) greater than the number of open Director positions. Two (2) Alternate Directors will be chosen from the remaining non-elected Director candidates.

- D. All nominees must be current ASHA members to be nominated for any Officer or Director position.
- E. Voting shall be by individuals representing farms or families and no person shall cast more than one ballot. Proxies and absentee ballots will be recognized
- F. Officers, Directors and Alternate Directors in good standing shall take office January 1, which shall begin ASHA's fiscal year.

ARTICLE VIII – COMMITTEES

- A. Committees, and their purposes, shall be created by the Board of Directors and endure as needed. A committee may be decommissioned by a majority vote of the Board of Directors. Upon initial formation of a Committee, the Committee Chairperson shall be appointed by the Board of Directors. Subsequent Committee Chairpersons shall be determined by nomination and election by the members of the Committee. Regular elections for Committee Chairpersons shall be held in conjunction with the Annual General Membership Meeting. In the event that a Committee Chairperson vacates their position prior to the end of their term, the Committee members may elect a new Chairperson to serve the remainder of the term or else request that the Board of Directors appoints a new Chairperson to serve out the term.
- B. Members of ASHA who are eligible to serve on Committees may join a Committee by sending a request to the current Chairperson of the Committee. Members who join one or more Committees agree to abide by the rules and protocols that ASHA establishes for those Committees.

ARTICLE IX – EQUAL OPPORTUNITY

- A. Any programs and activities conducted by ASHA shall admit persons without discrimination based on race, color, national origin, gender, religion, age, disability, political beliefs, sexual orientation, and marital or family status.

ARTICLE X - AMENDMENT

- A. The members of ASHA may, by a majority vote of the members present and voting, alter, amend, suspend or annul these By-Laws at any Regular Meeting called for that purpose.
- B. A copy of proposed By-Laws amendments shall be in the hands of all voting members at least fifteen (15) days before the meeting called for that purpose.

ARTICLE XI - SUPERSESSION

- A. These By-Laws supersede any and all By-Laws in effect heretofore, and supersede any and all resolutions inconsistent therewith.

ARTICLE XII - DISSOLUTION

- A. The Arabian Sport Horse Alliance may be dissolved upon the recommendation of the Board of Directors and by two-thirds (2/3) vote of the membership ratifying the recommendation for dissolution through a US Postal Service mailed ballot. Returned ballots will require member's signatures. In anticipation of dissolution of ASHA, any funds in ASHA treasury shall be used for the continuation of existing activities until there are no funds remaining. If existing activities cannot be continued, the Board of Directors will direct that the remaining assets shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) or 501(c)(5) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to ASHA.

The above By-Laws were created January 2015.

Amended May 2, 2015