

# BY LAWS OF LEGACY ARABIAN HORSE CLUB OF TEXAS, INC

## ARTICLE I

The name of this organization shall be LEGACY ARABIAN HORSE CLUB OF TEXAS, INC., hereinafter referred to as Club.

## ARTICLE II

The purpose of this Club is to devote collective interest of Arabian, Half-Arabian and Anglo-Arabian horse breeders and admirers toward the improvement of the breeding, training and enjoyment of these horses; to provide facilities for gathering together and exchanging ideas pertaining to these horses; to promote and manage exhibits, shows and other equine events for the education and enjoyment of those interested; to provide funds for carrying out this purpose; and to all other things not denied by law, in promoting the purposes of this Club.

## ARTICLE III

Membership in the Club shall be divided into the following non-transferable and non-assignable classifications:

Section 1. **Adult Membership** Adult Membership may be held by a person, 19 years of age and over, who is interested in Arabian, Half-Arabian and Anglo-Arabian horses, and who is also an affiliate member in good standing with the Arabian Horse Association (AHA).

Section 2. **Associate Membership** An Associate Membership may be held by a person, any age, who is interested in Arabian, Half-Arabian and Anglo-Arabian horses.

Section 3. **Youth Membership** A Youth Membership may be held by a person, 18 years and under, who is interested in Arabian, Half-Arabian and Anglo-Arabian horses, who is also a youth member in good standing with the Arabian Horse Association (AHA).

Anyone desiring to become a new Adult, Associate, or Youth member of the Club shall make a written application and submit dues to the Membership Chairperson, or Secretary if a Membership Chairperson is not assigned, indicating classification of membership requested. The Membership Chairperson, or Secretary of the Club shall promptly refer such application for new membership to AHA to be recorded, if appropriate, and inform the Board of Directors and the Club of the new membership. New Adult and Youth Members may also sign up directly with AHA. Existing Members who are renewing their membership through the annual dues paying cycle shall submit their application directly to the Arabian Horse Association on the invoice provided by the AHA (Adult and Youth Members only). Existing Associate Members shall renew their membership, also annually, directly to the Membership Chairperson (or Secretary). Each Adult Member in good standing shall be entitled to one vote. Associate Members or Youth Members shall have no vote. An Associate Member or Youth Member may not be elected as an Officer or Director of the Club.

Section 4. **Honorary Membership** An Honorary Membership may be bestowed upon a person who has made an outstanding contribution to the Club, to the Club's purposes, or to the Arabian, Half-Arabian or Anglo-Arabian horse.

Recommendations for recipients of Honorary Memberships shall be made in writing to the Board of Directors. Following a favorable report from the Board of Directors, the membership of the Club will decide by simple majority of Adult Member attendees whether or not an Honorary Membership is granted at any meeting held in accordance with the provisions for a special meeting in Article IV of these ByLaws. An Honorary Member shall not be subject to dues and shall not be entitled to vote.

Section 5. **Event Membership** An Event Membership may be bestowed upon a person of any age who is participating in a Club sponsored activity in exchange for an event membership fee. An Event Member

shall be entitled to all Club privileges extended to Associate Members for the duration of the event. Event Members are not entitled to hold Club Office or be entitled to vote.

#### **ARTICLE IV**

There shall be an annual election meeting in August of each year. The place and time of such meeting shall be decided by the President, or if he fails to do so, by a majority vote of the Directors, and shall follow the preceding election meeting by a period of as near to one year as shall be deemed possible and practical by the President. There shall be a general business meeting held concurrently with each annual election meeting, during which, among other things, Adult Regional and AHA Delegates from the Adult Member List shall be elected who will take office immediately after the AHA Convention held in the year in which the election is held. Regular or Special meetings of the members may be called by the President, a majority of the Board of Directors, or not less than one-fifth of the members having voting rights. An emailed notice stating the place, day and hour of any meeting of members shall be emailed to each member entitled to vote at such meeting not less than ten days for regular business meetings and not less than twenty days for special meetings and the annual election meeting, nor more than fifty days before the date of such meeting. The purpose or purposes for any special meeting called shall be stated in the notice. At any meeting of members, a member entitled to vote may not vote by proxy. A simple majority vote of those Adult Members present and voting at any regular business meeting, special meeting, or annual election meeting, duly called, shall be a quorum and shall be sufficient for the transaction of the business of the Club except as provided in Article XI.

#### **ARTICLE V**

The affairs and finances of the Club shall be managed and/or approved by its Board of Directors. Directors shall be elected from and by the members of the Club. The number of Directors shall be seven (7), four of whom shall be the President, Vice-President, Secretary and Treasurer. The fifth member of the Board of Directors shall be the immediate Past President who shall serve until his successor becomes Past President. One Director shall be elected each year so that all Directors serve a two year term, adding one new or reelected Directors each year in the annual election.

No member shall be eligible to be elected as an Officer or Director of Legacy Arabian Horse Club of Texas, Inc. while serving as an Officer or Director of another local level club affiliated with AHA. This shall not be interpreted to apply to AHA or regional subdivisions thereof. Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Meetings of the Board of Directors shall be open to members of the Club who desire to attend. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors. Any vacancy occurring in the Board of Directors or of regional and AHA delegates shall be filled by the Board of Directors for the unexpired portion of the term of the vacant position.

#### **ARTICLE VI**

The Officers of the Club shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. With the exception of the Directors, each Officer shall serve from the annual election meeting until their successors are elected and qualified at the next annual election meeting. Any Officer can be re-elected to the same office as long as it does not exceed four consecutive terms.

**The President** shall be the principal executive officer of the Club and shall in general supervise and control all of the business and affairs of the Club as approved by the Board of Directors. He shall preside at all meetings of the members and of the Board of Directors. In general he shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. In the absence of the President, or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

The President shall be the principal point of contact with regulatory agencies. To this end, the President shall sign all IRS Reports (Form 990), if required, and other correspondence with the IRS. Each newly elected President shall submit an IRS Form 8822 to the IRS designating himself and his address to be the point of contact for the IRS. Each newly elected President shall also file the appropriate report (currently Form 401) with the Texas Secretary of State designating himself or herself as the Registered Agent for the Corporation.

**The Secretary** shall keep or cause to be kept minutes of all meetings of the members and Board of Directors and any action taken by mail; maintain the names and addresses of all current members and mail notices of meetings and any and all other duties incident to the office of Secretary.

**The Treasurer** shall have charge and custody of and be responsible for receiving and disbursing all funds and securities of the Club, to maintain records of all monies belonging to and/or handled by the Club, and in general perform all the duties incident to the Office of Treasurer.

**The Past President** shall serve on the Nominating Committee along with any additional members appointed by the President.

## ARTICLE VII

The President shall appoint regular or special committees as he shall deem necessary for the proper management of the Club. Unless otherwise provided in the resolution of the Board of Directors, a majority of the whole 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 an act of the committee.

There shall be an executive show committee appointed by the President, subject to the approval of the Board of Directors, composed of a minimum of five or a maximum of nine members including the President. The President shall be a voting member of this committee and shall select the Chairman. The appointed members shall serve from April 1st of one year through March 31st of the following year and may be eligible for reappointment on a yearly basis. The executive show committee shall be responsible for the production of all rated shows sponsored by the Legacy Arabian Horse Club of Texas, Inc. Said committee shall promulgate the premium list and shall be responsible for the appointment of all judges and stewards for all rated shows. This committee shall select a show manager, shall determine fees, select sponsors (if so desired) and shall provide for program coordination. The foregoing shall be subject to the approval of the Board of Directors. The show manager shall be responsible to the executive show committee to outline an operational budget subject to approval and shall select an operation staff and provide a management plan. The executive show committee chairperson shall periodically report to the Board of Directors and give a full annual accounting of the show activities and funds.

## ARTICLE VIII

The Club shall have at its principal office a record giving the names and addresses of the members. The Club shall keep correct books and records of account and shall also keep minutes of the proceedings and its members and keep minutes of the proceedings of the Board of Directors. All books and records of the Club may be inspected by any member or his agent for any proper purpose at any reasonable time.

There shall be an Audit Committee to exercise Board of Directors oversight of all Club Accounts. The Audit Committee will consist of the Chairpersons of each of the authorized account holding committees, the President and sufficient additional persons such that the Audit Committee membership is an odd number. The Treasurer shall be the Chairperson of the Audit Committee. The Audit Committee shall review account records in sufficient detail each year to warrant to Club membership that the funds are being diligently managed. The Audit Committee shall cause to be published annually, normally before or at the annual election meeting called for in Article IV, a Consolidated Balance Sheet and Income Statement, each consisting of separate account data with the same accounting duration such that Membership can view the information about each account as well as the total Club information. The Audit Committee shall assist the **Treasurer** in the preparation of the annual Form 990 report, if one is required.

## ARTICLE IX

The fiscal year of the Club shall begin on the first day of January and end on the last day of December in each year.

## ARTICLE X

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Club by members. Dues shall be payable in advance by the AHA imposed deadline (presently the last day of the month in which the previous membership expired) for Adult and Youth Members and by the last day of the month in which the previous membership expired for Associate Members. Any member delinquent in the payment of dues for a period of four months from the beginning of the fiscal year or period from which dues became payable, shall forfeit his membership in the Club.

## ARTICLE XI

Club records shall be maintained as follows:

The **President** shall maintain the original records of incorporation, including the Corporate Seal, and tax exemption, including exemption from the Texas franchise tax, and any subsequent correspondence relating to these official acts.

The **Treasurer** shall maintain annual financial records for three prior calendar years. These records may be destroyed on the later of 3 calendar years after submission of the Form 990 for that year (if one was required) or three years after the last correspondence to or from the IRS (if any) concerning that year. An annual set of financial records shall consist of (1) the Consolidated Balance Sheet and Income Statement for the year, (2) the Bank statements and canceled checks for each of the Club's bank accounts, (3) a set of interim financial reports (if any) issued by the Club Member responsible for a particular account, and (4) the Form 990 (if required) and any supporting Form 990 documentation for that year.

The **Secretary** shall maintain a complete set of minutes of Board or General Meetings. These minutes shall be maintained for a three year period coinciding with the maintenance of the annual financial records, above. Minutes may be destroyed when a given set of financial records are destroyed. Thereafter, the **Secretary** shall maintain selected records that may be of interest for historical purposes such as rosters, show bills or any other items. There is no requirement to have a complete, legal record of these historical documents.

## ARTICLE XII

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at any meeting held in accordance with the provisions for a special meeting in ARTICLE IV of these Bylaws, by receiving at least two-thirds of the votes which members present at such meeting in person are entitled to cast.

At any meeting, anything not contrary to the Bylaws of the Club will follow the procedures of Robert's Rules of Order.

*Revised September 2014*