

**BYLAWS
OF
REGION 5, ARABIAN HORSE ASSOCIATION**

**ARTICLE I
CORPORATE OFFICE**

The principal office of Region 5, Arabian Horse Association (the "Corporation") in the State of Washington shall be located at such place as the Board of Directors (the "Board") may from time to time designate (in its sole discretion). The Corporation may have such other offices, either within or without the State of Washington, as the business of the Corporation may require from time to time.

**ARTICLE II
AFFILIATION**

Region 5 is a qualified region designated by the Arabian Horse Association (hereinafter the "AHA"). The Corporation is affiliated with the AHA and is subject to all provisions of the constitutions, bylaws, code of ethics, and any other rules and regulations governing the AHA.

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated for the following purposes:

(a) To engage exclusively in charitable and educational activities within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code. Subject to the limitation set forth above, the purpose is to promote the interests of Arabian horse owners, breeders, and enthusiasts located in Region 5 as designated by the AHA; to provide educational seminars, clinics, and exhibits for those interested in Arabian horses; and to promote improvements in the breeding, training, using, and showing of Arabian horses. The Corporation shall carry out its purposes while upholding the values and purposes of the AHA, and shall itself assist Arabian horse clubs within Region 5 to carry out their purposes.

(b) To engage in any and all other lawful purposes that are permitted by the Washington Nonprofit Corporation Act, so long as such purposes do not otherwise violate or exceed those purposes permitted by a private foundation under the Internal Revenue Code.

**ARTICLE IV
NO MEMBERS; ROLE OF PARTNERS AND DELEGATES**

Section 1. No Members within Meaning of RCW 24.03. The Corporation shall have no members within the meaning of RCW 24.03. Partnership with the Corporation shall be open to any Arabian horse club that is located within Region 5 and is affiliated with and in good standing with the AHA. The Board may establish forms of application, classes of partnership, annual dues and methods of payment thereof, and other terms of partnership as it deems appropriate.

Section 2. Partnership Program. The Corporation may partner with or terminate partnership status of others in the following ways:

(a) **Club Partnership.** Arabian horse clubs, which are located in Region 5 and are affiliated and in good standing with the AHA, may become a club partner (a "Club Partner") with the Corporation. Each Arabian horse club wishing to become a Club Partner shall apply for partnership in such form as the Board may prescribe. The Board will establish dues for each Club Partner as it deems appropriate, and such establishment of dues will include a method of payment.

(b) **Delegates.** Individual persons who are members of a Club Partner which is in good standing with the Corporation may become individual delegates (each a "Delegate" and collectively the "Delegates") with the Corporation. Only Delegates who are counted by the AHA for determining the number of delegates their club sends to the Arabian Horse Association Convention may serve as a Director on the Board of the Corporation.

(c) **Termination of Partnership.**

(i) **Termination by Resignation.** Any partner may terminate their status as a Club Partner or Delegate in the Corporation upon giving written notice thereof to the Secretary or any other designated officer of the Corporation. Termination shall be immediate upon receipt of said notice unless another date is agreed upon.

(ii) **Termination by Failure to Pay Dues.** Partnership shall be terminated for a Club Partner which fails to pay the established partnership dues within sixty (60) days of the due date. Said termination shall also apply to all Delegates who are members within a Club Partner whose partnership status has been terminated.

(iii) **Termination by Revocation.** The Board may, in its sole discretion, revoke the partnership status of any Club Partner or Delegate deemed unsuitable or presenting a negative and/or destructive impact on the Corporation or the other partners.

(iv) **Removal from Board.** Any Delegate who has had their partnership status terminated by any means described above shall immediately be removed from the Board and from any officer position they held (if applicable).

ARTICLE V DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board.

Section 2. Number, Tenure and Qualifications. The number of members of the Board of the Corporation (each a "Director" and collectively the "Directors") shall be not less than three (3), with the Board ideally consisting of seven (7) Directors. The Directors shall, by resolution and subject to the limitation stated above, set the exact number of members of the Board at any given time. In any event, however, no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

(a) **Term.** The term of office of each Director shall be two (2) years, beginning upon such Director's election. Each Director shall hold office for the term for which they are elected and until their successor has been elected and qualified. Directors need not be residents of the State of Washington. Directors shall be elected at the annual meeting or a special meeting of the Board. Staggered terms may be set by resolution of the Board.

(b) **Composition of Board.** The Board shall be composed of individuals who are qualified candidates and capable of fulfilling the duties required of a nonprofit Board member under Washington state law. Each Club Partner may submit Board candidates for consideration for election to the Board, but the Board need not necessarily consist of only Delegates (or otherwise consist of representatives of Club Partners). The Board may, however, by resolution, determine any requirements for the composition of the Board, including creating voting and/or non-voting *ex officio* positions. The Board may also appoint advisory non-voting members as the Board may authorize from time to time. All such additional advisory members of the Board shall serve in a non-voting capacity. For purposes of determining the size of the Board, neither non-voting nor advisory members will be considered Directors.

Section 3. Duties and Powers. The Board shall have control and management of the business and affairs of the Corporation. The Directors shall in all cases act as a Board, regularly convened, and, in the transaction of business, the act of a majority present at a meeting except as otherwise provided by law, these Bylaws, or the Articles of Incorporation shall be the act of the Board, provided a quorum is present. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, provided that they are not inconsistent with applicable law or these Bylaws.

Section 4. Annual Meeting. The annual meeting of the Board, for the purpose of electing or appointing Directors and officers and for the transaction of any other business which may come before the meeting, shall be held each year at a time and location designated by the Board.

Section 5. Regular Meetings. The Board may provide by resolution the time and place, either within or without the State of Washington, for the holding of additional regular meetings without notice other than such resolution.

Section 6. Special Meetings. Special meetings of the Board may be called by or at the written request of either: (a) any officer; or (b) any four (4) members of the Board. Such written request shall be delivered to the Secretary of the Corporation. Upon receipt of such request, the Secretary shall call a special meeting to be held not more than ten (10) days after the receipt of such request. The President may fix any place, either within or without the State of Washington, as a place for holding any special meeting of the Board.

Section 7. Meetings; Voting by Communications Equipment. Members of the Board (or others as applicable), may participate in any meeting by means of a telephone conference, Zoom, or similar communications equipment permitting all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 8. Notice. Notice of any special Board meeting shall be given to each Director in writing or by personal communication with such Director not less than ten (10) days before the meeting. Notices in writing may be delivered or mailed to the Director at their address shown on the records of the Corporation. Neither the business to be transacted, nor the purpose of any special meeting need be specified in the notice of such meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except that where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Quorum. Unless otherwise provided by bylaw, a majority of the number of Directors shall constitute a quorum for the transaction of business at any regular or special meeting. In no event, however, by amendment to these bylaws or otherwise, shall a quorum consist of less than one-third of the number of Directors. A quorum, once attained at a meeting, shall be deemed to continue until adjournment notwithstanding a voluntary withdrawal of enough Directors to leave less than a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present, unless otherwise provided by law, these bylaws, or the Articles of Incorporation, shall be the act of the Board. If less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 10. Manifestation of Dissent. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 11. Vacancies. Any vacancy occurring in the Board, or any directorship to be filled by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office, and shall be selected from the same Club Member of the outgoing Director. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board for a term of office continuing only until the next annual meeting of Directors.

Section 12. Removal of Directors. At a Board meeting called expressly for that purpose, one or more Directors may be removed, with or without cause, by a vote of a majority of the disinterested Directors.

Section 13. Resignation. A Director may resign at any time by delivering written notice to the Board, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 14. Committees.

(a) **Delegation Generally.** The Board may, by resolution adopted by a majority of the Directors in office, designate and appoint a committee consisting of at least two (2) or more Directors. Such committee shall exercise such authority as the Board may specify in said resolution; provided that no such committee shall have the authority of the Board in reference to amending, altering, or repealing these bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or them by law.

(b) **Creation of Executive Committee.** The Board may, in its discretion, create and appoint an Executive Committee to manage the day-to-day affairs of the Corporation. If created, the Executive Committee shall be composed of: (1) the Corporation's officers; and (2) such other additional members (if any) that the Board appoints to the Executive Committee.

(c) **Other Committees.** The Board may create standing committees, delegate authority, and appoint chairpersons and members of those committees as required by the business of the Corporation. The Executive Committee (if created in accordance with subsection (b) above), also has the authority to create *ad hoc* committees and to appoint members to those committees from time to time as the need arises.

Section 15. Action by Board Without a Meeting; Electronic Voting. Subject to the provisions of the laws of the State of Washington, any action that is required or permitted to be taken at a meeting of the Board may be taken without such a meeting if approved by either: (a) written consent; or (b) electronic voting.

(a) **Written Consent.** Any action required or which may be taken at a meeting of the Board may be taken without a meeting if each of the Directors approve of the proposed action in writing in accordance with RCW 24.03.465. In the event that RCW 24.03.465 (or any successor statute), is later amended to allow a lesser margin of approval by written consent, this section shall be deemed amended to conform to the minimum requirement stated in RCW 24.03.465 (as amended). Such written consents may be given in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and

the same document. Any such written consent shall be inserted in the minute book of the Corporation.

(b) **Electronic Voting.** An action may be approved by electronic voting (or some combination of written consent and electronic voting), if each of the Directors approves of the proposed action in accordance with RCW 24.03.465. In the event that RCW 24.03.465 (or any successor statute), is later amended to allow a lesser margin of approval by written consent and/or electronic voting, this section shall be deemed amended to conform to the minimum requirement stated in RCW 24.03.465 (as amended). An electronic vote of a Director shall be valid only if: (1) that Director has consented to receive electronic notice in accordance with RCW 24.03.080 and RCW 24.03.009; (2) that Director has been advised of the issue electronically or otherwise and has been given a reasonable opportunity to evaluate the issue and discuss it (electronically or otherwise), with other Board members; and (3) such Director expresses their approval of the action to an e-mail address designated by the Board.

ARTICLE VI COMPENSATION OF DIRECTORS

As a general matter, members of the Board shall not receive compensation for their service on the Board. By resolution of the Board, however, Directors may be reimbursed for their expenses of attendance, if any, at any regular or special meeting of the Board. Nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor, provided that any such compensation is: (a) compliant with the terms of the Internal Revenue Code; and (b) in compliance with the Corporation's Conflict of Interest policy.

ARTICLE VII OFFICERS

Section 1. Officers and Qualifications. The officers of this Corporation shall consist of at least: a President, a Vice-President, a Secretary, a Treasurer, and an Immediate Past President. In the event that the Board: (a) has sufficient Directors willing to serve as officers; and (b) the best interests of the Corporation will be served thereby, the officers may also consist of up to two (2) Officers-at-Large, each of whom shall be elected by the Board at the time and in the manner prescribed by these bylaws. Other officers and assistant officers and agents deemed necessary may be elected or appointed by the Board or chosen in the manner prescribed by these bylaws. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. All officers and agents of the Corporation, as between themselves and the Corporation, shall have the authority and perform the duties in the management of the Corporation as provided in these bylaws, or as determined by the resolution of the Board not inconsistent with these bylaws.

(a) **President.** The President shall exercise the usual executive powers pertaining to the office of the President of the Board (within the meaning of RCW 24.03.125 *et seq.*). The President shall be an *ex officio* member of all councils and committees of the Corporation and may delegate any of their duties to any other elected officer of the Corporation. The President shall serve as chair to the Corporation's delegation to the AHA. No person who has been

disqualified from serving on the AHA's Board may be elected or re-elected to the position of President for the Corporation.

(b) **Vice-President.** The Vice-President shall perform all duties of the President in their absence, and any other duties as shall be designated to them by the Board. The Vice-President shall be the alternate chair of the delegation of the Corporation to the AHA.

(c) **Secretary.** It shall be the duty of the Secretary to keep records of the proceedings of the Board; maintain minutes, books, and records of the Corporation, and prepare and keep all forms as may be required for administration; and, when requested by the President to do so, to sign and execute with the President all deeds, bonds, contracts, and other obligations or instruments in the name of the Corporation (except to the extent that such authority has been delegated to another individual, such as the President of the Corporation).

(d) **Treasurer.** The Treasurer shall have the care and custody of, and be responsible for, all funds and investments of the Corporation and shall keep regular books of account. They shall cause to be deposited all funds and other valuable assets in the name of the Corporation in such depositories as may be designated by the Board. In general, they shall perform all of the duties incident to the office of Treasurer.

(e) **Immediate-Past President.** The Immediate-Past President is the individual who last served as President of the Board of Directors, and shall sit as an officer on the Executive Committee and shall act as an *ex officio* member of the Board.

(f) **Officers-at-Large.** There may be up to two (2) Officers-at-Large, who shall sit as members of the Board, and as officers of the Executive Committee. Each Officer-at-Large shall have such power and authority as may be determined by these bylaws or by resolution of the Board.

Section 2. Election and Term. All officers of the Corporation shall be elected for two (2) year terms by the Board at its regular annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until their successor has been duly elected and qualified, or until removed as hereinafter provided. As a general matter, an officer may serve in the same office for a maximum of two (2) consecutive terms. The Board may, by resolution and in its sole discretion, however, allow an officer to serve one additional one-year term if the needs of the Corporation will be best served thereby.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term. Vacancies may be filled, or new offices created and filled at any meeting of the Board (whether at a regular meeting or at a meeting called specifically for that purpose).

Section 4. Removal. Any officer or agent may be removed by the Board whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5. Duties of Officers. The duties and powers of the officers of the Corporation shall be as described above but may be supplemented by the Board from time to time.

Section 6. Compensation of Officers. The officers shall receive such salary or compensation as may be fixed by the Board. No officer shall be prevented from receiving compensation by reason of the fact that such officer is also a Director of the Corporation.

**ARTICLE VIII
LIMITATION ON LIABILITY; INDEMNIFICATION**

Limitations on liability and indemnification of Directors, officers, employees, and agents of the Corporation shall be as set forth in the Articles of Incorporation.

**ARTICLE IX
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Authorization. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 2. Funds. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select, or as may be designated by any officer or officers or agent or agents of the Corporation to whom such power may be delegated by the Board.

Section 3. Acceptance of Gifts. The Board or any officer or officer or agent or agents of the Corporation to whom such authority may be delegated by the Board, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE X
FISCAL YEAR**

The Corporation's fiscal year shall be January through December.

**ARTICLE XI
WAIVER OF NOTICE**

Whenever under the provisions of these bylaws or of any applicable statute any Director is entitled to notice of any regular or special meeting or of any action to be taken by the Corporation, such meeting may be held or such action may be taken without the giving of such notice, provided every Director entitled to such notice in writing waives the requirements of these bylaws in respect thereto.

**ARTICLE XII
ADMINISTRATIVE PROVISIONS**


Section 1. Books and Records. The Corporation shall keep at its principal or registered office, or at the office of its legal representative, current and complete books and records and minutes of the proceedings of the Board and committees thereof, the names and addresses of all Directors and officers, and correct and adequate records of accounts and finances.

Section 2. Rules. Unless otherwise determined by the Board, the rules of procedure at meetings of the Board of the Corporation shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these bylaws, the Articles of Incorporation, or with any resolution of the Board.

**ARTICLE XIII
AMENDMENTS**

The Bylaws of the Corporation may be amended by a majority vote of those Board Directors present at any properly-called meeting of the Board, provided that: (a) a quorum is present; and (b) each Board Director has been provided the proposed amendments in writing at least three (3) days prior to the vote on adopting such amendments. The approved amended Bylaws will supersede all previous Bylaws.

The above and foregoing Bylaws of Region 5, Arabian Horse Association, a Washington nonprofit corporation, are the Bylaws of this Corporation, as adopted by the Board of Directors on the 26th day of August, 2021.


By: Julie Karnath
Its: Secretary