

**THE BYLAWS
Of The
NOBLE ARABIAN HORSE ASSOCIATION OF MINNESOTA
(2024)**

MISSION STATEMENT

To encourage and promote interest and delight of the Arabian horse on all degrees by providing informative and educational knowledge, while doing so in a professional manner, maintaining nobility and providing a safe environment.

ARTICLE I – NAME, AFFILIATION AND STATUS

Section 1. General. This organization shall be called the “Noble Arabian Horse Association Of Minnesota.” It may be referred to as “Noble Arabian Association” and is referred to herein as “NAHAM.” The official abbreviation of the name of the Association shall be “NAHAM.” This Association shall be under the Arabian Horse Association (AHA) as it may authorize and approve.

Section 2. Non-Profit. NAHAM shall operate as a non-profit organization pursuant to the applicable laws of the State of Minnesota and it shall operate as a tax-exempt organization as the laws and codes of the United States of America and the State of Minnesota may allow.

ARTICLE II – PURPOSE

The general purposes of this organization are as follows:

To promote general interests in the Arabian Horse.

To promote, encourage and improve the breeding of Arabian, Half-Arabian and Anglo-Arabian Horses.

To further the purposes of the Arabian Horse Association.

To promote good horsemanship, sportsmanship and friendship among those who have shared interest in the Arabian Horse and the Arabian Horse Association.

To sponsor or lead such event that further the purposes of the Association.

ARTICLE III - MEMBERSHIP

Section 1. General Membership. A general member in NAHAM shall be open to any person interested in the purposes of this association. There shall be no limitation on the number of persons who may be members of this association. A general membership shall

consist of a person who has voting right in NAHAM but does not have a membership with AHA and therefore, does not having voting rights within AHA.

Section 2. Voting AHA Membership. A voting member would have a membership with the Arabian Horse Association and shall have voting rights within AHA. A person who shares in the ownership or interest of the Arabian, Half-Arabian or Anglo-Arabian.

Section 3. Youth Membership. Individuals under the age of 18 are not eligible to vote and shall be considered Youth Members. A signature of a parent or guardian is required on the membership application for youth to obtain membership with the Association.

Section 4. Applications for Membership. New or renewed memberships for AHA can be acquired online by viewing the AHA website or by calling the AHA office. By selecting the Noble Arabian Horse Association of Minnesota as an “affiliated club”, member of AHA will become a member of NAHAM, either for an adult or youth with required fee. To acquire a general membership with NAHAM a Membership form must be completed with the appropriate dues and submitted to the Membership Chairperson(s), which has been approved by the Board of Directors.

Section 5. Membership Dues. Annual membership dues shall be determined by the Board of Directors in such amounts as it deems necessary to conduct the business and affairs of the association. The Board of Directors may make such determination based on the recommendation of the of the Treasurer or Finance Committee which may be appointed by the Board, but the members shall have the right to vote. All annual dues are payable before the privileges and benefits of the association are available to the member. Membership shall be from January 1 and continue until December 31. Members shall have access to the NAHAM By-Laws if requested. By-Laws shall also be made available on the NAHAM official website. Memberships are nontransferable and shall expire upon death of the member.

Section 6. General Member in Good Standing. A member in good standing as those terms are used herein is an individual whose membership application has been accepted and approved by the Board of Directors, who has paid the required membership dues, and whose membership has not been suspended or terminated.

Members in Good Standing shall have the following rights:

- a. The right to participate in NAHAM programs and/or year-end awards.
- b. The right to participate in NAHAM Futurity programs.
- c. The right to participate in NAHAM events, functions and activities, including fund raising.
- d. The right to hold a NAHAM committee position.
- e. The right to attend any NAHAM business meeting except as may be permitted or approved by the Board of Directors of this association or at its invitation.
- f. The right to receive copies of NAHAM’s publications including periodically published newsletters and/or any other communication which is used by this

association in the normal course of conducting its business or to communicate with its membership.

Section 7. Voting AHA Member in Good Standing. A member in good standing as those terms are used herein is an individual whose membership application has been accepted and approved by the Board of Directors, who has paid the required membership dues, and whose membership has not been suspended or terminated.

Members in Good Standing shall have the following rights:

- a. The right to participate in AHA & NAHAM programs and/or year-end awards.
- b. The right to participate in AHA & NAHAM Futurity programs.
- c. The right to participate in AHA & NAHAM events, functions and activities, including fund raising.
- d. The right to hold an Officer, Board of Directors and/or Committee Chair position.
- e. The right to attend any NAHAM business meeting except as may be permitted or approved by the Board of Directors of this association or at its invitation.
- f. The right to receive copies of NAHAM's publications including periodically published newsletters and/or any other communication which is used by this association in the normal course of conducting its business or to communicate with its membership.

Section 8. Membership Suspension/Disciplinary Action. Membership in this association may be suspended and disciplinary action taken on the individual by unanimous vote by the Board of Directors, provided fifteen (15) days notice in writing to said member shall have first been given, allowing he/she a hearing before the Board of Directors. The notice shall state the reason(s) for the contemplated action. Upon termination of membership of a suspended member, the member whose membership terminates shall have no other property right or interest in the property of the association. Disciplinary action may be communicated to AHA.

Section 9. Monetary Interest Prohibited. No member shall, by virtue of such membership or otherwise, have any interest in the property or other assets of NAHAM, except upon dissolution of the association. Upon dissolution of NAHAM, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of NAHAM, if any, dispose of all the assets of the association exclusively for the purposes of NAHAM as set forth herein, in such manner, or to such other organization(s), including AHA, which shall qualify as a tax exempt organization under the laws of the United States of America and the State of Minnesota.

ARTICLE IV – MEETINGS

Section 1. Annual Meeting. The annual meeting shall be held in December at such time and place as the Board of Directors shall determine and specify. Meetings may be held

virtually, such as, by phone, webcast, video, etc. At the annual meeting, the members shall elect the Officers and Directors of the association. The Officers and Directors of the association shall take office on January 1 following the annual membership meeting.

Section 2. Board Meeting(s). The Board of Directors shall have a minimum of four (4) meetings throughout the year, or at the request of the majority of the members of the Board, or upon call of the President. A minimum of five (5) Board of Directors must be present to hold a board meeting. Any member is welcome to attend a board meeting, unless prior authorization to be added to the meeting agenda has been given by the President, members are not to discuss or partake in the business meeting of the board.

Section 3. Special Meeting. A special meeting of the members in good standing of NAHAM may be called at any time by the President or by the Board of Directors of the association. The President shall also call a special meeting of the members whenever requested in writing to do so by members constituting at least one-fifth of the total voting membership of the association, which shall state the specific nature of the requested meeting.

Section 4. Voting and Quorum. Voting by proxy, and cumulative voting shall not be allowed. In all elections of officers, voting by absentee ballot shall be permitted, by forwarding ballots to the designated Nominating Committee member, which may be the NAHAM Secretary. The ability to vote by ballot may be utilized as necessary for any matter that can be voted on at an in-person meeting. The presence of one-third of the members in good standing or at least 5 Board of Directors must be present to conduct general business. In the event that a quorum shall not be present at any duly called meeting of the members, the Board of Directors may act, pursuant to the remaining provisions of these Bylaws, upon any matter then requiring attention, which act of the Board of Directors of the association shall constitute the act of the membership of NAHAM, and shall have the same force and effect as if done by due vote of the membership thereof.

The official publication, email and/or the official social media platform(s) of NAHAM shall be deemed sufficient for the purposes of meeting any notifications.

ARTICLE V – OFFICERS

The Officers of NAHAM shall be a President, Vice President, Secretary and a Treasurer, who shall hold their offices for a term of one (1) year beginning on the first day of each calendar year or, in the case of a mid-year vacancies in officer positions, however caused, shall be filled by appointments made by the Board of Directors. All Officers of NAHAM shall be members of AHA, and of this association. The President and the Vice President shall not hold office for more than two (2) consecutive years. The Secretary and the Treasurer shall hold office with no limit.

Besides their regular duties, all officers shall also serve on the NAHAM Board of Directors.

Section 1. Responsibilities and Duties of the President. The President shall preside at all meetings of the members and of the Board of Directors; shall direct the management of the affairs of NAHAM; shall see that all orders and resolutions of the Board of Directors are carried into effect and shall be a vote to carry in the effect of a tie in the voting members. The President shall serve as the chair of its Board of Directors, and shall vote thereon only to break a tie in the vote of the remaining Directors.

Section 1. Responsibilities and Duties of the Vice President. The Vice President shall, in the absence of the President, act as the chief executive officer of NAHAM and as the chair of its Board of Directors. The Vice President shall perform such further duties as the President of the Board of Directors may from time to time determine.

Section 1. Responsibilities and Duties of the Secretary. The Secretary shall record all meetings of the Board of Directors and of the members of the association and shall have charge of such NAHAM records and documents as the Board of Directors may direct. The Secretary shall, in general, conduct the correspondence of the association. Documents pertaining to the association business or meetings shall be kept by the Secretary. The Secretary will not be responsible for keeping an accurate record and list of NAHAM member names, addresses (both physical and electronic) and telephone numbers, this shall be the responsibility and duty of the Membership Chairperson.

Section 1. Responsibilities and Duties of the Treasurer. The Treasurer shall have the care and custody of all funds and other assets of NAHAM, and shall deposit such funds in the name of the association in such banks or depositories, and shall manage, acquire, invest and dispose of such other assets, as the Board of Directors may from time to time direct. A financial report shall be presented by the Treasurer at each membership meeting and Board of Directors meeting of the association. All proper records supporting each disbursement of NAHAM's funds shall be the responsibility of the Treasurer. The Treasurer shall advise the Board of Directors of income received on behalf of the association. Ledgers, receipts, and other documents pertaining to the financial business of the association shall be kept by the Treasurer.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Responsibilities and Duties of the Board of Directors. It is the responsibility of each member of the Board of Directors of NAHAM to discharge his or her duties as a Director in good faith, in a manner the Director reasonably believes to be in the best interests of the association, and with the care an ordinary sensible person in a like position would exercise under similar circumstances. The management of all the affairs, business, and property of NAHAM shall be vested in its Board of Directors. The number of Directors shall be seven (7); the four (4) Officers of the association shall be members of the Board of Directors during their terms in office, and three (3) Directors at large shall be elected by the

membership of the association. No Board Member shall serve on any other AHA association or club except for Regional or National AHA.

Section 2. Election and Term. A Board member shall hold their position for a term of two (2) years beginning on the first day of each calendar year or, in the case of a mid-year vacancies in positions, however caused, shall be filled by appointments made by the Board of Directors. All Officers of NAHAM shall be members of AHA, and of this association.

Section 3. Resignation, Termination and Absences. Resignation from the Board of Directors of NAHAM, including Officers, must be in writing and received by the President or the Secretary. A Board Member shall be terminated from the Board due to excessive absences, *more than two (2) unexcused absences* from Board meetings in one (1) year. A Board Member may be removed for other reasons by a three-fourths vote of the remaining Directors.

Section 4. Indemnification of Directors. To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended, or by other provision of the law, NAHAM shall indemnify and hold all persons serving the association as member of its Board of Directors harmless against any and all claims, demands, suits, actions or other liability, both civil and criminal, provided the Director has acted in good faith and within the scope of his or her duties and responsibilities.

Section 5. Compensation of Directors Prohibited. Members of the Board of Directors shall not be compensated for their services as Directors, including Officers, except that a Director may receive salary for his or her services as an employee or a fee for his or her services as an independent contractor. Directors may be reimbursed for expenses incurred on behalf of NAHAM.

ARTICLE VII – COMMITTEES

With the advice and consent of the Board of Directors of NAHAM, the President shall appoint, or grant chairs of committees as deemed necessary and appropriate and shall charge such committees with responsibilities. The chairperson(s) of such committees shall appoint the members thereof with the advice and consent of the Board of Directors. The Chair of each committee shall have the responsibility to communicate to the Board of Directors on all matters, responsibilities and activities of all committees. The Chair of each committee shall solicit membership input to committee decision-making, wherever possible and practical. The above committees shall include shows at which a Show Manager and Secretary could be hired if deemed necessary.

ARTICLE VIII – DISBANDMENT

In the event that the decision is made by the voting membership of the association to disband the Noble Arabian Horse Association of Minnesota, all association monies shall be turned over to a local charity, and the association property sold at a sealed bid to the highest bidder. In the event that the association is in debt at the time of disbandment, all debts shall be paid out of the association assets and monies, prior to the distribution of the association assets and monies. Such action to be voted on by the voting membership at the time of the disbandment.

ARTICLE IX – HOLD HARMLESS CLAUSE

NAHAM shall not be held responsible for injury to either persons or animals or for damages to personal property at any association gathering.

ARTICLE X – AMENDMENTS

Amendments to these Bylaws may be amended when necessary by two-thirds majority of the full Board of Directors. Proposed amendments must be submitted to the secretary to be sent out with regular Board announcements.