

Eastern Michigan Arabian Association

BY-LAWS

ARTICLE I – NAME OF ORGANIZATION

SECTION 1.

The name of this organization is the Eastern Michigan Arabian Association (“EMAA” or the “Association” or “Club”).

ARTICLE II – PURPOSE OF ORGANIZATION

SECTION 1.

EMAA is a non-profit organization organized to promote Arabian and Half-Arabian horse breeds and good fellowship within the horse community, while furthering the development and education of our members.

ARTICLE III – MEMBERSHIP

SECTION 1. QUALIFICATION & APPLICATION

Membership is available to Arabian horse owners, riders, trainers, and other enthusiasts interested in joining the Association regardless of where they reside.

Application for membership may be made at any time by submitting the Membership Application and Pledge¹ accompanied with the appropriate membership application fee(s) to the Treasurer. Membership application fees shall be determined by the Board of Directors by a simple majority vote at the Annual Meeting.

SECTION 2. CATEGORIES

The Association provides for two categories of membership: Individual, and Youth or Junior Membership.

- A. Individual Membership
 - 1. Individual Membership applies to members eighteen (18) years of age and over.
 - 2. Each Individual Membership includes one newsletter, and one vote.
- B. Youth or Junior Membership
 - 1. Youth or Junior Membership applies to members under eighteen (18) years of age.
 - 2. Junior Members may not vote. However, Junior Members may elect one voting representative from the General Membership to serve as a Director-at-Large (i.e., Youth Director) on the Association’s Board of Directors.
 - 3. Junior Membership does not include a newsletter.

¹ The Membership Application and Pledge is available here: <https://www.emaa.org/membership>.

SECTION 3. REVOCATION

Membership must be renewed annually, including payment of the appropriate membership dues to the Treasurer on or before November 15th each year. Failure to renew on an annual basis automatically results in revocation of membership.

A member *may* have their membership revoked by a majority vote of the Board of Directors for any reason deemed adequate by the Board, including, but not limited to, the member's failure to abide by the By-Laws, the member's failure to adhere to the Membership Pledge, and/or the member's failure to act in accordance with the Association's mission and purpose. In this instance, the Board shall, after investigation, recommend revocation of the member to the President and Vice President. The Vice President shall notify the member in writing that revocation will be voted upon at the next Board meeting. At that meeting, prior to any vote, the member shall have the opportunity to be heard.

ARTICLE IV – DUES

SECTION 1. DUES

Membership dues shall be determined by the Board of Directors by a simple majority vote at the Annual Meeting.

SECTION 2. FISCAL YEAR

Membership year and fiscal years shall be from November 15th through November 14th in conjunction with the Annual Meeting.

- A. Dues shall be paid annually and submitted with membership renewal to the Treasurer.
- B. If annual dues are not paid by November 15th, membership will be automatically revoked and the member must re-apply.

ARTICLE V – MEETINGS

SECTION 1. MEMBER MEETINGS

- A. Unless otherwise directed by the President or Board of Directors, there shall be an open meeting of the Board at least monthly, at a time and place designated by the President.
- B. Special Meetings, for the purpose of conducting extraordinary business of the Association, may be called by the President, the Board of Directors, or by any member by written request, subject to Board approval.
- C. Notice of Board Meetings and Special Meetings shall be provided to membership at least seven (7) days prior to the meeting.
- D. Proposed agenda items may be submitted in writing by any qualified member to the President and Secretary prior to the meeting, or by motion at the meeting.

SECTION 2. ANNUAL MEETING

- A. Unless otherwise directed by the President or Board of Directors, the Annual Meeting will be held in November.
- B. At least thirty (30) days prior to the Annual Meeting, proper notice shall be provided to all members by the Association Newsletter, mail and/or other public notice.
- C. At the Annual Meeting, the following business shall be conducted:
 1. Review and vote on the Association's By-Laws and any amendments thereto;
 2. Nominate and elect Officers and Directors; and,
 3. All other EMAA business as deemed necessary by the Board.

- D. Only qualified members in good standing will be permitted to vote and all issues to be voted on shall be by simple majority.

SECTION 3. ELECTION

- A. New and current Board Members shall be elected (or re-elected, as the case may be) by a simple majority of members present at the Annual Meeting. The presiding officer may not vote unless in the event of a tie.
- B. Nominations may be made from the floor by any qualified member in good standing. All nominees must accept nomination before voting.
- C. The Secretary shall record the votes and election results, and notify membership of the newly elected Board of Directors within fourteen (14) days.

SECTION 4. QUOROM

- A. A quorum for the Board of Directors shall consist of at least 50% of the Board, including at least one Officer.
- B. Actions by the Board must be made by a majority of the quorum voting in the affirmative.
- C. Voting by telephone or via Internet (e.g., email, SMS, video chat) is permitted for Board Members.

ARTICLE VI –BOARD OF DIRECTORS

SECTION 1. BOARD OF DIRECTORS

The Board of Directors shall consist of:

- A. The elected positions of President, Vice-President, Secretary and Treasurer (together, “Officers”) and three Directors- at-Large (together, “Directors”).
- B. An additional Director-at-Large (i.e., Youth Director) may be elected by the Junior Members to represent them on the Board.

SECTION 2. TERMS OF OFFICE

The Board of Directors shall be elected at the Annual Meeting in November. Each term shall consist of two (2) years. The terms shall commence at the January meeting. Officers and Directors shall serve no more than four (4) consecutive terms without approval by a majority of the Board.

SECTION 3. QUALIFICATIONS

A person must be at least eighteen (18) years of age and a member of the Association in good standing for at least six (6) months prior to election to qualify for a position on the Board of Directors.

SECTION 4. POWERS; DUTIES

The Board of Directors shall have the power to take any action not inconsistent with the law, with the Articles of Incorporation, with the Association Bylaws, or with any applicable rule or regulation. Board Members shall be elected and serve for the duration of their term. During a Board Member’s term, he or she shall:

- A. Attend at least 75% of monthly Board Meetings or otherwise show cause for failure to do so; and,
- B. Materially comply with the duties and responsibilities as described in the By-Laws and as directed by the President and Board.

SECTION 5. REMOVAL

Any Officer or Director may be removed from his/her position by a two-thirds majority vote of the Board of Directors at any time, or by a majority vote of the members at the Annual Meeting. Removal may be for any reason deemed adequate by the Board, including, but not limited to, the Board Member's failure to materially comply with the By-Laws, the Board Member's failure to act in accordance with the Association's mission and purpose, and/or the Board Member's failure to fulfill the duties and responsibilities of his/her position.

In order to initiate the process of removing a Director or Officer from the Board, one or more other members of the Board must submit a written statement to the President and Secretary proposing the removal. Notice to the Board Member shall be in writing (sent via email to the Board Member's last known email address) and indicate that the Board Member may either choose to resign from or request a hearing before the Board. If the Board Member does not request a hearing in writing within fourteen (14) days of the date the communication is sent, the Board Member will be deemed to have resigned. If the Board Member timely requests a hearing, the hearing shall take place at an upcoming Board Meeting, and notice of that meeting shall explicitly state that a hearing will be held on a proposal to remove such Board Member. At that meeting, prior to any vote on removal, the person(s) who submitted the proposal may present the reasons why removal is being proposed, and the Board Member shall have a reasonable opportunity to explain why he or she should not be removed. The Board shall thereafter have an opportunity to discuss openly the reasons for and against the removal and a vote shall be held.

SECTION 6. VACANCIES

Should a vacancy occur on the Board of Directors mid-term (whether due to resignation, removal from office, death or incapacity, or other means), the President may appoint a member in good standing to serve out the remaining term. The member must be approved by a majority vote of the Board of Directors.

ARTICLE VII – DUTIES OF OFFICERS

SECTION 1. PRESIDENT

The President shall:

- A. Supervise and coordinate events, activities and shows of the Association.
- B. Preside over all meetings of the Board of Directors and membership, including the Annual Meeting.
- C. Appoint with a majority vote of the Board, standing and ad hoc committees and committee chairpersons, as deemed necessary.
- D. Oversee the Association's financial matters, including review and approval of transactions greater than \$1000.00.
- E. Ensure timely payment to Financial Manager for services rendered.
- F. Perform all duties required of the President by these By-Laws or delegated to him/her by the Board of Directors.

SECTION 2. VICE-PRESIDENT

The Vice-President shall:

- A. Assume the duties of the President in the event of the President's absence or inability to act, or at the President's request.
- B. Ensure Board Members adhere to term limits and fulfil their duties and responsibilities as described in the By-Laws and as directed by the President and Board.
- C. Oversee revocation or removal action against any member and/or Board Member.

- D. Perform all duties required of the Vice-President by these By-Laws or delegated to him/her by the President or the Board of Directors.

SECTION 3. SECRETARY

The Secretary shall:

- A. Take attendance and record the minutes at all meetings of the Board and members, including Special Meetings, and timely notify membership.
- B. Record nominations and election results for Officers and Directors, as well as the appointment of any committee or committee chair(s), and timely notify membership.
- C. Maintain a roster of members with the dates on which membership began (i.e., receipt of Membership Application and Pledge, including appropriate fees), was renewed, and/or ceased.
- D. Provide membership proper notice of all Board and member meetings.
- E. Provide notice in writing to any member removed from the Board of Directors, chairmanship, or membership.
- F. Perform all duties required of the Secretary by these By-Laws and delegated to him/her by the President or the Board of Directors.

SECTION 4. TREASURER

The Treasurer shall:

- A. Oversee the Association's finances and budget.
- B. Serve as Financial Manager and/or manage the Financial Manager role, and ensure timely performance of all associated duties and responsibilities, including, but not limited to:
 - 1. Oversee and manage Association accounts, including deposits and withdrawals from checking, savings and credit card accounts;
 - 2. Review EMAA expenses and bills, and ensure timely payment of all approved expenditures;
 - 3. Prepare monthly financial reports, as well as an annual financial statement;
 - 4. Review and address payment issues, including nonsufficient funds ("NSF") or bounced checks;
 - 5. Assist the Association's accountant with all reports, documents and information needed to prepare year-end tax documents, including W-9, 1099s, and tax returns;
 - 6. Handle any applicable filings and registrations, including, but not limited to, preparation of non-profit association filings, state business registration(s), and any related documents;
 - 7. Review, negotiate and renew EMAA contracts and policies;
 - 8. Support and assist in planning and execution of EMAA horse shows, events and meetings, including the spring meeting and annual banquet; and,
 - 9. Perform other duties as requested by the President and/or directed by the Board.
- C. Serve as liaison between the President and Financial Manager, if applicable.
- D. Ensure timely payment to approved service provider(s) for services rendered.
- E. Deposit all membership dues, fees, proceeds from Association-related event or project, and/or any other revenue shall be deposited in a bank account designated by the Board of Directors in the name of the "Eastern Michigan Arabian Association" or provided directly to the Treasurer for deposit.
- F. Disburse Association funds in coordination with and/or as requested by the President, and/or directed by the Board.

- G. Prepare and review financial report(s), and present to Board of Directors and membership as deemed necessary.
- H. Prepare annual Association budget for review and approval at such time as the Board of Directors deems necessary.
- I. Collect and record payment of new membership application fees and annual membership dues in coordination with the Secretary to maintain accurate member roster.
- J. Support and assist in annual audit of the financial records to be reported at the March membership meeting. Audit to be conducted by an accountant selected by the Board of Directors.
- K. Perform all duties required of the Treasurer by these By-Laws or delegated to him/her by the President or the Board of Directors.

ARTICLE VIII – COMMITTEES

SECTION 1. STANDING AND AD HOC COMMITTEES

- A. Subject to the majority vote of the Board, the President may create and dissolve standing and ad hoc committees and appoint committee chairs. All committees shall include among their membership at least one Board Member.
- B. Committee chairs shall recruit committee members from the general membership provided that the member is in good standing.

ARTICLE IX – GENERAL PROVISIONS

SECTION 1. AMENDMENTS OF BY-LAWS

- A. Amendments to the By-Laws may be voted on at the Annual Meeting or a Special Meeting called for that purpose.
- B. Proposed amendments shall be submitted in writing to the President prior to the meeting or by motion at the meeting. Amendments must be passed by a simple majority of the qualified members present.
- C. Membership shall be provided with the approved By-Laws, as amended, within fourteen (14) days of the meeting.

SECTION 2. DISSOLUTION OF ASSETS

In the event of dissolution, the Board shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all remaining assets to a charity selected by a simple majority vote by the Board.

SECTION 3. ROBERT’S RULES OF ORDER

Procedure at all meetings of the Association’s members and Board Meetings shall be in accordance with Robert’s Rules of Order to the extent they are not inconsistent with these By-Laws and any special rules which the Association may adopt.

ARTICLE X – REPEALER

All prior By-Laws, including any and all previous constitutions or charters, are hereby repealed and revoked.

The foregoing By-Laws were approved on the 2nd day of November, 2019.