

BY-LAWS OF THE COMSTOCK ARABIAN ASSOCIATION

Amendments adopted 1/1/2023

ARTICLE 1

NAME, PURPOSE AND DURATION

SECTION 1

The club is known as the COMSTOCK ARABIAN ASSOCIATION

SECTION 2

The purpose of the club is to promote and encourage the breeding, use and exhibition of the Arabian, Half Arabian and Anglo-Arabian horse.

SECTION 3

The club is incorporated as a not-for-profit organization by the State of Nevada for a period of fifty years from the date of incorporation, September 10, 1965. (Extended, no termination)
The club shall have no stock and be operated for the benefit of the members. Anyone becoming a member of the club shall be bound by the By-Laws and all amendments.

ARTICLE II

MEMBERSHIP

SECTION 1

CLASSIFICATION OF MEMBERS

- (A) **REGULAR MEMBERS** are individuals over the age of 19 who maintain membership in the Arabian Horse Association (AHA) through the Comstock Arabian Association. The Regular Member is eligible to vote, hold office, be on a committee and be a delegate to the Regional and National levels of AHA.
- (B) **ASSOCIATE MEMBERS** are individuals over the age of 19 who join Comstock Arabian Association only and are either not members of AHA or have joined AHA through another association. The Associate Member is not eligible to vote, hold office or be a delegate.
- (C) **YOUTH MEMBERS** are individuals under the age of 19 as of December 1 of the previous calendar year. The Youth Member is not eligible to vote, hold office or be a delegate.
- (D) **HONORARY MEMBERS** are individuals who have been granted membership by the Board of Directors as an honor to the individual who has made outstanding contributions to the Arabian Breed and/or the Comstock Arabian Association. The Honorary Member pays no club dues but has all of the benefits of the Regular Member as long as they remain current with their dues paid to AHA through the Comstock Association.
- (E) **AHA LIFE and 3 YEAR MEMBERS** are individuals who have designated Comstock Association as their affiliated association. The AHA Life and 3 Year members have all of the benefits of the Regular Member as long as they remain current on their club dues.

SECTION 2

ADMISSION TO MEMBERSHIP

Applicants for membership in Comstock Arabian Association shall submit their applications with one year's dues to the Treasurer. The board of Directors will review applications for approval/admission at the next monthly meeting. Any applicant not approved for membership will have their application and dues returned to them. Anyone in good standing with the Association will be admitted to membership. A "Member in Good Standing" is defined as an who has no financial indebtedness to the club. When an individual is declared as "Not in Good Standing" by the Board of Directors, the individual may not participate in any club activities, attend any meetings, vote, run for office or be a delegate.

SECTION 3

When the number of Youth Members of the association exceeds ten (10) members, the Youth members will be permitted to elect a Youth Member to the Board of Directors of Comstock Arabian Association.

ARTICLE III

DUES

Annual dues are recommended by the Board of Directors. These recommendations become effective upon a vote of the majority of the Membership present at the next scheduled meeting. The membership must be notified by at least fifteen (15) days of the proposed change. Membership and Dues for all member classifications shall be for one (1) year from date of approval or anniversary. Any person failing to pay their dues by their anniversary date shall be considered delinquent, "not in good standing" and dropped from the membership roster. Any former member can be reinstated upon payment of dues. New members may join at any time during the year.

ARTICLE IV

MEETINGS

SECTION 1

REGULAR AND SPECIAL MEETINGS OF THE MEMBERSHIP

The Regular Meetings of the general membership shall be held as scheduled by the Board of Directors for the purpose of considering the affairs of the club and for transacting business properly brought before the meeting. A majority of members present shall decide an issue. Special Meetings of the membership may be called by the President of the Board of Directors for the purpose of conducting extraordinary business of the club, or by a petition signed by one-third (1/3) of the Regular Members in good standing.

SECTION 2

REGULAR< SPECIAL AND CLOSED MEETINGS OF THE BOARD OF DIRECTORS

(A) Regular Meetings of the Board of Directors are held once a month.

(B) Special meetings may be held any time upon two (2) day notice or by a majority of the Board of Directors, provided an attempt to poll all members of the Board of Directors is made. All Regular and Special Meetings of the Board of Directors are open meetings, and any Member may attend, but may not participate in the discussion of agenda items unless recognized by the President.

- (C) Closed Meetings of the Board of Directors, defined as those meetings where termination of membership or other sensitive topics are being considered, may be called by the President, and notice of such meetings ten (10) days prior to the meeting. For the protection of individuals, attendance at Closed Meetings of the Board of Directors will be limited to individuals considered paramount to the issue by the Board of Directors.

SECTION 3

QUORUMS

A Quorum consisting of a majority of the Board of Directors is required for the transaction of club business except at Closed Meetings which require three quarters (3/4) majority vote by the Board of Directors. In the absence of a quorum, the Directors present may adjourn the meeting to a specified date, time and location but cannot transact any other business.

SECTION 4

NOTICE OF MEETINGS

- (A) Notice of Regular or Special Meetings of the Membership will be made by USPS, regular mail, or electronically and/or email (via Internet) at least seven (7) days before the meeting. Notice of any meeting will include the date, time, location and in the case of Special Meetings, the general nature of the business to be transacted.
- (B) Notice of Regular or Special Meetings of the Board of Directors will be given by the President by email at least one day before the meeting.
- (C) Notice of Closed Meetings of the Board of Directors will be made by email at least seven (7) days before the meeting. Notice of all meetings of the Board of Directors will specify the location, date, time and include an agenda (the nature of business to be conducted).

SECTION 5

VOTING

Voting rights are granted to all Regular and Honorary Members in good standing as defined in ARTICLE II SECTION 1. Voting for officers may be done by USPS in a manner prescribed by the Board of Directors.

SECTION 6

PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order (Revised) shall loosely govern the club meetings in all cases where applicable and not in conflict with the By-Laws of the club.

ARTICLE V
GENERAL POWER OF OFFICERS AND DIRECTORS

SECTION 1

GENERAL POWERS

- (A) Subject to the limitations of the Articles of Incorporation of the By-Laws of the state of Nevada as in the action to be authorized or approved by members, all corporate powers shall be exercised by or under the authority of, and the business affairs and affairs of this corporation shall be controlled by the Board of Directors
- (B) The Board of Directors will have the right, power and authority to create, from the club membership, any committee or committees as may be deemed necessary to promote and accomplish any and all of the purposes and objectives of the club.
- (C) The Board of Directors will have the right, powers and/or possessed by the Board of Directors.
- (D) On all issues at Board of Directors meetings, all voting board members shall have an equal vote, however in the event of a tie vote of those members, the President's vote shall break the tie.
- (E) It is the duty of all members of the Board of Directors to attend all meetings of the Membership and Board of Directors.
- (F) The Board of Directors may, after a hearing, censure, suspend or expel any member of the committee of the club or any other member whose conduct shall be found to be prejudicial to the best interest of the club or in violation of its By-Laws or Rules.

SECTION 2

OFFICERS

The elected officers of the club shall be the President, Vice President, Treasurer, five (5) Directors and a Delegate for each 50 members of the club. These officers must be members of the club and shall constitute the Board of Directors of the club. The Past President is a voting member of the board. The President shall appoint a Secretary, a Youth Advisor and a Membership Chair with the approval of the Board of Directors.

SECTION 3

TERM OF ELECTED OFFICE

The term of the President, Vice President, Treasurer, 3 Directors and the Youth Representative shall be one (1) year. Two (2) Directors shall serve a term of two (2) years; one of these Directors shall be elected each year. The term of the Delegate(s) shall be for two (2) years. The club shall have a Delegate for each 50 Regular Members and, if more than one Delegate is merited, one of these Delegates shall be elected each year. Upon election of a new President, the Past President becomes a member of the board.

SECTION 4

REMOVAL AND RESIGNATION OF OFFICERS

- (A) Any member of the Board of Directors may be removed from office by a two-thirds (2/3) vote of the membership present at any membership meeting provided that written notice of such action shall have been distributed to the

membership at least ten (10) days prior to the meeting and provided that it had been introduced as a motion at a previous regular meeting,

- (B) Any member of the Board of Directors may resign at any time by giving notice to the President. Any such resignation shall take effect at the date of receipt or at any later time specified in the resignation. Any member who resigns from an Officer, Director or Delegate position shall be ineligible to run for any elected position for a period of one (1) year unless resigning to fill a higher office. Three (3) unexcused absences from regular Board of Directors meetings by any Director of Officer shall be construed as a resignation from that office. Unexcused absences are those without prior notification. Any officer appointed by the Board of Directors may be removed by a majority vote of the Board of Directors at any time.

SECTION 5

VACANCIES IN THE BOARD OF DIRECTORS

In the event of a vacancy, for any reason, in the office of the president of the club, the Vice President will become the President for the balance of the term. In the event of a vacancy in the office of Vice President, a successor from the members of the Board of Directors will be elected by a majority of the remaining members of the Board of Directors. In the event of a vacancy of any other member of the board of Directors, the vacancy will be filled by Presidential appointment, subject to majority approval of the existing Board of Directors, who shall hold office until the regular club election meeting. To ensure full representation to the AHA Convention, any Delegate vacancy to the convention can be filled by the appointment of alternate delegates by the remaining Delegate(s).

ARTICLE VI

DUTIES OF OFFICERS AND DIRECTORS

- (A) The President shall prepare the agendas and preside at all meetings of the membership and Board of Directors. The President shall perform all other duties pertaining to the office. The President shall be responsible for the safekeeping of all historical records while in office.
- (B) The Vice President shall perform the duties of the president in case of his/her absence or inability to serve as noted in the By-Laws.
- (C) The Secretary shall keep a full and complete record (minutes) of all meetings. This record shall be open to inspection by the club and Board of Directors members at any time. The Secretary shall have other powers and duties as may be prescribed by the Board of Directors.
- (D) The Treasurer shall be the custodian of all club funds and together with the President and/or assigned board members sign all checks. The Treasurer shall make a report at monthly meetings of the Board of Directors of the condition of the treasury's operative accounts. A full accounting shall be kept of all receipts and disbursements and a financial report shall be presented to the membership following the fiscal year. Financial records of the club may be audited, and a report be presented to the Board of Directors. When required, a committee of two shall audit and report on the club's finances. The Treasurer shall prepare a voucher for each check written that explains the reason for each expenditure.

- (E) The Membership Chair shall keep the official membership roster of the club, containing the names, addresses (USPS and email) and phone numbers of all members. Records of election to or termination of membership shall be kept with the date on which membership began or ceased.
- (F) The Board of Directors shall consist of the elected officer and the five (5) Directors, and the immediate past President. Supervision and prosecution of the affairs and finances of the corporation shall be vested in the Board of Directors. The Board of Directors shall meet for such business as may come before it at the call of the President.
- (G) Delegates shall meet and elect from their number a chairperson of the delegation. Delegates shall represent the club at quarterly Region III Delegates Meetings and at the Annual Arabian Horse Association convention and other affiliate meetings where the club's voting authority is required or authorized. Delegates shall keep the club and Board of Directors informed concerning the planned activities of Region III and AHA, Delegates shall submit monthly reports of all Region III and AHA activities where he/she represents the club, to the Board of Directors.
- (H) The Youth Advisor shall lead the youth of the club in planning and participating in activities to enhance their knowledge of and promotion of the Arabian horse. He/she shall attend the Board of Directors meetings and report on their plans and activities.

ARTICLE VII ELECTIONS

SECTION 1

NOMINATING COMMITTEE

The Nominating Committee shall be composed of club members in good standing, who are not Directors. The Board of Directors shall appoint the nominating Committee. When appropriate, the Nominating Committee shall meet and elect from their number a Chairperson. Any vacancy to the committee shall be filled by presidential appointment. Nominees for the elected officers shall be selected by the committee from the club of Regular, Honorary, Life and Three (3) Year Members. This provision does not limit the right of the membership to make nomination from the floor. A ballot of all nominations shall be made to the membership at a regular meeting of the membership. Members of the club will be given opportunity to nominate Directors, Officers and Delegates at that meeting. All nominees must have been previously contacted and agree to run before their name is placed into nomination. All nominees for the positions of President and Vice President must have served on the Board of Directors for a term of at least one (1) year.

SECTION 2

ELECTIONS

The Nominating Committee shall present a slate of officers at a regular meeting of the membership at which time floor nomination will be accepted. Immediately after that meeting, a ballot shall be mailed to each voting member of the club. The ballot shall be marked and returned to the Nomination Committee Chairperson for counting at the next membership meeting. Officers are to be installed at the January membership meeting.

ARTICLE VIII COMMITTEES

SECTION 1

NUMBER OF COMMITTEES

The President, with the approval of the Board of Directors shall establish Committees and Chairpersons to those committees as deemed necessary to efficiently conduct the business, educational or social affairs of the club. The President shall be an ex officio member of all committees.

SECTION 2

COMMITTEE ROSTER

The Secretary shall maintain a roster of all committees including their members and Chairperson.

SECTION 3

COMMITTEE TERM OF OFFICE

The term of all committees shall begin when so appointed and approved by the Board of directors and shall terminate at the close of that fiscal year, however, the term of office shall not restrict long range planning or commitments as approved by the Board of Directors.

SECTION 4

COMMITTEE REPORTS

All Committees shall submit plans and budgets to the Board of Directors for approval and make timely reports to the Board of Directors and when require furnish in writing an annual summary report of the committee/s activities.

SECTION 5

COMMITTEE FINANCIAL ACCOUNTS

Separate financial accounting shall be provided for Youth funds, individual horse shows, any futurities as well as other special committee accounts as, from time to time may be established by the President. A financial report shall be presented to the Board of Directors, by the Treasurer as follows:

- (A) Monthly Youth Account
- (B) Horse Show Account (with cooperation of the Horse Show Manager)
- (C) Futurity Report
- (D) Special Committees

ARTICLE IX INDEBTEDNESS

Any member of the club who is in arrears to the club through indebtedness or fraud will be given thirty (30) days to satisfy such indebtedness. Failure to clear such indebtedness within the time allowed shall result in forfeiture of all points earned for Comstock Arabian Association year-end points. Any reputation of such action that goes beyond the allowed time limit shall result in immediate expulsion from the club for the remainder of the membership year by the Board of Directors.

ARTICLE X AFFILIATIONS

The Comstock Arabian Association is an affiliate of the Arabian Horse Association (AHA)
6030 Greenwood Plaza Blvd, Greenwood Village, CO 80111

ARTICLE XI AMENDMENT OF THE BY-LAWS

These By-Laws may be amended, repealed or new By-Laws adopted at a regular or special meeting of the membership, by a two-thirds (2/3) vote of the membership in attendance at the meeting. A fifteen (15) day notice must be given to the membership stating the proposed amendments before such amendments may be brought before a regularly constituted membership meeting. All amendments to the By-Laws shall become effective immediately or at the beginning of the next fiscal year at the discretion of the Board of Directors.