

# The Idaho Arabian Breeders Association BYLAWS

## ARTICLE I NAME AND ORGANIZATION

- Section 1 This club shall be known as the Idaho Arabian Breeders Association. (IABA)
- Section 2 The purpose of the Idaho Arabian Breeders Association is to encourage the development of, and public interest in the Arabian and Arabian-related Horse. It is to encourage members to work together for purposes of promotion and marketing for the Breeders of Arabian and Arabian-related Horses and other Professional Arabian Horsepersons.
- Section 3 The principal office or place of business shall be the home of the duly elected President of the Association, or other place designated by the president. (A permanent, separate Post Office Box may be established for Association correspondence.)
- Section 4 The calendar year of the club shall be January 1st through December 31st of each year.
- Section 5 There shall be no capital stock. All new members shall be given a copy of the Bylaws.

## ***ARTICLE II OFFICERS AND DUTIES***

- Section 1 The Executive Officers of the Association shall be: President, Vice-President, Secretary and Treasurer. The President, Vice-President, Secretary and Treasurer shall be nominated and elected by the general membership. These officers shall hold office for a period of one year.
- Section 2 The President shall preside at all general meetings of the Association. The President shall appoint all special and standing committees, chairpersons and serve as ex-officio member of all committees. The President shall conduct the business of the Association in accordance with the Association Bylaws.
- Section 3 The Vice-President shall preside at all general meetings in the absence of the President. The Vice-President shall act as chairperson of the Nominating Committee. In the event of vacancy in the office of President, the Vice-President shall succeed to that office for the unexpired term.
- Section 4 The Secretary shall keep the minutes of all meetings and safeguard the records of the Association and shall be ex-officio Secretary of all Board Meetings. The Secretary shall record the balloting of all elections and perform such other duties as usually pertain to this office, including those specifically assigned by the President and/or the Board of Directors.
- Section 5 The Treasurer shall keep and safeguard all funds of the Association and keep accurate records of same. The Treasurer shall be required to report monthly receipts and disbursements of all monies handled through this office.
- Section 6 Elected Officers of the Association shall be limited to two consecutive terms in the same elected position.
- Section 7 Chairpersons of all committees shall serve for a period not to exceed one year unless reappointed.
- Section 8 No Executive Officers shall reside in the same household.

**ARTICLE III**  
**DIRECTORS AND DUTIES**

- Section 1      The Board of Directors of the Club shall consist of nine members: President, Vice-President, Secretary, Treasurer, immediate Past President and four Directors elected from the General Membership.
- Section 2      A Chairman of the Board will be chosen from the seated board, excluding the president, and will be selected by the currently seated board members.
- Section 3      The four Directors elected from the General Membership shall hold office for a period of two years, two being elected each year.
- Section 4      The Board of Directors shall meet as necessary to conduct the business of the Association. Board Meetings will be conducted by the Chairman of the Board.
- Section 5      Meetings of the Board of Directors may be called by the Chairman of the Board, or any three members of the Board or any four general members in good standing. Each Director shall be notified of the time and place of each meeting at least five days in advance.
- Section 6      A quorum at any meeting of the Board shall be five or more Directors. A majority of the quorum shall decide any question that may arise. No business shall be conducted until a quorum is present.
- Section 7      The duties of the Directors shall be to advise the Association in promoting and encouraging the development of public interest in the Arabian and Arabian-related Horses. They are to encourage members to work together for purposes of promotion and marketing for the Breeders of Arabian and Arabian-related Horses and other Professional Arabian Horsepersons. The Directors may review and act on potential member applications and function in the capacity of an Ethics Review Committee.
- Section 8      All vacancies in the offices of the Association, except that of President, shall be filled by election at the next general meeting. The office of President shall be filled by the Vice-President. Any positions so filled will be for the remainder of the unexpired term and will not count against future term limits. Any resignation of an Officer or Director of the Association shall be immediately accepted upon receipt of written resignation by the Board of Directors; or by verbal delivery to an Officer or Director of the Association, to be followed by a confirmation letter from the board.

**ARTICLE IV**  
**MEETINGS**

- Section 1      The time and place of the general membership meeting shall be designated by the Board of Directors or by approval of the general membership. Each member shall be notified of each meeting at least ten days in advance.
- Section 2      Special meetings of the general membership may be called by the President or Chairman of the Board at any time and place by notice to all members. Club business may only be conducted with a quorum of the general membership.
- Section 3      A quorum shall consist of three voting members in good standing. A majority of the quorum shall decide any question that may arise. No business shall be conducted until a quorum is present. (Modified June 2006 changing quorum from seven to three.)

Section 4 All meetings shall be conducted by the Roberts Rules of Order.

**ARTICLE V  
NOMINATIONS AND ELECTIONS**

Section 1 The Nominating Committee shall consist of four members: the Vice-President, acting as chairperson; one Director appointed by the President, and two other members from the general membership excluding, if possible, officers and members of the Board.

Section 2 The Nominating Committee shall report at the September general meeting. Nominations from the floor shall be in order at this meeting. Elections may be conducted at the October general meeting with new officers being inducted at the December meeting/Christmas party and taking office January 1.

Section 3 Absentee Ballots will be furnished with the December meeting notice.

Section 4 Voting shall be by secret ballot for any office for which there is more than one candidate. The candidates shall be elected by a majority of the voting members, including absentee and proxy ballots.

Section 5 Installation of Officers and Directors shall be held at the December meeting. Term of office shall begin January 1st.

Section 6 No person who has resigned an office may run for any office for a period of one year after their term would have expired. A leave of absence may be granted to an elected officer of the association under "extraordinary circumstances" as defined per occasion by the Board of Directors. The vacant position will be filled by appointment from the Board of Directors.

**ARTICLE VI  
MEMBERSHIPS, VOTING RIGHTS  
AND DUES**

Section 1 Eligibility for active membership in good standing:

- a) Any individual of good character and reputation interested in promoting and marketing Arabian and Arabian-related horses and related services, and willing to work cooperatively and ethically with fellow members of the organization.
- b) Membership is subject to approval by the Board of Directors.
- c) Payment of annual dues for membership year which shall run from January 1 to December 31.

Section 2 Membership: is a voting member of IABA and may hold office in the Association. Membership carries one vote per individual and includes non-voting courtesy membership for minor children of the individual.

Section 3 A proxy shall be executed in writing, **e-mail** or by fax, shall be dated, and shall be valid only for the date which is specified therein. Proxies may be subject to verification and shall remain on file with the Secretary.

Section 4 Dues:

- a) Dues for the succeeding calendar year shall be proposed by the Board of Directors and set by vote of the general membership at the Fall meeting.
- b) The membership year shall run from January 1st to December 31st. Dues are due and payable to IABA preceding the beginning of the membership year and shall become delinquent on January 31st of the membership year.
- c) Dues shall be paid to the Newsletter/Membership Chairman.

d) New members may join at any time. Dues shall not be prorated.

Section 5 Termination of all or partial privileges of any member of the Association for unethical practices, or behavior detrimental to the Association of any kind may be accomplished by the Board of Directors, acting in the capacity of an Ethics Review Committee, after holding a hearing. The member in question shall receive a detailed written notice of the Ethics Review hearing with adequate time to appear. The Board decision must be approved by a majority vote at the next general meeting.

***ARTICLE VII***  
***FINANCIAL***

Section 1 This Club is a non-profit organization. All funds shall be used in accordance with our stated purpose and to provide for the continued functioning of the Club.

Section 2 Access to Club funds shall require an authorized member signature approved by the Board of Directors. (Recommended authorized member signatures are President, Vice-President & Treasurer.)

Section 3 At the close of the calendar year the books shall be reviewed by the Board of Directors who may recommend an audit and appoint an Audit committee.

Section 4 Should the Club be dissolved, any remaining assets shall be auctioned with proceeds to be donated for equine research, youth promotion or other selected benevolent use, to be determined at that time.

***ARTICLE VIII***  
***AMENDMENTS***

Section 1 These Bylaws may be altered and amended at any meeting of the Club providing a quorum is present, and by a two-thirds (2/3) vote of the regular members present at such meeting and providing that the proposed amendment or alteration was presented in writing to all members in good standing at least ten days prior to the meeting.