

GULF COAST ARABIAN HORSE CLUB

ARTICLE I - TITLE, PURPOSE, LOCATION & SEAL

Section 1. TITLE. The name of this corporation shall be GULF COAST ARABIAN HORSE CLUB, INC.

Section 2. PURPOSE. The purpose for which the corporation is organized: to devote the time and effort of its members to aid and encourage the breeding, exhibiting, perpetuating and promoting of Arabian, Half-Arabian, and Anglo-Arabian horses in the Gulf Coast area; to promote and manage exhibits and shows for the education of those interested, to provide funds for benevolent uses that fulfill the purposes of this corporation; and to do all other such things not prohibited by law, in promoting the purposes of this organization

Section 3. LOCATION. The principal office of the corporation in the State of Texas shall be the office address, or in lieu of same, the residence address of the President of the corporation. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 4. SEAL. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, "GULF COAST ARABIAN HORSE CLUB."

ARTICLE II - MEMBERSHIP

Section 1. CATEGORIES: The corporation shall have four categories of membership, and rights of the member of such categories shall be as follows:

A. REGULAR MEMBERSHIP: Regular membership may be held by any person interested in the promotion of the Arabian, Half-Arabian or Anglo-Arabian horse. A Regular member is a voting member of the GCAHC and a member of AHA (under the age of eighteen see Article 2, section 3).

B. ASSOCIATE MEMBERSHIP: An Associate member is a person interested in the promotion of the Arabian, Half-Arabian or Anglo-Arabian horse. The Associate member is not a voting member of GCAHC or a member of AHA.

C. JUNIOR MEMBERSHIP: Junior Membership may be held by the person under the age of eighteen years. The Junior member is not a voting member of GCAHC or AHA.

D. FAMILY MEMBERSHIP: Family membership may be held by two adult members of any family interested in the promotion of the Arabian, Half-Arabian or Anglo-Arabian horse. The two adult members of such family shall be deemed regular members.

Section 2. APPROVAL OF MEMBERS: Members shall be approved by the Board of Directors at any regular or special meeting of the Board.

Section 3. RIGHT TO VOTE: Each regular member, eighteen years or over, in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Junior Members and Associate Members shall have no vote, but shall be allowed to enter into the discussion of any issue to be voted on by the members entitled to vote.

Section 4. REMOVAL OF MEMBERS: The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend, expel, or terminate the membership of any member.

Section 5. RESIGNATION OF MEMBERS: Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 6. REINSTATEMENT OF MEMBERS: Upon written request signed by an expelled member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such expelled member to membership upon such terms that the Board of Directors may deem appropriate.

Section 7. TRANSFER OF ASSIGNMENT OF MEMBERSHIP: Membership in this corporation shall not be transferable or assignable.

ARTICLE III - BOARD OF DIRECTORS

Section 1. CORPORATION MANAGEMENT: The affairs of the corporation shall be managed by its Board of Directors. Directors shall be elected from the members of the corporation.

Section 2. MEMBERS OF THE BOARD: The Board of Directors shall consist of the following:

- A. Six elected members, who shall serve for a term of two years each.
- B. The elected officers of the Club to-wit; the President, the Vice President, the Secretary, the Treasurer, and the Publicity Secretary.
- C. In addition, the out-going President shall be a member of the Board of Directors for one year.
- D. Three of the elected directors shall be elected each year.

Section 3. REGULAR MEETINGS: The Board of Directors may provide by resolution the time and place, either within or without The State of Texas, for the holding of regular meetings of the Board without notice other than such resolution.

Section 4. SPECIAL MEETINGS: Notice of any special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place for holding any special meeting of the Board called by them.

Section 5. NOTICE OF SPECIAL MEETINGS: Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto. Written notice shall be delivered personally or sent by mail to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive such notice of any meeting. The attendance of a Director at any meeting shall constitute waiver of notice of any meeting, except 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. Neither the business to be transacted at, nor the purpose of, any special or regular meeting of the Board need be specified in the notice waiver or notice of such meeting, unless specifically required by law or by these By Laws.

Section 6. QUORUM OF THE BOARD: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors is present at said meeting a majority of the Directors present may adjourn the meeting without further notice.

Section 7. ACTS OF THE MAJORITY OF A QUORUM: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By Laws.

Section 8. VACANCY: Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by appointment by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 9. COMPENSATION: Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

Section 10. ACTION WITHOUT A MEETING: Any action required by law to be taken at a meeting of Directors, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds of the Directors.

Section 11. SUCCESSIVE TERMS OF OFFICE: The elected Directors shall not hold more than two successive term of office except a Director who is also an elected officer.

ARTICLE IV - ELECTIVE OFFICERS, THEIR DUTIES AND RECORDS

Section 1. OFFICERS: The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer, a Publicity Secretary, and such other officers as may be elected in accordance with this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. No person shall hold more than one elective office.

Section 2. ELECTION AND TERM OF OFFICE: The officers of the corporation shall be elected annually at the regular annual meeting by the members entitled to vote. Each officer shall hold office until his successor shall have been duly elected.

Section 3. REMOVAL OF OFFICERS: Any officer elected by the members, or elected or appointed by the Board of Directors, may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. VACANCY: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term, except that the office of President shall be filled by the Vice-President.

Section 5. PRESIDENT: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases when the signing and execution thereof shall be delegated expressly by the Board of Directors or by these By Laws, or by public statute to some other officer or agent of the corporation: and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. VICE-PRESIDENT: In the absence of the President or in event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. TREASURER: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation from any source whatsoever, and deposit all such moneys in the name of

the corporation in such banks, trust companies or their depositories as shall be selected in accordance with the provisions of Article VII of these By Laws; keep complete records of all such transactions; and in general perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or Board of Directors.

Section 8. SECRETARY: The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By Laws or as required by public law; keep complete records,; keep a register of the post office address and telephone numbers of each member that shall be furnished to the secretary by such member; and in general perform all the duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. PUBLICITY SECRETARY: The Publicity Secretary shall promote the corporation and its activities by informing the public, through private and public communication media, of the corporation, its purposes, and its activities. The Publicity Secretary shall also keep a record of the activities of the corporation and its members.

Section 10. ASSISTANT TREASURERS AND SECRETARIES AND PARLIAMENTARIAN: Assistant Treasurers and Assistant Secretaries and Parliamentarian shall, in general, perform such duties as shall be assigned to them by the Treasurer or the Secretary or the President or the Board of Directors.

Section 11. BONDING OF OFFICERS: If required by the Board of Directors, the Treasurer and Assistant Treasurers (if any) shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine -

Section 12. BOOKS AND RECORDS: The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE V - MEETINGS

Section 1. ANNUAL MEETINGS: An annual meeting of the members shall be held each year as called by the Board of Directors for the purpose of election of Directors and Officers, and for the transaction of such other business as may come before the meetings. The annual meeting shall not be held on a legal holiday. If the election of Directors and Officers shall not be held on the date designated herein for any meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be, but no later than the 31st of December of the same calendar year.

Section 2. SPECIAL MEETINGS: Special meetings of the members may be called by the President, the Board of Directors, or not less than one-fifth of the members having voting rights. A special meeting shall be any meeting other than the Annual Meeting.

Section 3. PLACE OF MEETINGS: The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas, but if all of the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporation action may be taken.

Section 4. NOTICE OF MEETINGS: Written or printed notice, stating the place, day and hour of any

meeting of members, shall be delivered in person or by mail to each member not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary or the officers or persons calling the meeting. In case of a special meeting, or when required by public statute or by these By Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member as his address appears on the records of the corporation, with postage thereon prepaid.

Section 5. ACTION WITHOUT A MEETING: Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting by a consent in writing, setting forth the action to be taken, and shall be signed by two thirds of the members entitled to vote with respect to the subject matter thereof.

Section 6. QUORUM: The members present in person, or by mail, shall constitute a quorum, provided that the number present in person and by mail shall not be less than one-fourth of the number of members entitled to vote. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. VOTES BY MAIL OR BY PROXY: At any meeting of the members, a member entitled to vote may not vote by proxy, but a member may vote by mail by signed ballot.

Section 8. NOMINATING COMMITTEE, AND NOMINATION OF OFFICERS AND DIRECTORS: A nominating committee shall be appointed by the Board of Directors each year prior to the month of August, by each member of the Board naming one member of the nominating committee; the member named by the President shall be chairman of the committee. The nominating committee shall nominate at least one member of the club for each officer and for each of the Directors to be elected at the annual meeting. The list of nominees shall be delivered to The Secretary at least forty days prior to the annual meeting, and the Secretary will furnish the list to any member upon request. Additional nominations may be made by petition signed by not less than five voting members, provided the petition is presented to the Secretary twenty (20) days prior to the annual meeting. The Secretary shall deliver or cause to be delivered, in person or by mail, a ballot listing all nominees for office, not less than ten days prior to the annual meeting. A member entitled to vote may vote his ballot by mail or in person at the annual meeting.

Section 9. DELEGATES TO MEETINGS: In addition to the officers and Board of Directors there shall be appointed by the Board of Directors delegates to the International Arabian Horse Association and any other organization that may represent in any way possible this corporation.

ARTICLE VI - COMMITTEES

Section 1. AUTHORITY AND LIMITATIONS OF AUTHORITY: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which consists of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these By Laws, 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 sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings thereof; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors 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 of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. COMMITTEE APPOINTED BY THE PRESIDENT: Other committees, except as limited by these By Laws, not having or exercising the authority of the Board of Directors in the management of the corporation, may be designated by a resolution adopted by the majority of the Directors present at a meeting at which a quorum is present. Members of each such committee shall be members of the corporation. The President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interest of the corporation shall be served by such removal.

Section 3. DURATION OF MEMBERSHIP ON A COMMITTEE: Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless such member shall cease to qualify as a member thereof.

Section 4. CHAIRMEN: One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. VACANCY: Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original members.

Section 6. QUORUM: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of committee.

Section 7. RULES: Each committee may adopt rules for its own government not inconsistent with these By Laws, or with rules adopted by the Board of Directors.

ARTICLE VII - FISCAL AFFAIRS

Section 1. AGENTS OF THE CORPORATION: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By Laws, to enter into any contract or execute and deliver an instrument in the name of and on behalf of the corporation, provided that such authority shall be confirmed to specific items of business, and shall not be of a general nature.

Section 2. WHO SHALL SIGN CHECKS, DRAFTS AND ORDERS FOR PAYMENT: All checks, drafts or 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 of Directors; such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice-President of the corporation.

Section 3. DEPOSIT OF FUNDS: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. ACCEPTANCE OF GIFTS: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the sole use of the Corporation.

Section 5. FISCAL YEAR: The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE VIII - INITIATION FEES AND ANNUAL DUES

Section 1. AMOUNT OF FEES AND DUES: The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class or

category.

Section 2. DATE PAYABLE: Dues shall be payable in advance in compliance with AHA policy.

Section 3. DEFAULT: When any member of any class or category of membership shall be in default of payment on March 1st, under AHA policy. the membership shall be considered suspended. If the dues are paid before the end of the year, no action of acceptance shall be required of the Board of Directors, and the membership shall be restored.

ARTICLE IX - AMENDMENT OF THE BY LAWS

These By Laws may be amended, altered, or repealed, and new By Laws may be adopted at any meeting held in accordance with the provisions of Article V, of these By Laws, by receiving at least two-thirds of the votes of the members present and entitled to vote in person or by mail.

ARTICLE X - DISSOLUTION OF THE CORPORATION

The corporation shall dissolve itself and terminate its affairs in the following manner:

A. The Board of Directors shall adopt a resolution recommending that the corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting.

B. Written or printed notice, stating the purposes or one of the purposes of the meeting to consider the advisability of the dissolution of the corporation, shall be given to each member entitled to vote, in the manner prescribed in these By Laws, for the giving of notice of meetings of members (Article V). A resolution to dissolve said corporation shall be adopted upon receiving at least two-thirds of the votes of the members entitled to vote, either in person or by mail.