



BYLAWS

ARTICLE I NAME AND STATUS

Section 1. Pursuant to the Articles of Incorporation under the laws of the State of Washington, the name of this organization shall be, "The Daffodil Arabian Horse Association of Washington".

Section 2. This corporation is "non-profit", which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes. No part of any net earnings thereof shall inure to the benefit of any member or individual.

ARTICLE II PURPOSE

Section 1. To aid, promote and foster the preservation and use of Arabian Horses and the Arabian breed and to engage in all activities and undertakings incidental to or designated to further or promote this objective.

Section 2. To promote, encourage and stimulate popular interest in the outstanding qualities of the Arabian horse, by managing exhibits, clinics, seminars, rides and shows for the participation and education of those interested, and to provide funds for benevolent uses as well as for carrying out the purposes of this corporation.

Section 3. To carry out the purposes of the Arabian Horse Association and to engage in any and all other activities not prohibited by law in furthering the foregoing purposes of this corporation.

ARTICLE III MEMBERSHIP

Section 1. Membership shall be open to all persons who own or are interested in Arabian horses and are desirous of improving the breeding and training of Arabian horses.

Section 2. Membership fees shall be \$10.00/Adult and \$5.00/youth above the AHA membership fee for an individual membership. This may be changed by a majority of a proper quorum at any general meeting, providing that the notice is given to the members of any change ten days prior to the general meeting.

Section 3. Upon the written complaint of any member, the Board of Directors may request the resignation of any member for the improper conduct or behavior detrimental to the organization. If any such member who is requested to resign refuses to do so, the said member may only be expelled by a majority vote of the membership in attendance at the next general meeting.

ARTICLE IV MEETINGS

Section 1. The annual meeting of the club shall be held during the month of November or December each year. All members shall be given ten days notice of the place and date of the annual meeting. The monthly Board of Director meetings shall be held every month with at least 2 weeks time between meetings. Board meetings may be held in person or via telecom.

Section 2. Special meetings of the membership shall be called by the President, Vice President or Board of Directors. Not less than ten days notice shall be given to all of the members of special meetings of the membership.

Section 3. Persons authorized to call annual or special membership meetings shall cause written notice of the time, place and purpose of the meeting to be given to the membership entitled to vote at such meeting. If such notice is sent either by US mail or e-mail to the member at their last know address, notice shall be deemed to have been given to them.

Section 4. A quorum at any meeting of the membership shall consist of the majority of those in attendance. A majority of such quorum shall decide any question that may come up at the meeting. All paid up members shall be entitled to one vote and voting by proxy shall not be allowed.

Section 5. The election of the Directors shall be held at the annual meeting of the membership.

Section 6. All meetings shall be governed by Robert's Rules of Order (newly revised), where applicable, unless they prove inconsistent with these Bylaws or any special rules adopted by the Board.

ARTICLE V DIRECTORS

Section 1. The general business of the club shall be managed by a Board of nine (9) directors who shall be elected by the membership for the term of three years, and the said Directors when so elected shall serve until their successors have been duly elected and qualified at the annual meeting. Any vacancies may be filled by the remaining members of the Board for the unexpired term. A nominating committee of 3 members shall be appointed by the President subject to the approval of the Board of Directors to make nominations for directors to be elected at the annual meeting. The names of the persons nominated by the nominating committee shall be set forth in the Notice of the Annual Meeting which shall be sent either by US mail or e-mail form at least 15 days prior to the annual meeting. Any member may be nominated by submission of a letter, signed by five paid up members of the Club, to the secretary at least five days prior to the annual meeting. Any nominee, who will be present at the annual meeting must agree in writing, prior to the meeting, that he or she will accept the position if elected. Each voting member present must vote for three of the properly nominated persons as directors at the annual meeting, and any ballot

which does not contain a vote for three directors as aforesaid shall be void.

Section 2. Special meetings of the Board of Directors may be called at any time by the President or by any two members of the said Board, and said meeting may be held at any time without notice, by the unanimous consent of all members of said Board or by the presence of said members at such meeting.

Section 3. Notice of the Board meetings shall be sent either by US mail or e-mail to each member at least five days before such meeting unless such notice shall be waived.

Section 4. A quorum at any Board meeting shall consist of not less than five members of said Board, and it shall require the affirmative vote of not less than three members of the Board of Directors to decide any question that may come before any meeting.

ARTICLE VI OFFICERS

Section 1. The officers of the Club shall be President, Vice President, Secretary and Treasurer who shall be elected by the Board of Directors for a period of one year and shall hold office until their successors are duly elected.

Section 2. The President shall preside at all general and Board of Directors meetings. The President shall sign or appoint a representative to sign all contracts and other instruments of the club as shall be authorized by the Board of Directors or membership. The President shall have general supervision of the affairs of the club and shall perform such other duties as may be assigned by the Board of Directors. The President shall conduct the business of the club in accordance with the club Bylaws and Roberts Rules of Order.

Section 3. The Vice President shall perform the duties of the President in his or her absence and such duties as shall be imposed upon him or her by the Board of Directors.

Section 4. The Secretary shall see to it that notices of all meetings are issued as required by the Bylaws, shall keep accurate minutes of the meetings, shall have charge of the Clubs books and records and shall sign with the President all instruments requiring his or her signature, and shall perform such duties as shall be required by the Board of Directors.

Section 5. The Treasurer shall keep the books of account which shall be open at all times to any member; shall be authorized to countersign on all accounts and shall in general perform such duties as are usual and customary to the office of Treasurer, shall perform other duties as shall be assigned by the Board of Directors. Funds from the general account may only be withdrawn on the signature of the Treasurer and the counter signature of the President and/or of any individual appointed by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. All committees shall be appointed by the President, with the approval of the Board of Directors.

ARTICLE VIII CORPORATION SEAL

Section 1. The Corporation shall have a corporate seal which shall consist of a circle containing the words "Daffodil Arabian Horse Association Of Washington".

ARTICLE IX AMENDMENTS

Section 1. These Bylaws may be amended, altered or repealed in whole or in part, by a majority vote of the membership in attendance of such meeting; at any annual or special meeting where such action has been announced in the notice of such meeting.

ARTICLE X LIABILITY

Section 1. Members of the Board of Directors shall not be personally liable to the Corporation or its' members for monetary damages for conduct as a member of the Board of Directors, except for their liability for acts or omissions which involve gross negligence or intentional misconduct, or a knowing violation of law; for any transaction from which the Board Member will personally receive a benefit in money, property or services to which the Board Member is not legally entitled. If the Washington Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Board Members, then the liability of the Corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Act, as so amended. Any repeal or modification of the foregoing paragraph by the Corporation shall not adversely affect any right or protection of a Board member existing at the time of such repeal or modification.

Section 2. The corporation shall have the power to fully indemnify, protect, defend and hold harmless any existing or former Board Member or agent for the Corporation for any action or inaction taken on behalf of the Corporation. This power shall be complete as allowed by applicable Washington and federal law.

*These revised bylaws were approved at the annual meeting on
Saturday, November 9, 2019.*