

Bylaws

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ARTICLE I NAME AND PURPOSE

SEC. 1.0 Name

The name of this corporation will be "California State Horsemen's Association, Incorporated"

SEC. 2.0 Purpose

This corporation (hereinafter referred to as *CSHA*) is formed for the purpose of sponsoring, cultivating, and fostering an interest in horses and horsemanship of all types in which horsemen may be interested throughout the State of California; to give aid and support to every type of activity concerning horses; to assist and encourage the sponsorship of rodeos, horse shows, hunter trials, race meetings, parades, and any other activity which will further the general purposes thereof; to assist and encourage the acquisition, building, maintenance and supervision of bridle paths, horseback trails, and the rights of way therefore; to assist and encourage the construction and maintenance of hostels, inns, and stables on the several routes thereof; and to do any and all things in furtherance of the interest of horses and horsemen.

SEC. 3.0 Type of Corporation

- 3.1** The corporation shall consist of membership, without stock, and shall be operated on a non-profit basis.
- 3.2** The Corporation shall be maintained and operated solely for the convenience of and service to its members.
- 3.3** This corporation does not contemplate pecuniary gain or profit to the members thereof. The income and property of the Corporation from whatever source derived shall be applied solely toward the promotion of the Corporation services, and no portion thereof shall be paid or transferred directly or indirectly by way of profit to the members of the Corporation.
- 3.4** Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.
- 3.5** The specific and primary purpose of the Corporation is to operate a professional association within the meaning of Section 23701d of the California Revenue and Taxation Code.

ARTICLE II SEAL

SEC. 1.0 Seal

- 1.1 *CSHA* will have a corporate seal that will be circular having inscribed thereon: "California State Horsemen's Association, Incorporated on the 3rd day of March 1942."

ARTICLE III MEMBERSHIP

SEC. 1.0 Qualifications for Membership

- 1.1 Any individual, family, equestrian club, equestrian related commercial business, or equestrian organization qualified for membership may be accepted upon compliance with the procedures set forth in this article.

1.2 Classes of Membership

This corporation shall have two classes of membership:

1.2.1 Direct

Dues are paid directly to *CSHA*.

1.2.2 Indirect

Any individual or family whose *CSHA* dues are paid by a member club.

- 1.3 For applications mailed to the State Office membership will commence the date the application and other required documents, if any, and payment of the appropriate dues and initiation fee, where applicable, are postmarked.

- 1.3.1 For applications submitted to a State/Region officer/program chairman membership will commence on the date the application, other required documents and payment of the appropriate dues and fees are received by the State/Region officer/program chairman.

- 1.4 **Members in Good Standing.** Those members who have submitted the required documents, paid the required dues and fees in accordance with these Bylaws, and who have not lost their eligibility for membership, are not under suspension and have not been expelled shall be deemed members in good standing.

SEC. 2.0 Types of Membership

2.1 Club

- 2.1.1 **Senior club:** An organization wherein only senior members pay dues. A Senior club may have an affiliated junior section.

2.1.2 Junior club: An organization wherein no member is over the age of 18 years.

2.1.3 Family club: An organization comprised of senior and junior members, wherein a single dues amount is paid for a family unit.

2.1.4 Combined club: An organization comprised of senior and junior members with a dues structure for more than one membership type (Senior, Junior and Family).

2.2 Individual

2.2.1 An individual or family is eligible to apply for Direct membership. There are three (3) types of Direct individual memberships:

2.2.1.1 Senior: An individual eighteen (18) years of age and over as of January 1st of the current year.

2.2.1.2 Family: Two or more persons who meet one of the following qualifications may apply for a family membership:

- a) Any two persons of the same household and/or their children who are juniors.
- b) Any two persons who reside in the same household;
- c) Any adult and his/her children/grandchildren who are juniors. The adult must be the parent or legal guardian of the children/grandchildren.

2.2.2 Junior: Individual Junior memberships were discontinued at the end of 2008. Persons under the age of 18 may only apply for a Direct membership through a Family membership.

2.2.3 Life memberships are granted through a nomination process and awarded by the Board of Directors (see Administrative Practices for process).

2.3 Commercial

2.3.1 Commercial: Commercial membership does not entitle any person associated with the entity to register in any of the CSHA programs. This includes the insurance program that is normally reserved for CSHA member clubs.

2.3.2 Life Commercial: Applications for this membership were not accepted after January 2008.

SEC. 3.0 Dues

3.1 The actual dues amounts are not published in the bylaws.

3.1.1 Dues increases can only be approved at the Council of Members meeting held at the Annual Convention.

3.1.1.1 Approval requires a two-thirds (2/3) majority.

3.1.2 Increases will not be retroactive on dues paid prior to the date of change.

- 3.2** Dues payments will pay membership from the date of submission through December 31st of the current year.
- 3.2.1** Club dues are based on the club's membership roster submitted with the membership application.
- 3.2.1.1** Every membership type that is allowed to vote in the club's government, according to the club's bylaws, will be counted as a member. Example: If, according to the club's bylaws, a family membership has only one vote, then no matter how many people are in the family unit, the club will pay CSHA dues for one member.
- 3.2.1.2** Club dues for the current year shall be based on the club's membership roster as of the time of renewal. The roster must be submitted with the dues payment.
- 3.2.1.2.1** If applicable, the club shall send in an updated roster and additional dues on a quarterly basis.

SEC. 4.0 Rights of Membership

- 4.1** All members, Direct and Indirect, of the Corporation shall have the right to attend and speak at State and Region meetings
- 4.2** A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.
- 4.3** To be eligible to vote in the current year's State or Region election, all application requirements must have been met no later than September 1st.
- 4.4** Direct or Indirect membership in CSHA is required for participation in all CSHA programs.
- 4.4.1** The Indirect member's name must appear on the club's current year membership roster submitted to the State office.
- 4.5** Indirect members cannot:
- a) Cast an individual vote in any CSHA State or Region meeting or election, or;
 - b) Register in ETP, Royalty, or State Patrol, or;
 - c) Hold office at the Region or State level, or;
 - d) Be appointed as a State committee chair, or;
 - e) Apply for a CSHA judge's license, or;
 - f) Transfer to another Region
- 4.5.1** Time as an Indirect member only counts towards the membership requirement to hold Region office or chair positions. It does not count towards the membership requirement to hold State office or chair positions.
- 4.6** Unless otherwise specified in a particular program's rules, members may only participate in the programs of the Region in which they live or into which they have been legally transferred.

- 4.6.1** Members in Regions that do not provide a specific program may seek approval to join another Region's program.
 - 4.6.1.1** Approval may be given by the Region Program Chair and Region President of accepting Region.
 - 4.6.1.2** Members participating in another Region will pay all appropriate program fees to the host Region
- 4.7** At all CSHA State and/or Region approved/sanctioned shows/events/competitions, all CSHA members who are registered in the program and who are in good standing must be given an equal opportunity to compete. Exception: Parade program, see Parade program rules.
- 4.8 Region Transfer**
 - 4.8.1** Region participation is determined by residency, except in the case of a legal transfer.
 - 4.8.2** A Direct member may request a legal transfer to the Region of his preference by submitting a Region Transfer form (see Administrative Practices for procedures).
- 4.9 Out-of-state Members**
 - 4.9.1** Members who reside out-of-state may compete in Region and State level programs. (See Administrative Practices chapter for procedures to follow).
 - 4.9.2** Region Transfers do not apply to members who reside out-of-state.

SEC. 5.0 Disciplinary Action

- 5.1** Disciplinary action shall follow the laws prescribed in the section of the California Corporation Code that relates to nonprofit membership corporations.
- 5.2** Any action taken will only affect the member's direct membership, and any and all rights and privileges extended by CSHA to the individual as an Indirect member. Club membership rights will not be affected.
- 5.3 Termination or Suspension of Membership**
 - 5.3.1** A membership shall be terminated on occurrence of any of the following events:
 - 5.3.1.1** Resignation of the membership via written notification sent to the State Office.
 - 5.3.1.2** Expiration of the period of membership, unless the membership is renewed on the renewal terms.
 - 5.3.1.3** Failure of the member to pay dues, fees, or assessments within the specified timeframe.
 - 5.3.1.4** Occurrence of any event that renders the member unworthy of membership, or failure to satisfy membership qualifications.

5.3.1.5 Expulsion, suspension or termination of a member will be based on the good faith determination, in a fair and reasonable manner, by the Board of Directors that the member failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

5.3.1.5.1 The member subject to an action under this section will be given a 15 day notice prior to the expulsion, suspension or termination and the reason therefor.

5.3.1.5.2 The member will be given the opportunity to be heard by the Board of Directors, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination.

5.3.1.5.3 Any notice required under this section may be given by any method reasonably calculated to provide actual notice. If notice is given by mail it must be given by first class or registered mail sent to the last address of the member shown on the corporation's records.

5.4 Refund of Dues

5.4.1 Upon lawful termination of a membership, dues will not be refunded.

5.4.2 If membership is resigned, dues will not be refunded.

ARTICLE IV OFFICERS

SEC. 1.0 Elected Officers

1.1 All Officers

1.1.1 No member who holds an elected State Office may represent a Region at Board of Directors meeting.

1.1.2 A member may not simultaneously hold the same office at the State, Region, or club level.

1.2 President

1.2.1 The State President will preside at all *CSHA* meetings and will be presiding officer of the Council of Members and of the Board of Directors.

1.2.2 He will be a member ex officio of all standing and special committees.

1.2.3 He will perform such duties and exercise such other powers as are usually incident to the office.

1.3 First Vice President

1.3.1 The First Vice President will act as the state membership chairman and the corporation secretary.

1.3.1.1 The corporation secretary will respond to the usual corporation secretary's duties and responsibilities as requested by the State President.

1.3.2 He will perform such duties as the State President will assign to him.

1.3.3 In the absence of the State President or his inability to serve, the First Vice President will act as State President.

1.3.4 In the event of the death, retirement, or removal from office of the State President, he will become State President and fill out the unexpired term of office.

1.4 Second Vice Presidents

1.4.1 *CSHA* will have three (3) Second Vice Presidents. The Second Vice Presidents will be known as Area Vice Presidents. One will represent southern California, one northern California, and one central California.

1.4.2 They will act as liaison officers between the State President or First Vice President and the Region Presidents and Region Vice Presidents in their respective Area.

1.4.3 They will represent the State officers whenever called upon to do so; and will, under the direction of the State President, carry out the programs and purposes of *CSHA*.

1.5 Chief Financial Officer

1.5.1 Keep regular accounting records of all *CSHA* monies for which he is responsible.

1.5.1.1 Perform all duties incident to the office.

1.6 Terms of Office

1.6.1 The State President, First Vice President, Area Vice Presidents and the Chief Financial Officer will be elected for a term of one (1) year or until their successors are elected.

1.6.1.1 The Chief Financial Officer will hold office on a fiscal year basis.

1.6.2 A member may serve as State President, First Vice President, Area Vice President or Chief Financial Officer without restriction as to the number of terms.

1.7 Filling Vacancies

1.7.1 In the event of death, retirement, or removal from office of the President, the First Vice President shall become President and will serve in that capacity and fill out the unexpired term of office.

- 1.7.1.1** The un-expired term of the office of First Vice President shall be filled by a Board of Directors appointee.
 - 1.7.2** In the event of the simultaneous vacancy (e.g. resignation, incapacitation, death, removal from office, etc.) of the State President and the State First Vice President the Board of Directors will elect one of the Area Vice Presidents as State President pro tempore.
 - 1.7.2.1** If none is available, the Chief Financial Officer will act as President pro tempore.
 - 1.7.2.2** The State President pro tempore will perform all the duties of the State President until an election is held.
 - 1.7.3** Within fifteen (15) days of the vacancy the President pro tempore will coordinate a meeting of the Board of Directors. The purpose of the meeting will be to elect a State President and a First Vice President who will complete the unexpired terms of office.
 - 1.7.4** If a vacancy occurs in the office of First Vice President or one or more of the Area Vice Presidents, or the Chief Financial Officer the vacancy will be filled by a majority vote of the Board of Directors at its next meeting.

ARTICLE V GOVERNING BODIES

SEC. 1.0 Council of Members

- The power to adopt, amend and repeal bylaws, rules and regulation; and elect State Officers is vested in the Council of Members.
- Each club will be represented by a Representative.
 - The club's governing body must certify, via the club's President or Secretary, to the Credentials Committee the name and address of the Representative.
 - The club member designated to act as the club's Representative must have been a member in good standing as indicated on the club's roster filed in the State office on September 1st of the current year.
 - At any meeting of the Council of Members, no person will be permitted to represent more than one (1) club.
- The Council of Members will elect the State President, First Vice President, the Area Vice Presidents, and the Chief Financial Officer.
 - If the outcome of the voice vote, for an uncontested office, cannot be determined the voting process will be by secret ballot.

SEC. 2.0 Board of Directors

2.1 The Board is comprised of the State President, First Vice President, Area Vice Presidents, Chief Financial Officer, the Immediate Past State President and the Region Presidents.

2.1.1 "Immediate Past State President" is defined as the individual who held the office for the term immediately prior to the installation of the current President. If the incumbent is re-elected, the Immediate Past President will remain the same.

2.2 The Board of Directors is responsible for the legal and financial health of the corporation. The activities and affairs of a corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

2.2.1 The Board of Directors shall have the authority to enact policies and procedures as necessary and proper in carrying out the purposes as stated in the bylaws, rules and regulations in managing the affairs, activities, property and business of the corporation.

2.3 The Board of Directors may only act as a group. Every elected State Officer is subordinate to the Board of Directors.

2.3.1 The President by virtue of his office is the chairman of the Board of Directors.

2.3.2 The Board of Directors may not modify any action taken by the Council of Members.

2.4 Conflict of Interest

2.4.1 Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will voluntarily recuse himself and refrain from discussion and voting on said item.

2.4.2 No director shall cast a vote, nor take part in the final deliberation in any matter in which he, members of his immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation.

2.4.2.1 If a director believes he may have such a conflict of interest he shall so notify the Board prior to deliberation on the matter in question.

2.4.2.2 The Board shall make the final determination as to whether the director has a conflict of interest in any matter.

2.4.2.3 The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

SEC. 3.0 Rules & Regulations

- 3.1** The Council of Members shall have the authority to enact rules and regulations, not in conflict with the articles of incorporation or the bylaws, as necessary and proper in carrying out the purposes as stated in these bylaws.
- 3.2** The Council of Members shall adopt in the set of rules or regulations the procedure by which rules and regulations will be adopted and amended.
- 3.3** The Board of Directors is authorized to temporarily waive sections of the rules or regulations, when the Council of Members is not in session, upon a showing of good cause.
 - 3.3.1** The waiver of a rule or regulation will not extend beyond the annual meeting of the Council of Members.

ARTICLE VI FINANCE

SEC. 1.0 General

- 1.1** The fiscal year of *CSHA* will be January 1st through December 31st.
- 1.2** The monies of *CSHA* will be deposited in the name of *CSHA* in the bank, banks, or savings institutions as designated by the Board of Directors.
- 1.3** All donations must be documented and reported to the Chief Financial Officer.
- 1.4** All State program registration and service fees must be approved by the Council of Members.
- 1.5** The General Fund will receive reimbursement from the program involved for the expense of the office staff to issue any card/document or maintain a membership list for the program.

SEC. 2.0 Disbursements

- 2.1** Funds will be withdrawn or disbursed only if supported by a voucher approved by a State officer or the chairman of a State committee.
 - 2.1.1** Unless stated otherwise, all corporation checks will be signed by any two of the following: State President, First Vice President, Chief Financial Officer, or State Treasurer (if one is appointed).

SEC. 3.0 Funds and Accounts

- 3.1** All monies of *CSHA* will be deposited into and disbursed from one of the following accounts/funds:
 - 3.1.1** The General Fund will consist of all monies received that are not specifically allocated to one of the other funds. All operating income will be deposited into this fund. All operating expenses will be disbursed from this fund.

- 3.1.2** The Parade Nomination Fees account will consist of all monies paid by Parade High Point registrants for their annual championship awards.
- 3.1.3** The Show of Champions account shall be used exclusively for the income and expenses of the Show of Champions (SOC) and the programs involved in the Show of Champions.
 - 3.1.3.1** The SOC chairman shall be an authorized signatory.
- 3.1.4** Any and all unallocated or non-designated funds remaining in a program's account at the close of the fiscal year will be carried over to the next fiscal year. This includes negative balances.

SEC. 4.0 Loans

- 4.1** Loans, notes or mortgages may not be secured without the explicit permission of the Council of Members or Board of Directors.

SEC. 5.0 Budgets

- 5.1** An annual budget is required for each committee and the administration.

ARTICLE VII COMMITTEES

SEC. 1.0 General

- 1.1** There will be Standing committees to meet the needs of the organization.
- 1.2** Except as otherwise provided herein, all committees will consist of a Chairman, a Vice Chairman, the Immediate Past Chairman, a junior member, and a representative from each active Region, and two members-at-large.
 - 1.2.1** The Immediate Past Chairman shall be a voting member of the committee, but will not be counted in the quorum requirement.
 - 1.2.1.1** The Immediate Past Chairman is defined as the last individual to hold the respective chairmanship for the full term. If the chairmanship does not change, the immediate past chairman will not change.
- 1.3** Except where otherwise indicated, each Region President will be entitled to name one member to serve on each committee.
 - 1.3.1** If a State Chair has not received notification of a Region's appointee before March 1, the Chair may appoint a member in good standing from that Region to fill the vacancy.
 - 1.3.2** The Chair is to send the Region President and State office notification of the appointment with the appointee's contact information.
- 1.4** At committee meetings twenty-five percent (25%) of the eligible votes to be cast will constitute a quorum.

1.5 Appointments

- 1.5.1** Except as otherwise herein provided, the State President, subject to confirmation by the Board of Directors, will appoint the chairman of each committee.
- 1.5.2** During the term of their office, the chairman and vice chairman of each Standing committee must maintain a Direct membership.
- 1.5.3** The chairman of a standing committee may not serve concurrently in the same capacity at the Region level, nor as chairman or vice chairman of another State Standing committee.
- 1.5.4** The State President, First Vice President and the Area Vice Presidents may not serve as the chairman of a Standing committee.

1.6 Causes for Termination

- 1.6.1** The Board of Directors has the right to terminate the chairman of any committee for instances of neglect, malfeasance, or conduct contrary to policy.

SEC. 2.0 Standing Committees

Administrative Practices*	Judges Commission*
Bylaws	Obstacle Challenge*
Drill Team*	Parade*
Endurance Trail Ride*	Royalty*
English/Western*	State Patrol*
Equestrian Trails Patrol*	Stock Competition*
Finance	Trail Rider Awards Program*
Gymkhana*	Trail Trials*
Horsemastership*	Trails*
Insurance	

* The general duties of this committee will be to promote and handle the program in all of its ramifications, and to meet during the Annual Convention to consider rule changes. For detailed information regarding this committee, see the appropriate rulebook chapter.

ARTICLE VIII MEETINGS

SEC. 1.0 General

- 1.1** All State and Region meetings will be conducted in accordance with these bylaws and under *Robert's Rules of Order Newly Revised* where said rules do not conflict with these bylaws.
- 1.2** Voting by proxy is not permitted.
- 1.3** A notice for any special meeting will be sent to each member at least fifteen (15) days prior to the meeting date.

- 1.4** Teleconferencing with video conferencing platforms for meetings will be allowed during regularly scheduled Quarterly committee meetings as an additional means of participation.
- 1.4.1** This will NOT be an allowable communication means for the Board of Directors meetings, any closed session or personnel meetings

SEC. 2.0 Annual Meeting

- 2.1** CSHA's annual meeting will be known as the **Annual Convention**. It will consist of committee meetings, and a meeting of the Council of Members.

SEC. 3.0 Council of Members

3.1 Quorum Requirements

- 3.1.1** The following will be counted to establish a quorum: State President, First Vice President, Area Vice Presidents, Immediate Past President, Chief Financial Officer, the President or a Vice President from each Region, Club Representatives, and Direct Members.
- 3.1.2** A quorum of the Council will consist of a simple majority of the votes eligible to be cast.

3.2 Special meetings

- 3.2.1** Upon the call of the Board of Directors the Council of Members will meet in a centrally located Area.
- 3.2.2** The Council will also be called to meet in a centrally located Area upon written request of five percent (5%) of the members of the Council.
- 3.2.3** For any special meeting of the Council a notice will be sent by mail to each member, at their last known address, at least fifteen (15) working days in advance of the meeting date.
- 3.2.3.1** In the absence of a club Representative of record, the notification will be sent to the club's mailing address.

3.3 Votes

- 3.3.1** Each Direct member will be entitled to one (1) vote.
- 3.3.1.1** Each Direct Family membership unit will be entitled to one (1) vote. Said vote is to be cast by an adult member of the family.
- 3.3.2** The Representative from each Senior, Family or Combined club will be entitled to two (2) votes.
- 3.3.2.1** An Indirect member designated to be the Representative must be a club member in good standing as indicated on the club's roster on file in the State office as of September 1st.

3.3.2.1.1 A Direct member may serve as a club Representative and vote in both capacities.

3.3.2.1.2 Representatives will not be permitted to represent more than one (1) member club.

3.3.2.1.3 A Direct member, who is also a club member, may serve as a club Representative and vote in both capacities.

3.3.2.2 Junior clubs do not have a vote

SEC. 4.0 Board of Directors

4.1 A quorum will consist of a simple majority of the votes eligible to be cast.

4.1.1 Each member of the Board of Directors will be entitled to one (1) vote.

4.1.2 The Board acts by a majority vote.

4.2 If a Region President cannot attend, a Region Vice President may represent the Region.

4.2.1 If the Region President and Vice President(s) are unable to attend the Region President may appoint, in writing, a member of the Region to represent the Region at the meeting.

4.2.1.1 The appointed representative shall not answer for quorum, make motions, or vote.

4.3 The Board of Directors will meet at least quarterly.

4.3.1 Additional meetings may be called by the written request of twenty-five percent (25%) of the Board members.

ARTICLE IX REGIONS

SEC. 1.0 General

To better serve its members and to more easily disseminate information, *CSHA* divided the state into Regions. Each Region is an administrative arm of *CSHA*. The Regions deliver the *CSHA* programs to *CSHA* members in its geographical area, as well as the community at large. **A Region is not an independent entity.**

SEC. 2.0 Government

2.1 Region Council

Each Region will be administered by this body. The Council will consist of the President, Immediate Past President, Vice President(s), Secretary, Treasurer, a Representative from each club within the Region, all Individual members (18 years and over), who reside in, or have a legal transfer into the Region.

2.2 Officers

- 2.2.1** The Region President will perform duties as prescribed to the office.
- 2.2.2** Region Vice President(s) will perform duties of the Region President in his absence or his inability to serve.
- 2.2.3** During their term of office all Region officers must be residents of, or have been granted a legal transfer into the Region that they will represent.
- 2.2.4** During the term of their office the Region President and Vice Presidents must maintain a Direct membership.
- 2.2.5** No member who holds an elected State Office may represent a Region at Board of Directors meeting.
- 2.2.6** A member may not simultaneously hold the same office at the State, Region, or club level.

SEC. 3.0 Meetings

- 3.1** A quorum for a Region Council will be twenty percent (20%).
 - 3.1.1** The following will be counted to establish a quorum: President, Vice President(s), Immediate Past President, Secretary, Treasurer, and Committee chairmen.
- 3.2** The Region President will call a special Region meeting upon the written request of a majority of the clubs and/or the individual members in the Region.

3.3 Votes

- 3.3.1** Each Individual member will be entitled to one (1) vote.
 - 3.3.1.1** Each Family membership unit will be entitled to one (1) vote. Said vote is to be cast by an adult member of the family.
- 3.3.2** The Representative from each Senior, Family and Combined club will be entitled to two (2) votes.
 - 3.3.2.1** The Indirect member designated to be the Representative must be a club member in good standing as indicated on the club's roster on file in the State office.
 - 3.3.2.1.1** A Direct member may serve as a club Representative and vote in both capacities.
- 3.3.3** Junior clubs do not have a vote

SEC. 4.0 Election of Region Officers

- 4.1** At a Region meeting, that is held prior to the current years' Annual Convention, but no later than January 10th of the following year the Club Representatives and the Individual members will elect the Region officers.
 - 4.1.1** A quorum will consist of fifteen percent (15%) of the eligible votes.
 - 4.1.2** At the option of the Region, the offices of secretary and treasurer may be appointed.
 - 4.1.3** Votes will be cast on the same basis as the *CSHA* Council of Members.
- 4.2** Nominees for Region President and Vice President(s) must be members of the Region.
 - 4.2.1** Said nominee must have been a member in good standing for two (2) years immediately preceding the Region election
- 4.3** In the event a Region cannot establish a quorum for an election, the Area Vice President will present the nominees' names to the Board of Directors for election.
- 4.4** If the Region does not hold an election by January 10th, the Area Vice President will hold an election.
 - 4.4.1** If no qualified candidates are nominated for the office of President, the vacancy will be filled with an appointment by the Area Vice President with the approval of the Region Council
 - 4.4.2** Vacancies in the offices of Vice President(s), will be filled by the Region President, with the approval of the Region Council.
- 4.5** If a Region cannot meet any of the requirements in section 4.4, the Region will be declared inactive by the Board of Directors at the next April Quarterly Meeting following the Annual Convention.

SEC. 5.0 Filling Vacancies

- 5.1** In the event of death, retirement, or removal from office of the Region President, the Region First Vice President shall become President and will serve in that capacity and fill out the un-expired term of office.
- 5.2** Should a vacancy occur simultaneously in the office of Region President and Region First Vice President, and there is no elected Second Vice President, the vacancies will be filled by a special election.
 - 5.2.1** Within fifteen (15) days after the vacancy occurs, the Area Vice President will call a meeting of the Region. The purpose of the meeting will be to elect a Region President and First Vice President.
 - 5.2.2** The Area Vice President will act as chairman of the meeting. From the time the vacancy occurs until the successors have been elected, the Area Vice President will act as Region President pro tempore.

5.3 If the Region does not hold an election within sixty (60) days of the Annual Convention, the Area Vice President will hold an election in order to duly elect a Region President and Region Vice President.

5.3.1 If no qualified candidates are nominated for the office of President, the vacancy will be filled with an appointment by the State President with the approval of the Region Board.

5.3.2 Vacancies in the offices of Vice President(s), secretary, or treasurer will be filled by the Region President with the approval of the Region Board.

SEC. 6.0 Term of Office

6.1 The term of office of the Region officers will be one (1) year or until their successors are elected.

6.2 Region officers may serve without restriction as to the number of terms.

SEC. 7.0 Committees

7.1 There will be committees, as required in the Region, corresponding to the State Standing committees.

7.1.1 The duties of the committees will be those duties that correspond to the respective State committee.

7.2 The committee chairmen will be appointed by the Region President with approval of the Region Council.

7.2.1 The Region Council has the right to terminate the chairman of any committee for instances of neglect, malfeasance, or conduct contrary to policy.

7.3 Any other committee deemed necessary or advisable may be formed and appointed in the same manner.

SEC. 8.0 Miscellaneous

8.1 All donations must be documented and reported to the Chief Financial Officer

8.1.1 All donations must be included in the Region's year-end financial statement

ARTICLE X MISCELLANEOUS

SEC. 1.0 General

1.1 If a State or Region officer knowingly violates a State law, a Trust law, a non-profit law or a CSHA bylaw, and fails to correct such a violation upon notification of the violation, at the next meeting of the Board of Directors the issue must be presented for action. Action may include removal from office. A two-thirds (2/3) approval vote is required.

- 1.2** At any *CSHA* meeting or by notification to the State office, a violation of any *CSHA* bylaw, *CSHA* program rule, a Trust, State or Federal law will be cause for immediate consideration. Violations will be addressed at the current or soonest Board of Directors meeting, and resolution determined at that time.
- 1.3** The Board of Directors may appoint a legal counsel.
- 1.4** The content on the *CSHA* website is copyrighted. Without asking prior permission, users are welcome to print pages from the website, to print or save search results, and to download for their personal use the files that are specifically offered in downloadable format.
- 1.4.1** Reproduction, republication, or incorporating text, artwork, or images from the website into other websites, publications, or other materials requires prior written permission from the Board of Directors. Use of any *CSHA* logo (association, Gymkhana, Trail Trials, etc.) requires prior written permission from the Board of Directors.

SEC. 2.0 Employees

- 2.1** No member who is a paid employee of *CSHA* can chair a committee, hold an office or vote in *CSHA*.

ARTICLE XI PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern *CSHA* in all cases where they are applicable in regards to meeting procedures and where they are not inconsistent with these bylaws and any special rules of order *CSHA* may adopt, or any provisions of local, state, or national law applying to this type of corporation. *RRONR* shall be used at all *CSHA* meetings for the orderly transaction of business. At all *CSHA* meetings the Parliamentarian will be in possession of a current copy of *Robert's Rules of Order Newly Revised*.

ARTICLE XII BYLAWS AMENDMENTS

SEC. 1.0 Regular Resolutions

- 1.1** These bylaws may be amended:
- 1.1.1** By a three-fourths (3/4) vote of the members present at any meeting of the Council of Members at which a quorum is present.
- 1.1.2** Any member in good standing may submit an amendment resolution.
- 1.1.2.1** The resolution must be in typewritten form and must include the name(s) of the author(s).
- 1.1.2.2** Members submitting resolutions must be identified by their membership category (e.g. Senior, Family, Life, or club member) and not by their *CSHA* office or committee title.
- 1.1.2.2.1** Club members must list the name of the club to which they belong.

- 1.1.3** Resolutions submitted by a committee, a Region or a club must have been duly adopted by the appropriate body that will, if requested, be able to present minutes of the meeting wherein the resolution was passed.
- 1.1.4** For consideration at the Annual Convention, a resolution must have been submitted to the State Office postmarked, faxed or e-mailed on or before August 1st.
- 1.1.5** All resolutions received after the deadline stated above will be held for consideration at the next Annual Convention.
- 1.1.6** All adopted amendments become effective thirty (30) days from the conclusion of the meeting unless otherwise stated in the original resolution.

SEC. 2.0 Emergency Resolutions

- 2.1** An "Emergency Resolution" is defined as an unforeseen combination of circumstances that calls for immediate action.
- 2.2** Resolutions thought to be "emergency" in nature may be submitted to the Bylaws chairman any time prior to the Council of Members meeting.
- 2.3** The resolution must be signed by at least twenty (20) accredited members.
- 2.4** Emergency resolutions so submitted will be presented to the Bylaws chairman with no less than twenty (20) legible copies for distribution to committee members, and fifty (50) legible copies for distribution to Council of Members.
- 2.5** Prior to considering a proposed emergency resolution, the Bylaws committee must meet and declare the resolution "emergency in nature" by a three-fourths (3/4) vote.
- 2.6** Prior to considering the resolution, the Council of Members must also declare the resolution "emergency in nature" by a three-fourths (3/4) vote.
- 2.7** All proposed emergency resolutions not passing an "emergency in nature" vote will be held for consideration at the next Annual Convention.

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