

By-Laws Of

The Illinois American Saddlebred Pleasure Horse Association

The By-Laws of this association contain the legal and technical information required by the State of Illinois to enable it to be incorporated as a not-for-profit corporation.

Article I - The Association

Sec. 1 - NAME: This Association shall be named ILLINOIS AMERICAN SADDLEBRED PLEASURE HORSE ASSOCIATION, INC. and shall be organized as a not-for-profit corporation under the laws of the State of Illinois.

Sec. 2 - OBJECTIVES: The purpose of the Association shall be:

To promote, stimulate and improve the breeding and use of the American Saddlebred horse as a pleasure horse;

To benefit the members by providing a variety of show classes for the breed, promoting youth activities, contests, trail rides, endurance rides, dressage contests, versatility, and the like;

To promote and publicize the breed by providing clinics, films, publications and other educational materials;

To establish a system of awarding points for participation in shows and contests sanctioned by the Association and to select state Pleasure Horse champions in each class or division established for the breed.

Sec. 3 - PLACE OF BUSINESS: The principal offices, registered office and registered agent of the Association shall be established by the Directors and may be changed by them from time to time. The Registered Agent is to be that Agent of the corporation upon which process against it may be served.

Sec. 4 - SEAL: The seal of the corporation shall be circular, bearing on its outer edge the words ILLINOIS AMERICAN SADDLEBRED PLEASURE HORSE ASSOCIATION, INC. and in the center of the words Corporate Seal - Illinois. The seal shall be in the custody of the Secretary.

Sec. 5 - FISCAL YEAR: The fiscal year of the Association shall be the calendar year.

Article II - Members

Sec. 1 - IN GENERAL: Members shall be admitted to the Association, retained and expelled under such rules and regulations as the Directors adopt from time to time. The Directors may

establish one or more classes of members and may by rules provide for the voting rights of any of the several classes.

Sec. 2 - ANNUAL MEETING: The regular annual meeting of the members shall be held in the month of November, or December, the date, time and place to be determined by the Directors, for the purpose of electing officers and Directors of the Association and transacting such other business as may properly be brought before the meeting. Notice of the meeting shall be given to all members at least 30 days prior to the date of the meeting.

Special meetings of the membership may be called by the President, two-thirds of the Board of Directors, or of no less than fifty-one percent of its current voting membership upon thirty days written notice. The notice is to contain the place, day, hour, and purposes for which the meeting is called. The business transacted at any special meeting of the membership shall be limited to the purposes stated in the notice.

Sec. 3 - QUORUM: The presence in person or by proxy of 25 members entitled to vote shall constitute a quorum at any annual meeting of the members.

Article III - Directors

Sec. 1 - IN GENERAL: The General management, business and property of the Association shall be the responsibility of the Directors. The Directors may delegate any of their duties to the Officers or Committees. The power and duties of the Directors shall include, but not be limited to, making rules for membership, establishing regulations for shows and contests, creating standing or special committees, establishing dues and fees, the awarding of prizes, contracting in the name of the Association and administering such other functions as may be proper to the general purposes of the Association.

The Directors may keep the books of the corporation except such as may be required to be kept within the State of Illinois. The Board of Directors shall have the authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, or otherwise.

Sec. 2 - NUMBER: The number of Directors shall be fifteen. The Directors may change the number of Directors from time to time to any number divisible by 3, but the number of directors shall not be less than 15 nor more than 21.

Sec. 3 - TERMS: Each Director shall be elected for a term of three years and the terms of the Directors shall be staggered so that one-third of said terms expire each year and are filled by election of successors at the annual meeting of members. The initial Directors shall draw lots for one, two and three year terms. Starting with terms beginning 11/28/82, a Director may only serve for two consecutive terms at any one time. Directors who miss two consecutive board meetings without just cause may be expelled by the affirmative vote of two-thirds of the

remaining directors.

Sec. 4 - DIRECTORS-AT-LARGE: In addition to the elected Directors, each past President of the Association shall be a voting Director-At-Large for the three years immediately succeeding his term of office as President.

Sec. 5 - MEETINGS: The Directors shall hold a regular annual meeting of the Board no later than the last day of February of each year and may by rule provide for other regular meetings of which no notice shall be required. The President or two-thirds of the Directors upon 15 days notice may call special meetings of the Board. Meetings of the Board of Directors, regular or special, may be held either within or outside the State of Illinois.

Sec. 6 - QUORUM: A majority of the Directors shall constitute a quorum at any regular or special meeting.

Sec. 7 - VACANCIES: Any vacancy in the Board of Directors may be filled by the majority vote of the remaining directors. The term of any such successor elected by the Board shall expire at the next annual meeting of members, at which the members shall elect a successor to serve the balance of the original term of the Director.

Article IV - Officers

Sec. 1 - IN GENERAL: The Officers of the Association shall be the President, Vice President and Treasurer, whose terms of office shall commence on December 1st and shall be for the period of one year. The Directors may create additional offices and positions of assistants for any officer which may be elective by the members or by the Directors, as the Directors deem proper.

The offices of President, Vice-President and Treasurer shall be filled by people chosen from the Board of Directors. (No two offices may be held by the same person.) Any officer elected or appointed by the Board of Directors may be removed whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. The election of an officer shall not itself create contract rights.

Sec. 2 - PRESIDENT: The President shall be the chief executive officer of the Association and shall preside at all meetings of the members and Directors. He/she shall enforce the By-Laws, rules and regulations of the Association and shall perform such other duties as may be prescribed from time to time by the Directors. He/she may appoint committees and shall be an ex-officio member of all standing and special committees.

Sec. 3 - VICE PRESIDENT: In the absence or incapacity of the President, the Vice President shall have the powers and shall perform the duties of the President. He/she shall perform such other

duties as may be prescribed from time to time by the Directors.

Sec. 4 – TREASURER: The Treasurer shall coordinate with the Executive Secretary and review all financial reports pertaining to the Association. The Treasurer shall also serve as the Chair of the Finance Committee.

Sec. 5 – EXECUTIVE SECRETARY: The Directors will hire an Executive Secretary to run the day to day affairs of the Association under guidelines established by the Directors. The Executive Secretary shall give notice of all meetings, when required, shall keep minutes of all meetings and shall have custody of the seal, documents and records of the Association. He/she shall keep the membership rolls and shall collect and deposit to the account of the Association, all dues, fees and other monies due the Association. He/she shall pay all obligations of the Association only upon itemized demands and approval by the Directors and shall keep an itemized account of receipts and disbursements. He/she shall state said account in a written report of the financial condition of the Association at the annual meeting of members. He/she may be required by the Directors to give a surety bond, at the expense of the Association. He/she shall submit his accounts to an annual audit to be performed by a disinterested certified public accountant or by the Directors, as they see fit.

Article V - Election of Directors and Officers

Sec. 1 - The President shall appoint a nominating committee as prescribed in Article VI, Section 2, C.

Sec. 2 - All nominees who are to be considered for election, as a Director or Officer shall be a current member of the Association for at least two years duration.

Sec. 3 - It shall be the duty of the nominating committee to select a slate of Officers and nominees for election as Directors at the annual meeting to serve the following terms: President for a 1-year term, Vice President for a 1-year term, 5 Directors for a 3-year term, Treasurer for a 1 year term.

Sec. 4 - The nominating committee shall present its slate to the Executive Secretary by October 1 after obtaining the consent of each nominee to serve, if elected. The Executive Secretary shall submit the slate to the executive board for approval. The Executive Secretary post the slate of Officers and Directors on the website by October 15.

Sec. 5 - Any 50 voting members may make additional nominations up to but not exceeding the number of Board positions to be filled by submitting a proposal in writing to the Executive Secretary for such nominations, together with the written consent of such nominee(s). Such additional nominations must be postmarked by November 1. The Executive Secretary will post the additional nominees to the website. Such additional nominees must meet the qualifications under Sec. 2 of this article.

Sec. 6 - If no additional nominations are made, the slate proposed by the nominating committee will become the new Directors and Officers. No voting procedures will be required. If additional nominations are made, electronic voting will be open to the membership on the IASPHA website from November 2 through November 15.

Sec. 7 - The results of the election shall be announced by the Executive Secretary on the website and at the annual awards banquet. The Officers and Directors shall take office on December 1st and continue in office for the specified term.

Sec. 8 - Any vacancy or vacancies created on the Board by resignation, death or lack of attendance shall be reported to the Executive Board after the vacancy occurs. A Board member may propose a nominee by submitting a proposal in writing to the President for such nomination, The President shall submit these names to the Board to be voted upon individually by the Board. The nominees shall be approved by a majority of Board members.

Article VI - Committees

Sec. 1 - IN GENERAL: The Directors may, from time to time, create such special or standing committees as they deem necessary or proper for the purposes of the Association, prescribe the functions of each such committee and delegate to the committees such powers and duties as the Directors deem appropriate. Each committee shall consist of at least two Directors designated by the President or the Board of Directors and as many other members as are appointed by the President. Each committee shall select their own chairman. The terms of office of the committee members shall be prescribed by the Directors.

Sec. 2 - STANDING COMMITTEES: The standing committees shall have the following duties:

Finance Committee shall prepare the budget of the Association, recommend ways and means of financing the activities of the Association and oversee the financial responsibilities of the Executive Secretary, who shall be a member of the committee.

Executive Committee shall be composed only of Directors and shall have authority to act for the Directors between meetings of the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board within ten days of action taken. The President, Vice-President, Treasurer, and Past President shall be the members of the executive committee. Any other committee unless given specific powers by the Board, as a whole, shall coordinate its activities through the executive committee and shall have their approval before proceeding with any action.

Nominating Committee shall select a slate of nominees for Directors and Officers as prescribed in Article V. It shall strive to select candidates from the prime geographical areas of the general membership, as opposed to selecting from just one locality within the state.

Article VII - Prohibitions

It is the intention of the Association at all times to qualify and remain qualified as exempt from Federal income tax under Section 501 (c) of the Internal Revenue Code. Accordingly:

This Association shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent this Association from qualifying (and continuing to qualify) as a corporation described in Section 501 (c)

(3) of the Code, contributions to which are deductible for Federal income tax purposes;

The Association shall not be conducted or operated for profit, and no part of the net earnings of the Association shall inure to the benefit of any member or individual;

No part of net earnings of any of the property or assets of the Association shall be used other than for the foregoing objects and purposes;

No substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall the Association participate, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office;

In the event of a liquidation, dissolution, termination or winding up the Association (Whether voluntary, involuntary or by operation of law), all the liabilities of the Association, have been paid, the Board of Directors shall dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for the aforesaid purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Code, as the Board of Directors shall determine;

In no event in the exercise of their powers and authorities shall the Directors, when dealing with a person who has made a substantial contribution to the Association, a member of his or her family, or one who, directly or indirectly, controls 50% of the voting power of the members: lend any income for less than a reasonable rate of interest and without adequate security, and shall make no loans whatever to Officers or Directors, pay compensation in excess of a reasonable allowance for salaries or personal services actually rendered, make available its services on a preferential basis, purchase substantial securities or any other property for more than adequate consideration in money or money's worth, sell substantial securities or any other property for less than adequate consideration in money or money's worth, or engage in any other transaction which results in a substantial diversion of Its' income

The Association shall not accumulate its income, if the amounts accumulated out of income during the year or any and all prior years and not thereafter paid out are unreasonable in amount or duration in order to carry out the purpose which is the basis of the Federal income tax exemption, are used substantially for the purposes or functions other than those constituting the basis for Federal income tax exemption.

Article VIII - Amendments

Sec. 1 - BY DIRECTORS: These by-laws may be amended by the affirmative vote of two thirds of the Directors.

Sec. 2 - BY MEMBERS: The by-laws may be amended at any meeting of the members by a majority vote of all members entitled to vote.

Article IX - NOTICE, WAIVER OF NOTICE, AND PROXIES

NOTICES: Whenever notice is required to be given to any Director or member, it shall be construed as notice given in writing, by mail, through the United States mail, by telegram, or by direct contact with said director or member through the use of the telephone.

WAIVER OF NOTICE: Notice of meetings, special or otherwise may be waived by any member of the Association. Any member may waive notice either before or after the meeting is held. It is required to be in writing and signed by the member, or his attorney. Presence at a meeting constitutes a waiver, unless appearance is solely for the purpose of objecting.

PROXIES: A proxy is a power of attorney authorizing the proxy holder to exercise the right to vote for the person who executed the proxy. A proxy may be either broad based or narrow in scope. Proxies are usually sent to members with notice of a meeting. Members are requested to execute the proxy and return it to the corporation if they do not intend to be personally present at the meeting.

INTERPRETATION OF BY-LAWS: All questions as to the construction or meaning of these By-Laws are to be referred to the Board of Directors for decision. All procedures not prescribed by these By-Laws shall be governed by Roberts Rules of Order, Revised.