

ILLINOIS QUARTER HORSE ASSOCIATION BY-LAWS

ARTICLE I

NAME, AFFILIATION & MISSION STATEMENT

Section 1: Name

This Corporation shall be known as the Illinois Quarter Horse Association (hereinafter referred to as Corporation or ILQHA) and shall, at all times, be operated and conducted as a not for profit corporation in accordance with the laws of the State of Illinois.

Section 2: Affiliation

The Corporation shall be affiliated with the American Quarter Horse Association (hereinafter referred to as AQHA) and shall conduct itself in harmony with the policies and activities of the AQHA.

Section 3: Mission Statement

To promote interest in riding, breeding, raising, training, exhibiting, and racing the American Quarter Horse to the public and ILQHA members; to organize, promote, and sanction competitive AQHA and open events for American Quarter Horses and their owners; to educate the public and ILQHA members as to the humane treatment of horses; and to generally advance interest in and knowledge of the American Quarter Horse in Illinois.

ARTICLE II REGISTERED AGENTS

The Corporation shall have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office. The Secretary of the Corporation shall serve as the registered agent.

ARTICLE III FISCAL YEAR

The fiscal year of the Corporation shall be contiguous with the calendar year.

ARTICLE IV MEMBERSHIP

There will be one class of membership and each member will have one vote. All persons, firms, partnerships, ranches, farms and organizations interested in the philosophy and ideals of the Corporation may become members.

Section 2: Application for Membership

- a. Any party wishing to become a member of the Corporation shall apply for admission as a member by completing an application for membership.
- b. All applications for membership shall be filed with the Secretary of the Corporation.
- c. A party may only apply for membership once each fiscal year.

Section 3: Types of Membership

- a. Single Membership – Single memberships are for one person.

- b. Youth Membership – Children age 18 and under
- c. Business Membership
- d. Joint Membership

Section 4: Duration of Membership

Each type of membership shall be available in the following durations, including but not limited to:

- a. Annual Memberships – An annual membership shall run contiguous with the fiscal year of the Corporation.
- b. Multiple-Year Memberships – A multiple-year membership (i.e., 3-year membership) may be available as approved by the Board of Directors.
- c. Life Memberships – Life membership shall last for the natural life of a member. Life memberships are not available to corporations, farms, firms, or partnerships.

Section 5: Rights, Duties, and Responsibilities of Members

All shall obey and be bound by the by-laws, rules and regulations of the Corporation and the AQHA except where there is an inconsistency. If there is an inconsistency between the ILQHA by-laws, rules or regulations and the AQHA by-laws, rules or regulations, the ILQHA by-laws, rules or regulations shall prevail.

Rights of Members

- 1. While in good standing, all members shall have equal rights, interests and responsibilities with respect to the Corporation and its property.
- 2. Membership in the Corporation is a privilege and not a right.
- 3. Membership or application of membership therefore, may be terminated or rejected by the Board of Directors for any cause or no cause, in the sole discretion of the Board of Directors.
- 4. Each member shall be entitled to one vote on each matter which is submitted for a vote to the members. There shall be no votes by proxy.

Section 6. Transfer Membership

Membership in the Corporation is not transferable or assignable.

Section 7. Termination or Suspension of Membership

The Board of Directors may suspend or terminate membership, if membership has been terminated or suspended by AQHA. If the ILQHA suspends or terminates membership pursuant to this provision, the period of suspension or termination shall not exceed the suspension or termination imposed by AQHA.

ARTICLE V DISCIPLINARY ACTION

ILQHA may accept rulings of suspension of the AQHA Executive Committee, the effect of which is to suspend, for an equal time, privilege of ILQHA membership. If the AQHA sanction pertains to suspension of participation privileges in AQHA approved events, participation privileges of the penalized person in ILQHA approved events shall also apply, as well as receipt of year-end awards or any other recognition for achievement during the term of the AQHA suspension. The disciplined member may appeal to ILQHA for review of his or her suspension, requesting the AQHA suspension not be given reciprocity. The appeal must be in writing, setting forth the facts the applicant believes to be grounds for further review by the ILQHA Board of Directors, and it must be received by ILQHA within ten (10) days from the date notice is given to the suspended member by AQHA.

ARTICLE VI MEETING OF MEMBERS

Section 1: General Membership Meeting

The general membership meeting of the members of this Corporation shall be held during the first quarter of the calendar year.

a. The location and date of this meeting shall be determined by the Board of Directors. Notice of the general membership meeting shall be published electronically not less than ten (10) days prior to the date of such meeting.

The Board of Directors shall cause the minutes of the General Membership Meeting to be published electronically. The purpose of the General Membership meeting shall be to inform members of the business transactions of the Corporation.

Section 2: Quorum

The number of voting members required to constitute a quorum at any meeting shall be determined from time to time by the Board of Directors.

Section 3: Notice of Meetings

Notice of any meeting must be given electronically not less than ten (10) days and not more than (thirty (30) days prior to the meeting date. Notice of a special meeting shall contain the purpose for which the meeting is convened.

Section 4: Special Meetings

A special meeting of the members may be called by the President and five (5) members of the Board of Directors, or 20% of the members, if the board receives a written request for the special meeting describing the purpose for which it is to be held.

ARTICLE VII BOARD OF DIRECTORS

Section 1: General Powers

- a. The affairs of the Corporation shall be managed by its Board of Directors.
- b. The Board of Directors shall have the power to designate the districts to be served by a director.

Section 2: Number, Tenure, and Qualifications of Directors

- a. There shall be 12 Directors. Six Directors will be elected by the members, and six directors shall be appointed by the President and approved by the board of directors.
- b. The Board of Directors shall consist of all of the officers of the Corporation, one (1) past President of the Corporation, the AQHA National Director(s) and all elected and appointed Directors.
- c. Tenure of Directors— All members of the Board of Directors shall be elected or appointed to a term not to exceed three years and shall not serve more than two consecutive terms.
- d. Qualifications – The Board of Directors shall be Illinois resident members of ILQHA in good

standing at the time of nomination. Each seated board member shall complete an application for individual membership by February 1, unless he or she has a multiple-year membership that is currently in effect.

Section 3: Board of Director Vacancies

The President with the approval of the Board of Directors shall be responsible for filling any Board of Director vacancy. The vacancy shall be filled by an ILQHA member residing in Illinois.

Section 4: Regular Meetings

Annual – An annual meeting of the Board of Directors shall be held at a time and place to be determined by the Board of Directors. Notice of the meeting shall be given electronically not later than 10 days prior to the meeting date

Section 5: Special Meetings

The President and five (5) members of the Board of Directors may call a special meeting with the Board of Directors. Any notice of a special meeting must state the purpose for this special meeting and no other business except that which is related to the purpose of this special meeting may be transacted.

Section 6: Quorum

One-third of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except at a special meeting where a quorum of one-half is required. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the entire Board of Directors.

Section 7: Resolutions

- a. All resolutions shall be written out prior to adoption. In addition to active language of the resolution, in the preamble, the Board shall outline the facts and circumstances which necessitate the Board's actions. Where there is a question of interpretation of a resolution of the Board of Directors, the Board or any other entity reviewing the action shall first review the preamble of the resolution for guidance. If the preamble does not clarify the ambiguity, then the minutes of the meeting should be consulted.
- b. Resolutions, unless separately voted upon, do not become effective until published, in written form, in the official newsletter of the Corporation or through individual written notification to each member. Any objection to the content of the written version must be made within ten (10) days after publication in writing pursuant to the notice provisions contained in these by-laws. If an objection to the content is filed, then the resolution shall be placed on the agenda at the next Board meeting.
- c. The President has the sole discretion to review objections, consider their merits, and reject any objection which does not specifically identify a substantial error in the recording of the resolution. Resolutions may be adopted by a majority of those Board members present.

Section 8: Automatic Removal from Board

Whenever an Officer or Director fails to attend two (2) consecutive Board of Directors' meetings in one calendar year, then the Officer or Director shall be deemed to be automatically removed from the Board. Automatic removal disqualifies the Director from serving on the Board to Directors the following year.

Section 9: Salaries

Directors and Officers shall not receive any salaries unless approved by the Board of Directors.

Section 10: Electronic Meetings

Any meeting described in this section may be conducted electronically.

Section 11: Proxies

There shall be no proxies for Board of Directors' votes.

Section 12: Point System and Award Classification

The Officers and Board of Directors shall determine the point system and award classification for the horse shows each year.

Section 13: Dues

The Board of Directors shall determine the amount of membership dues.

ARTICLE VIII **OFFICERS**

Section 1: Term(s)

The Corporation shall have a President, President Elect, First Vice-President, Second Vice President, a Secretary, and a Treasurer.

Each officer shall hold office for a term of one (1) year or until their successors are elected.

Section 2: Officers Duties

- a. President – The President shall preside at all meetings of the members and/or Board of Directors. The President shall have no voting authority any greater than any other officer or member of the Board of Directors
- b. President Elect– In the absence of the President or in the event of the President's inability or refusal to act, the President Elect shall perform the duties of the President.
- c. First Vice President and Second Vice President shall have such duties and responsibilities as assigned by the President or the Board of Directors.
- d. Treasurer – The Treasurer shall be charged with the responsibility of management of the Corporation's financial affairs. The responsibilities shall include but are not limited to investment of funds, payment in collection of bills, and the Treasurer shall be required to report to the Board of Directors.
- e. Vacancies –The President with the approval of the Board of Directors shall be responsible for filling any Officer vacancy. The vacancy shall be filled by a member of the Board of Directors.
- f. Removal – Any officer may be removed by the Board of Directors at the discretion of the Board of Directors when it is determined the officer is not fulfilling his duties responsibly.

Section 3: Executive Committee

The Executive Committee shall consist of the President, President Elect, Immediate Past President,

First and Second Vice Presidents, the Secretary and the Treasurer. This committee will serve as a planning committee to allow for a smoother flow of business and goals between incoming and outgoing Presidents and more efficient communication between the Board of Directors and its members. Recommendations from the Executive Committee will be brought before the Board of Directors for final review and approval.

ARTICLE IX ELECTIONS

Section 1: Eligibility

An election shall be held each year for each office.

- a. Voter Eligibility – Each voting member in good standing may vote in the election for officers to serve in the year subsequent to the membership.
- b. Number of Votes – Each eligible member shall be entitled to one (1) vote only for the candidate of his or her choice

Section 2: Nominations

The Board of Directors shall make nominations for the elected Directors and Officers to the ballot no later than October of each year. The Board shall nominate a minimum of one person for each office

Section 3: Automatic Nominations

The Treasurer shall be automatically re-nominated for that post each year. The President Elect shall automatically be nominated to the office of President.

Section 5: Ballots

- a. Ties - The President of the Corporation serving in the year that the election was held will have the power to break all ties, in his or her sole discretion, in any elected position except for the office of President. In this situation the tie breaking vote will be conducted by secret ballot of the Board of Directors minus the President.
- b. Transfer of Office - The officers shall be given the authority of their positions at the annual meeting of the Board of Directors.

ARTICLE X TASK FORCE COMMITTEES

As needed, the President with the authority of the Board of Directors may create Task Force Committees for the purpose of facilitating the needs of the Corporation. These Task Force Committees may include but are not limited to: show, amateur, youth, awards, etc. The purpose and functions of the Task Force Committees shall be defined by the Board of Directors with its work to be accomplished within a defined period of time. All Task Force Committees shall include at least one (1) Board of Directors member and as many other general members as may be needed to accomplish the purpose established by the Board of Directors.

ARTICLE XI NOTICE

- A. Notice on Corporation

Any notice to be served on the Corporation pursuant to any section herein shall be served by registered mail at the Corporation address provided by the Secretary of State and by serving the President at the address available from the Corporation Secretary.

B. Notice on Member

Any notice to be served on a member pursuant to any provision there under shall be served by regular mail at the address provided on the membership application. Changes in address of members only effective by service on Corporation as described above. All notices shall be given by mailing not less than ten (10) days in advance unless otherwise prescribed within these by-laws.

C. Waiver of Notice

Appearance by a member or his or her representative, at a hearing or meeting, constitutes waiver of any objection to notice.

**ARTICLE XIV
AQHA DIRECTORS**

A nominee for the position of AQHA Director must be a past or present Officer or Director of the Illinois Quarter Horse Association.

**ARTICLE XV
INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS**

The Corporation shall indemnify its officers, Directors, employees, and agents to the fullest extent permitted by the General Not For Profit Corporation Act of 1986 (hereinafter referred to as the Act), provided, however, that the indemnification provided by or granted pursuant to the Act shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding such office, and provided, further that the indemnification provided hereunder shall not apply to any officer, Director, employee or agent if such person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper. The indemnification shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Amended March 2024

