

The following document represents the recommendation for amended By-Laws to be presented to the Board of Directors at the March 2024 board meeting and voted on by the membership at the March 2024 general meeting. Underscore indicates new language and ~~strike-out~~ indicates removed language.

ILLINOIS QUARTER HORSE ASSOCIATION BY-LAWS

The amendments published herein will be effective immediately upon approval, unless otherwise specified at the time of their enactment. These By-Laws will remain in effect except as superseded by amendments enacted by the Board of Directors as published on ILQHA's website. Refer to the website for the most updated version of the By-Laws.

ARTICLE I

NAME, AFFILIATION & MISSION STATEMENT PURPOSE

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.

Promotion of the Quarter Horse

~~The purpose of the corporation shall be to promote the American Quarter Horse in the State of Illinois. To achieve this purpose, the~~

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 Activities of Corporation

~~Among the activities in which the Corporation shall endeavor in order to achieve its purposes shall include, but shall not be limited to:~~

- ~~a. — Promoting interest in the public, and the members of the Corporation, in riding, breeding, raising, training, exhibiting and racing of the American Quarter Horse, and~~
- ~~b. — Education of the public and the members of the Corporation in proper and safe methods in doing the acts described in Paragraph 1, and~~
- ~~c. — Organizing, promoting and sanctioning competitive events for Quarter Horses and their owners.~~

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

Section 1: Classes of Membership

~~The Corporation shall have two classes of members. Designation of such classes and the qualifications of members for such class shall be as follows:~~

- ~~a. Resident Members. Membership shall be open to any legally recognizable entity whose principal residence or principal place of business is within the state of Illinois.~~
- ~~b. Non-Resident Members. Membership shall be open to any legally recognizable entity whose principal residence or place of business is located outside the State of Illinois.~~

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 ~~make application~~ 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 ~~person~~ 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. ~~Additional Family Membership – Additional family memberships shall include a legally recognized domestic partnership or civil union under the law and children age 18 and under all residing at the same address.~~
- d. Business Membership
- e. Joint Membership

Section 4: Duration of Membership

Each ~~class and~~ 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.
- d. ~~Business Entities – Business entities may only obtain annual memberships.~~

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. ~~The entire 1986 AQHA Handbook is incorporated by this reference as if stated herein. Each subsequent AQHA handbook or amendment shall be incorporated by laws.~~

a. 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. ~~Any termination, or application of membership, which is rejected under this paragraph, shall be conducted in accordance with the Corporation's disciplinary procedures outlined in Article IV, Sections B and C.~~
5. Each resident 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. ~~Non-resident members, children under 18 years of age who are part of a family membership, and partnership, firm, or corporation members shall~~

not have voting rights.

6. ~~Reinstatement. A suspended or terminated member may petition the Board on each fiscal year for reinstatement. The Board of Directors, in its sole discretion shall grant or deny reinstatement of membership.~~

Section 9 6. Transfer Membership

Membership in the Corporation is not transferable or assignable.

Section 6 7. ~~Automatic Termination of or Suspension of Membership~~

~~The Board of Directors may suspend or terminate membership, without notice to the member, for the following reasons: if membership has been terminated or suspended of membership in the 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.~~

- a. ~~Default in the payment of dues — Payment of an obligation to the ILQHA with a check or other negotiable instrument which is later dishonored.~~

Section 7. Termination or Suspension of Membership with Notice

~~The Board of Directors may suspend or terminate membership pursuant to the Articles of Incorporation and provisions regarding imposition of sanctions contained in Article IV, for any or no reason, including an act in violation of AQHA rules or regulation or any other act or omission which is determined, in the sole discretion of the Board of Directors to be contrary to the purposes and goals of the IQHA. Any sanctions imposed pursuant to this Section may only be imposed with notice and a hearing conducted pursuant to the provisions of Sections 11, 12, and 13 of this Article.~~

Section 8. Resignation

~~Resignations may be made by the filing of a written resignation with the Secretary of the Corporation. Such resignation does not relieve the member of any of his or her obligations already accrued to the Corporation. No refunds on a pro-rata basis will be allowed to resigning members.~~

Section 10. Sanctions for Violations of Rules and Regulations

~~The Board of Directors may impose sanctions for a violation of a rule or regulation of the Corporation. Such sanctions shall be determined in accordance with the rules of AQHA and may include, but are not limited to, the imposition of monetary fines, suspension of membership or any other action, which the Board may deem appropriate.~~

Section 11. Rules for Disciplinary Hearings of the Illinois Quarter Horse Association Delete Replace Indiana Article VII (Julie). Titled *Disciplinary Action*

- a. ~~Parties~~

1. ~~The Illinois Quarter Horse Association (ILQHA) is a party to all disciplinary hearings.~~

- ~~2. All hearings shall be open to members of the ILQHA. Other interested parties, upon request, may attend.~~
- ~~3. These rules may apply to any disciplinary hearings conducted by the ILQHA where the ILQHA chooses not to use the AQHA rules for hearings as guidelines.~~

~~b. Counsel~~

~~The parties shall have the right to be represented by counsel, or a representative of their choice, to be present, to cross examine witnesses, and to participate in any hearing held pursuant to those rules.~~

~~c. Hearing Officer~~

- ~~1. All disciplinary hearings shall be conducted consistent with these rules by an attorney admitted to the Illinois Bar who is appointed by the ILQHA Board of Directors and who shall serve as the administrative hearing officer ("hearing officer").~~
- ~~2. The hearing officer may consolidate several complaints for purposes of hearing when it is found that the proceedings are related.~~

~~d. Powers and duties of hearing officer~~

- ~~1. The hearing officer shall have authority consistent with these rules and the by-laws to govern the hearing and to admit or exclude testimony or other evidence.~~
- ~~2. The hearing officer shall rule on all proper motions and objections by any party from the time the hearing officer is assigned to the matter until the decision or final order on the hearing is filed with the Board of Directors of the Corporation.~~

~~e. Continuances~~

- ~~1. The hearing officer may grant continuances for good cause shown. Cause shall include, but is not limited to, the unavailability of a witness, attorney or a representative, necessary to the hearing. Failure to employ counsel in a timely manner shall not constitute cause.~~
- ~~2. Requests for continuances shall be made, in writing, to the hearing officer sufficiently in advance of the scheduled hearing to permit reasonable notice to all parties. Reasonable notice shall not be less than two (2) days written notice, unless an emergency arises.~~
- ~~3. All hearings, once commenced, shall continue on successive days until completed.~~

~~f. Form of pleadings and other papers~~

1. ~~All documents shall be typewritten. Photocopies are acceptable provided they are reproduced by a clear printing or duplicating process.~~
2. ~~Each document shall have on the first page the title and number of the matter in which the document is filed. Each document shall contain on the final page the name, address, and phone number of the attorney representative or of the party if appearing pro se.~~
3. ~~The original and one copy of each document shall be filed with the hearing officer.~~
4. ~~A copy of each document filed and a proof of service shall be served on all parties.~~

Section 12. Complaint, Answer and Disclosure

a. ~~Notice as Complaint~~

1. ~~The notice of a hearing to a respondent shall serve as a complaint. The notice shall specify the conduct which is the subject of the hearing and the by laws or rules on which the IQHA bases its claim.~~

b. ~~Service of Notice~~

1. ~~The notice of the hearing shall be served on the respondent by certified mail, return receipt requested.~~
2. ~~The notice shall be mailed no less than fifteen (15) days prior to the date set for the hearing.~~
3. ~~Notice of service of any other documents required by these rules is deemed to have been made upon proper mailing.~~

c. ~~Answer~~

1. ~~The respondent may answer the notice, but is not required to do so. Where no answer is filed, the facts in the notice will be taken as denied.~~
2. ~~Any answer shall contain:~~
 - a. ~~A specific admission or denial to each allegation, or an assertion that the respondent is without sufficient knowledge or information to form a belief with respect to each allegation; and~~
 - b. ~~A statement of any matter constituting a defense to any allegation.~~

d. ~~New Matter in Answer~~

1. ~~Any allegation to new matters, which are contained in the answer, shall be deemed denied without the necessity of a reply thereto.~~

e. ~~Amendments to Pleadings~~

~~1. The hearing officer shall have complete discretion to allow amendments to pleadings.~~

~~f. Required Disclosure~~

~~1. The ILQHA shall notify respondents, in writing, no less than ten (10) days prior to the hearing of all witnesses to be called on direct examination.~~

~~2. The ILQHA shall serve as respondent, no less than ten (10) days prior to the hearing, copies of all documents which they intend to introduce as evidence at the hearing.~~

~~3. No continuances shall be granted on the grounds that a party has not served disclosure in a timely fashion.~~

~~4. The hearing officer, at his discretion, may refuse to admit any documents or testimony not disclosed in accordance with this section.~~

~~g. Production, Inspection, Copying, and Photocopying of Documents and Other Tangible Things.~~

~~1. The respondent(s) may request inspection and reproduction of documents and other things. A respondent requesting reproduction shall, at their own expense, arrange for reproduction of the documents requested. The documents shall be made available to the respondent party within three (3) days after receipt of the request for production of documents. If a request is made by telephone, the respondent shall file an affidavit attesting to the substance of the conversation.~~

~~h. Discovery Control~~

~~1. The hearing officer may, at any time, on its own motion or on the motion of any party or witness, make such protective orders as equity and fairness may require, denying, limiting, conditioning or regulating discovery to prevent unreasonable annoyance, expense, embarrassment or disadvantage.~~

~~2. All matters that are privileged against disclosure in civil cases in the courts of the State of Illinois shall be privileged against disclosure in a disciplinary hearing.~~

Section 13. Hearing Procedure

~~a. Adverse Witnesses.~~

~~1. At the hearing a witness may be called and examined as under cross-examination in the same manner and circumstances as provided under the rules of evidence under the State of Illinois.~~

b. ~~Testimony and Evidence~~

1. ~~All testimony and other evidence shall be under oath of affirmation.~~
2. ~~All testimony and other evidence shall be admitted on basis of whether a prudent person would find the evidence presented credible and relevant in the ordinary conduct of its affairs.~~
3. ~~The ILQHA shall present its case in chief prior to the respondent presenting any defense.~~
4. ~~The ILQHA must prove, by a preponderance of the evidence, that the respondent committed the acts, which constitute conduct subject to disciplinary action.~~
5. ~~The ILQHA shall arrange for a court reporter to record all oral testimony.~~

c. ~~Stipulations~~

1. ~~Written stipulations signed by the parties to be bound may be introduced as evidence. Oral stipulations may be made on the record at the hearing.~~

d. ~~Supplementary Pleadings~~

1. ~~The hearing officer may, in his sole discretion, permit the parties to argue orally and/or submit such briefs as deemed appropriate.~~

e. ~~Settlement~~

1. ~~If at any time after issuance of notice the parties agree to terms of settlement, such terms shall be reduced to writing, signed by the parties and submitted to the Board of Directors of the ILQHA for approval.~~

f. ~~Issuance of Final Order~~

1. ~~As provided in the by laws of the ILQHA, the Board of Directors' decision shall be final.~~

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 V VI MEETING OF MEMBERS

Section 1: General Membership Meeting

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

a. ~~Location and Date~~

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.

b. ~~Notice of General Membership Meeting~~

The Board of Directors shall cause the minutes of the General Membership Meeting to be published electronically. ~~given to resident members by regular mail at the address of the member currently on file with the Corporation. Said notice may be given by publishing in the official newsletter of the Corporation.~~

c. ~~Purpose of the Annual Meeting~~

The purpose of the General Membership meeting shall be to inform members of ~~transact the~~ business transactions of the Corporation. ~~which requires membership approval.~~

Section 2: Quorum

The number of voting members required to constitute a quorum ~~to conduct business in~~ 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 five (5) ten (10) days nor more than forty (40) 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 ~~resident~~ 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.

Section 5: Informal Action by Members

~~Any action that members may take at a general or special meeting of the Corporation may be taken without a meeting if written consent to inform the action is signed by all of the members entitled to vote.~~

ARTICLE VI VII BOARD OF DIRECTORS

Section 1: General Powers

- a. The affairs of the Corporation shall be managed by its Board of Directors.
- b. ~~A member may be charged with a violation of the rules and regulations solely in the discretion of the Board of Directors.~~
- c. The Board of Directors shall have the power to designate geographical boundaries of the districts to be served by an elected district director. Additionally, the Board shall divide the state into three (3) regions consisting of the Northern, Central, and Southern region.

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, ~~two (2)~~ one (1) past Presidents 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. ~~one (1) fiscal year.~~
- d. Qualifications – The Board of Directors shall be Illinois resident members of ILQHA in good standing at ~~both~~ the time of nomination ~~to and seating on the Board of Directors.~~ 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.
- e. ~~There shall be 12 Directors. Each year, at the General Membership meeting, the newly elected Board of Directors shall evaluate the existing geographical boundaries and reapportion the Districts for the subsequent elections.~~
- f. ~~The Director shall appoint an alternate Director from their District. The alternate is to have voting power at regular Board of Directors' meetings only when elected directors are absent. Alternates will have the same term and duties as the Director and will serve on a standing committee~~

Section 3: District Board of Director Vacancies

~~The Board of Directors President with the approval of the Board of Directors by majority vote shall be responsible for filling any District Board of Director vacancy. The vacancy created for whatever reason shall be filled by an active ILQHA member residing anywhere within in Illinois for a period of one year or until the next Board of Director election.~~

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. ~~without further notice, immediately after and at the same place of the annual meeting of the members.~~

- a. ~~Other Meetings – The Board of Directors may provide by resolution, either within or without the State of Illinois, for holding of additional meetings. Notice of other meetings of the Board of Directors shall not be made other than by resolution.~~

Section 5: Special Meetings

The President and any five (5) members of the Board of Directors ~~collectively~~ may call a special meeting with the Board of Directors. ~~A special meeting of the Board of Directors may be held at any location. 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: Emergency Meetings

~~When the President and any seven (7) Board members feel there is cause for an emergency meeting, the notice provision for meetings may be waived for the limited emergency purpose. Any action taken at an emergency meeting must be ratified by the Board at a special meeting within fifteen (15) days of the emergency meeting or such action shall be null and void NUNE PRO TUNC the date of the action.~~

Section 7: Notice of Regular Meetings

- a. ~~Regular Meetings – Notice of any meetings of the Board of Directors shall be the notice section of these by-laws.~~
- b. ~~Special Meetings. 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 8: Emergency Meetings-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 9: 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 10: 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 ~~officeholder~~ Director from serving on the Board to Directors the following year. or election at the next annual election.

- a. ~~The applicable provisions of these by-laws shall apply in the event of a vacancy.~~

Section 11: Salaries

Directors and Officers shall not receive any ~~stated~~ salaries unless approved by the Board of Directors. ~~or reimbursement for expenses, unless voted upon and ratified by the general membership.~~

Section 12: ~~Telephone Action~~ Electronic Meetings

Any meeting described in this section may be conducted electronically by wire, video, ~~telephone, or other electronic transmission.~~

Section 13: Proxies

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

Section 14: Quorum and Manner of Acting

~~Fifty one percent (51%) or more of the seated Board members (does not include vacant positions) constitute 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 entire Board of Directors. The Board of Directors may appoint a committee of two (2) or more Directors or members or any combination thereof to perform any act or acts in the stead of the Board of Directors. Such designation of a committee shall not relieve the Board of Directors or any individual Director of any responsibility imposed upon it by these by laws or applicable law.~~

Section 15: 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. for the following years' horse shows by notice to the Corporation in the fall of each year.~~

Section 16: Dues

~~The Board of Directors shall determine the due date and the amount of membership dues for each year.~~

ARTICLE VII ~~VII~~ VIII OFFICERS

Section 1: Term(s) and Duplicate Offices

The Corporation shall have a President, President Elect, First Vice-President, Second Vice President ~~three (3) Regional Vice-presidents~~, a Secretary, and a Treasurer.

~~Terms of Office— Each officer shall hold office for a term of one (1) year or until their successors are elected and qualify.~~

- a. ~~Duplicate Offices— No person shall hold more than one office in the Corporation except that one person may be both Secretary and Treasurer.~~

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. ~~The President shall have the additional power listed in the previous Article.~~
- b. ~~Vice-president~~ President Elect– In the absence of the President or in the event of the President's inability or refusal to act, the President Elect ~~Vice-president~~ 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 Association's 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 at each regular meeting and upon such reasonable request as made. The Board of Directors shall require that the Treasurer be bonded. ~~Any such requirement shall be paid for by the Board of Directors~~

- e. ~~Secretary – The Secretary shall keep the minutes of all proceedings of the Corporation and its Board of Directors, the meetings of the members and the minutes of the meeting of the Board of Directors. The Secretary shall supervise the mailing of all necessary notices upon proper request from members or officers. The Secretary shall be the custodian of the vote of the corporate records of the Corporation. The Secretary shall have the authority to make such disbursements from petty cash and general funds of the Corporation for the operation of the administrative office.~~
- b. ~~Regional Vice presidents – The three (3) regional Vice presidents shall supervise any local and district meetings held for the purpose of furthering the interest of the Corporation, obtaining additional members, obtaining more and better recognized shows and other acts to service the regional members.~~
- f. Limited Purpose Officers – The Board of Directors may designate persons to act as assistant Treasurer or Secretary if deemed appropriate. These specifically designated officers shall perform only such duties as designated by the Board of Directors in a written resolution.
- g. Vacancies – ~~The vacancy in any office because of death, resignation, removal, or any other reason must be filled by the President of the Corporation within 30 days, and ratified by the Board of Directors at the next regularly scheduled meeting for the unexpired portion of the term. 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.~~
- h. Removal – Any officer may be removed by the Board of Directors ~~when, in at~~ the sole 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 VIII IX ELECTIONS

Section 1: Frequency—Eligibility

An election shall be held each year for each office and position on the Board of Directors.

- 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 Meeting

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 Secretary, or if the offices of Secretary and Treasurer are combined, the Secretary/Treasurer~~ the Treasurer shall be automatically re-nominated for that post each subsequent year. ~~The Vice President Elect~~ shall automatically be nominated to the office of President ~~unless the incumbent President is re-nominated.~~

Section 4: Discretionary Nominations

~~In addition to the preceding nomination provisions, the Board shall nominate a minimum of one person for each office, and at least two, but not more than five persons from each District for the office of Director or Regional Vice-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 ~~as designated by~~ of the Board of Directors.

ARTICLE IX X **STANDING 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.

Section 1: Purpose

The day-to-day operation and substantive work of the ILQHA is primarily accomplished by its Standing Committee structure.

Section 2: Committees and Terms

There shall be six standing committees of the corporation: Futurity Committee, Show Committee, Annual Meeting and Convention Committee, Awards Committee, Grievance Committee, and Finance Committee.

Section 3: Membership of Standing Committees

- a. — The President of ILQHA shall serve as an ex-officio member of all standing committees.
- b. — All Board of Directors members shall serve on at least two of the standing committees based on their interest and individual requests.
- c. — All other members of standing committees shall be ILQHA members who volunteer to participate on any of the committees.
- d. — The chairman of each standing committee shall be nominated by the ILQHA President and approved by the Board of Directors.
- e. — Each Standing Committee shall have a vice chair to be nominated and approved by the committee members. The vice chair shall be responsible for recording the minutes of the committee.
- f. — A Committee chairman with the approval of the Board of Directors can move to limit the number of voting members of any committee to twelve (12). No more than 50% of those voting positions shall be Board of Director members.

Section 4: Committee Duties and Responsibilities

- a. — Futurity Committee
 1. — The Futurity Committee shall manage and operate all aspects of the Illinois Quarter Horse Breeders' Futurity in compliance with the Futurity by laws.
 2. — The Futurity Committee functions and responsibilities shall be: recruitment of stallions for the stallion service auction; advertising the Futurity and Stallion Service auction; appropriate distribution of funds received from the auction and entry fees as required in the Futurity by laws; appropriate procedures for exhibition of Futurity entries at the Fall show; payment of Futurity financial awards; and annual financial reporting to the Board of Directors of all Futurity division expenditures and balances.
 3. — The Futurity Committee shall coordinate and collaborate with the Show Committee for all aspects of the Futurity Class scheduling and exhibition during the Fall show and Futurity.
 4. — The Futurity Committee shall recommend to the Board of Directors approval of

changes in the Futurity by laws.

b. ~~Show Committee~~

1. ~~The Show Committee shall manage and operate all aspects of each horse show sponsored by the ILQHA in compliance with AQHA show and management rules and regulations.~~
2. ~~The Show Committee functions and responsibilities shall be: selection of show sites; advertising for shows; contracting of necessary facilities, personnel, equipment and supplies; securing necessary approvals from national associations; appropriate distribution and management of Show Committee funds; and, financial reporting to the Board of Directors of Show Committee expenditures and fund balances.~~
3. ~~The Show Committee shall coordinate and collaborate with the Futurity Committee for all aspects of Futurity class scheduling and exhibition at the Fall show and Futurity.~~
4. ~~The Show Committee shall recommend to the Board of Directors approval of changes to the number, format, locations and types of shows to be provided each year by ILQHA.~~

c. ~~Annual Meeting and Convention Committee~~

1. ~~The Annual Meeting and Convention Committee shall manage and arrange for all aspects of the Annual Convention and General Membership Meeting.~~
2. ~~The Annual Meeting and Convention committee functions and responsibilities shall be: location of appropriate facility; scheduling of necessary space for all convention and meeting functions; advertising and registration; manage Hall of Fame activities; negotiate with the hosting facility; and contract for all convention functions.~~
3. ~~The Annual Meeting and Convention Committee shall coordinate and collaborate with the Awards Committee, Futurity Committee, Show Committee, and Board of Directors for the purpose of scheduling time and space for their respective functions.~~
4. ~~The Annual Meeting and Convention Committee shall recommend to the Board of Directors, one (1) year in advance, approval of meeting location, time, and budgetary needs.~~

d. ~~Awards Committee~~

1. ~~The Awards Committee shall manage all aspects of the ILQHA awards program in compliance with the Board of Directors approved policies and procedures.~~
2. ~~The Awards program shall, in part, be funded by the fees received from the managers of those Illinois shows that have sought and received ILQHA approved status.~~

3. ~~The Board of Directors may financially enhance the funds available for the annual awards program at their sole discretion.~~

e. ~~Grievance Committee~~

1. ~~The Grievance Committee shall manage the policies and procedures adopted by the Board of Directors concerning grievances.~~

2. ~~The Grievance Committee functions and responsibilities shall be: to receive written and signed grievances from ILQHA members; to investigate and deliberate the substance of each grievance; and recommend to the Board of Directors actions to be taken.~~

f. ~~Finance Committee~~

1. ~~The Finance Committee shall oversee and review all financial aspects of the ILQHA.~~

2. ~~The Finance Committee shall be the President, Vice President, Secretary, Treasurer, and immediate Past President.~~

3. ~~The Finance Committee's functions and responsibilities shall be: to periodically review the various financial accounts of the ILQHA, suggest improvements in the accounting procedures, seek sponsorships for various ILQHA activities, and respond to Bank of America and other requests for proposals (RFP's)~~

4. ~~The Finance Committee shall recommend to the Board of Directors approval of the ILQHA outside independent auditor who prepares ILQHA's annual audit report and files tax returns.~~

Section 5: Financial Responsibilities

~~The Futurity Committee and Show Committee shall maintain and manage their individual financial accounts with financial reports given to and approved at the regular Board of Directors meetings. The other four standing committees shall manage their financial affairs based upon a Board of Directors approved annual budget.~~

Section 6: Financial Reporting

~~The Futurity Committee and Show Committee shall have copies of their monthly financial activities sent to the ILQHA Treasurer by the financial institution utilized by the respective committees. The ILQHA Treasurer shall record and maintain from these monthly statements a duplicate accounting of revenues, expenditures, CD accounts, and balances.~~

Section 7: Signatures on Committee Accounts

~~The Show Committee and the Futurity Committee shall have a Treasurer position that can be combined with either the Chairman or Vice Chair position. The Chairman, Vice Chair,~~

and the Treasurer of the Association shall be listed as signatories.

Section 8: Sub-committees

~~Any function of a Standing Committee can be assigned to a Sub-Committee of the whole committee.~~

**ARTICLE X
AD HOC COMMITTEES**

Section 1: Purpose

~~The Board of Directors may from time to time establish ad hoc committees to perform specific duties or responsibilities at the discretion of the Board.~~

Section 2: Terms

~~The purpose and functions of the Ad Hoc Committee shall be defined by the Board of Directors with its work to be accomplished within a defined period of time.~~

Section 3: Committee Members

~~All Ad Hoc Committees shall include at least one (1) Board of Director member and as many other general members as may be needed to accomplish the purpose established by the Board.~~

**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 ~~Secretary's~~ 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 XII AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended, or repealed and new by-laws may be adopted by a majority of a quorum vote of members the Board of Directors present at any regular or special meeting of the Board of Directors. provided that at least ~~two (2)~~ ten (10) days written notice is given of intention to alter, amend, repeal, or draft new By-Laws at such meeting. The proposed changes must be presented and approved at two consecutive meetings of the Board of Directors before a vote is taken. Said changes shall be effective immediately unless otherwise directed by the board.

ARTICLE XIII BOOKS AND RECORDS

The Corporation shall keep correct books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees. All books and records may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time with two (2) days written notice given to the Corporation.

ARTICLE XIV ~~A.Q.H.A.~~ 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 ~~2021~~ January 2024