

**IOWA ARABIAN HORSE ASSOCIATION, INC.**  
**AMENDED BY-LAWS, OCTOBER 11, 2009**

**ARTICLE I -- NAME OF ORGANIZATION**

Pursuant to the Articles of Incorporation under the laws of the State of Iowa, Chapter 504 of the Code of Iowa (as amended under the Iowa Nonprofit Corporation Act under Chapter 504A, Code of Iowa, 1981) the name of this organization continues as established the 26th day of February, 1954 as the IOWA ARABIAN HORSE ASSOCIATION, a Non-profit organization. THE IOWA ARABIAN HORSE ASSOCIATION (herein after referred to as the "organization") will be a Member Organization of the Arabian Horse Association (herein after referred to as the "AHA") a Non-profit Corporation, and shall conduct business within the scope of the By-Laws, Rules, and Regulations of the Arabian Horse Association, and shall actively participate in Regional meetings and activities as provided in the By-Laws of the Arabian Horse Organization.

**ARTICLE II -- PURPOSES AND OBJECTIVES**

The Purposes and Objectives of the Corporation shall be:

1. To foster and encourage the improvement and use of the Arabian and Half-Arabian horse;
2. To conduct, provide for, and participate in horse shows, exhibitions, films, lectures, clinics, meetings, and other means of promoting and explaining the use, training and breeding of horses, with emphasis on the Arabian and Half-Arabian horse; and to prevent the cruelty thereto;
3. To engage in educational, promotional, recreational, charitable, benevolent, and social activities in connection with supplementing the stated Purposes and Objectives. The foregoing shall be construed as Purposes, Objectives, and Powers and the foregoing enumeration of the specific items shall not be held to limit or restrict in any manner the Powers of this Corporation. All activities must be on a Non-Profit basis.

**ARTICLE III -- MEMBERSHIP**

**Section 1. Requirements for Membership.** Any person interested in assisting with the state Purposes and Objectives of the Organization may become a member (if not on the current suspension list of the Arabian Horse Association, US Equestrian Federation, or any other Registry). Upon completion of required Application for Membership and payment of the required annual dues; provided, however, that Members at the time of the Adoption of these Articles, will continue as members as long as in good standing and the payment of required annual dues.

**Section 2. Classes of Membership.** The membership of this Organization shall be divided into the following classes:

1. Regular Single Voting Member. Persons 18 years or older will be entitled to one vote. Includes membership in AHA.
2. Regular Joint Voting Memberships. Two persons 18 years or older residing in same household will be entitled to two votes; if more than two persons residing in same household, additional votes will be allowed for each member paying established dues. Includes membership in AHA for each Voting Member.
3. Affiliate Member. One person, 18 or over, will be on Iowa mailing list, cannot vote or hold office, can participate in Iowa programs.
4. Youth Member. A youth not having reached their 18th birthday by December 1st of previous calendar year is entitled to participate in all youth functions, as well as all organization functions, except voting on organization questions.

**Section 3. Membership Year.** Membership year of this Organization will coincide with Arabian Horse Association Article III, Section 6, as Amended, which currently is January 1 of each calendar year to December 31 of each calendar year.

**Section 4. Membership Dues.** The dues for all classes of Memberships in the Organization shall be established by the Board of Directors after the Arabian Horse Association Annual Convention; provided, however, if there is no AHA dues Resolution pending the amount of dues for each class of membership will be recommended by the Board of Directors for consideration at the Annual Meeting of the Corporation and subject to the voting approval thereof. Dues are payable to Iowa A.H.A. on October 31 preceding the beginning of the membership year and become delinquent on January 1 of the membership year. Full annual dues shall be payable for any portion of a membership year.

**Section 5. Termination of Membership.**

1. Payment of Annual Dues. All classes of Membership are automatically terminated if annual dues are not paid as established under these By-Laws; renewal dues become delinquent on January 1 of each year, after which time membership service will be discontinued without further notice being required. Memberships terminated only for non-payment of annual dues are subject to automatic reinstatement upon payment of annual dues; provided, however, the member has remained in good standing as established in Section 1, Article III of these By-Laws.

2. Withdrawal of Membership. A member in good standing may withdraw his membership at any time by submitting a written request to the Membership Secretary stating the reasons therefor. No refund of dues will be made.

## **Section 6. Unethical or Unsportsmanlike Practices.**

Code of Ethics of Arabian Horse Association establishes the highest ethical standards and the best tenets of good sportsmanship in all things pertaining to the Arabian or Half-Arabian horse; any violation thereof may constitute the cancellation of membership, after hearing and recommendation of Board of Directors.

Suspension by the Arabian Horse Association, US Equestrian Federation, or any other breed registry will result in suspension of membership in the Organization, pending hearing and final action of these governing bodies.

## **ARTICLE IV -- MANAGEMENT -- CORPORATE POWERS**

### **Section 1. Division of Powers.**

The corporate powers of the Organization shall be administered as provided in this Article.

### **Section 2. Powers of Voting Members.**

1. Exclusive Powers - The voting members of the organization shall have exclusive power to enact, repeal and amend By-Laws; amend the Articles of Incorporation; and dissolve the Corporation.

2. Other Powers - The Voting Members may by resolution take any other action not inconsistent with law, with the Articles of Incorporation, or with the By-Laws.

### **Section 3. Powers of the Board of Directors.**

1. Enumeration. The Board of Directors shall have power to take any action not inconsistent with Law, with the Articles of Incorporation, with the By-Laws or with any duly enacted Resolution of the Voting Members.

2. Delegation of Power. The Board of Directors may delegate to any committee or officer any portion of its powers subject to any limitation imposed by the Non-Profit Corporation Law of the State of Iowa or which the Board may see fit to impose.

3. Executive Committee. The Executive Committee shall be composed of the President, Vice-President, Corporate Secretary, Treasurer, and Immediate Past President. The Executive Committee is empowered between meetings of the Board of Directors to handle all matters, subject to ratification by the Board, not inconsistent with the Articles of Incorporation, with the By-Laws or any duly enacted Resolution of the Voting Members.

**Section 4. Powers of Officers.** The Officers of the Organization shall have those powers delegated to them by these By-Laws and such additional powers as may be delegated by the Voting Members or by the Board of Directors.

Indemnification. The Organization shall indemnify and hold all Directors, Officers and Committee Members harmless from all liability, obligations, claims, causes of action, or expenses of any kind, including reasonable attorney's fees, that may arise or be incurred by them as a result of the performance of their duties for or in behalf of the Organization, to the full extent allowed under the Non-Profit Corporation Law of the State of Iowa.

## **ARTICLE V -- BOARD OF DIRECTORS**

**Section 1. Directors.** The management and control of this Corporation is vested in a Board of Directors consisting of Three (3) Directors-At-Large and Two (2) Directors elected to represent each designated District, and the Immediate Past President. All directors of this Corporation must be voting members in good standing.

**Section 2. Directors-At-Large.** Three Directors-At-Large will be elected by the Voting Members for a staggered three (3) year term; election to be held at the Annual Meeting or Special Meeting called for that purpose. As the term of Director-At-Large expires, Director-At-Large shall be elected to term of Three Years so that one Director-At-Large is elected each year. Directors-At-Large may be elected to succeed themselves with no limitation as to numbers of terms; Vacancies of Directors-At-Large will be filled as hereinafter provided.

**Section 3. District Directors.** For the purpose of election of District Directors, the state shall be subdivided into four Districts approximately equal in membership with Two (2) Directors to be elected by the Membership of each District on or before the Annual Meeting of the Corporation. Written notice of each election of District Directors must be given to all members within the designated district not less than Ten (10) days before the District Meeting at which election will take place.

District Directors will be elected for two-year terms, one year each. District Directors are eligible to succeed themselves for Two consecutive terms, *unless no other candidates are available*; District Directors are eligible for nomination and election as Directors-At-Large, and upon such election the created vacancy will be filled as hereinafter provided.

**Section 4. Designated Districts.** The Four (4) Districts shall be comprised of the existing By-Law District designation of Counties without current change, as follows:

**NORTHWEST DISTRICT.** Audubon, Boone, Buena Vista, Calhoun, Carroll, Cerro Gordo, Cherokee, Clay, Crawford, Dickinson, Emmet, Franklin, Greene, Guthrie, Hamilton, Hancock, Harden, Harrison, Humboldt, Ida, Kossuth, Lyon, Marshall, Monona, O'Brien, Osceola, Palo Alto, Plymouth, Pocahontas, Sac, Shelby, Sioux, Story, Webster, Winnebago, Woodbury, Worth, and Wright Counties;

**NORTHEAST DISTRICT.** Alamakee, Black Hawk, Bremer, Buchanan, Butler, Chickasaw, Clayton, Delaware, Dubuque, Fayette, Floyd, Grundy, Howard, Mitchell, and Winneshiek Counties;

**SOUTHWEST DISTRICT.** Adair, Adams, Cass, Clarke, Dallas, Decatur, Fremont, Madison, Mills, Montgomery, Page, Polk, Pottawattamie, Ringgold, Taylor, Union, and Warren Counties;

**SOUTHEAST DISTRICT.** Appanoose, Benton, Cedar, Clinton, Davis, Des Moines, Henry, Iowa, Jackson, Jasper, Jefferson, Johnson, Jones, Keokuk, Lee, Linn, Lucas, Louise, Mahaska, Marion, Monroe, Muscatine, Poweshiek, Scott, Tama, Van Buren, Wapello, Washington, Wayne Counties.

The counties comprising a District may be subsequently changed by the Board of Directors for the purpose of the declared equalization of membership within each District, but only after written notice as to the proposed change is given to the Voting Members within the affected District in writing at least Ten (10) days in advance of final action by the Board of Directors. Notice in Official Publication of Organization mailed to the last known address will suffice.

**Section 5. Vacancies in Board of Directors.**

1. Director-At-Large. Vacancy in the office of a Director-At-Large will be filled by the Board of Directors at next meeting, but only for the period until the next Annual Meeting at which time the vacancy will be filled by election by the Voting Members of record for the unexpired time.

2. District Director. Vacancy in the office of a District Director shall be filled by the election of a successor to fill the unexpired term at any regular or special meeting of the District; prior written notice to all Voting Members must be given to all Voting Members of record within the District at least Ten (10) days in advance of meeting either by First Class mail or notice in Official Publication of Organization mailed to last known address will suffice. Persons filling an unexpired term are eligible for election to Two (2) succeeding terms.

**Section 6. Meetings of Board of Directors.** Board of Directors must meet at least once each calendar quarter, meeting may be held in conjunction with another publicized function of the Organization. Notice of such Board of Directors meeting must be given at least Ten (10) days in advance of such meeting to all members through the Official Publication, setting forth a tentative agenda. General membership may attend and participate in all Board Meetings, except for voting.

**Section 7. Notice of Board Meetings -- Attendance Requirements.** Written notice of a regular or special meeting of the Board of Directors must be given to each Board Member individually at least Ten (10) days in advance of such meeting by Corporate Secretary, notice to set for the Agenda. Mailing of Notice to last known address as shown on the Membership Secretary's official Membership Roll by First Class mail constitutes notice requirement.

Any Board Member who fails to attend at least 50% of the regularly scheduled or special meetings of the Board of Directors where proper official notice has been given will be considered to have vacated his office. President will immediately instruct the Corporate Secretary to notify the Board Member in writing of such declared vacancy, setting forth that the said Director has Fifteen (15) days to show "good and sufficient cause" why vacancy should not be declared; upon receipt of such correspondence the President will consult with Executive Committee for determination if "good and sufficient cause" has been shown to rescind the vacancy action. Upon failure to show "good and sufficient cause" the President shall take requisite action to have the vacancy filled in accordance with foregoing Section 5.

The taking of "vacancy action" does not preclude the member from being reelected to the Board of Directors in accordance with Section 5; thereby the member is afforded an appeal body for the consideration of circumstances of non-attendance.

Further, by a vote of two-thirds of the Directors, a Director may be removed from office for "good and sufficient cause" other than non-attendance at Board Meetings; provided, however, that such member is notified in writing at least Ten (10) days in advance of the consideration of such action to provide the Board Member to show "good and sufficient" reasons such action should not be taken.

**Section 8. Quorum of Board.** A quorum of the Board of Directors shall consist of a majority of directors in attendance with a minimum of 6; President of Board may vote in the event of tie vote.

**Section 9. Alternate Director.** If a Director is unable to attend a meeting of the Board of Directors and has given proper official notice, he/she may appoint an alternate for the purpose of voting. The President must be notified of the alternate prior to the meeting, and the alternate director must be noted in the official minutes.

**ARTICLE VI -- OFFICERS -- ELECTION, DUTIES AND RESPONSIBILITIES**

**Section 1. Election.** The officers of this Organization shall be elected by the Board of Directors; Selection of officers is not limited to members of the Board of Directors. Nominations for consideration by the Board of Directors may be made by each District or by petition of any Ten (10) or more Voting Members in good standing; all nominations must be submitted in writing to the Corporate Secretary at least Twenty (20) days prior to the Annual Meeting. All officers of the Organization must be voting members in good standing.

Designated Officer of the Organization shall be elected at the Annual Meeting of the Board of Directors which shall immediately follow the Annual Meeting of the Organization as provided in the Articles of Incorporation, and shall hold office from date of such election until the election and qualification of their respective successors; exception, Treasurer shall hold office on Calendar Year basis (Section d).

**Section 2. Officers.** The Officers of this Organization shall be (a) President, (b) Vice President, (c) Corporate Secretary, (d) Membership Secretary, and (e) Treasurer and upon election each shall be a Voting Member of the Board of Directors, if not already a member. They shall have such duties, responsibilities and powers as hereinafter

enumerated and such other duties, responsibilities and powers as may be delegated to them by the Board of Directors or by duly enacted Resolution of Voting Members.

1. President. The President shall be the Chief Executive Officer of the Organization, and, subject to the control of the Board of Directors, shall have general supervision, direction, and control of the business and officers of the Organization. The President shall preside at all meetings of the Organization, the Board of Directors, and the Executive Committee. He shall, with the Treasurer, sign all written contracts authorized by the Board of Directors, and shall have the general powers and duties of management usually vested in the office of President of a Non-Profit Corporation; and shall have such other powers and duties as may be proscribed by the Board of Directors or duly enacted Resolution of Voting Members, or the By-Laws.

2. Vice-President. In the absence, disability, or resignation of the President, the Vice-President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as from time to time be prescribed to him by the Board of Directors, or delegated to him by the President.

3. Corporate Secretary. The Corporate Secretary shall keep, or cause to be kept, a permanent Book of Minutes of all meetings of the organization --General Membership, Board of Directors, and Executive Committee -- with Time and Place of holding, whether regular or special, the notice thereof given, names of Officers and Directors present at the Directors meeting, and the Executive Committee; also the establishment of the required quorum at all meetings.

Corporate Secretary shall promptly prepare Official Minutes of meetings for publication in format determined by the Board of Directors.

Corporate Secretary shall be responsible for all official correspondence, Minutes of Meetings including Committee meetings, and annual reports and all other official documents, and shall be charged with their safekeeping. The Corporate Secretary shall make all Organization records available for examination upon approval of request of Voting Members by the Board of Directors or Executive Committee; Records shall be made available to any Member of the Board of Directors or Executive Committee upon request; Corporate Secretary shall not relinquish any such records until officially transferred to successor.

Corporate Secretary shall give, or cause to be given, official notice of all meetings of the Organization and the Board of Directors, as required by these By-Laws; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or duly enacted Resolution of Voting Members, or the By-Laws.

4. Membership Secretary. The Membership Secretary it determined by the President that the duties shall be performed other than by the Corporate Secretary, will be appointed by the President, subject to the approval of the Board of Directors; upon such determined appointment shall become a member of the Board of Directors, the provisions of Paragraph 2 of this Article VI notwithstanding. In the absence of such appointment, the Corporate Secretary will assume duties as responsibilities as follows;

- a. Collect all dues for new and renewal members for all classes of membership; forwarding collected dues to the Treasurer at least once each month.
- b. Prepare monthly reports to International of all Voting Members, forwarding the report to International via the Treasurer for issuance of required checks for International dues.
- c. Submit report of all new Members to the Editor of Official Publication indicating class of membership, which publication in turn will advise all interested Directors and Committee Chairmen.
- d. Submit required monthly reports to Computer Services with proper coding for New and Renewal Members, which report includes any changes of names and addresses for all membership classifications; maintaining accurate monthly count for all membership classifications. Promptly audit computer prepared lists of monthly additions and changes for accuracy.
- e. Distribute promptly International Membership cards, unless mailed direct by International; record assigned membership number; transmit information of newly assigned members to Computer Services.
- f. Promptly audit periodic computer lists from AHA.
- g. Maintain all membership records including computer prepared periodic listings, making most current list available to Corporate Secretary for the establishment of Voting Members at General Membership or Annual Meeting. All records are available for inspection by any Officer of Board of Directors, and any Voting Members upon approval of Board of Directors or Executive Committee. Membership Secretary is charged with their safekeeping and shall not relinquish any such records until officially transferred to successor.

Official correspondence from AHA relating to other than routine record problems will be promptly discussed with the President; together determining the response to be given or any action to be taken.

5. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained adequate and accurate accounts of the properties and business transactions of the Organization.

The Treasurer shall deposit all monies and other valuables in the name of, and to the credit of the Organization with such depositories as designated by the Board of Directors. The Treasurer shall sign any and all checks and drafts, and countersign any notes of the Organization approved by the Board of Directors. He shall promptly pay all bills duly approved and submitted for payment; any questions he may have relative to validity of bills should be discussed with the President for approval prior to payment.

With the consent and approval of the Board of Directors the Treasurer shall have the right to delegate his powers and authority to certain Committee or Activities Chairmen where such Committee accounting can best be served by a

separate account. Such approved Special Accounts will be kept and maintained in the same manner required by the Treasurer with final accounting being made within Sixty (60) days of the completion of activity and balance of account transferred back to the General Account of the Treasurer, unless otherwise determined by the Board of Directors.

The Treasurer shall assist the President in the analysis and finalization of the consolidated annual budgets of the respective committees and activities to be submitted to the Board of Directors at the earliest possible date in the Organization year, upon budget approval, the Treasurer shall monitor the accounting functions of the respective Committees and activities and immediately report to the President any wide variances therefrom.

The Treasurer shall keep accounting for receipts and expenditures in the manner established by the Organization which books will be open at reasonable hours to inspection by any Member of the Board of Directors or Executive Committee.

Financial reports by major accounts and activities shall be made at least Quarterly in written format to the Board of Directors and at least annually to the Voting Members.

The term of office of the Treasurer shall be on a calendar year basis, commencing January 1st after date of election and continuing through December 31st of the same calendar year coinciding with the fiscal year of the Organization. The Treasurer will be responsible for the preparation of all required tax returns for the year of his office, after which time the books of the Treasurer shall be audited in the manner recommended by the Audit Committee and approved by the Board of Directors. The Treasurer shall be responsible for the safe custody of all Organization accounting records entrusted to him and shall not relinquish records until officially transferred to successor who has been made acquainted and indoctrinated as to Organization accounting between time of election and when books and bank records are transferred with the beginning of the new fiscal year.

**Section 4. Vacancies.** In the event of a vacancy for any reason in the office of the President, the Vice-President will forthwith become President for the unexpired term. In the event of vacancy in the office of Vice-President, a successor from among the Members of the Board of Directors will be elected by a majority of the remaining Members of the Board of Directors. In the event of a vacancy of any other designated officer, the vacancy will be promptly filled by Presidential appointment, subject to the majority approval of the existing Board of Directors, and such appointee(s) shall hold office until the next Annual meeting of the Organization. Vacancy on Board of Directors created by such succession will be filled in accordance with Article V, Section 5 of these By-Laws.

## **ARTICLE VII -- AFFILIATION -- DELEGATES**

**Section 1. Member Organizations.** The Organization shall maintain an active status as a "member organization" in the Arabian Horse Association by the payment of required dues for each individual Voting Member whereby they are individual members of AHA and entitled to all the individual rights and privileges of membership.

1. Regional Participation. The Organization shall maintain an active status in Region activities in accordance with the provisions of the AHA and Regional By-Laws. Regional dues will be paid by the Organization.

**Section 2. Delegates.** Voting Delegates and Alternate Voting Delegates to the National Convention and to the Regional Board of Delegates shall be selected by the Board of Directors as early as practical, but no later than September 1 of each calendar year, after exact number of Delegates allowed is determined as of July 1, according to the provisions of Article VI of the Arabian Horse Association By-Laws. Delegates must be voting members of the Organization in good standing.

1. Nominations. Each district is encouraged to make nominations for consideration of the Board of Directors of qualified members, preferably from within their district but not limited thereto; nominations may also be made by any Voting Member. All nominations must be; 1 Submitted to the President in writing, with copy to Corporate Secretary, on or before July 1 of each calendar year and include an outline of activities of the Nominee(s) on behalf of the Organization and indicate the ability and willingness of Nominee(s) to represent the Organization at National Convention, Regional meetings, District meetings, and Membership meetings, if selected or 2 Nominated from the floor by any member in good standing, nominee(s) must be present or provide a outline of their activities and to indicate willingness to represent the Organization at National Convention, Regional meetings, District meetings, and Membership meetings, if selected.

The President will cause to be published a list of all Nominees as part of his Call of the Third Quarter Board of Directors meeting, indicating the placement of delegates, selection on the New Business Agenda for that meeting. Members may attend the Board of Directors meetings and make additional nominations or remarks concerning any of the Nominees.

2. Selection. Board of Directors at its Third Quarter meeting shall make selection of Voting Delegates and Alternate Voting Delegates from the list of qualified nominees, but they are not limited thereto. They will give precedence to both Organization President and Vice-President and representation from each of the four Districts maintaining insofar as desirable continuity in representation. The President, or Vice-President (in that order) if in attendance at National Convention or Regional meetings will be Chairman of the Delegation; In the absence of both, the Voting Delegates will select the Chairman of the Delegation from among their number.

After determination Voting Delegates, all remaining Nominees will be considered as Alternate Voting Delegates, but Board is not limited thereto. Board will select at least twice the number of the Voting Delegates as Alternate Voting Delegates and establish order of precedence of those selected as guide to Chairman of Delegation in contacting

replacements should one or more of the Voting Delegates be unable to attend the National Convention or Regional meetings, either on temporary or permanent basis.

Selected Voting Delegates and Alternate Voting Delegates not in attendance at the Third Quarter Board of Directors meeting will be notified of selection by Corporate Secretary. Complete list of both Delegates and Alternates (in order of precedence) will be published in the next Organization communication to Members, notifying each of them to be in attendance at the Annual Meeting in October; notice can be included as part of publication of the Third Quarter Board Minutes. Selected Delegates and Alternates will be promptly certified to International.

**3. Duties of Delegates.** All Voting Delegates have the responsibility and duty to represent the Organization at the National Convention and Regional meetings; if they are unable to attend a scheduled meeting, they must promptly notify the Chairman of the Delegation so Alternate Voting Delegates can be contacted in order of precedence; and upon determination of replacement proper certification will be made, either temporarily or permanently, if necessary. Failure to perform will result in vacancy being declared, and replacement permanently selected.

Attendance by all Voting Delegates at all voting sessions at both National and Regional meetings is required; participation in other sessions and in Committee meetings as determined with the Chairman of Delegation is desired. After each such National Convention, the Chairman of the Delegation will consolidate, or cause to be consolidated, a written synopsis from reports requested from each Voting Delegate which synopsis will be published in subsequent newsletter, supplemented by verbal report at next Board meeting or General Membership meeting. Synopses of Regional meetings will likewise be prepared. Copy of reports will be filed with the Corporate Secretary and maintained for permanent reference as part of the Minutes of the next Board or General Membership meeting.

Additionally, all Voting Delegates are expected to attend and participate in all General Membership meetings and meetings of their respective District.

Resignations should be given to Board of Directors by communication to the President at any time a selected Voting Delegate determines inability to fulfill the foregoing duties and responsibilities.

**Section 3. Resolutions.** Upon receipt of proposed AHA or Regional Resolutions, the President and/or Executive Committee will review and cause to be published, time permitting, a synopsis of any Resolution which seems to be of general interest or having an adverse affect to the Organization or its members; they may refer any such Resolution to the Chairman of any Active Committee having an interest in the question.

All proposed Resolutions will be placed on the Agenda for the next Board of Directors and/ or General Membership meeting, if they are held prior to the date of final consideration by AHA or the Region, for the purpose of discussion and possible recommendation.

In the absence of duly voted specific instructions, each Voting Delegate will vote according to that which is felt to best represent the wishes and interests of both the Organization and its members. Voting Delegates are not empowered to commit Organization funds.

**Section 4. Allowance for Delegate Expense.** During the first calendar quarter as part of annual budget consideration, the Board of Directors will determine what monetary allowance, if any, will be provided to Voting Delegates at the National Convention.

If after AHA and host organizations have established Convention Registration and hotel expense, the allotted amount seems to be inadequate, a supplemental amount can be recommended by the Board of Directors for the approval consideration of Voting Members at the Annual Meeting.

## ARTICLE VIII -- COMMITTEES

**Section 1. Standing Committees** shall be established on a permanent basis so that they are perpetuated from one administration to the next, giving continuity to long-range planning for the benefit of the Organization and its members. As of the approval of this By-Law provision the following will be designated as Standing Committees, which may be changed at any time by Resolution of Voting Members of Board of Directors:

- |                           |                                   |
|---------------------------|-----------------------------------|
| 1. Gold Star Futurity     | 5. Promotion and Public Relations |
| 2. High Point             | 6. Show Commission                |
| 3. Membership Development | 7. Ways and Means                 |
| 4. Scholarship            | 8. Youth                          |

The President, with the approval of the Board of Directors, shall annually appoint the Chairman of each established Standing Committee. Each Standing Committee Chairman shall make recommendations to the President together with Board Members for appointment of members of the Committee based upon past performance and indicated interest of Voting Members; efforts should be made to have representation from each of the four Districts.

Initially, each established Standing Committee will develop a current written outline of its duties, responsibilities, and operational procedures for review approval of the President and the Board of Directors, which finally approved outline will be guide to Committee Activities, subject to change as subsequently required.

Early in the first quarter, each Standing Committee Chairman together with members of the Committee shall develop a proposed budget for the Calendar year for review approval of the President and Board of Directors; Once determined and approved, activities and expenditures need not again be approved by the Board unless the

expenditures will exceed the budget approved or the activities encompass a new venture which should be coordinated through the President and/or Board of Directors.

The President shall be ex-officio member of all Standing Committees and may designate a Director to act in liaison to each of the Standing Committees he determines; such Director would also be an ex-officio member, unless he is the Chairman or a regular member of the Committee. All major activities must be coordinated with the established Organizational calendar, the Executive Committee or Board of Directors resolving major conflicts.

Each Standing Committee will determine its own formal organization, if any, which should include designation of a Secretary, to properly advise all Committee members of meetings and record the Minutes thereof. Each Committee should maintain a working file to be passed along from one Chairmanship to the next for reference, information accumulated from year to year; such file is considered to be a permanent record of the Organization rather than of the Committee Chairman.

Annual written reports will be prepared by the Chairman of each Standing Committee not only outlining activities for the year but including recommendations, if any, for activities for the ensuing year; brief verbal reports will be given at each Annual Meeting; active committees will report as determined by the President, at interim Quarterly Board or General Membership meetings. Written reports become part of the Corporate Secretary's records.

Standing Committees with activities or functions which continue from one administration year into the next will continue its program, subject to review of Board of Directors; Chairmen of Standing Committees at the pleasure of the President, subject to reappointment or replacement.

**Section 2. Special Committees** will be established as early as possible in each administrative year to carry out the determined functions and planned events of the Organization. Such Special Committees would include, but not limited thereto: Directory, Events Planning, Newsletter or Other Determined Publication, and Designated Show Committees. The President will appoint the Chairman of each Special Committee with the approval of the Board of Directors or the Executive Committee, and may appoint its members or delegate authority to the Chairman to make such appointments.

Such Special Committees will be instructed by the President or designated liaison Board Member as to its specific duties and responsibilities, advising whether or not budget must be prepared and approved prior to commencement of projects. Special Committees will develop an outline or procedures in connection with the project, which outline will be incorporated into final written report to the President, copy to be retained by the Corporate Secretary for future reference. President may call for a verbal report at any Board of Directors meetings.

If a Special Committee has a function which continues from one administrative year into the next, the Committee will continue to function at the pleasure of the President, subject to reappointment or replacement.

**Section 3. Special Task Force.** The President, with the approval of the Board of Directors, may establish a Special Task Force and appoint a Voting Member, or group of Voting Members, in which instance he shall designate the Chairman to conduct any determined study or investigation and to develop recommendations to the President and Board of Directors. (Example: Computer Services contracts.)

Such Special Task Force will be given instructions as to its charge and the framework of time within which final report must be developed. Such assignment may extend from one administrative year into the next, if required. Budget, if necessary, will be established by the Board of Directors.

Full cooperation of all Officers, Board Members, Committee Chairmen, and Voting Members must be given, if requested. Task Force will be discharged upon completion of final report to the President and Board of Directors.

## ARTICLE IX -- MEETINGS

### Section 1. Membership Meetings.

1. Annual Meeting of the Organization will be called by the President during the month of October, as required by the Articles of Incorporation. Exact date of Annual Meeting will be determined no later than July 1 by the Board of Directors. Written notice of Annual Meeting must be given to all Voting Members at least Fifteen (15) days prior to meeting. Notice to Time and Place and Agenda given through the Official Publication of the Organization mailed to last known address will suffice.

2. Special Meetings of Voting Members may be called by the President, with the approval of the Board of Directors or Executive Committee, at any time during the year it is determined to serve a useful purpose. Such meeting may be in conjunction with quarterly Board of Directors meeting.

Special meetings for the purpose of conducting extraordinary business of the Organization may be called (a) by the President or Board of Directors or any Two (2) Directors thereof, or (b) by properly executive Petition signed by Twenty (20) or more Voting Members in good standing.

Written notice of Special meetings must be given to all Voting Members at least Fifteen (15) days prior to meeting; notice of Time and Place and Agenda given through the Official Publication of the Organization mailed to last known address will suffice,

3. Voting. Each Voting Member in good standing shall have one vote; voting by proxy shall not be allowed except for amendment of Articles of Incorporation, as provided therein.

4. Quorum. A quorum will be based on 10% of the previous year's IAHA July 1st membership count. Voting Members in good standing shall constitute a quorum for the transaction of business of any meeting of the Organization; The Corporate Secretary shall cause to be recorded the names of all Voting Members present, establishing whether or

not a quorum is present before any voting takes place. List of members attending will be retained as a part of the Official Minutes, but need not be published.

5. Official Minutes. Corporate Secretary will produce Official Minutes, subject to approval, within Thirty (30) days of each General or Special Membership meeting, submitting copy within Thirty (30) days to Editor of Official Publication in the format determined by the Board of Directors so as to be included in the next issue.

**Section 2. Board of Directors Meetings** will be held at least once each calendar quarter as required by Article V, Section 6 of these By-Laws. A majority of directors in attendance with a minimum of 6; shall constitute a quorum; except as provided in Article V, Section 7 by the By-Laws where two-thirds of the Board must vote for the removal of Board Members from office. Corporate Secretary will produce Official Minutes subject to approval, within Thirty (30) days of each Board Meeting, mailing copy of complete Minutes to each Board Member. Corporate Secretary will produce a synopsis of Minutes of Board of Directors Meeting submitting it for publication within Thirty (30) days to Editor of Official Publication to be included in the next issue.

**Section 3. Executive Committee Meetings** will be held at the call of the President; notice to all members of the Executive Committee is required not less than Five (5) days prior to meeting if given by telephone and not less than Ten (10) days if notice is given by mail. Three or more members of the Executive Committee will constitute a quorum for the purpose of transacting business, subject to review and ratification of the next Board of Directors. President will cause Minutes to be taken, written report of meeting being forwarded to Board of Directors within Thirty (30) days of meeting.

1 -- Emergency polling of Executive Committee by telephone may be made by the President when time does not permit the calling of a meeting; an effort must be made to contact each Committee member. President will be responsible for the required written Minutes to the Board of Directors, which record will include the names of members contacted and voting.

**Section 4. District Meetings.** Each District will hold a meeting of all Voting Members within the designated District during the first calendar quarter, and as often thereafter as determined by those Voting Members. Until there is a formalized District organization, the District Directors will have the responsibility for planning and conducting meetings within their respective Districts.

1. Organization. Each District will determine its formal organization, if any. It is recommended that a District Chairman and District Secretary, and such other officers as District may determine; be selected. District Chairman may be other than one of the District Directors.

2. Funding. At the beginning of each calendar year, each District will be credited with an amount not to exceed \$200.00 for operational expense of meetings and meeting notices. District Chairman will submit substantiated vouchers to the Treasurer within each quarter for accounting record purposes; unused portions of annual allocations remaining at the end of the fiscal year return to the General Fund.

3. Projects. As many projects as determined by the Voting Members of a District may be sponsored; budget committing the expenditure of Organizational funds or guaranteeing a project must be approved by the Board of Directors. This does not preclude the District from sponsoring self-sustaining projects. Class B or Fun Shows will be coordinated with the Organizational calendar to avoid conflict of dates, Funds earned by non-guaranteed projects may be retained.

4. District Directors. Each District will elect a District Director, in compliance with Article V of these by-laws, prior to the Annual Meeting in October of each year; written notice being given to all Voting Members within the District not less than Ten (10) days before the District meeting at which election will take place. If determined by the Voting Members at an earlier meeting, the election of District Director may be held in conjunction with the Annual Meeting. Notice in the Official Publication of Organization stating Time and Place of election mailed to last known address will suffice.

5. Affiliated Groups. In an effort to develop more activities within a District, each District may establish or recognize groups within their designated area for purpose of promoting one or more of the stated Purposes and Objectives of the Organization within their more immediate geographical area; i.e., Saddle Clubs, Trail Ride Clubs, Chapters, or Youth Clubs. Such affiliated groups can be either on a formal or informal organization basis; however, if on a formal basis which indicates affiliation with the Organization, the majority of members 18 or more years or older must be members of the Organization.

Each District may establish requirements for each Affiliated Group, providing such requirements are approved by the Board of Directors prior to any final arrangements. In the absence of recommendations from a given District, the proposal for an Affiliated Group may be submitted directly to the Board of Directors by one or more District Directors. If the proposal encompasses more than one District, it must be submitted directly to the Board of Directors.

No Organization funds can be committed by any Affiliated Group, but this does not preclude submission of proposed projects to the Board of Directors for consideration through one or more of the Directors. Organization will support all known projects and activities within a District by publicizing it to all members.

## **ARTICLE X. AMENDMENT OF BY-LAWS-RESOLUTIONS**

**Section 1. Amendment of By-Laws.** These By-Laws may be amended, repealed, or new By-Laws be adopted at a regular or special meeting of the Membership by the majority vote of the recorded Voting Members in attendance at a duly constituted meeting. Twenty (20) days written notice must be given to the Voting Members stating the proposed Amendments to be considered, indicating where exact copy of proposed Amendments may be obtained if not included as part of the meeting notice. Notice of Time and Place given through the Official Publication of Organization mailed to last known address will suffice.

**Section 2. Resolutions and/or Standing Rules.** As provided in Article IX, Section 2(b), the Voting Members may adopt any Resolution, or Standing Rules, relating to meeting or subsequent meeting, by a majority vote of the recorded Voting Members in attendance at a duly constituted meeting.

It is recommended, but not required, that such proposed Resolutions or Standing Rules be included as part of the Notice of Meeting. Such approved Resolutions or Standing Rules remain in effect from one administration into the next unless date of termination is established in the proposal approved, or subsequently rescinded, by majority vote.

Resolutions and Standing Rules adopted by the Board of Directors shall be published as part of the Minutes of their meeting; and if they affect other than the Board of Directors are subject to the ratification of Voting Members at the next Membership meeting and must be placed on the Agenda thereof.

## **ARTICLE X -- PARLIAMENTARY PROCEDURE**

The Robert's Rules of Order shall serve as a guide for all parliamentary procedures at meeting of Voting Members and Board of Directors, except where superseded by the By-Laws, Resolutions or Standing Rules adopted by the Organization.

The President at the beginning of each administrative year shall appoint a Parliamentarian, preferably from among the members of the Board but not limited thereto, to whom questions of proper procedure will be referred for guidance and ruling, if necessary. In the absence of the appointed Parliamentarian, the President shall designate an Acting Parliamentarian at the beginning of each meeting.

Such appointed Parliamentarian has the responsibility to become thoroughly acquainted with the Robert's Rules of Order, and the By-Laws, Resolutions and Standing Rules of the Organization; further the Parliamentarian will advise the Chair it and when any contemplated action is contrary to required procedure.

## **ARTICLE XII SUPERSESSION**

These duly approved By-Laws supersede any and all By-Laws in effect heretofore and annul and supersede any and all Resolutions or Standing Rules inconsistent herewith. These By-Laws become effective immediately upon approval of the Voting Members subject to the orderly implementation as outlined herein or subsequently determined by the Board of Directors.

The President will cause these By-Laws to be published as early as possible and distributed to all Voting Members of this Organization; they will also be furnished to each new Voting Member subsequently joining this Organization.

Final approval by Voting Members at General Membership Meeting, October 11, 2009 in Des Moines, Iowa.

Patricia A. Sutter  
Chairman, By-Law Committee