



IDAHO QUARTER HORSE ASSOCIATION, INC.

By-Laws

Approved January 17, 2015

**Governing By-Laws of the
IDAHO QUARTER HORSE ASSOCIATION, INC.**

Amended and approved: January 17, 2015

ARTICLE I

The name and purpose of this Association shall be as described in the Articles of Incorporation. These Articles have been amended, approved and filed with the State of Idaho.

Section 1. Name: The name of this association is the **IDAHO QUARTER HORSE ASSOCIATION, INC.** hereinafter referred to as the "Association", is incorporated as a not-for-profit corporation under the laws of the State of Idaho.

Section 2. Purpose: The purpose of this Association is to promote the interests of the American Quarter Horse industry in Idaho.

Section 3: Mission Statement:

- To act as the affiliate for AQHA in Idaho and to protect and promote the breed.
- To make available AQHA educational programs, material and curriculum that will position IQHA as the leading equine resource in Idaho.
- To provide beneficial services and partnerships that enhance and encourages American Quarter Horse ownership and participation.

Section 4. Objectives: The objectives of the Association are as follows:

- A. To further the common interests of the Idaho Quarter Horse industry in Idaho.
- B. To serve as a means of communication between the Association and its members.
- C. To promote horse related activities and/or programs of beneficial interest to the American Quarter Horse industry in Idaho.
- D. To promote the highest standards of sportsmanship and horsemanship.
- E. To promote and encourage programs or activities which enhance the marketing of the American Quarter Horse.
- F. To develop programs which encourage the humane and appropriate treatment vital to the horse's best welfare.

Section 5. Principle Place of Business: The principle place of business of the Association shall be in the City of Boise, County of Ada, State of Idaho, unless otherwise designated upon the approval of the Board of Directors.

Section 6. Capital Stock: There shall be no capital stock issued to members or officers, however, upon payment of membership dues, a membership shall be issued for each calendar year.

Section 7. Property: No property rights shall accrue to any member or person and in case of dissolution all property or assets, after payment of debts, shall accrue as provided in the charter, no member shall be responsible for, or individually liable for, any debts or obligations of the Association. Upon dissolution, remaining assets shall be donated, transferred, delivered and conveyed by the directors to one or more organizations engaged in similar activities.

Section 8. Internal Revenue Service: The Association is approved by the Internal Revenue Service as a 501C (6) corporation.

Section 9: Powers: The powers of the Association shall be to own, direct, manage, supervise and control all property and funds of this Association within the rights and privileges of the Articles of Incorporation and in accordance with the By-Laws.

ARTICLE II

Section 1. Relationship to the American Quarter Horse Association: All the proceedings of this Association shall be in harmony with the policies and activities of the American Quarter Horse Association (hereinafter "AQHA") and this Association shall maintain its status as an affiliate thereof.

ARTICLE III

Section 1. Membership: This Association shall record voting members only.

Section 2. Voting Members: Voting members must be in good standing with the Association and AQHA. Each paid membership, be it individual or family, is entitled to one (1) vote per membership. This excludes Youth under 18 years of age.

Section 3. Membership Dues: The annual membership dues for members shall be such amounts as recommended by the Board of Directors. Membership shall run from the day dues are paid until the following December 31st. Dues shall be collected by the Association and Racing Division. All dues collected by the racing division shall be retained by that division. The amount of money to be paid annually to the Association by the Race Division shall be determined by the Executive Board. This money shall be used to defray the costs of the Idaho Quarter Horse Association in carrying out its functions. That amount determined by the Executive Board shall be due in advance of the upcoming year, at the annual meeting.

An individual life membership has been established by the Board of Directors and is available to all. The amount of dues to be paid for an individual life membership shall be established by the Executive Board. Individual life members shall have all the regular privileges of members paying dues on an annual basis and shall be subject to the same disciplinary procedures as members paying dues on an annual basis.

Section 4. Expulsion from Membership: Any member found guilty of gross misconduct or who violates any of the provisions of the Articles of Incorporation, By-Laws or Rules and Regulations of this Association, which may be established by the Board of Directors of this Association, shall be liable to censor, suspension or expulsion. Charges against a member must be written and be delivered to the President who shall furnish a copy to the accused and the Board of Directors. The Board of Directors shall investigate the charges on their merits but no action shall be taken by the Directors until the accused and the accuser have been given the opportunity to be heard, nor shall action be taken until ten (10) days after the accused is notified of charges. The Board shall then report: (1) charges not allowed, or (2) charges allowed and accused to be (a) censored, (b) suspended for a definite time or (c) expelled. An expelled member shall not again be admitted to membership without a unanimous vote by a quorum of the Board of Directors present and voting. Expulsion from AQHA is an automatic expulsion from the Association.

ARTICLE IV

Section 1. Functions and Responsibilities: To comply with the affiliate agreement between the Association and AQHA. To act as a communication body from AQHA in coordinating materials to local American Quarter Horse Associations in the State of Idaho.

Section 2. Promoting Shows: To promote American Quarter Horse Shows approved by this Association and AQHA.

Section 3. Promoting Racing: To promote American Quarter Horse racing in Idaho.

Section 4. Promoting Partnerships: To promote partnerships with Alliances (re; NRHA, NCHA, etc.) and all the disciplines of the American Quarter Horse has to offer.

Section 5. Promoting Quarter Horse Sales: To promote American Quarter Horse sales, stallion service auctions, clinics on various aspects of the American Quarter Horse business and any other activities that directly promote American Quarter Horses, breeders, owners and trainers in the State of Idaho.

Section 6. Promoting Youth Association: To promote the Idaho Quarter Horse Youth Association in all disciplines and partnership with their respective Alliances.

Section 7. Annual Meeting: To hold an annual meeting of the Association for the purpose of the installation of officers and directors, conducting business and the distribution of year-end awards.

Section 8. Transfer of Membership: Membership in this Association is not transferable or assignable.

ARTICLE V

Section 1. Meetings: The annual meeting of the members shall be set by the Board of Directors. Notice of the time and place of said meeting shall be given no later than ten (10) and not sooner than fifty (50) days prior to said meeting. A report and financial statement from the Race Division and all Standing Committees shall be submitted to the President 60 days prior to the annual meeting. The President shall appoint a Financial Review Committee sixty (60) days prior to the annual meeting, who shall examine the books and financial records of the Association and make their report to the President within thirty (30) days, with copies to the Board of Directors prior to the annual meeting. The Financial Review Committee may enlist the assistance of a certified public accountant when deemed necessary.

Section 2. Term Members: Whenever in these By-Laws the term "Member" shall be used, unless otherwise specified, it shall mean member or members having the right to vote. This excludes Youth under 18 years of age.

Section 3. Special Meetings: Special meeting of the members of the Association may be held at any place upon call of the Board of Directors, or the President, or any two (2) members of the Board. The Executive Secretary shall give three (3) days notice of such meetings. Only such business as may be specified in this notice may be transacted at the special meeting.

Section 4. Quorum: At any meeting of the members, a majority of members present shall constitute a quorum.

Section 5. Vote: Every paid member entitled to vote shall be entitled to one (1) vote in person.

Section 6. Roberts Rules of Order: Conduct of all meetings shall be governed by Roberts Rules of Order and the President shall designate a parliamentarian to advise him of proper procedure. Any procedure not specifically covered in the By-Laws of the Association shall also be governed by Roberts Rules of Order.

Section 7. Respective Business: The Standing Committees, Racing Division and Youth Committee shall each be entitled to call such meetings of their respective members or directors as necessary to conduct its respective business. The Committee Chairperson of each committee shall provide the President with a list of members of their respective committees and will be subject to approval by the Board of Directors.

Section 8. Presiding Officer: The President of the Association shall preside at all meetings unless unable to attend. In that event, the President Elect shall serve and preside followed by the First Vice President, in succeeding order. In the absence of the President, President Elect and First Vice President the members shall choose a member of the Board of Directors to preside at the meeting. The Executive Secretary of the Association shall act as the secretary of all meetings. In the event of the absence or inability of an executive secretary to serve, the presiding officer shall appoint an acting secretary for the meeting.

ARTICLE VI

Section 1. Board of Directors: The Board of Directors shall be the governing Board of this Association. Members of the Board of Directors must be members of the Association. Between annual meetings, the Directors may fill or may allow to remain unfilled, vacancies, save and except that vacancy shall not be permitted to remain unfilled if the result would be to reduce the number of Directors to three (3). Upon the major vote of the members at any annual or special meeting thereof or upon the majority of the Directors at any annual or special meeting of the Board of Directors, the number of Directors of the Association may be increased or decreased.

Section 2. Types of Directors: There shall be three (3) types of Directors: AQHA National Directors, District Directors and a State Youth Advisor Director.

- a. National Directors shall be nominated by their respective District Directors inclusive of all the disciplines and Alliance partnerships groups within the State of Idaho, to be confirmed at the annual membership meeting. Each recognized organization shall select one (1) Director to represent them. Each AQHA National Director will serve as an advisory position at IQHA meetings without voting privileges unless elected as a District Director.
- b. The immediate Past President shall serve on the Board of Directors as a District Director in the District which he resides.
- c. District Directors shall be elected from the District in which they reside. If they reside outside their district during their term the Executive Board or Board of Directors by a vote may elect to replace or retain that District Director. The state shall be divided into six (6) districts.
 1. District 1, shall be composed of the counties of Benewah, Bonner, Boundary, Clearwater, Idaho, Kootenai, Latah, Lewis, Nez Perce, and Shoshone, also known as Northern Idaho.
 2. District 2, shall be composed of the counties of Canyon and Owyhee.
 3. District 3, shall be composed of the counties of Ada and Elmore.
 4. District 4, shall be composed of the counties of Blaine, Butte, Camas, Cassia, Custer, Gooding, Jerome, Lemhi, Minidoka, and Twin Falls; also known as the area of South Central Idaho.

5. District 5, shall be composed of the counties of Bannock, Bear Lake, Bingham, Bonneville, Clark, Caribou, Franklin, Fremont, Jefferson, Madison, Oneida, Power, and Teton; also known as the area of Southeast Idaho.
6. District 6, shall be composed of the counties of Adams, Boise, Gem, Payette, Valley and Washington.
- d. The number of District Directors per District shall be determined by membership residing within the district; and shall be determined every two (2) years. Each District shall be authorized a minimum of two (2) District Directors. Subsequent terms being 2 years, creating an alternating pattern. An additional Director shall be authorized when membership reaches 51 and for each 25 thereafter.
- e. State Youth Advisor Director. The Youth Advisor Director shall be appointed by the Board of Directors.

Section 3. Powers and Duties: It shall be the duty of the Board of Directors to control and manage the property and business of the Association. Generally, and without limitation the Board of Directors shall have the power and shall operate the business of the Association in a prudent and careful manner for the best interest of its members.

Section 4. Special Meetings: Special meetings of the Board of Directors may be held at any time or any place upon three (3) days oral or written notice by the President, Executive Secretary, or any two (2) members of the Board of Directors. Only such business as may be specified in this notice may be transacted at the special meeting.

Section 5. Quorum: A majority of the Board of Directors shall constitute a quorum.

Section 6. Letter Ballots of the Board: In the absence of a quorum at any regular or special meeting of the Board, action taken at such a meeting shall be subject to approval by letter, signed fax, or email ballot to the Board. In such case, the Executive Secretary shall submit the action to all members of the Board by letter, email or signed fax ballot within one (1) week of the date of the original action. A majority of all votes received within fifteen (15) days of the date of mailing of the ballots or receiving signed faxes or email by the Executive Secretary shall decide the issue, provided votes are received from at least a majority of the total membership of the Board.

Section 7. Re-Election: The Board of Directors may be re-elected as many times as the voting members shall elect him.

Section 8. Removal: Any Director may be removed from office with or without formal notice by 2/3 majority votes of those present at any meeting of the Board, regular or special. If any Board of Director member fails to attend three (3) consecutive Board meetings without notification to the President or Executive Secretary of reasonable excuse for the absence they may be terminated from the Board. Termination of membership in the Association shall also terminate the service of a member on the Board of Directors. Any position on the Board of Directors created by such removal shall be deemed a vacancy and filled by appointment by the Board from the District that was vacated.

Section 9. Salaries: Directors as such shall not receive salaries for their services, but nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore.

Section 10. Gifts: The Board of Directors may accept on behalf of the Association any contributions, gifts, requests or device for the purpose of the Association.

Section 11. Contract: The Board of Directors may authorize any officer or officers of the Association so authorized by these By-Laws to enter into any contract or execute and deliver

any instrument in the name of Idaho Quarter Horse Association and such authority shall be confined to specific instances.

ARTICLE VII

Section 1. Officers & Executive Board: The officers of the Association shall be a President, President Elect, First Vice President, Vice President Race, Youth Advisor, Executive Secretary and Treasurer. These officers constitute the Executive Board of the Association. The Executive Secretary and Treasurer may be appointed and/or elected annually by the Board from within or outside the Board or the membership at large without voting rights on the Executive Board.

Section 2. Terms: The officers of the Association, with the exception of the President Elect and First Vice President shall serve for a period of two (2) years or until their successors have been selected or appointed.

Section 3. President: The President shall serve for a term of two (2) years. The President shall be Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors and of the members. The President shall appoint all committees not otherwise provided for. The President shall report annually to the membership of the Association. The President shall execute with the Executive Secretary, all authorized contracts, promissory notes, deeds, conveyances and agreements; and do and perform all acts which are constant with the office of the President or authorized or required by law in the name of the Idaho Quarter Horse Association.

Section 4. Vice President: There shall be three (3) Vice Presidents elected, namely a President Elect, a First Vice President, and a Vice President Race. Each Vice President shall attend all meetings of the Board of Directors and shall be a regular voting member of the board and shall be subject to removal as provided in these By-Laws.

- a. The First Vice President shall be elected for a term two (2) years and shall automatically succeed as President Elect for the second year of his term until a vacancy occurs, subject to election at the conclusion of the 2nd year to President Elect. The First Vice President shall perform such duties as are properly assigned to him by the board, including but not limited to, serving as Chair of the By-Laws Committee. Should a vacancy occur in the President Elect position the First Vice President automatically moves up into that position. A new First Vice President is elected at the next annual election.
- b. The President Elect shall be elected for a term of two (2) years. The President Elect shall automatically succeed as President the third year of his term. The President Elect shall possess all the powers and perform all the duties in the event of the absence of the President or his disability, refusal or failure to act and shall perform all other duties as are properly assigned to him by the Board, including but not limited to serving as the Chair of the Annual Meeting Committee and serving as the Chair of the Nominating Committee. Should a vacancy occur the First Vice President automatically moves up and assumes the duties of the President Elect and a new First Vice President is elected at the next annual election.
- c. The Vice President of Racing, shall be in charge of the Racing Division and shall perform such other duties as may be from time to time assigned to him by the President or Board of Directors. The Vice President of Racing shall be elected only by members of the Racing Division.

Section 5. Executive Secretary: The Executive Secretary shall attend all meetings of the Board of Directors and the Executive Board, and shall preserve the books of the Association and true minutes of all such meetings. He shall give all notices required by the statutes, By-Laws or resolution. He shall perform such other duties as may be delegated to him by the President, Board of Directors or by the Executive Board.

Section 6. Treasurer: The Treasurer shall have custody of all the Association funds and securities and other valuable effects in the name of the Association except for the Racing Division, and Youth Committee, in such depository as shall be designated for the purpose by the Board of Directors. He shall disperse the funds of the Association only as may be ordered by the Board, taking proper vouchers for such disbursement, and shall render to the President and trustees at the regular meetings of the Board and whenever requested by them, an account of all transactions as Treasurer and of the financial condition of the Association. All checks, drafts or orders of payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by the Treasurer for the amount of \$ 300.00 or less after authorization by active members of the Board. Any payment over \$ 300.00 shall be signed by both the Treasurer and President. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors approve. He is to insure that all appropriate tax filings are completed and submitted when due. As required by the Board, he shall deliver to the President of the Association and shall keep in force a bond in form and amount with a surety of sureties, satisfactory to the Board, conditioned for failure of performance of the vouchers, monies and property of whatever kind, in his possession or under his control belonging to the Association. The expense of the bond will be furnished by the Association. This office may be combined with that of the Executive Secretary.

Section 7. Secretaries: In addition to the Executive Secretary, there may be a Racing Secretary and Youth recording Secretary appointed, elected or hired by the respective Standing Committees to attend meetings, keep such records as may be required and to perform such other duties as required. The Race division shall be entitled to maintain such offices, purchase equipment, hire employees for that division as necessary to conduct the division business.

Section 8. Election: The Board of Directors may create additional offices and may specify their functions. All officers and directors of the Association except the Executive Secretary, Treasurer, Racing Secretary shall be voted on by the general membership at the annual meeting. Sixty (60) days before the annual meeting, the President Elect shall appoint the nominating committee. The nominating committee shall determine eligible persons for positions of District Directors and 1st Vice President and present the nominated parties for election at the annual meeting. No nominations will be taken from the floor. Ballots will be mailed out to all current paid members within 30 days prior to the annual meeting. The completed ballot must be mailed back to a third party for tabulation and shall be included in the total count at the annual meeting. Those absentee ballots shall specify return be made two (2) weeks in advance of the annual meeting to the 3rd party address. A self addressed stamp envelope is supplied. The nominations committee will be notified of the results at least three (3) days before the annual meeting. In the event of a tie, a run off election will be held at the annual meeting. Only those candidates involved with the tie will be voted upon by

the members. District Directors can only be voted in by members of the District they are to represent.

Section 9. Members in Good Standing: All officers must be current members in good standing of this Association and AQHA when nominated and while holding an office.

ARTICLE VIII

Section 1. The President and State AQHA National Directors: The President and State AQHA National Directors shall be ex-officio members of all standing committees and be notified of all such meetings.

Section 2. Standing Committees: The President shall appoint standing committees each year at the annual meeting. The Standing Committees will represent all the disciplines involving the American Quarter Horse in order to enhance the education, understanding and performance of each discipline within all the Districts throughout the State. To work cohesively with each committee to promote and protect the American Quarter Horse. To promote a working partnership with the Alliances recognized by AQHA

- a. Show and Contest Committee: To be responsible for purchasing awards, point system, rules and regulations governing shows, complaints received and notices to year end award recipients. Members of this committee should be active in showing American Quarter Horses and shall be appointed by the Committee Chairperson. A list of the members of this committee should be provided to the Executive Secretary within thirty (30) days of the annual meeting to be approved by the Board of Directors. Monies generated by the Show and Contest interest shall be disbursed by the Show and Contest Committee with the approval of the Board of Directors.
- b. Racing Division To be responsible for election, purchasing, point system, rules and regulations governing, complaints received and notices to year end award recipients. Members of this committee should be active in American Quarter Horse Racing, and shall be appointed by the Vice President Racing or elected by a vote of the division members. These committee members may be called Racing Division Directors. Members of the Racing Division Committee must be members of the Racing Division. A list of the members of this committee should be provided to the Executive Secretary within thirty (30) days after the annual meeting. Monies generated by the Racing interest shall be disbursed by the Racing Division.
- c. Youth Committee: To be responsible for election, purchase awards, points system, rules, regulations governing, complaints received, and notices to year end award recipients. To educate, recruit and encourage Youth to be active in all disciplines of the American Quarter Horse. Members of this committee should be active in the American Quarter Horse Youth Association. They shall have at least one Youth State Advisor elected annually to serve on the Board and elect their own officers. A list of advisors and officers of this committee should be provided to the Executive Secretary within (30) days after the annual meeting to be approved by the Board of Directors. Monies generated by the Youth Committee interest

shall be disbursed by the Youth Committee with approval by the Board of Directors.

- d. By-Laws Committee: To be responsible for reviewing the By-Laws and making recommendations to the Board of Directors, members of the committee may include, but are not limited to, the President, President Elect, First Vice President, Vice President of Race. All members of this committee should become familiar with the By-Laws and their proper use when taking office.
- e. Nominating Committee: To be responsible for nominations, developing a ballot, selection of a third party to handle and tabulate results and holding the elections for directors and officers of the Association. The nominating Committee will attempt to have multiple Quarter Horse disciplines represented on this committee. –This committee will be appointed by the President Elect and he will serve as Chairman.
- f. Membership Committee: To be responsible for developing and maintaining an accurate membership list. To help develop a membership value for the members. To market all the disciplines and encourage participation with the Alliances that are recognized by AQHA and this Association.

Section 4. Special Committees: The President may at any time designate such special committees or additional standing committees as may deemed advisable and appoint duties and responsibilities as necessary. (i.e. Hall of Fame, lifetime membership, etc.)

Section 5. Records: Each committee shall be responsible for selecting a secretary to chart all proceedings, intentions and minutes of each meeting. A committee report shall be presented at the each Affiliate Board meeting.

Section 6. Funding: The Association shall not be responsible for debts incurred by the respective committees or divisions.

ARTICLE IX

Section 1. Amendments: These By-Laws may be amended or added to at any annual meeting called for that purpose. Amendments or additions must be submitted by a current member in good standing or recommended by the Board of Directors to the Executive Secretary of the Association at least sixty (60) days prior to the annual or special meeting in written form and will be included in the notice of the annual meeting. For purposes of amending or adding to these By-laws a majority of the members present shall be required for passage.

ARTICLE X

The Board of Directors may, from time to time, adopt and publish administrative policies and amendments thereto, for the specific purpose of clarifying and augmenting the Articles of Incorporation and By-Laws to provide for detailed uniformity in administering the Idaho Quarter Horse Association affairs. Policies shall be adopted in the same manner as for By-Laws and in addition to circulation so the membership shall also be published with each publication of the Articles of Incorporation and By-Laws of the Association. After adoption, these By-Laws and Articles of Incorporation may be printed in pamphlet form and a copy thereof shall be made available to each member.

The foregoing By-Laws of the Idaho Quarter Horse Association, Inc. an Idaho not-for-profit Corporation, were adopted at the meeting of the Board of Directors of said Association held on 17th day of January 2015, and supersedes any prior written By-Laws.

Claudia Halden

January 30, 2015

Claudia Halden, President

Date

LeAnne Givens

January 30, 2015

LeAnne Givens, President-Elect

Date