

Amended and Substituted Articles of Incorporation of The Iowa Quarter Horse Association

Article I - Name

The name of the Corporation shall be THE IOWA QUARTER HORSE ASSOCIATION.

Article II - Object and Purpose

SECTION 1: The general object and purpose of this organization shall be to promote the American Quarter Horse as registered by the American Quarter Horse Association, Amarillo, Texas. To achieve this purpose, the object of this Association shall be to encourage the promotion of the Quarter Horse breed that it may excel in conformation and performance ability; to sponsor shows, sales, and related events; to conduct research; and to do any and all things commensurate therewith.

SECTION 2: All the proceedings of this Association will be in harmony with the policies and activities of the American Quarter Horse Association.

SECTION 3: This Association shall have all the rights, powers and privileges now or hereafter upon corporations of a like character by law pertaining to non-profit organizations. *Iowa Quarter Horse Association is a non-profit association operating under the meaning of section 501(c) of the IRS code of 1986 or the corresponding section of any federal tax code.*

Article III - Principal Place of Business

The principal place of business of this Association shall be Kildee Hall, Iowa State University, Ames, Story County, Iowa.

Article IV - Membership

Any person, firm or corporation interested in the objects and purposes of this organization may be a member hereof and may be eligible for membership by paying the annual dues to the secretary-treasurer as prescribed by the by-laws of this Association. Such membership shall be subject to such terms and conditions as the Association may determine and set forth in the by-laws. Each membership shall be entitled to one vote on matters of corporate business.

Article V - Existence

This Association shall commence existence on the date of the issuance of amended and substituted articles of incorporation and shall endure for fifty (50) years unless sooner dissolved by three-fourths (3/4) vote of the members.

Article VI - Officers and Directors

SECTION 1: The officers of this Association shall be President, Vice-President, and Secretary-Treasurer, also referred to as Executive Committee. *All officers of Iowa Quarter Horse Association must be bondable.*

The Executive Board, i.e. President, Vice-President, & Secretary-Treasurer, will be elected on an annual basis at the IQHA annual meeting to serve a 1-year term with a limit of no more than 3 consecutive terms.

The IQHA elected Secretary-Treasurer is responsible for the recording of the meeting minutes and afore mentioned minutes should be provided (either email or postal mail) within 10 days of the previous meeting to the Board of Directors. Minutes will then be published on the IQHA media sources (official magazine publication & official website) after the Board of Director's approval.

SECTION 2: The business of this Association shall be conducted by the Officers and a Board of Directors consisting of persons elected by the members as hereinafter stated. The IQHA will require an audit to be done at any time during no longer than a five-year period. Monies for said audit will be allocated annually at the presentation of the IQHA budget.

SECTION 3: Directors and Districts: For the purpose of determining the representation on the Board of Directors of this Association, eight districts are hereby established as follows:

District No. 1: Cedar, Des Moines, Henry, Iowa, Jefferson, Johnson, Lee, Louisa, Muscatine, Scott, Washington, and Van Buren Counties.

District No. 2: Allamakee, Benton, Buchanan, Clayton, Clinton, Delaware, Dubuque, Fayette, Jackson, Jones, Linn and Winneshiek Counties.

District No. 3: Black Hawk, Bremer, Butler, Cerro Gordo, Chickasaw, Floyd, Franklin, Grundy, Hardin, Howard, Marshall, Mitchell, Tama, and Worth Counties.

District No. 4: Appanoose, Clarke, Davis, Decatur, Jasper, Keokuk, Lucas, Mahaska, Monroe, Poweshiek, Ringgold, Union, Wapello, and Wayne Counties.

District No. 5: Dallas, Madison, Marion, Polk, Story, and Warren Counties.

District No. 6: Boone, Calhoun, Carroll, Crawford, Emmet, Greene, Hamilton, Hancock, Humboldt, Kossuth, Palo Alto, Pocahontas, Webster, Winnebago, and Wright Counties.

District No. 7: Adair, Adams, Audubon, Cass, Fremont, Guthrie, Harrison, Mills, Monona, Montgomery, Page, Pottawattamie, Shelby, and Taylor Counties.

District No. 8: Buena Vista, Cherokee, Clay, Dickinson, Ida, Lyon, O'Brien, Osceola, Plymouth, Sac, Sioux, and Woodbury Counties.

SECTION 4: Each District shall be represented by one person on the Board of Directors. The members from each district shall, at or prior to, the Annual Meeting of every other year, elect a member from their district to serve on the Board of Directors of this Association for the next two succeeding calendar years. District Directors will be elected by their district members every 2

years. These directors will serve a 2-year term with a rotation for election that corresponds to the even-numbered districts elected in even-numbered years and odd-numbered districts elected in odd numbered years.

SECTION 5: District Directors shall be elected at or before the Annual Meeting of the Association. All Districts must report their shows/financials to the IQHA Board of Directors.

SECTION 6: Directors-at-Large: At the Annual Meeting each year, two (2) Directors-at-Large shall be elected from the membership without reference to their residence to serve on the Board of Directors. Directors-at-Large will be renamed: Director at Large #1, Director at Large #2, Director at Large #3, and Director at Large #4. *These four (4) directors will serve two-year terms with a rotation for election that corresponds to the even-numbered directors-at-large elected in even-numbered years and odd-numbered directors-at-large elected in odd-numbered years.*

SECTION 7: The outgoing President shall act as an ex-officio member of the Board of Directors.

SECTION 8: The Officers and Directors shall have the power to act upon any business that may come before it.

SECTION 9: Vacancies upon the Board of Directors may be filled by appointment of the Officers and Board of Directors from the District from which the vacancy occurs; or if the vacancy occurs in the office of a Director-at-Large, then from the membership at large. The appointment shall be for the remainder of the unexpired term.

SECTION 10: An IQHA Director or Officer who fails to attend three (3) consecutive board meetings without a valid excuse will be automatically dropped. Directors will be replaced by the Board with a member from the same district and Officers will be replaced by board appointment from membership at large.

Article VII - Meetings

SECTION 1: The Annual Meeting for the election of Officers and Directors and such other business as may come before such meetings shall be held in the month of January on a date to be chosen by the Board of Directors, or as near thereto as is possible, and all members in good standing shall be notified of the time, place and date.

SECTION 2: Notice of the annual meeting should be published on the official IQHA media sources (official magazine publication & official website) with a 30 days' notice. Postcards will be mailed to current IQHA members of such notices.

Article VIII - Members Liability

The private property of the members and officers of the Association shall be exempted from liability for corporate debts, contracts, obligations or liabilities.

Article IX - By-Laws

The members of this Association may adopt by-laws not inconsistent with these Articles of Incorporation or the laws of the State of Iowa at any regular meeting or special meeting called for that purpose.

Article X - Amendments to Articles of Incorporation

These Articles may be amended by a two-thirds vote of the members present at any regular meeting or at any special meeting called for that purpose.

Article XI

That as such time as this corporation ceases to exist, or is dissolved by a vote of its membership, pursuant to Article X of these Articles of Incorporation, the assets remaining in the hands of the corporation which are not necessary to pay any expenses, costs of dissolution, or other remaining obligations of the corporation, shall be distributed and donated within thirty days of dissolution, to the Iowa State *University*, Ames, Iowa, *in equal shares* to the Animal Science *Department in the College of Agricultural and Life Sciences* and the College of Veterinary Medicine in equal shares.

The Iowa Quarter Horse News has been replaced as the official publication of the Iowa Quarter Horse Association by The Iowa Quarter Horse Magazine, effective March 1, 1999.

By-Laws of The Iowa Quarter Horse Association

I. Preamble

Whereas, the members of the Iowa Quarter Horse Association having heretofore associated themselves together as a body corporate, do hereby adopt the following by-laws for the conduct of its organization.

II. Order of Business

Regularly scheduled meetings shall be conducted according to Robert's Rules of Order, Revised, or as near thereto to as is reasonably possible. In case the Board of Directors needs to make a decision on items suitable for open session meetings prior to a scheduled board meeting, information may be sent out by email. Voting shall follow via conference calling to allow for

discussion by the Board members. The Board is encouraged to plan ahead accordingly to handle business at regularly scheduled board meetings and not abuse the approval for email/conference calls.

III. Committees

SECTION 1. The President shall appoint such special committees as considered necessary to carry out the activities of the organization, subject to Board approval.

SECTION 2. The Board shall have the authority to hire employees as needed to carry out the business of the Association as directed by the Board and the authority to terminate if need arises.

IV. Members and Voting

SECTION 1. Any person, firm, or corporation may become a member of this Association by paying the annual dues as fixed by the Officers and Directors. Only one membership may be owned by one individual person, firm or corporation, provided, however, that a family may be granted one membership by paying the dues fixed by the Officers and Directors. Each membership shall be entitled to one vote only upon questions of Association business.

SECTION 2. Membership in the Association is a privilege, not a right, application for which shall be made on forms and by fees and procedures prescribed from time to time by the Association. Membership, or application therefore, may be terminated or rejected by the Executive Committee or Board of Directors for cause detrimental to the interest of the Association, its programs, policies, objectives, and harmonious relationship of its members, as determined by the Executive Committee or Board. Termination or application rejection proceedings under this paragraph shall be conducted under the Association's disciplinary procedures for notice, hearing, and temporary suspension; the effect of termination or rejection may be denial of the privileges of the Association as set forth in Association disciplinary procedures.

General privileges and responsibilities of members and non-members are as follows:

While in good standing, all members shall have equal rights, interests and responsibilities with respect to the Association and its property; shall obey and be bound by all By-Laws, rules and regulations of the Association and decisions or actions of the Board of Directors or Executive Committee; shall have the right to vote by personal attendance at membership meetings; and shall have the right to hold office and committee assignments, except otherwise limited.

In regard to individuals who are non-members or participate in Association approved events, by such actions and in regard to such actions, do thereby agree to be bound by all By-Laws, rules and regulations of the Association and decisions and actions of the Board of Directors or Executive Committee.

The Association has adopted the following provision for the mutual benefit of members and the intention of reducing the Association's litigation expenses, which members participating in Association activities. Every member, by joining the Association, or non-member, or by participating in Association events, does thereby agree:

1. If unsuccessful in an attempt to overturn Association decisions, actions, rules or regulations, to reimburse the Association for its reasonable attorney's fees, court costs and other expenses in defense of such suit; and
2. That he will not commence any action, whether in law or equity, against the Association in any courts other than the Federal and State courts located in Polk County, Iowa.

Any member may be suspended and denied privileges of the Association and any non-member may be denied the privileges of the Association by the Executive Committee of the Association or to an approved show or for giving a worthless check for entry fees, stall fees, office charges, stock charges or any other fees or charges; including bank charges for returned checks connected with the exhibition of horses.

A member or non-member shall not conspire with another person or persons to intentionally violate the rules of the Association, or to knowingly contribute or cooperate with another person or persons, either by affirmative action or inaction, to violate the rules of the Association. Violation of this rule shall subject such member or non-member to disciplinary action.

Whenever anyone shall be accused of any violation, he shall be given not less than fifteen (15) days' notice of a time and place for hearing such accusation by the Executive Committee or by an appropriate committee, at which time and place he shall have the opportunity, in person or by counsel, to be heard and to present evidence in his own behalf and to hear and refute evidence against him.

Every person who is suspended or otherwise disciplined by the American Quarter Horse Association, for unsportsmanlike conduct at a show or contest shall be considered as suspended or disciplined by the Iowa Quarter Horse Association, upon official notice to this Association from the American Quarter Horse Association of any such disciplinary action.

When an exhibitor is guilty of unsportsmanlike conduct, the IQHA can suspend the right of such exhibitor or other representative, to participate in future approved shows for a period judged appropriate.

These foregoing rules are subject to interpretation or change, if unusual or unforeseen circumstances arise. Any such interpretation of the change shall be made by the Board of Directors of the Iowa Quarter Horse Association. Any rules not covered by the General Rules or

the Articles and By-Laws of the IQHA will be covered by the rules of the American Quarter Horse Association.

During the period of expulsion, suspension or denial of Association privileges, failure to comply with these restrictions of said disciplinary action may constitute grounds for further disciplinary action.

V. Powers of the Board

SECTION 1. The Board of Directors shall have the power and authority to direct affairs of the organization concerning the conduct, management, and activities of the organization, the admission, classification, qualification, suspension and expulsion of members, removal of officers, expenditure of money, and other details relating to the general purposes of the organization, subject to the approval of the Board. All Iowa Quarter Horse Association checks require two (2) signatures, that of the President and that of the elected Vice President or elected Secretary-Treasurer.

The Board of Directors may establish an investment for reserve funds in coordination with an accredited financial planner. Income from the investment shall be used for the benefit of IQHA members by promoting and/or enhancing IQHA programs.

SECTION 2. Grievances

Charges against any member shall be in writing, signed by the complaining party in the presence of a Notary Public, and delivered to the President and the Grievance Committee Chairman in person or by mail.

The President shall provide grievance document to the Executive Committee.

Properly submitted grievances shall be brought to the attention of the Board of Directors at the next regularly scheduled board meeting.

The individual(s) that the grievance is filed against shall be notified of grievance and notified of the next regularly scheduled board meeting.

SECTION 3. Whenever a charge has been made against any member for having done any of the things set forth above, the Board of Directors shall notify the member in writing of said charges and fix a time and place for hearing thereon. At such hearing the accused shall be entitled to see and hear all evidence against him or her and shall be entitled to be heard and produce evidence in his or her own behalf. The accused shall be given not less than fifteen (15) days' notice of the hearing computed from the date of the mailing thereof. The mailing of this notice with sufficient postage thereon addressed to the member at his last address as shown upon the records of this Association shall be sufficient service of such notice.

The Board of Directors shall have power to reinstate any member who has been expelled.

The Board of Directors shall have power to remove from office any Director or Officer of this association who shall: (a) Fail to pay his annual dues; (b) Requests to be relieved from office; (c) Removes his permanent residence from this State.

VI. Dues

Dues for membership in this Association shall be fixed by the Officers and Directors.

VII. Amendments

These by-laws become effective immediately upon adoption and ratification by a two-thirds vote of the members present at any Annual Meeting or special meeting of this Association called for that purpose.

Amended January 28, 2023

Changes voted upon during the 2023 annual meeting are in red italics.