

BY LAWS OF THE ILLIONIS MINIATURE HORSE OWNERS ASSOCIATION (IMHOA)

ARTICLE I

NAME

The name of this organization shall be The Illinois Miniature Horse Owners Association (IMHOA) and should be a not for profit organization.

ARTICLE II

OBJECTIVES

To act as a local affiliate of The American Miniature Horse Registry.

To improve and promote the breeding of miniature horses and other equine.

To promote educational programs and other activities in the interest of miniature horse owners.

ARTICLE III

LOCATION

The principal place of business of the association shall be determined by the Board of Directors. Officers and Directors must be residents of the state of Illinois. The members may be residents of any state, territory, or country. Business may be conducted or carried on at any place convenient to such members or officials, as may be participating.

ARTICLE IV

MEMBERS

Section 1, Membership

Membership shall be open to all persons who subscribe to the objectives of The Illinois Miniature Horse Owners Association, agree to abide by its rules and regulations, and who apply for membership. Members of the association shall be admitted, retained, reprimanded, fined, suspended or expelled in accordance with such rules and regulations as the membership may, from time to time adopt. In all matters of elections governed by a vote of the members, each regular member in good standing shall be entitled to one vote. Youth members shall not be entitled to vote.

Section 2, Classes of Membership

(A)Regular Members

Regular Members are those persons who have attained the age of eighteen (18) years as of December 1 of the current competition year, applied for and have been accepted to membership in the association, by the Board of Directors or their designee and who are not in arrears in payment of their annual dues.

(B)Youth Members

Youth members are those persons who have not reached the age of eighteen (18) years as of December 1 of the current competition year who are interested in the objects and purposes of the association, but who may or may not have a miniature at the time of application for membership.

Section 3, Dues

Each Regular and Youth Member shall pay annual dues in such amounts set by the Board of Directors. Annual dues shall not be prorated and shall be for the calendar year. Renewal of annual membership fees are due January 1st of each year and if not paid prior to March 1st, the member shall be automatically dropped from membership in the association, and thereafter membership may be restored as provided by Section 4 of this Article. Membership for spouses of Regular Members shall be allowed by payment of a single fee, but not more than two memberships per fee shall be allowed.

Section 4, Application

(A) Membership in the association is a privilege, not a right, and all applications shall promptly be referred to the Board of Directors or their designee for the class of membership applied for, and applicant will promptly be notified of action taken. Application shall be made on completed forms and include payment of an initiation fee as may be prescribed from time to time. The youth dues shall be put in the youth column of the general fund.

(B) Only the Board of Directors shall have the power to reject said application. Should a change in class of membership be desired, one must file a new application for that class, and be approved for that class.

(C) Whenever in these Bylaws the term member or members shall be used, unless otherwise specified, it shall mean a regular member(s) in good standing having the right to vote. A member in good standing is one whose dues are fully paid and whose rights are not suspended or revoked by disciplinary action.

Section 5, Termination of Membership:

(A) Any member of the Association may be expelled by a majority vote of the Board of Directors for: (1) dishonesty; (2) failure to abide by the rules and regulations of the Association as established by the Board of Directors; (3) any other conduct derogatory to the best interest of the Association, provided that such member shall have any additional relief provided in the bylaws referring to expulsion.

(B) Any member who becomes disruptive or out of line at any meeting may be asked to leave the meeting and will do so. Failure to comply may result in additional action by the Board of Directors or the General Membership.

(C) In connection with any proposed expulsion of a member, the procedure shall be as follows:

- (a) The specifying of the charges against the member involved.
- (b) The mailing or delivery by the Secretary within ten (10) days of a copy of such motion to the member involved.

(D)The member, by giving written notice by personal service or by certified mail, return receipt requested, addressed to the Secretary within ten days of the date of the mailing the notice by lot. Notice by the association, shall have the privilege of appearing before the Board of Directors for the purpose of making any explanation of defense to, such charges, and to have the, matter reconsidered by the board.

(E)In the event the member involved requests an appearance before the Board, a meeting of the Board of Directors shall be held in a designated location within 45 days from the date the association receives notice from the member, or within such other time period as may be agreed to by the parties. The member shall appear at said meeting and present whatever evidence the member wishes for the Board to consider in connection with the matter. The board shall advise the member of its decision immediately following the meeting, and the Secretary shall, within ten days thereafter, mail a copy of the decision to the member via certified mail, return receipt requested. For purposes of this Section, a notice shall be decreed to have be delivered on the date personal service is made or as of the date the party to whom the notice is sent via certified mail accepts delivery of the notice.

(F)Notwithstanding the provisions of this Section, a member may receive disciplinary action, including but not limited to a suspension of membership privileges for a period of time pursuant to the rules and regulations of the Association.

Section 6, Liability

No member shall be personally liable for debts, liabilities or obligations of the Association except as provided by law.

ARTICLE V

ASSOCIATION POWERS

Section 1, Powers of the Members

Exclusive Powers

The Regular Members at any Annual Meeting or Special Meeting see Article 6, section 3 (D), shall have exclusive powers to amend the Bylaws.

Section 2, Powers of the Board of Directors

(A) Enumeration

The Board of Directors shall have the power and authority to make, amend, repeal, and enforce such rules and regulations, not contrary to law or these Bylaws, as they may deem expedient and necessary concerning the conduct, management and activities of the Association including but not limited to the setting and collection of dues and fees, the expenditures of money, the auditing of books and records, the presentation of awards, the conducting of shows, contests, exhibitions, sales, social functions and other details relating to the general purposes of the club. All of the foregoing are subject to revision or amendment by the members at any regular or special meeting of the members provided that written notice of any intention to revise or amend said rule(s) has been published by newsletter or electronic transmission at least ten (10) days in advance of that meeting.

(B)Committees

The President with the approval of the Board of Directors appoints the chairperson of a committee. The chairpersons are appointed annually on all committees standing and special. The chairperson picks their own committee members. The President is an ex officio member of all committees. The standing committees are the show committee, futurity committee and the youth committee. The Boards of Directors acts as the Show Committee. The Chairperson of each committee is an ex officio member of the Board of Directors, non-voting. The Board of Directors shall have the power to create and empower all committees both standing and special, from time to time. All committees, both standing and special, will be subordinate to the Board of Directors.

Section 3, Powers of Officers

The Officers of the association shall have those powers delegated to them by these Bylaws.

Section 4, Indemnity

(A)The Directors, Officers, committee members and appointed persons of The Illinois Miniature Horse Owners Association shall be indemnified and insured by an insurance policy.

(B)No director of the IMHOA shall be liable to the IMHOA or its members for monetary damages for an act or omission in such director's capacity as a director of the IMHOA, except that this Article shall not eliminate or limit the liability of a director of the IMHOA for: An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office or an act or omission for which the liability of a director is expressly provided for by statute.

(C)Any repeal or amendment of this Article by the members of the IMOHA shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the IMHOA existing at the time of such repeal or amendment.

ARTICLE VI

MEETINGS

Section 1, Annual Meetings

The Annual Meeting of the club when officers are elected shall be held at such time and place as shall be determined by the Board of Directors. *There will be one additional meeting held at such time and place as shall be determined by the Board of Directors on the recommendations of members in good standing of the association (approved march, 2004).*

(A)Notice

Notice of a special meeting shall be given by publishing such notice in an email, by mailing written notice to member addresses as shown in the association's records. Such notice should be at least ten (10) days prior to such meeting, stating the time and place of such meeting to all members of the Association. Notice of each meeting will indicate briefly the subject or objects thereof shall be given in the same manner as provided with respect to notice of annual meetings.

(B) Business

Only items specified in the notice of the special meeting can be transacted at such meetings.

Section 2, Attendance

All members in good standing of Illinois Miniature Horse Owners Association, whether Regular or Youth, shall be entitled to attend any Annual or Special Meeting of the association, and shall have floor privileges.

Section 3, Voting

(A) Regular Members

All Regular members are entitled to vote on any matter before the Annual Meeting or any special meeting. Whenever in these bylaws the term member or members shall be used unless otherwise specified, it shall mean a member(s) in good standing having the right to vote.

(B) Quorum

At any meeting of the members of the Association a quorum to do business shall consist of the majority of the largest number of Regular Members in good standing that have registered at such meeting.

(C) Proxies

Voting by proxy shall not be permitted.

(D) Special Measures

An affirmative vote of two thirds of the registered Regular Members present and voting at any Annual or special meeting shall be required to amend a Bylaw or dissolve the association. Proposals to amend a Bylaw or dissolve the Association may be proposed at an Annual Meeting and voted upon at the next Annual Meeting. Proposals to amend a Bylaw or dissolve the Association may be made by a petition signed by at least twenty (20) percent of the voting members as of the April 1st preceding the meeting, or by a majority of the Board of Directors, and notice of such proposals shall be published in the newsletter, by email or by mail to all members, at least ten (10) days prior to the next Annual Meeting or special meeting. Requirement for due notice of intent to amend a Bylaw or dissolve the association shall thus be deemed satisfied and next Annual Meeting or special meeting may proceed to take final action.

(E) Ordinary Measures

A majority of the votes cast shall be necessary for the election of an Officer or for the adoption of any other measure. If more than two candidates or items are to be voted on and the highest number of votes is not in the majority (receiving a minimum of 51% of the vote), the candidates or item that received the lowest number of votes will be removed from the ballot and the vote will be conducted again. If as a result of a second vote there is not a majority winning candidate or item, the candidate or item receiving the lowest vote will be dropped and the ballots will be recast. This procedure will continue until one candidate or item receives a majority (51 percent) of the votes cast.

(F) Presiding Officer

The presiding officer of the Annual or special meeting shall not vote except in the case of a tie.

ARTICLE VII

DIRECTORS

Section 1, Enumeration

(A) Number of Directors

Three (3) Directors with alternating terms. An out of state Director may be appointed as described in B.

(B) Composition of Board

The Board of Directors shall consist of the President, the Vice President, the Secretary, the Treasurer, three Directors from the state of Illinois and any appointed Directors. The President has the power to appoint a director from out of state with Board Approval if members from that state request a representative director, this term to run concurrent with the President's term.

(C) Responsibility of Board

The Board of Directors shall manage the affairs and assets of the Illinois Miniature Horse Owners Association.

Section 2, Qualifications

(A) Prerequisite

each person prior to being nominated for Director shall be a qualified Regular member and shall reside in the state of Illinois. Each Director shall at all times during his/her term in office be a qualified Regular member and shall reside in the state of Illinois. Exception to this rule is the out of state director who shall be a qualified Regular member and shall reside in the state that they represent as a Director.

(B) Condition of Office

Any Director who does not attend a minimum of fifty (50) per cent of the regular and special Board of Director's meetings from Annual Meeting to Annual Meeting shall be subject to removal from office by a majority vote of the Board of Directors. If one Director is removed at the next Annual Meeting a replacement should be elected to fulfill the remainder of the term. If more than one Director is removed during any annual cycle then a special election must be held at the next member meeting.

Section 3, Terms

(A) Duration of Term

Directors shall be elected to office for a term of three (3) years alternating, or until their successors are elected and qualified to take office immediately after the next club meeting.

(B)Limitation of Terms

There are none at this time.

(C)Nominations of Directors

The Regular Members shall be asked to submit nominations for all offices up for election by a date requested by the Nomination committee.

(D)Balloting

A ballot will be prepared prior to the Annual meeting. At the meeting, the President will ask for nominations from the floor to be added to the ballot. Members will be instructed to add nominated and seconded candidates to their ballots. Ballots will be passed out to regular members upon sign in at the meeting. *No person who is not present at the meeting may be nominated for an office unless that person has sent a letter of consent to be nominated for a specific office, to the President prior to the meeting, so that this may be added to the agenda. If there is only one nominee for an office when the nominations are closed, the President may declare that person elected.*

No two members of a family may hold elected office in the club at the same time. The only exception to this would be if we could not find anyone else to fill a seat o the board. In that case it would require a super majority (75%) vote of the membership to seat the second member of a family. This will have no effect on Chairpersons who are appointed by the President and approved by the Board of Directors (accepted November 2004).

(E)Counting Procedure

The president shall ask three (3) members to count the votes. Example would be two directors not up for re-election and a member at large.

The nominee for each office receiving the majority of votes cast shall be elected as described in Article VI, Section 3, E.

(F)Recall

To recall a Director a petition signed by twenty (20) per cent of the Regular Members shall be addressed to the President who shall cause a secret ballot at the next regular meeting to determine if the Director is recalled. The incumbent Director shall be notified upon counting of the ballots, and shall be notified of the result of the ballot.

(G)If any committee chairperson is deemed disruptive or out of line, the Board may limit their in put in the meeting to their committee discussion only or ask them to leave the meeting. If they fail to do so the Board may stip them of their chairmanship and take further action if necessary.

(H)Vacancies

In case of any vacancy on the Board of Directors for any reason the vacancy shall be filled according to Article VII, Section 4. If less than six (6) months remain in the unexpired term, the position shall not be filled until the next regular election.

(I)Quorum

At any meeting of the Board of Directors, for which notice has been given, the presence of a majority of Directors then in office shall constitute a quorum to transact business.

(J)Proxy

Voting by proxy shall not be permitted.

(K)Report of Meetings

A written report of each General Membership meeting and Board of Director meeting shall be published in the newsletter or by email, out to the members in a timely manner.

(L)Open Meeting

Meetings of the Board of Directors shall be open to all persons wishing to attend. Guest participation at these meetings may be limited by the Board of Directors. The Board may close its meeting on matters relating to personnel and pending legal or disciplinary matters except to a member bringing such matters before the Board as provided herein or any members the subject of such matters.

ARTICLE VIII

OFFICERS

Section 1, Enumeration

The Officers of The Illinois Miniature Horse Association shall consist of a President, a Vice President, a Secretary, and a Treasurer selected in accordance with the bylaws.

Section 2, Qualifications

(A)Prerequisite

Each Officer shall at all times during his/her term in office be a member of the club in good standing.

(B)Restriction of Office

Officers shall be elected members from the state of Illinois. There is no limitation on the number of terms an officer may serve.

(C)Condition of Office

Any officer who does not attend all meetings with out a legitimate reason, or any officer who does not do their job properly may be voted out of office by the board of directors. The President shall, with the approval of the board of directors, appoint a replacement to hold the office until the next general membership meeting(accepted March 2004).

Section 3, Terms

Officers shall be elected to office for a term of one (1) year, or until their successors are elected and qualified, to take office immediately after the Annual Meeting.

Section 4, Elections

In the event there are three (3) or more candidates for any office, and no candidate receives a majority of the votes cast, the nominee receiving the lowest number of votes shall be dropped from each ballot and there shall be run-offs until one nominee receives a majority of the votes cast.

Section 5, Vacancies

The Board of Directors shall fill any vacancy occurring between the Annual Meetings. Should a vacancy occur in the office of President, then, the Vice President shall automatically become the President for the unexpired term so that the vacancy then to be filled would be the office of Vice President.

Section 6, Duties General

These Officers shall perform the duties prescribed by these Bylaws, and by parliamentary authority adopted by the Association, and any special rule of the voting members or the Board of Directors.

(A) All officers and directors are required to familiarize themselves with these Bylaws and insure compliance with these Bylaws.

(B) All officers are required to attend 100% of the association's general membership meetings. If unable to attend, all officers and directors must notify the president or secretary prior to the meeting and give reason why they are unable to attend. This reason shall be announced at the general membership meeting and recorded in the minutes. Reports shall be given by an attending officer when another officer is unable to attend. If two (2) consecutive meetings are missed without cause, they will relinquish the elected position.

(C) All officers, directors, and committee chairpersons are required to provide a written report of any assigned work to be included in the minutes.

Section 7, Duties of the President

(A) The President shall be the Chief Executive Officer of the association.

(B) The President shall preside at all meetings of the members, the Board of Directors, and the Executive Committee.

(C) The President shall enforce these Bylaws and other rules and regulations of the association, and perform all the duties incident to the position and office, and which are required by law, and shall perform all other duties that may be prescribed from time to time by the Board of Directors.

(D) The President prepares all agendas.

(E) The President shall be an ex-officio member of all committees.

Section 8, Duties of the Vice President

The Vice President shall, assume the duties of the President in the event of the absence, or inability to act, of the President, or at his request; and the Board of Directors may assign such other duties as needed.

Section 9, Duties of the Secretary

(A) The Secretary shall keep or cause to be kept a full and complete record of the proceedings of all meetings and closed sessions of the Board of Directors.

(B) The Secretary shall handle or cause to be handled all correspondence and communications and generally do and perform all duties incident to the office of the Secretary.

(C) The Secretary shall cause to be published notice of the date and place of all meetings of the members and of the Board of Directors.

(D) The Secretary shall, in the absence of the President and Vice President at any meeting, call the meeting to order and preside until the election of a chairman pro tem, which should take place immediately.

(E) The Secretary or newsletter editor is responsible for the publication and distribution of the club newsletter.

Section 10, Duties of the Treasurer

(A) The Treasurer shall cause to be received all monies belonging to or paid into the Illinois Miniature Horse Owners Association, and shall have the same deposited in the Association's bank account in a timely manner.

(B) The Treasurer shall cause to be disbursed funds only upon itemized demands or upon the order of the Board of Directors.

(C) The Treasurer shall cause to be kept, complete books of account and shall issue an itemized statement and report at the Annual Meeting and interim reports at all Board meetings.

(D) The Treasurer shall cause to be submitted to the Board of Directors, at the first regular meeting of the Board after the Annual Meeting of the Board, a detailed budget of the proposed and anticipated expenditures for the current calendar year of the association for their approval. Upon approval of the budget, or its modification, it shall become binding upon the Officers of the association and shall not be exceeded in each item set forth by more than ten (10) per cent without prior approval by a majority vote of the Board of Directors.

(E)The Treasurer shall cause the Secretary, the Youth Chairperson and any other Chairperson deemed necessary by the Board of Directors to have a \$100.00 petty cash bank to be used for postage, office supplies, and other petty cash as needed. The moneys will be replaced as needed with the proper requisition form and copies of all receipts. Any time there is a change of Secretary, Youth Chairperson, of other Chairpersons, the new officers will get a check for \$100.00 from the outgoing officers. When a committee with a petty cash bank is disbanded the Chairperson will return the \$100.00 to the treasurer.

(F) Year End Auditing

The Board of Directors shall appoint an auditing Committee.

Section 3, Written Contracts

The written contracts of the association shall, after the President or other parties delegated by the Board of Directors shall be executed being approved by the Board of Directors on behalf of the association.

ARTICLE IX

COMMITTEES

Section 1, Authority

The Board of Directors shall have the power to appoint committees as per Article V, of these Bylaws.

Section 2, Enumeration

It shall hereby be agreed that committees do not have to be enumerated on, in these Bylaws, by name or specific instructions, but shall be so done by special rule of order, of the Board of Directors.

Section 3, Committees

The Board of Directors of the Association shall appoint such committees, standing or special, or the Board shall from time to time deem necessary to carry on the work of the association. All committee members shall be members of the association in good standing.

Section 4, Term

The President with the approval of the Board of Directors will appoint all committee chairpersons. The Chairperson of a committee will then select the committee members.

Section 5, Ex-Officio Member

The President shall be an ex-officio member of all committees.

ARTICLE X

AMENDMENT OF RULES

All IMHOA rules and regulations, including but not limited to general, show, or youth activities, may be amended by a majority vote of the members in good standing at the Annual Meeting but only after specific proposal or amendment shall have met the criteria of proper notice and approval by the appropriate standing committee(s), and majority vote of the Board of Directors.

ARTICLE XI

FEES

The Board of Directors shall determine the fees and charges for all items not expressly stated in these Bylaws.

ARTICLE XII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rule of Order Newly Revised shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, and any special rules of order the association may adopt.

ARTICLE XIII

AMENDMENT OF BYLAWS

These Bylaws can be amended at any Annual or special meeting of the association per Article VI, Section 3, D.

These Bylaws of the Illinois Miniature Horse Owners Association were approved and adopted on XXXXXXXXXXXX.

GENERAL RULES AND REGULATIONS OF THE ILLINOIS MINIATURE HORSE OWNERS ASSOCIATION.

MEMBERSHIP

OFFICER LIMITATIONS

No Officer or Director of the association shall bring any suit or action against the association while in office. Any Officer or Director of the association who brings any suit or action against the association will immediately be removed from office. No Officer or Director of the club shall be affiliated with any organization that sells services or products to the club.

LITIGATION

OBLIGATION OF COST

The association has adopted the following provision for the mutual benefit of members and with the intention of reducing the litigation expenses, which expenses would ultimately be borne by members and non-members participating in activities:

Every member, by joining the association, or non-member does thereby agree: If unsuccessful in an attempt to overturn decisions, actions, rules or regulations, to reimburse the association for its reasonable attorney's fees, court and other expenses in defense of such suit.

DISRESPECT OF PERSON

In the furtherance of their official duties all representatives shall be treated with courtesy, cooperation, and respect, and no person shall direct abusive or threatening conduct toward them.

NON-PAYMENT OF OBLIGATION

Anyone submitting a second (2nd.) bad check to the Illinois Miniature Horse Owners Association office will be required to submit an approved cashier's check or a money order to make payment for the next two years.

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 President for failure to pay when due any obligation owing to the association or for giving a worthless check in exchange for any services performed by the association, which shall include giving a worthless check or owing funds, or for entry fees, stall fees or any other fees or charges connected with the exhibition of horses; provided that fifteen (15) days before action by the President, written notice of the account due and the intention of suspend or withhold privileges of the check writer shall be mailed to such member or non-member. And suspension and denial of privileges under this section shall terminate upon full payment of the obligation due the association

INTENT TO MALIGN

No person shall engage in any act adversely affecting the purpose, objectives, or good name of The Illinois Miniature Horse Owners Association.

UNEARNED FUNDS

All entry and stall fees paid in advance for a club show shall be refunded on demand if said show loses its accreditation by the AMHR or is canceled for any reason. Violation of this rule shall subject such member or non-member to disciplinary action.

NOT LIABLE

The Illinois Miniature Horse Owners Association, its Directors, Officers, members of committees, appointed persons, representatives and agents of the association, will attempt to obtain true and complete information relating to registrations, hearings, and all other matters pertaining to the association's activities and business.