



**BY-LAWS
OF
ILLINOIS RANCH HORSE ASSOCIATION, INC.**

ARTICLE 1 - NAME

The name of the corporation shall be Illinois Ranch Horse Association, Inc. (hereinafter the "Corporation" or the "ILRHA").

ARTICLE 2 - PURPOSE

The purposes for which the Corporation is formed are:

(a) To advance, organize, promote and develop education of the versatile ranch horse through the ideals of the American Ranch Horse Association ("ARHA") including good horsemanship and sportsmanship and to aid in every way the ideals and purposes of the ARHA;

(b) To operate within the Midwest region of the ARHA (Illinois, Indiana, Wisconsin, Michigan, Kentucky and/or Ohio) exclusively for non-profit purposes;

(c) To buy, own, sell, assign, mortgage or lease any interest in personal and real property for the sole purpose of furthering any of these purposes;

(d) To obtain funds, receive dues, gifts, contributions and grants, borrow or otherwise raise money to carry out the foregoing purposes, either from private sources or from federal, state or local governments, under such terms and conditions as may be from time to time deductible under the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended;

(e) To exercise and enjoy all other powers, rights and privileges granted to corporations organized under the Illinois Not-for-Profit Corporation Act (the "Act") as now or hereinafter in effect. The enumeration of certain powers specified in these By-Laws is not intended to be exclusive or a waiver of any of the powers, rights or privileges granted or conferred by the Act.



ARTICLE 3 - MEMBERSHIP.

Section 1. Qualifications. The members of the Corporation shall be persons who have an interest in ranch horse activities and shall have joined American Ranch Horse Association ("ARHA") and paid membership fees and dues to the ARHA and the ILRHA.

Section 2. Certificate of Membership. The Corporation shall furnish a certificate of membership to each member. The certificate shall be signed by the president or vice-president and the secretary of the Corporation. Such certificates are non-transferable.

Section 3. Dues. Membership dues payable to the Corporation from time to time shall be as determined by the Board of Directors (the "Board"). Failure to pay dues in the manner and at the time determined by the Board shall authorize the Board, in its sole discretion, to expel any member.

Section 4. Capital Stock. The Corporation shall have no capital stock and shall not pay any dividends.

ARTICLE 4 - MEETINGS AND VOTING RIGHTS OF MEMBERS

Section 1. Place. All meetings of the members shall be held at the principal office of the Corporation or at such other place as is designated by the Board.

Section 2. Annual Meetings. Annual meetings of the members shall be held during the month of January commencing in 2019. The time and date of such annual meetings shall be determined by the Board.

Section 3. Special Meetings. Special meetings of the members may be called by the president of the Corporation, by a majority of the Board or by written petition signed by not less than one-third of all members authorized to vote by the Articles of Incorporation or by these By-Laws.



Section 4. Notices. A written or printed notice, stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered e-mailed or mailed by the secretary or by the officer or person calling the meeting to each voting member, at the address that appears on the records of the Corporation, at least seven (7) days before the date of the meeting. Notice of any meeting of members may be waived (i) in writing signed before, at or after the meeting and filed with the secretary, or (ii) by attendance at the meeting in person.

Section 5. Voting Rights. Each member, as hereinabove defined, shall have the right to one vote in person or by proxy on all matters and issues properly submitted to a meeting of the members for vote.

Section 6. Quorum. A majority of members present in person at any annual or special meeting shall constitute a quorum.

Section 7. Voting List. The secretary of the Corporation shall keep at all times a complete and accurate list of all members entitled to vote which may be inspected by any member, for any proper purpose, at any reasonable time.

Section 8. Vote by Consent in Writing. Any action to be taken at a meeting of the members of the Corporation may be taken without a meeting if, prior to such action, a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof. Such written consent shall be filed with the minutes of the proceedings of the members and shall have the same effect as a unanimous vote of the members.

ARTICLE 5 - BOARD OF DIRECTORS

Section 1. Duties and Powers. The property, business, affairs and management of the Corporation shall be vested in the Board. Except as prohibited by applicable law, the Board shall have and exercise all the usual powers of directors of a for-profit corporation, including the immediate government and direction of the affairs of the Corporation. All members of the Board shall be members of the ARHA in good standing and shall make all rules and regulations and take all actions which it deems necessary or proper for the government of the Corporation and for the orderly conduct of its affairs and the management of its property which is not inconsistent with the Articles of Incorporation and these By-Laws.



Section 2. Number and Term. The Board shall consist of between seven (7) and fifteen (15) members who shall serve for a term of two (2) years, with expirations in alternating years so that the term of approximately half the directors expires in a given year and the term of the remaining directors expires in the next subsequent year. In the initial election establishing the first Board, half plus one of the directors elected with the greatest number of votes shall be elected to full two (2) year terms of office. The remaining directors shall serve one (1) year terms, after which they shall be subject to reelection to a full two (2) year terms. Thereafter directors shall serve alternating two (2) year terms.

Section 3. Qualifications. A director shall be a member of the Corporation. Each director shall be eligible for reelection. No director shall receive compensation for services as a director other than reimbursement for reasonable expenditures duly incurred on behalf of the Corporation and authorized by the Board.

Section 4. Vacancies. Any vacancy occurring on the Board caused by a death, resignation or otherwise, may be filled until the next annual meeting through a vote of a majority of the remaining directors. In the event the number of directors is increased by amendment of these By-Laws, the election of the additional director(s) shall be by a vote of the members of the Corporation who are present at the meeting called for the purpose of conducting such an election.

Section 5. Quorum. A majority of the entire Board shall be necessary to constitute a quorum. However, when filling vacancies, one-third of the total number of the remaining directors shall constitute a quorum, but in no case shall this number be less than two (2) directors. The act of a majority of the directors present at a meeting who constitute a quorum shall be the act of the Board.

Section 6. Annual Meetings. The annual meeting of the Board shall be held simultaneously with or immediately following the annual meeting of the members at the same place. The purpose of such meeting shall be to elect officers for the coming year and to transact such other business that may properly come before it.

Section 7. Special Meetings. Special meetings of the Board may be called by the Chairman or president or by written request of three (3) directors.

Section 8. Voting. Each director shall be entitled to one (1) vote at meetings of the Board on each matter duly brought before it. Voting shall be in person or by telephone or skype. However, any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken if, prior to such action, a written consent to such action is signed by all members of the Board or of the



committee and such consent is filed with the minutes of such proceedings.

Section 9. Executive Committee. The Board may, by resolution adopted by a majority of the entire Board, designate three (3) or more members of the Corporation to constitute an executive committee which, to the extent provided in the resolution, shall have and exercise all of the authority of the Board in the management of the Corporation. The designation of a committee and the delegation of authority to it shall not operate to relieve the Board or any member thereof of any responsibility imposed on it or him by the Act, as amended from time to time.

Section 10. Notices. A written notice stating the place, date and hour of a meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered, emailed or mailed by the secretary or by the officer or person calling the meeting to each director at the address that appears on the records of the Corporation, at least seven (7) days before the date of the meeting. Notice of any meeting of the directors may be waived (i) in writing signed before, at or after the meeting and filed with the secretary, or (ii) by attendance at the meeting in person.

Section 11. Conduct of Meetings. At meetings of the Board, the president or, in the absence of the president, a vice-president shall preside.

ARTICLE 6 - OFFICERS

Section 1. In General. The officers of the Corporation shall be members of the Corporation and shall consist of a president, a vice-president, a secretary and a treasurer, all of whom shall be elected. The Board may also, by resolution or these By-Laws, define the duties of other offices of the Corporation and may elect or appoint the persons to fill such offices. Any two or more offices may be held by the same person, except that the duties of the president and the secretary shall not be performed by the same person.

Section 2. Duties. The duties of the officers of the Corporation, to the extent not specified in these By-Laws, shall be as from time to time prescribed by the Board.

Section 3. Term. Any elected officer of the Corporation who is elected at the annual meeting of the Board shall be elected for a term of one (1) year and until his successor is elected and has qualified. Any appointed officer shall be appointed subject to the pleasure of the Board. Any officer elected to fill a vacancy in an elected office shall serve until the next annual meeting of the Board and until his successor is elected and has qualified. Any officer or agent may be removed by the Board



whenever, in its sole discretion, the best interests of the Corporation will be served thereby, such removal to be without prejudice to the contract rights, if any, of the person so removed.

Section 4. President. The president shall be the chief executive and administrative officer of the Corporation. S/he shall preside at all meetings of the members and at meetings of the Board. S/he shall exercise such duties as customarily pertain to the office of president and shall have general and active supervision over the property, business, affairs and management of the Corporation and over its several officers. S/he may appoint agents or independent contractors as approved by the Board. S/he may sign, execute and deliver in the name of the Corporation powers of attorney, contracts, bonds, notes, mortgages and other obligations and shall perform such other duties as may be prescribed from time to time by the Board or by these By-Laws.

Section 5. Vice-President. It shall be the duty of the vice-president to preside at all meetings from which the president shall be absent, or at which s/he refuses to preside, to succeed to the office in the event it becomes vacant and do all other things customarily done by a vice-president.

Section 6. Secretary. The secretary shall attend all meetings of members and of the Board, shall act as secretary for such meetings and shall keep or cause to be kept in a book provided for the purpose a true and complete record of the proceedings of such meetings and shall perform a like duty for standing committees appointed by the Board, when required. S/he shall have charge of the membership books of the Corporation, attend to the giving and servicing of all notices of the Corporation and shall perform such other duties as the Board may prescribe.

Section 7. Treasurer. Subject to the order of the Board, the treasurer shall have the care and custody of the money, funds, valuable papers and documents of the Corporation and shall have and exercise, under the supervision of the Board, all the powers and duties commonly incident to his/her office. S/he shall deposit all funds of the Corporation in such bank(s), trust company(ies) or with a firm or firms doing a banking business as the directors shall designate. S/he may endorse for deposit or collection all checks and notes payable to the Corporation or to its order, may accept drafts on behalf of the Corporation and, together with the president, may sign certificates of membership. S/he shall keep accurate books of account of the Corporation's transactions, which shall be the property of the Corporation and, together with all its property in his/her possession, shall be subject at all times to the inspection and control of the Board. All checks, drafts, notes or other obligations for the payment of money shall be signed by such officer(s) or agent(s) as the Board shall, by general or special resolution, direct. The Board may also in its discretion require, by general or



special resolutions, that checks, drafts, notes and other obligations for the payment of money shall be countersigned or registered as a condition to their validity by such officer(s) or agent(s) as shall be directed in such resolution.

Section 8. Delegation of Authority. In case of the absence of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any director for the time being, provided a majority of the entire Board concurs therein

ARTICLE 7 - USE OF FUNDS

Section 1. Purposes. All funds of the Corporation may and shall be used, upon majority vote of the Board, for the purposes set forth in Article 2 hereof and no others.

Section 2. Other Expenditures. Expenditures not authorized in Section 1 of this Article shall be made only upon majority vote of the members at an annual meeting or special meeting called for the purpose and then only when such expenditure is permitted by the Act. No part of the income or assets of the Corporation shall be distributed to nor inure to the benefit of any member. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to the American Ranch Horse Association or to any charitable, religious, scientific, testing for public safety, literary or educational organization(s) which would then qualify under the provisions of Sections 501(c)(3) or (4) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended; provided, however, that the Corporation shall at all times have the power to convey any or all of its property to any federal, state or local unit of government.

ARTICLE 8 - FISCAL YEAR

The Board shall have the power to fix and from time to time change the fiscal year of the Corporation. Unless otherwise fixed by the Board, the fiscal year of the Corporation shall be from January 1 through December 31

ARTICLE 9 - LOANS

The Corporation shall not make any advancement for services to be performed in the future and shall not make any loan of money or property to any officer, director or



member of the Corporation.

ARTICLE 10 - AMENDMENTS

The power to make, alter, amend or repeal these By-Laws is vested in the Board. Alternatively, these By-Laws may be amended by a two-thirds vote of the members at a duly authorized and scheduled meeting.

I hereby attest that the foregoing Code of By-Laws is the code adopted by the Board of Directors of Illinois Ranch Horse Association, Inc. at a meeting of the Board of Directors of said Corporation held on _____, 2018.

Dated:

Secretary