

**ILLINOIS PAINT HORSE ASSOCIATION, INC.
BY-LAWS**

Wherever words such as 'he', 'him', or 'his' appear in this document, it is understood that such words are considered asexual and refer to females and males equally.

**ARTICLE I
Name and Location**

The name of this organization shall be known as "Illinois Paint Horse Association, Inc.", an Illinois Not-For-Profit Corporation, (hereinafter referred to as "IPHA"), which at all times herein shall conduct and operate in accordance with the General Not-For-Profit Corporation Act of the State of Illinois. The IPHA shall include the entire State of Illinois, though its members may be residents of any state. The current principle place of business shall be the address of the duly elected secretary, but business of the IPHA may be conducted at any location established by the Board of Directors. The corporate seal of the Illinois Paint Horse Association shall be in the charge of the secretary.

**ARTICLE II
Object**

The objective of the IPHA shall be to advance and promote the Paint Horse through the ideals of the APHA including good horsemanship and good sportsmanship. The purpose is to promote and stimulate interest in the paint horse by sponsoring Paint Horse Shows, encouraging pleasure and trail riding and promote interest in the Paint Horse as a breed.

**ARTICLE III
Member and Memberships**

SECTION I. Member - A member of the IPHA shall be defined as a member in good standing entitled to one vote. [Membership](#) shall be open to all persons who subscribe to the aims of the IPHA and abide by its by-laws, rules and regulations.

SECTION II. Memberships -

1. FAMILY- Embodies two adults, each having one vote with the names of the voters written on the application, with all the privileges of the membership, and to include all unmarried children 18 years and under. Each child will have the privileges of the IPHA, without voting rights, but will have a membership in the Illinois Junior Paint Horse Club as defined in Article III, Section 3, Youth.
2. INDIVIDUAL - Includes any individual 19 & over, entitled to one vote and the privileges of the IPHA.
3. YOUTH - Offered to any youth 18 or under whose parent(s) or guardian is/are not a member, as defined above, of the IPHA. The youth will have the privileges of the IPHA, without voting rights, with a membership in the Illinois Junior Paint Horse Club (IJPHC). This membership is considered to be a period from January 1 through December 31 of a calendar year.
4. BUSINESS - Includes farms, partnerships, corporations and members whose horses are owned by more than one family or for entities who care to participate in the benefits of the IPHA as legal entities other than Individual, Family, or Youth members. Limited to two (2) votes, names of designated voters must be on application.
5. LIFETIME MEMBERSHIP - Honoree privilege approved by the Board of Directors and confirmed by an 80% vote of the general membership. A lifetime member receives all benefits of the IPHA without paying a membership fee for life.

The dues of all members shall be payable on the first day of January of each year and any member in arrears for thirty days will be dropped from the membership roll. Dues for each type of membership will be published on a fee schedule.

**ARTICLE IV
Meetings**

SECTION I. Place of meetings. Any or all meetings of the members and of the Board of Directors of the IPHA may be held at any place within the State of Illinois

SECTION II. Annual meeting. An annual meeting of the members shall be held each year between November 1st and January 31st. One of the purposes of this meeting shall be the nomination and election of the officers and the nomination and election of one-third (1/3) of the members of the Board of Directors. The annual election of officers and annual awards banquet may or may not be held at the same meeting as determined by the needs of the club.

SECTION III. Notice of annual meetings of members. At least twenty-one (21) days prior to the date fixed by Section II of this Article, for the holding of an annual meeting of members, written notice of the time, place and purpose of such meeting shall be mailed to each member entitled to vote at this meeting.

SECTION IV. Delayed Annual Meeting. If, for any reason, the annual meeting of the members shall not be held on the day herein before designated, such meeting may be called and held as a special meeting, and the same proceedings may be had thereat as at a regular annual meeting: namely, not less than a ten-day notice.

SECTION V. Order of business at membership meetings. The order of business at membership meetings of the members shall be as follows:

- A. Reading of minutes of last meeting
- B. Report of the President
- C. Report of the Treasurer
- D. Nomination of the Officers (Annual meeting only)
- E. Election of Officers (Annual meeting only)
- F. Nomination of State Directors (Annual meeting only)
- G. Election of State Directors (Annual meeting only)
- H. Nomination of National Directors (Annual meeting only)
- I. Transaction of Old Business
- J. Transaction of New Business
- K. Adjournment

SECTION VI. Organization Meeting. The President shall preside as chairman of the Board of Directors. A quorum of meetings shall be twenty (20) members. In the event that twenty (20) members are not present, if 50% of the Directors and President are at the meeting, they can decide if business requiring voting can be conducted at such meeting.

SECTION VII. Ties. In any election or voting matter, if a tie exists, a second ballot will be voted by the membership. If a tie exists after the second ballot, the tie will be broken by a secret vote of the Board of Directors and, if necessary, a vote of the President.

ARTICLE V Election

SECTION I. The method of conducting election of club officers and directors will be written/voice ballot at the annual meeting. Nominations are accepted from the floor and members must be present to vote. Votes will be tabulated for each officer prior to proceeding to the next officer to be elected. Privilege of voting is defined in Article III. Election of the members shall be made by a simple majority represented and casting a ballot. To have annual meeting voting rights, IPHA members must be a member prior to October 1.

ARTICLE VI Officers

SECTION I. President. The President shall be elected by a majority vote of the members at the annual meeting of the IPHA, and shall serve for a term of one year or until his successor shall have been duly elected and qualified. He may also succeed himself at any time if he so desires. He shall see that the by-laws, rules and regulations of the IPHA are enforced. He shall be an ex-officio member of the Board and shall preside over all meetings of the Board of Directors as well as the regularly held meetings of the members. He shall have the power to appoint such committees as he deems necessary from time to time, and shall have all of the general powers and duties generally incident to the office of President. A President's term shall be limited to three (3) consecutive terms.

SECTION II. Vice-President. The Vice-President shall be elected by a majority vote of the members at the annual meeting of the IPHA and shall serve for a term of one year, or until his successor shall have been duly elected and qualified. He shall perform the usual duties incident to that of Vice-President, including the performance of all of the duties and the exercise of all the powers of the President during his absence or disability.

SECTION III. Secretary. The Secretary shall be elected by a majority vote of the members at the annual meeting of the IPHA and shall serve for a term of one year, or until his successor shall have been duly elected and qualified. The Secretary shall attend all the meetings of the members and the Board of Directors, and of the Executive Committee, and shall preserve in books of the IPHA, true minutes of the proceedings of all such meetings. He shall safely keep in his custody the seal of the IPHA and shall have the authority to fix same to all instruments where its use is required. He shall perform such other duties as may be delegated to him by the Board of Directors or by the Executive Committee.

SECTION IV. Treasurer. The Treasurer shall be elected by a majority vote of the members at the annual meeting of the IPHA and shall serve for a term of one year, or until his successor shall have been duly elected and qualified. The Treasurer shall have custody

of all the IPHA funds and securities, and shall keep books belonging to the IPHA, in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the IPHA as may be ordered by the Board, making proper vouchers for such disbursements, and shall render to the President and the Directors at the regular meetings of the Board, and whenever requested by them, an account of all his transactions as Treasurer, and of the financial condition of the IPHA. He will also distribute a copy of the annual financial report to all club members yearly. Filings of annual tax return as required by the Internal Revenue Service will be done by the Treasurer. The treasurer will prepare quarterly financial reports and present them to the Board of Directors either at the quarterly meeting or by mail or email if no meeting is called that quarter. A report from each IPHA sponsored horse show shall be presented to the Board of Directors quarterly.

SECTION V. Bonding. The Secretary and Treasurer and all other officers or committees of members, who may have the handling of any funds of the IPHA, shall give a surety bond to be furnished at the expense of the Association for the faithful discharge of their duties if so required by the Board of Directors.

SECTION III and IV. As amended February 26, 1972, the offices of Secretary and Treasurer shall remain separate and apart, however, the same person may hold both offices concurrently.

ARTICLE VII Board of Directors

SECTION I. It is hereby understood that there shall be nine (9) directors. The State has been divided into six (6) areas with each area entitled to one (1) director, with three (3) directors-at-large. One-third of the directors shall be elected each year at the Annual meeting for a term of three years. Each area director will be nominated and elected by a vote of only members from that individual area. Directors-at-large will be nominated and elected by a vote of the entire IPHA membership. Nothing shall be construed to prevent the election of a director to succeed himself. All directors must be voting IPHA members for two (2) consecutive years immediately prior to taking office. The business and property of the IPHA shall be controlled and managed by the Board of Directors. The Board of Directors shall have the power and authority to adopt, amend, repeal and enforce such rules and regulations, (not contrary to the laws of the State or the Certificate of Incorporation or these by-laws) as they may deem expedient concerning the:

- A. Conduct, management and activities of the IPHA;
- B. Removal or suspension of officers and directors;
- C. Admission, classification, qualification, suspension and expulsion of members;
- D. Fixing and collecting of dues and fees;
- E. Expenditure of monies;
- F. Auditing of books and records;
- G. Awarding of year-end awards and recognition;
- H. Conducting of shows, contests, exhibition, races, sales and social functions and other details relating to the general purposes of the IPHA;
- I. Establishing standing and/or special committees.

SECTION II. In order to maintain their position of Director for the IPHA, such director(s) must attend six (6) IPHA Functions in one (1) calendar year, three (3) or 50% (whichever is greatest) of which must be IPHA meetings. If such functions are not attended, said director(s) CANNOT be renominated for that position the following year, and if their term continues into the following year, they will be replaced as per Section III, Vacancies.

SECTION III. Vacancies. Vacancies in the Board of Directors shall be filled by appointment made by the remaining directors. Each person so elected to fill a vacancy shall remain a director until his successor shall have been elected by the members who make such election at the next Annual meeting, or at any special meeting duly called for that purpose and held prior thereto.

SECTION IV. Directors at Large. It is hereby understood that the immediate past president shall hold the position of Director At Large. If unable to serve for the entire three-year term, that position shall be elected by the members for the balance of the vacant years.

ARTICLE VIII Committees

Any committee that has financial responsibility will have a Director as a committee member. If the Committee Chairman is a Director then a second Director must be on the committee. The President will appoint the Chairman and Director to these committees.

All committees will have a Charter that defines its purpose. If the committee is responsible for a Club then the Charter will have the Bylaws of that Club attached to its Charter.

Any Committee Chairman may add members to the committee as long as the added committee members are members in good standing with the IPHA and the Committee Charter allows for additional members.

The following committees will be appointed by the President. All Committees will be under the jurisdiction of the Board of Directors. All Committees, through their Chairman or designate, will bring rule changes, additions or suggestions to the Board of Directors for consideration and discussion before being presented to the membership for approval.

A. Youth Committee - The Youth Committee is responsible for the coordination and promotion of the IJPHC and its annual functions.

- B. Amateur Committee - An Amateur Committee will be responsible for the promotion of the Amateur exhibitors.
- C. Awards Committee - The Awards Committee is responsible for the selection and purchase of the year-end awards.
- D. Show Committee - The Show Committee provides guidance and promotion of the Paint Horse through sponsored shows in accordance with Article VIII.
- E. Racing Committee - A Racing Committee will be appointed if and when an interest arises.
- F. Futurity Committee - The Futurity Committee provides guidance and promotion for the annual futurity show.
- G. Ways and Means Committee - The Ways and Means Committee is to set a budget by April 1st of the current year. The Committee should review each function proposed for the year and submit its impact on the financial well-being of the IPHA. In the absence of a ways and means committee, the Board of Directors will review budgets proposed for the year.
- H. Banquet Committee - The Banquet Committee will plan an Awards Banquet as required in Article VIII, Section C.
- I. Directory Committee - To promote the Paint Horse and the IPHA through the annual publication of a directory.
- J. Bylaws Committee - Reviewing Bylaws annually making sure that they are in compliance with the State of Illinois and the APHA's requirements. Making changes to the Bylaws as voted on by the membership and making the recommended changes to the Board of Directors.
- K. Membership Committee - The Membership Committee should be responsible for attracting new members, special events requested by members, and setting disciplinary guidelines for the Board of Directors.

All committee budget recommendations must be approved by the Board prior to implementation. Committees may not authorize disbursements without prior approval of the Board of Directors. The President may appoint other committees from time to time as required for specific purposes.

**ARTICLE IX
Amendments**

These Bylaws may be amended at any regular meeting of the IPHA by two-thirds (2/3) majority of those present, providing notice of such an amendment has been given at the previous meeting. By-law changes are not effective until the year after they are approved by the APHA.

**ARTICLE X
Auditing**

All accounts of the IPHA will have the IPHA President's name on such accounts. If so requested by two-thirds (2/3) of the membership at the Annual meeting, an annual commercial auditing of the Treasurer and/or of the Futurity shall be made by a certified public accountant at the close of that calendar year. Such accountant shall not be a member of the IPHA. Such audit will commence within 60 days of the request and the results will be reported back to the membership at the next regularly scheduled meeting.

ARTICLE XI

At the dissolution of the IPHA, all monies are to be diverted to an APHA Youth Fund.

**ARTICLE XII
Indemnification**

Each director, officer and committee person of the IPHA shall be indemnified by the IPHA against all costs, expenses and liabilities reasonably incurred by him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a director, officer, or committee person of the IPHA, except in relation to matters which shall have been occasioned by the willful misconduct of dishonesty of such officer, director, or committee person. The foregoing right of indemnification shall cover amounts paid in settlement of any such action, suit or proceeding when such settlement appears to be in the interest of the IPHA. The foregoing rights shall be in addition to any other rights to which such director, officer, or committee person shall be entitled as a matter of law.

By-laws revised January 16, 2010.

	Jerry Wyrick, President
	Steve Morse, Vice President
	Rita Hankins, Secretary
	Shelly Prehoda, Treasurer

