

BYLAWS OF THE LAND OF LINCOLN QUARTER HORSE ASSOCIATION

As Amended November 11, 2017

ARTICLE I

PURPOSE

The purposes of the corporation as stated in its certificate of incorporation are to foster and spread interest in and to educate the members of the corporation and the public in riding, breeding, raising, training, showing, exhibiting and racing of Quarter Horses in America as well best improve the Quarter Horse breed.

The proceedings of the corporation shall be substantially in harmony with the policies and activities of the American Quarter Horse Association.

The corporation also has such powers as are now or may hereafter be granted by the General Not For Profit Act of the State of Illinois.

ARTICLE II

OFFICES

The corporation shall have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office. The corporation may have other offices within the State of Illinois as the membership may from time to time determine.

ARTICLE III

MEMBERS

SECTION 1. MEMBERSHIP. Shall be Open to any reliable person, farm or corporation actively interested in promotion of the American Quarter Horse breed regardless of race, sex or creed.

(SEE BOUNDARIES SET FORTH IN ARTICLE XIV OF THESE BY-LAWS)

SECTION 2. DUES, AWARD POINTS AND TERMINATION OF MEMBERSHIP.

- A. The membership shall determine from time to time the amount of initiation fee, if any, and the dues amount payable to the Association by members.

- B. Membership starts when dues are paid in full and shall end December 31 of that year in which they are paid.
- C. Award points shall be awarded after dues are paid in full.
- D. The Board of Directors may, by affirmative vote of two-thirds of all Board members, after appropriate hearing and with the support of satisfactory evidence, suspend or expel a member for just cause.

SECTION 3. EXPULSION/SUSPENSION. The following acts, when proof of their commission shall have been established by evidence satisfactory to the Executive Committee of said organization, shall in themselves be full and sufficient grounds for expelling or suspending any person, farm or corporation from membership.

- A. Any member expelled or suspended by the American Quarter Horse Association is automatically expelled or suspended from said organization.
- B. Anyone not paying insufficient fund fee for a returned check and/or making an insufficient fund check good within sixty (60) days can be suspended.

SECTION 4. RESIGNATION. Any member may resign by delivery of a written resignation to the Secretary.

SECTION 5. REINSTATEMENT. Upon written request signed by a former member and delivered to the Secretary, the Board of Directors may by the affirmative vote of two-thirds of all Board members reinstate such former member upon such terms as the Board of Directors may deem appropriate. Reinstated members are ineligible to run for the Board of Directors or hold office for 12 months after reinstatement of membership.

SECTION 6. TRANSFER OF MEMBERSHIP. Membership in this Association may not be transferred or assigned.

SECTION 7. VOTING ELIGIBILITY. No person, farm or corporation shall be entitled to vote on matters pertaining to the election of officers or changing of the By-laws unless they have been a member in good standing for at least three (3) months.

SECTION 8. RIGHTS. Any person, farm or corporation having joined the Association shall therefore become subject to the rules of the By-laws then in force or later adopted by the said Association and shall be subject to expulsion and/or suspension from the organization as provided by these By-Laws.

SECTION 9. VOTING RIGHTS. Members 19 years and older (as of January 1st) shall be entitled to vote. Each single membership shall receive one (1) right. Family, farm or corporation memberships shall receive two (2) rights.

ARTICLE IV

MEMBER MEETINGS

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held each year for the purpose of transacting such business that may lawfully come before the meeting. The meeting may be held on a Sunday or a Holiday.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called either by the President, by any five (5) members of the Board of Directors or on petition to the President by not less than fifteen (15%) percent of the members having voting rights.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place, within the boundaries of the Association, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association. In any event, if all of the members shall meet at any time and place, and consent to the holding of a meeting, such a meeting shall be void without call or notice, and at such meeting any Association action may be taken.

SECTION 4. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail as well as by publication in the newsletter, on the website or by email transmittal, to each member entitled to vote at such meeting, not less than ten (10) nor more than thirty (30) days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting, such notice shall be not less than seven (7) nor more than fourteen (14) days before the meeting and the purpose or purposes for which the special meeting is called shall be stated in the notice. Notice of a meeting shall be deemed delivered when deposited in the U.S. Mail, addressed to the member at his address as it appears on the records of the Association, with postage thereon prepaid, or by email transmittal.

SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the Association, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. QUORUM. A quorum shall consist of 8 voting members in order to conduct a business meeting.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the Association shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The Board of Directors shall be comprised of the following: The President, Vice President, Secretary/Treasurer and not less than six (6) Area Directors.

Each Area, as set forth in **ARTICLE XIV** of these By-Laws, shall be entitled to a minimum of one (1) Director, depending upon the number of voting members residing in such Area. Any Area having from 1 to 9 voting members shall be entitled to one (1) Director; from 10-19 voting members shall be entitled to two (2) Directors and in excess of 20 voting members shall be entitled to three (3) Directors.

In addition to those listed above, the following shall also be Directors, all with voting privileges: the Immediate Past President of the Association; a Director-At-Large appointed by the President; a Youth Director and a Futurity Chairman appointed by the Board and as Assistant Secretary or Assistant Treasurer appointed as necessary by the elected officers.

All Directors must be members in good standing of the Association for at least one (1) year prior to election or appointment.

All Directors shall serve for a term of one year except for the President who shall continue to serve for such additional period of time as he remains the Immediate Past President.

SECTION 3. REGULAR MEETINGS. The Board of Directors may provide by resolution the time and place, within the boundaries of the Association, or via conference calling, for the holding of additional regular meetings of the Board without other notice than such resolution. A regular meeting of the Board of Directors shall be held without other notice than by-laws, immediately after, and at the same place as the annual meeting of members.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) Directors. The person or persons calling a special meeting may fix any place, either within or without the boundaries of the Association, or via conference calling, as the place for holding such special meetings.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least seven (7) and not more than fourteen (14) days previous thereto by written notice delivered personally or sent by mail or email to each Director at his address as shown by the records of the Association. If mailed, such notice shall be deemed delivered when deposited in the U.S. Mail so addressed, with postage thereon pre-paid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose or purposes for which a special meeting is called shall be stated in the notice or in the waiver of notice of such meeting.

SECTION 6. QUORUM. A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise required by law or these bylaws.

SECTION 8. COMPENSATION. No Director or Officer shall receive a salary for services to the Association as a Director or as an Officer.

SECTION 9. REMOVAL. The Board of Directors has the right to remove a Director from the Board for not attending 4 consecutive Regular Meetings and appoint a new Director to fill the position for the remainder of the year.

ARTICLE VI

OFFICERS

SECTION 1. DESIGNATION, NUMBER AND TERM. The officers of the Association shall be a President, a Vice President and a Secretary/Treasurer.

No person shall run or hold more than one office at any one time.

All officers shall be Directors in good standing of the Association for at least one year prior to election or appointment.

SECTION 2. NOMINATION AND ELECTION. A nomination meeting of the members shall be held before the end of each year for the purpose of nominating officers. At this meeting the Vice-President shall present its slate of officer-nominees to the membership. The membership may thereupon nominate additional persons to run for each office.

The Secretary/Treasurer shall mail to each member entitled to vote a ballot containing these nominees as well as provision for write-in nominees. Each member shall be entitled to one (1) vote for President, one (1) vote for Vice President and one (1) vote for Secretary/Treasurer. Each member shall also be entitled to vote for Directors from his Area depending upon the number of Directors which his Area is eligible to have pursuant to Section 2 of Article V. The nominees receiving the most votes for each office shall be the duly elected officer or director. Ballots postmarked later than the designated due date will be void. The ballots are to be counted by the Secretary.

SECTION 3. ADDITIONAL OFFICERS. In addition to the foregoing officers, the Board of Directors may select or appoint any such officers and assistant officers and agents as it may from time to time deem necessary, which officers and agents shall have authority and shall perform such duties as may be prescribed by resolution of the Board of Directors.

SECTION 4. REMOVAL. Any officers elected by the members may be removed by the affirmative vote of one-half (a/2) of the whole membership entitled to vote whenever in their judgment the best interest of the Association will be served thereby. Any officer or agent appointed by the Board of Directors may be removed by the affirmative vote of one-half (1/2) of the whole Board whenever in their judgment the best interest of the Association will be served thereby. Removal of an officer or agent shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, increase in number or otherwise may be filled by the Board of Directors for the unexpired term of such office.

SECTION 6. PRESIDENT. The president shall be the principle executive officer of the corporation, and shall in general supervise and control all the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and executive thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statutes to some other officer or agent of the corporation; and in general shall perform all duties incident of the office of president or such other duties as may be prescribed by the Board of Directors.

SECTION 7. VICE PRESIDENT. In the absence of the president or in the event of his inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

SECTION 8. SECRETARY/TREASURER. If required by the Board of Directors the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation, receive any monies due and payable to the corporation from any source whatsoever and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors. If a treasurer's bond is required, the cost will be paid by the association.

The secretary shall keep the minutes of the general meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records of the corporation; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries in general shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

SECTION 10. AREA DIRECTORS. Directors of an area will attend all shows within their area and report to the Board of Directors regarding the effectiveness of such shows, ethical conduct thereat and ways to improve attendance and enjoyment at such shows. They shall promote the general organization and membership in their respective areas and forward monthly news to the Secretary for publication in the LINCOLN LOG. The Area Directors shall be a resident of the area he or she represents.

ARTICLE VII

COMMITTEES

SECTION 1. Each year, immediately following his election, the President shall appoint a committee chairperson to actively serve for the entire year.

NOMINATING COMMITTEE. The **Vice President** of the Association shall serve as chairman of the nominating committee and shall seek out, appraise and select members to hold offices of the Association, encourage desire and commitments of qualified candidates to run for each office and prepare the best possible slate of nominees to present to the membership at the annual nominations meeting.

YOUTH ACTIVITIES COMMITTEE. Shall organize and encourage our youth members to participate and assist at Association shows and functions and shall work with the youth members to raise funds for Youth Team and Awards. The Youth Director of the Association shall head the Youth Activities committee as its chairman.

SECTION 2. OTHER COMMITTEES. The President shall as soon as possible after his election select committees to manage each of the shows to be conducted by the Association during the current year and he shall be empowered to appoint such other committees from time to time as he deems necessary or desirable.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or agent of the Association, in addition to the officers authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or agent of the corporation and in such manner as shall be determined by resolution of the members. In the absence of such determination by the members, such instruments shall be signed by the treasurer or assistant treasurer and countersigned by the president or the vice president of the corporation except that checks for less than **\$2,000.00** may be signed the treasurer alone provided that multiple checks of such denomination are not written for the same end purpose to circumvent this restriction of **\$2,000.00**.

SECTION 3. DEPOSITS. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any

ARTICLE IX

BOOKS AND RECORDS

The corporation shall keep correct and complete books and receipts of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principle office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XI

SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois".

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the by-laws of the Association, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENTS OF BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the members present at any regular meeting or at any special meeting, provided that a Quorum of voting members are present at the meeting and provided that a notice at least seven (7) days prior to the meeting is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

ARTICLE XIV

BOUNDARIES

SECTION 1. AREAS. The Association shall be divided into the following nine (9) Areas:

- AREA 1: JoDavies, Carroll, Whiteside, Rock Island, Mercer & Henry Counties
- AREA 2: Stephensen, Winnebago, Ogle, DeKalb & Lee Counties
- AREA 3: McHenry & Kane Counties
- AREA 4: Lake, DuPage & Cook Counties
- AREA 5: Bureau, Fulton, Grundy, Hancock, Henderson, Kendall, Knox, LaSalle, Livingston, Marshall, McDonough, McLean, Peoria, Putnam, Stark, Tazewell, Warren, Woodford Counties
- AREA 6: Will, Kankakee, Ford & Iroquois Counties
- AREA 7: Adams, Schuyler, Mason, Logan, Dewitt, Piatt, Champaign, Vermilion, Brown, Cass, Menard, Macon, Morgan, Sangamon, Moultrie, Scott, Pike
- AREA 8: SE WI: Calumet, Columbia, Dane, Dodge, Fond Du Lac, Green, Green Lake, Jefferson, Kenosha, Manitowoc, Marquette, Milwaukee, Ozaukee, Racine, Rock, Sheboygan, Walworth, Washington, Waukesha, Waushara, Winnebago Counties
- AREA 9: Out of Bounds

DIRECTOR AT LARGE