

BYLAWS
OF
IOWA APPALOOSA ASSOCIATION, INC.

A Non-Profit Corporation

ARTICLE I.
PURPOSE

To promote the Appaloosa horse at the regional level, cooperate with and aid in every way the ApHC, and to abide by the Rules and Regulations printed in the current Official Handbook of the Appaloosa Horse Club.

Subject to the restrictions set forth in these By-Laws, to engage in other lawful activities, none of which shall be for profit, for which corporations may be organized under the Iowa Nonprofit Corporation Law.

ARTICLE II.
MEMBERS

Section 1

There will be 3 classifications of memberships, youth, individual, and family. (Adult members shall be defined as 19 years of age and over; couples shall be defined as those who are married or otherwise legally recognized as common-law; youth members are defined as being 18 years of age and under on January 1 of the current year; family members are defined as parents/guardians and their children having not reached 19 years of age of January 1 of the current year). Membership fees will be: Youth \$5.00, must be accompanied by adult parent, or guardian membership; Individual \$20.00; Family \$30.00.

Section 2

Voting rights. All paid members age 19 and above in good standing with the IAA shall have the right to cast votes by presence vote or notarized proxy on any subject at any membership meeting. Individual memberships are entitled to one vote; family memberships are entitled to two votes, youth members have no votes.

Section 3

Non-Transferable Membership. The membership in this club is non-transferable. Any attempt to transfer shall immediately void the membership and relieve the club of any obligation to refund any dues paid.

Section 4

Due Process.

A. Those members abusing or misusing their privileges of membership will have their memberships revoked after an appropriate hearing of the club's Board of Directors.

B. Membership may be terminated for the following reasons: a) Resignation of a member. b) Default in the payment of dues or other monies owed to IAA. Dues are payable to the treasurer on or before January 1 of the current year. Members in arrears 60 days shall be deemed to be delinquent and will be dropped from the membership roll. c) An egregious act has been committed against officers, directors or other members of IAA.

C. Suspension or revocation for valid cause after an appropriate hearing to the Board of Directors, giving the member involved notice of said hearing and opportunity to be present, upon the affirmation vote of the majority of the Board of Directors.

Section 5

Reinstatement. Members may, upon application, be reinstated at the discretion of the Board of Directors.

Section 6

Members are expected to serve on such committees, panels, or work groups as necessary to support the club in its functions.

ARTICLE III. MEETING OF MEMBERS

Section 1

Annual Meeting: The IAA will have one annual membership meeting per year after the last show of the year. The meeting date and location will be set by the Board of Directors.

Section 2

Special Meeting: A special meeting may be called at the discretion of four members of the Board of Directors.

Section 3

Notice: 1) Notice of a board meeting will be made to all directors 10 days in advance of the meeting date. This notice may be verbal, written, or email. 2) Notice of membership meeting will be made via newsletter or mail.

Section 4

Quorum. A total of 2/3 of the Board of Directors or 4 Board of Directors will be required to qualify as a quorum.

Section 5

Voting Rights: Board meetings - only Board of Director members. General Membership meetings - all qualified members in attendance plus notarized proxy votes.

ARTICLE IV BOARD OF DIRECTORS/ELECTION

Section 1

Election: At the annual meeting of the members, 2 Directors shall be elected for a term of 3 years, and 2 Directors elected annually. The affairs of the club shall be managed by its Board of Directors. From the entire elected Board, the members may vote their preferences for President, Vice-President, Secretary and Treasurer. Only one Board member or officer may be elected from the same family.

Section 2

Vacancies. In the event of death, written resignation or refusal to serve on the Board, these vacancies shall be filled from the membership by the Board. Should any member of the Board be absent from three regularly scheduled Board meetings during the fiscal year of this club without just reason accepted by the Board, the position may be declared vacant on a majority vote of the Directors present. The uncompleted term of such a vacancy will be filled from the membership by the Board.

**ARTICLE V.
BOARD OF DIRECTORS/GENERAL POWERS**

Section 1

General Powers: The Board of Directors shall define the policies of the IAA and shall have administrative directions and management of this association.

Section 2

Tenure. Directors will be elected for a three-year term. When their term expires they can be re-elected by the membership for another three-year term.

Section 3

Officers. The President, Vice-President, Secretary, and Treasurer shall be chosen from members of the Board, guided by the preferences of the membership, all being one year terms. (See Article VI).

**ARTICLE VI.
OFFICERS**

Section 1

Co-Presidents. To better coordinate the joining clubs there will be one person elected from each joining club to the office of president. In turn there will be no vice president, as these people will perform the duties of both president and vice president. However, the one acting as the chair of a board meeting will not vote unless the board votes are tied. This arrangement will exist for one year only. At the end of one year a single president and vice president will be elected from the board of directors.

Section 2

President. The President shall be the Chief Executive Officer. He shall in general supervise the business and affairs of the club. He shall preside at all meetings of the members of the Board of Directors. He will co-sign, with the Treasurer, all check s that are drawn on the club's bank accounts; and in general perform such other duties as may be prescribed by the Board of Directors.

Section 3

Vice-President. In the absence of the President 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 of and be subject to all the restrictions upon the President. He

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 4

Secretary. The Secretary shall keep the minutes of all the meetings of the Board of Directors and of the members in records solely for that purpose, see that all notices are duly given in accordance with the provisions of these By-Laws, and be custodian of the corporate records. The Secretary shall also keep the membership roll containing the mailing address of all members. It is the responsibility of each member to keep the Secretary informed of any address change. The Secretary may be assigned other duties and functions as designated by the President or Board of Directors. (It is recommended by the ApHC that all meetings be tape-recorded as well as recorded by hand).

Section 5

Treasurer. The Treasurer shall keep an accurate record of the books and accounts, shall be responsible for all fees and dues, and shall deposit all club funds in such bank or banks as may be approved by the Board of Directors. Such money shall only be withdrawn by check and co-signed by the Treasurer and the President. All disbursements must be approved by the Board of Directors prior to payment. A financial report shall be given to the members at all membership meetings. The club's books will be audited annually by a three-member committee appointed by the Board of Directors. Said committee to be comprised of at least one Director and two members in good standing of the club. The treasurer shall be bonded.

ARTICLE VII. COMMITTEES

Section 1

Committees. The members of a committee shall be members in good standing of the club. The Board of Directors shall appoint a Chairman to such committee, as they deem necessary.

Section 2

Terms of Committee. The term for any position or committee member is one year, unless the committee is terminated sooner.

Section 3

Point Keeper. The club shall provide a point system for all horses in the various show categories. All high point winners are to be presented year-end awards at an awards

banquet and/or annual meeting. The point keeper will keep accurate tabulations of the points and report the standings periodically in the newsletter, and will handle the World Championship Appaloosa Show qualifying bids. Points shall be audited each year.

Section 4

Newsletter Editor. The newsletter is the main communication link for the IAA. It shall be published in the AHUM and distributed to the members 7 times a year. Such newsletter shall include a summary of minutes of all meetings, club news and activities, and any advertising which will publicize and promote the Appaloosa horse in this club. The regional newsletter may not be used to embarrass, contest, or oppose any action of the ApHC staff or Board of Directors at any time, and may not use a disclaimer to any editorial material that in any way fails to promote or cooperate with the ApHC Articles, By-Laws, and Rules.

ARTICLE VIII. CONDUCT AND ORDER OF BUSINESS

Section 1

Conduct. Except as required by statute or as otherwise provided in these By-Laws, all meetings of the members, Board of Directors, and Committees shall be in accordance with Robert's Rules of Order.

Section 2

Order of Business. Order of business of the membership meeting shall be as follows:

- A. Roll call of Directors and Officers and noting of absentees.
- B. Reading and approval of minutes of previous meeting.
- C. Treasurer's report on all receipts and disbursements since previous meeting.
- D. Action on new membership applications.
- E. Approval of bills, communications, etc.
- F. Reports of committees.
- G. Unfinished/Old business.
- H. New business.
- I. Elections of Directors (any vacancies as well as the annual elections).
- J. Being no other business, adjournment.