



Illinois Reining Horse Association

Bylaws

January 1, 2019

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Article I: Title, Objectives, Location

SECTION 1. TITLE

This organization is incorporated under the laws of the State of Illinois and shall be known as the Illinois Reining Horse Association, and shall at all times be operated as a not for profit association in accordance with the laws of the State of Illinois and the United States of America.

SECTION 2. OBJECTIVES

1. To promote and encourage the understanding, enjoyment, and showing of reining horses.
2. To offer educational programs in the breeding and development of reining horses.
3. To hold competitive events.
4. To reach a wide audience including the youth, non-professionals and professionals.
5. To communicate and coordinate with other groups within the State and surrounding States for the promotion of reining horses and reining horse functions.
6. To affiliate the ILRHA with the National Reining Horse Association and such other organizations as may be, from time to time, deemed advisable by the Board of Directors.

SECTION 3. LOCATION

The principal office of the Association shall be the address of the current Secretary of the ILRHA.

SECTION 4. TERMS AND DEFINITIONS

The following definitions are applied to the use of any title or term herein listed when used throughout the ILRHA Bylaws.

- Board of Directors – The governing body comprised of all Officers and Directors-At-Large. Also may be generally referred to as “Board”, “Board Members”, “Directors”, or “Executive Committee.”
- Directors-At-Large – Members elected by the entire membership to two-year terms of service. A Director-At-Large is a member of the Board of Directors.
- Officer – The President, Vice President, President Emeritus, Secretary, and Treasurer, are Officers of the Association.
- Committee Chairs – Appointed by the President to serve as the presiding member of the respective committee.

- Committee Members – Selected by the Committee Chair to serve as a voting participant to the respective committee.
- ILRHA – Abbreviation for the Illinois Reining Horse Association.
- NRHA – Abbreviation for the National Reining Horse Association.
- Association – A general reference to the ILRHA.
- Member(s) – A general reference to those individuals and legal entities that have paid a membership fee to the Association and are further defined in these bylaws, rules and regulations. Unless otherwise described, wherever “member(s)” is found in the bylaws, rules and regulations, it is understood to mean ILRHA member or all ILRHA members.

SECTION 5. DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(5) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County exclusively for such purpose or to such organization or organizations of said court determine which are organized or operated exclusively for such purposes.

Article II: Members

SECTION 1. CLASS OF MEMBERS

The ILRHA shall have two classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

1. Youth Membership – Members who are eighteen (18) years of age or younger as of January 1st of the calendar year.
2. Individual Membership – Members who are nineteen (19) years of age or older as of January 1st of the calendar year.

SECTION 2. ACCEPTANCE OF MEMBERS

Membership is open to any individual of good character and reputation that has an interest in reining horses and the promotion of the reining horse. All applications for membership shall be filed with the Secretary and be accompanied by payment of dues for the calendar year. Members shall be admitted and retained in accordance with the rules and regulations of the Illinois Reining Horse Association.

SECTION 3. VOTING RIGHTS

A voting member is a member who is nineteen (19) years of age or older as of January 1 of the calendar year. In all matters governed by the vote of the members, each voting member in good standing shall be entitled to one (1) vote.

SECTION 4. TERMINATION OF MEMBERSHIP

The Board of Directors may, by a majority vote of Board Members present at any regular constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XI of these bylaws. The Board of Directors may, by affirmative majority vote of all Board Members, suspend or expel a member for cause after an appropriate hearing.

SECTION 5. RESIGNATION

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessment, or other charges theretofore accrued and unpaid.

SECTION 6. REINSTATEMENT

Upon written request, signed by former member and filed with the Secretary, the Board of Directors may, by affirmative majority vote of all Board Members, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 7. TRANSFER OF MEMBERSHIP

Membership in Association is not transferrable or assignable.

Article III: Meetings of Members

SECTION 1. ANNUAL MEETING

An Annual Meeting of the members shall be held for the purpose of announcing the elected Officers and Directors, a statement of the business and affairs of the Association for the preceding year, presentation of year end awards, and for transaction of such other business as may come before the meeting.

SECTION 2. SPECIAL MEETING

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

SECTION 3. PLACE OF MEETING

The Board of Directors may designate the time and place for the Annual Meeting or for any special meeting call by the Board of Directors, the President, or Association members.

SECTION 4. NOTICE OF MEETINGS

Written notice stating the place, date, and the hour of any meeting of members shall be delivered to each member not less than thirty (30) days or more than sixty (60) days before the date of such meeting. In case of either the Annual meeting or a special meeting, or when required by statute, or by these bylaws, the purpose for such meeting shall be stated in the notice. All notices shall be delivered via the United States Postal Service, or via electronic mail to members who have consented to said method of contact. When mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the Association, with postage thereon prepaid.

SECTION 5. INFORMAL ACTION BY MEMBERS

Any action required or permitted to be taken at a meeting of the members may be taken without a meeting, if a majority of all members entitled to vote, consent in writing or electronic documentation, such as electronic mail, to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the members of the association.

SECTION 6. QUORUM

The members holding one-tenth of the votes, which may be cast at any meeting, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice.

Article IV: Board of Directors

SECTION 1. GENERAL POWERS

The affairs of the Association shall be managed by its Board of Directors. All members of the Board of Directors are required to be ILRHA members with dues paid by January 1st of each year of their serving term.

SECTION 2. NUMBER, TENURE, AND ELECTION

The number of Directors shall be seven (7) and shall consist of a President, a Vice President, a Treasurer, a Secretary, a minimum of two (2) Directors-At-Large, and if affirmed, one (1) Director Emeritus (immediate past President). Each Director shall hold office for two years and until his or her successors have been elected by a majority vote by the Association members and qualified, except for the President Emeritus which is filled by the exiting President once his or her successor has been elected by a majority vote by the Association members and qualified. Directors need not be residents of Illinois. If the number of directors is increased or decreased from time to time by amendment of this section, unless the Articles of Incorporation provide that a change in the number of directors shall be made only by amendment of the Articles of Incorporation, then the number of Directors required for a quorum in Article IV, Section 8, will need to be modified to reflect the change if necessary. The election of officers shall be completed by means of a ballot vote which is to be submitted with the notice of the Annual Meeting. Voting ballots are due to the Secretary prior to the Annual Meeting with the elected Directors starting their duties on Jan 1st of the following year. A ballot vote shall not be required if there is no more than one nominee for each position on aforementioned ballot. When no ballot vote is required, a majority vote by the members to affirm nominees at the Annual Meeting shall be sufficient to the election of officers. The election of the Directors shall alternate on a bi-annual basis as follows:

Year one:

- i. President
- ii. Treasurer
- iii. 1 (one) Director-at-Large
- iv. 1 (one) Director-at-Large, in lieu of President Emeritus.
 1. The aforementioned position shall be added to the ballot, and become an elected position, to maintain (7) board members.

- a. The aforementioned position shall be added to the ballot in the event the current President is reelected to an Officer position, and the current President Emeritus opts not to continue serving beyond their required two-year term.
2. The aforementioned position shall not be added to the ballot if the current President Emeritus is willing to continue serving in said position beyond their two year requirement, and they are not displaced by the current President.
3. The aforementioned position shall not be added to the ballot and shall be vacated, if the current President does not run for re-election, thus filling the President Emeritus position for the subsequent two years.

Year two

- v. Vice-President
- vi. Secretary
- vii. 1 (one) Director-at-Large

SECTION 3. MEETINGS

The Board of Directors shall hold at least (4) regular meetings at such time and place as they shall determine per calendar year.

SECTION 4. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by, or at the request of, the President or any two (2) Directors. The person or persons who authorized to call special meetings of the Board of Directors shall designate the location for holding such special meeting of the Board of Directors as called by them.

SECTION 5. NOTICE OF MEETINGS

Notice by postal mail, electronic mail, or telephone, stating the place, date, and the hour of any meeting of the Directors shall be delivered to each member of the Board of Directors not less than forty eight (48) hours when notice is given by telephone, otherwise not less than seven (7) days or more than forty five (45) days before the date of such meeting. In case of either a meeting or a special meeting, or when required by statute, or by these bylaws, the agenda for such meeting shall be stated in the notice. When mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the Association, with postage thereon prepaid. When sending notice by electronic mail the notice of a meeting shall be deemed delivered at the time communication was sent.

SECTION 6. INFORMAL ACTION BY BOARD OF DIRECTORS

Any action required or permitted to be taken at a meeting of the Board of Directors, including amendment of these bylaws, or of any committee may be taken without a meeting if majority of all members of the Board or committee consent in writing, electronic documentation, such as electronic mail, or telecommunication, to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a majority vote of the Board or of the committee as the case may be.

SECTION 7. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board may participate in a meeting or a special meeting through use of conference telephone or other similar communications equipment, so long as members participating in such meeting can converse with each other.

SECTION 8. QUORUM

Four (4) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 9. 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, unless statute or these bylaws require the act of a greater number.

SECTION 10. VACANCIES

Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors unless statute or these bylaws provide that a vacancy or directorship so created shall be filled in some other manner, in which case such provision shall control. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

SECTION 11. COMPENSATION

Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Association's business are allowed to be reimbursed with documentation and majority approval by the Board of Directors. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore and with prior majority approval by the Board of Directors.

SECTION 12. CONFLICT OF INTEREST

Any current member of the ILRHA Board of Directors, or any member listed on a ballot during elections for the ILRHA Board of Directors may not be an officer, director-at-large, committee member, or other similarly named position, for any NRHA affiliate other than the ILRHA. This includes any form of participation or presence, whether in person or teleconference, in any Board of Directors meetings for NRHA affiliates other than the ILRHA, unless formally approved by the ILRHA Board of Directors.

Article V: Officers

SECTION 1. OFFICERS

The Officers of the Association shall be the President, Vice President, President Emeritus (Immediate past president), Treasurer, and Secretary. Any two or more offices may be held by the same person, except the offices of President and Secretary, or the offices of Treasurer and Secretary. All Officers are required to be NRHA members in good standing.

SECTION 2. ELECTION AND TERM OF OFFICE

The Officers of the Association shall be elected as prescribed in Article IV Section 2 of these bylaws. Officer terms are for two (2) years. Vacancies may be filled, or new offices created and filled, at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until they shall resign or shall have been removed in the manner hereinafter provided. Election of an Officer shall not itself create contract rights.

SECTION 3. REMOVAL FROM OFFICE

Any Officer elected or appointed by the Board of Directors may be removed by affirmative majority vote by all Board Members whenever in its best judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT

The President shall be the principle executive Officer of the Association. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Association; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general he or she shall discharge all duties incident to the office of the President and such other duties as may be prescribed by the Board of

Directors. He or she shall preside at all meetings of the members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another Officer or agent of the Association or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, he or she may execute for the Association, any contracts, promissory notes, deeds, mortgages, bonds, insurance, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Association, and either individually or with the Secretary or any other Officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote all securities which the Association is entitled to vote except as and to the extent such authority shall be vested in a different Officer or agent of the Association by the Board of Directors.

SECTION 5. VICE PRESIDENT

The Vice President shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the absence of the President or in the event of his or her 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. Except in those instances in which the authority to execute is expressly delegated to another Officer or agent of the Association or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the Vice President may execute for the Association any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either individually or with the Secretary or any other Officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

SECTION 6. PRESIDENT EMERITUS

The President Emeritus shall serve immediately after ending his or her previous term as President of the Association for duration of two (2) years. The President Emeritus shall assist in an advisory role for the Board of Directors in the discharge of their duties, and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

SECTION 7. TREASURER

The Treasurer shall be the principal accounting and financial Officer of the Association. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Association; (b) have charge and custody of all the funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 8. SECRETARY

The Secretary shall record the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these bylaws or as required by law; be custodian of the Association records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member, and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Article VI: Committees

SECTION 1. COMMITTEES OF DIRECTORS

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors. These committees to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

SECTION 2: PERMANENT COMMITTEES

The hereinafter named committees shall be permanent committees and the Board of Directors, from time to time, may create and empower other committees, standing or special. The committees shall include, with listed subsets, but are not limited to:

1. Program
 - a. Year-end Award Circuit
 - b. State Fair show
 - c. Clinics, Seminars, Fun days
 - d. Banquet
2. Awards
 - a. Year-end Circuit
 - b. Affiliate Show(s)
3. Financial Development

- a. Fundraising events
- b. Sponsorships
- 4. Communication and Promotions
 - a. Website
 - b. Facebook
 - c. Newsletter
 - d. Member Liaison
 - e. NRHA Liaison
- 5. Constitution, Rules, and By-laws

SECTION 3. OTHER COMMITTEES

Other committees not having and exercising the authority of the Board of Directors in the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association and the chairman of the committee shall appoint the members thereof. Any member thereof may be removed whenever in the chairman's judgment the best interests of the Association shall be served by such removal.

SECTION 4. TERM OF OFFICE

Each member of a committee shall continue as such until the next Annual Meeting of the members of the Association and until his or her successor is appointed, whichever is later, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

SECTION 5. CHAIRMAN

One member of each committee shall be appointed chairman of the committee by the President or the person, or persons, fulfilling the duties of the President at the time of appointment.

SECTION 6. VACANCIES

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. QUORUM

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 8. RULES

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with the rules adopted by the Board of Directors.

Article VII: Contracts, Checks, Deposits, and Funds

SECTION 1. CONTRACTS

The Board of Directors may authorize any Officer or Officers, agent or agents of the ILRHA, in addition to the Officers so authorized by these bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ILRHA and such authority may be general or confined to specific instances. Such authorization is to be approved by the Board of Directors and officially recorded in the Board meeting minutes. The ILRHA shall not be bound by contract for expenditure in excess of \$100 except by resolution of the Board of Directors.

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 ILRHA, shall be signed by such Officer, or Officers, agents or agents of the ILRHA; and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3. DEPOSITS

All funds of the ILRHA shall be deposited from time to time to the credit of the ILRHA 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 ILRHA any contribution, gift, bequest, or devise for the general purposes of or any special purpose of the ILRHA.

Article VIII: Certificates of Membership

The Board of Directors may provide for the issuance of certificates evidencing membership in the ILRHA, which shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the Secretary or other designated Board Member. If any certificates shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Article IX: Books and Records

The ILRHA shall keep correct and complete books, records of account, copy of the bylaws and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors, and shall keep at the registered or principle office, a record giving the names, addresses, NRHA number, and birth date (requirement for youth members only) of the members entitled to vote. Any member, or member's agent or attorney, may inspect all books and records of the ILRHA for any proper purpose at any reasonable time.

Article X: Fiscal Year and Auditing of Accounts

The fiscal year of the ILRHA shall be January 1st through December 31st. An audit of the accounts of the Treasurer shall be made by a certified public accountant when directed by a quorum from either the Board of Directors or from members and shall be reported at the next annual meeting of the members following the close of such year. Such accountant shall be a disinterested person and not a member of the association.

Article XI: Dues

SECTION 1. ANNUAL DUES

The Board of Directors will determine the amount of initiation fee, if any, and annual dues payable to the ILRHA by members of each class, if any.

SECTION 2. PAYMENT OF DUES

Each member of the ILRHA shall pay annual membership dues to the ILRHA. Said dues are due and payable prior to the conclusion of any show, or the last day of a consecutive set of days of shows, which is to be counted toward year end totals.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP

When any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the period for which such dues become payable, his or her membership may thereupon be terminated by the Board of Directors in the manner provided in Article II Section 4 of these bylaws.

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 the bylaws of the ILRHA, a waiver thereof in writing signed by all members or Board of Directors entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIII: Seal

The seal of the Association shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the Association. The procurement of a seal shall be discretionary only, and is not required.

Article XIV: Annual Statements

The President and Board of Directors shall present at each Annual Meeting a full and complete statement of the business and affairs of the association for the preceding year. Such statements shall be prepared and presented in whatever manner the Board of Directors shall deem advisable and need not be verified by a Certified Public Accountant.

Article XV: Amendments

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

Article XVI: Indemnification

Each Director and Officer shall be indemnified by the Association against any liability and/or expenses reasonably incurred by him or her in connection with the defense of any action suit, or proceeding instituted in which he or she may be made party defendant by reason of his or her being or have been a Director or Officer of the Association. Liability and/or expense shall include the cost of reasonable settlement made with a view of avoiding the cost of litigation and the payment of any judgment or decree entered in such action, suit, or proceeding. That Association shall not, however, indemnify such Director or Officer with respect to matters as to which he or she shall be finally adjudged in any such action suit, or proceeding to have been derelict in the performance of his or her duties as such Officer or Director, and in no way shall anything herein be so construed as to authorize the Association to indemnify as such Director or Officer against any liability he or she would be subject to by reason or willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his or her office. The foregoing right of indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled as a matter of law. Said indemnity shall also ensure to the benefit of the heirs, executors, and administrators of such person.

These bylaws have been approved by the Board of
Directors and adopted by this Association on
this 1st day of January, 2019

We hereby certify these are the accurate bylaws of the
Illinois Reining Horse Association.

X //signed//
Cindy Ferguson President

X //signed//
Doug Bogart Vice President

X //signed//
Renee Price Treasurer

X //signed//
Carol Vols Secretary

X //signed//
Diane Sibley President Emeritus

X //signed//
Jaime Miller-Werling Director-At-Large

X //signed//
Lori Nelson Director-At-Large