

By Laws Of Kansas Quarter Horse Association

Article I

Title, Objects (Purpose), Location

Section 1: Title: This Association shall be known as the Kansas Quarter Horse Association (KQHA), and shall at all times be operated and conducted as a non-profit Association in accordance with the laws of the State of Kansas, providing for such organizations and by which it shall acquire all such rights as granted to associations of this kind.

Section 2: Objects (Purpose): The purpose of this Association shall be to promote the American Quarter Horse; educate members and associates in relation to breeding and improving of the American Quarter Horse; assist members in sales promotions; assist in county and state fairs in educational, exhibition and promotional work.

Section 3: Place of Business: The principal place of business shall be at such place as may be designated by the Board of Directors; but the members, officers and directors of this association may be residents of any state and business of this Association may be conducted at any place convenient to the officers, directors of, or members of this association.

Section 4: Corporate Seal: The seal of the Association shall be in charge of the Board of Directors and shall be in the form impressed hereon immediately below.

Section 5: Affiliates: The affiliate organizations known as the Kansas Amateur Quarter Horse Association and the Kansas Quarter Horse Youth Association operate under the umbrella of the Kansas Quarter Horse Association rules and regulations and are subject to review and approval by the KQHA Board of Directors.

Article II Members, Meetings

Section 1: Membership: Membership is open to any person or firm interested in the promotion of the American Quarter Horse, by payment of membership dues as hereinafter provided.

Section 2: Membership Dues:

a. Annual Membership Dues: Annual membership dues in this association shall be Forty Dollars (\$40.00) per adult membership regardless of whether such membership is listed in the name of one individual or in multiple names, partnership, ranch or business name.

Section 3: Regular Annual Meeting: The regular annual meeting of the members shall be held annually on a date, time and place as may be fixed by resolution of the Board of Directors for the purpose of electing directors and for the transaction of such other business as may be brought before the meeting. Notice of the annual meeting shall be given by posting on the Kansas Quarter Horse website in a conspicuous place. The Board of Directors will meet as needed, in addition to the annual meeting to facilitate communication and conduct the business of the association. A reminder notice will be sent to all directors prior to each meeting.

Section 4: Special Meetings: Special meetings of the members may be held at such time and place as may be designated in the notice, whenever called at the direction of

the President or by a majority of the Board of Directors, or by notice signed by not less than twenty percent (20%) of the members then in good standing. Notice of each special meeting shall be given in the same manners as provided with respect to notice of the annual meetings and shall further briefly state the objects and purposes thereof.

Section 5: Quorum: At any meeting of the members held in accordance with the foregoing provisions as to notice, the members attending such meeting shall constitute a quorum for all purposes unless, a larger number would be required by law. To exercise voting privileges a member must be physically present at a meeting, which privilege cannot be delegated by proxy.

Section 6: Call to Order: Any officer of the Association may call the meeting of members to order and act as Chairman thereof, precedence being given as follows: President, Vice President, or directors. In the absence of all such officers, members present may elect a Chairman. The directors may appoint any person to act as Secretary of the meeting.

Section 7: Voting Rights: Payment of membership dues shall constitute voting rights in any membership meeting or annual meeting, provided voting rights at the time of the annual meeting shall be granted to only those members whose dues are paid at the time of the official call by the President of the Association of said annual meeting. At meetings of members, each member (annual or lifetime) shall be entitled to one (1) vote only regardless of whether the membership is held in name of an individual, husband and wife, partnership, ranch, business or otherwise. Youth Members are not entitled to vote at any membership meeting except meetings of the Kansas Quarter Horse Youth Association.

Section 8: Whenever in these By-Laws the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right to vote.

Article III Directors

Section 1: The business and property of the Association shall be managed and controlled by the Board of Directors.

Section 2: The Board of Directors shall consist of twelve regular members who shall hold office for a term of three years, one-third of said directors to be elected by the members at each annual meeting of members. To be eligible for election to and serve on the Board of Directors, an individual must be a member in good standing of the Association. Any elected director who is absent for three consecutive times from meetings of the Board of Directors may be removed as a director without further action, upon the third absence. Any vacancy on the Board of Directors by death, resignation or other cause may be filled by affirmative vote of a majority of the remaining directors at any regular meeting of the Board of Directors of the Association. In addition to the regular directors so elected, all present and future Past Presidents of the Association shall be and become lifetime Directors-At-Large, with voting privileges.

Section 3: Each director may be asked to serve as the chair of one of the following

committees.

Amateur Chair: To represent amateur members' interests by serving as the communications link between the KAQHA Board and the KQHA Board. Report on Amateur activities and issues.

Show & Contest Chair: Direct all shows held by Kansas Quarter Horse Association. This includes seeking show approval from AQHA, hiring essential personnel such as managers and secretaries, recruit volunteers for non-essential positions, direct year end points tabulation, create show bills, and other such items as necessary to establish and promote all KQHA held shows and special events.

Membership Chair: This person will develop and implement marketing strategies to enlist new members in the organization. They will represent and coordinate KQHA presence at equine related events such as Equifest, State Fair, Horse Bowl, FFA Convention, KSU Equestrian activities and open horse shows. They will also assist in the preparation of Membership materials.

Media Chair: To promote KQHA and its activities by way of effective communications and public relations. Duties will include developing printed/electronic media for the association, critique and advise the newsletter and web site for content and design, promotional mailings, flyers and advertising in other mediums to promote KQHA and its activities.

Finance Chair: The chair of this committee will serve as a member of the executive committee. They will be in charge of financial oversight of the KQHA office by reviewing the financial reports at least quarterly. They will develop, approve and supervise fundraising activities for KQHA and its affiliates (Youth and Amateur) and assist in the solicitation of donations for KQHA projects. They will also develop and publish an annual budget for the associations.

Memorial/Scholarship Chair: This position will develop fund raising strategies to enrich the memorial/scholarship endowments, review application guidelines and criteria for selection and approve of investment strategies.

Annual Meeting Chair: The annual meeting chair will coordinate logistics of the annual meeting including securing the facility, setting the budget, planning activities, catering and entertainment and directing activities during the event.

Awards Chair: The awards chair has the responsibility for acquisition of awards for the Youth Sportsmanship Award, the High Point Awards (Open, Amateur, and Youth) with funds allocated by the KQHA Board of Directors.

Youth Director: The Youth Director executes and supervises the activities of the KQHYA and serves as the link between the KQHYA Board and the KQHA Board. They supervise the youth activities committee which shall consist of the Director of Youth Activities, President of KQHA, and at least four adults appointed by the KQHA Board of Directors to assist the Director of Youth Activities of the KQHYA. No more than 25% of the appointed adults shall be members of the KQHA Board. Appointed adults shall be appointed yearly and shall not serve more than three (3) consecutive years. (from the KQHYA bylaws).

Section 4: The regular annual meeting of the Board of Directors shall be held immediately following the annual members' meeting; and no notice shall be required for any such regular meeting of the Board. The Board, by rule, may provide for other regular meetings at stated times and places, of which no notice shall be required. Any and all business may be conducted at any annual or regular meeting of the board.

Section 5: Special meetings of the Board of Directors shall be held whenever called by direction of the President or by two thirds of the directors for the time being in

office. The President shall give notice of each special meeting of the Board by emailing or telephoning the same to each director, but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting of the Board.

Section 6: Six directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if at any meeting of the Board there may be less than a quorum present, a majority of those present may adjourn the meeting from time to time until quorum shall be present.

Section 7: At meetings of the Board of Directors, business shall be transacted in such order as the Board of Directors may determine.

Section 8: At the regular annual meeting of the Board of Directors, the Board shall proceed to the election of officers of the Association.

Section 9: The Board of Directors shall manage and control the business and property of the Association, and shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to the Articles of Incorporation and these By-Laws as they may deem expedient concerning the conduct, management and activities of the Association, the admission, classification, qualification, suspension and expulsion of members, removal of officers, rules and regulations governing the procedure of such suspension, expulsion and removal, the expenditure of money, the auditing of books and records, awards, the conduction and/or approving of shows, contests, exhibitions, events, sales and social functions and other details relating to the general purpose of the Association, all, however, subject to revision or amendment by majority vote of the members present at any regular or special meeting of the members, provided written notice of intention by any member to move the revision or amendment of any rule or regulation or action adopted by the Board shall have been served upon the Association at least sixty days in advance of the meeting of members at which such motion is to be made. The notice required by the preceding sentence, in order to be effective, shall

- i. Be in writing signed by the member intending to make such motion at such meeting;
- ii. Set forth in detail the specific rule, regulation, by-law, or other action adopted by the Board that shall be the subject of such motion;
- iii. Set forth the full text of the proposed motion; and
- iv. Shall be served upon the Association by registered or certified mail at the registered office of the Association.

Upon receipt from the member of timely notice as aforesaid, the Association shall, at least thirty days in advance of the meeting of members at which the proposed motion is to be made, cause copies of such notice together with rebuttal, if any, by the Board of Directors, to be either mailed or emailed to all members, or posted on the Kansas Quarter Horse Association website.

Section 10: The Board of Directors, from time to time, may create and empower committees, general or special in nature.

Article IV

Indemnification, Release, Disciplinary Procedure

Section 1: Indemnification: The Association shall indemnify and hold harmless any

Officer, Director, Director-at-large, Director Emeritus, Honorary Vice President and employee of the Association, their personal representatives and heirs, against reasonable legal expense, judgments and expense of settlement which the Association previously approves, actually and reasonably incurred in connection with an actual or threatened legal proceeding, if such person acted legally, in good faith and was duly authorized to act on behalf of the Association in the transaction from which legal liability arose, which was official Association business, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought. To preserve this right of indemnity, such person shall immediately notify the Association of such actual or threatened litigation, whereupon the Association shall have the right to direct defense thereof, including, but not limited to, selection of counsel, and direction of settlement negotiations. When any person is guilty of the following: failure to pay when due any obligation owing to the Association giving a worthless check for entry fees, stall fees, office charges connected with the exhibition of horses, such person, whether member or non-member, will be subject to disciplinary procedures insofar as practical. The Association has adopted the following provisions for the mutual benefit of members and with the intention of reducing the Association's litigation expenses which expenses would ultimately be borne by members and non-members participating in Association activities. Every member, by joining the Association or non-member, does thereby agree:

1. If unsuccessful in an attempt to overturn Association decisions, actions, rules or regulations, to reimburse the Association for its reasonable attorney's fees, court costs and other expenses in defense of such suit, and
2. That he will not commence any action, whether in law or equity, against the Association in any courts other than the State of Kansas.

Section 2: Release of Liability: The Kansas Quarter Horse Association and cosponsoring organizations, if any, shall not be responsible for any personal injury, or for loss or damage to property, occurring at any Kansas Quarter Horse Association activity. Each owner, exhibitor, handler, or consignor shall indemnify and hold harmless the Kansas Quarter Horse Association, its officers, directors and employees from and against all claims, demands, causes of actions, and expenses of every kind, including attorney's fees, arising out of or related in any manner to the acts or omissions of an owner, exhibitor, handler, or consignor, or the actions of any animal under the care, custody or control of the owner, exhibitor, handler, or consignor. Appearance on the grounds or at the sale ring for any activity as an exhibitor, handler, owner, or consignor shall be deemed to be acceptance of the conditions of this rule.

Section 3: Disciplinary Procedure: Any member may be disciplined, fined or suspended from the Association and any member or non-member may be denied all privileges of the Association by the Board of Directors whenever it shall have been established by satisfactory evidence in a hearing conducted by the Board of Directors that such member or non-member has knowingly and willfully violated the by-laws of the Association. Anyone who becomes a member of the Association accepts to be bound by all the rules of the Association and renounces to any recourse that he may have against the Association. Any member or any non-member who violates the By-Laws of the Association is subject to disciplinary action by the Board of Directors. Upon action by the Board of Directors, the name of the member or non-member may be published on the website.

Elective Officers and Duties

Section 1: Officers: Officers shall be President, Vice President, and other such officers as may be authorized from time to time by the Board of Directors, who shall be elected by the Board of Directors. The terms of the President and Vice President will be for two years with no concurrent reelection.

Section 2: President: The president shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Board of Directors. He/she shall see that the By-Laws, rules and regulations of the Association are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors. He shall be an ex-officio member of all committees.

Section 3: Vice President: In the absence of the President, the Vice President shall have the power and shall perform the duties of the President, and such other duties as may be prescribed by the Board of Directors. Vice-President elect must have served on the board of directors for a minimum of one year before he/she is eligible. The Vice-President will assume this position with the understanding that they will accept the Presidency upon the completion of their term if nominated from the board. If the President's or Vice-President's term on the board of directors expires prior to their commitment of office they will automatically become a director until their term of office expires. If the Vice-President determines that they do not want to continue with the process of becoming the President they may terminate their office appointment at the end of the first year of their term by giving written notice to the board of directors.

Section 4: Executive Committee: The Executive Committee shall consist of the President, Vice President, Finance Chair and Immediate Past President. The President shall serve as Chair. All Members of the Executive Committee shall be voting members of the Board of Directors. The Executive Committee shall, during intervals between meetings of the Board, exercise all the powers of the Board in the management of the business and affairs of the Association, except as otherwise provided by law, these Bylaws or by resolution of the Board. The presence of a majority of the members of the Executive Committee then serving in office shall constitute a quorum (three of the four members). The act of a majority of the members of the Executive Committee present at a meeting shall be the act of the Committee. The Committee shall keep full and fair records and accounts of its proceedings and transactions. The minutes of the Executive Committee shall be distributed to all members of the Board of Directors. All actions by the Committee shall be reported to the Board at its next meeting and shall be subject to ratification by the Board.

Section 5: Fiscal Basis: This Association shall conduct its affairs on a calendar basis, effective January 1, 1996.

Section 6: Surety Bonds: Employees of the Association who may have the handling of any funds of the Association shall give a surety bond to be furnished at the expense of the association for the faithful discharge of his or her duties, if so required by the Board of Directors.

Article VI Amendments

Section 1: The Board of Directors shall have the power to make, amend and repeal the By-Laws of the Association by vote of the majority of directors present at any regular or

special meeting of the Board, subject to the right of the members to rescind or amend such By Laws in the same manner as provided in Section 9, Article III, for the revision or the amendment of rules and regulations.