

Revised Constitution and Bylaws 01/29/22

The Bylaws of the Iowa Pinto Horse Association, Inc.

Article I – Name, Affiliation and Status

Section 1. General. This organization shall be called the “Iowa Pinto Horse Association, Inc.” It may be referred to as “Iowa Pinto” and is referred to herein as “the Association”. The official abbreviation of the same of the Association shall be “IPtHA”. This Association shall be chartered by the Pinto Horse Association of America, Inc. (“The National Association”) as it may authorize and approve.

Section 2. Incorporation. The Association shall be incorporated as a non-profit organization pursuant to the application laws of the State of Iowa and it shall operate as a tax exempt organization as the laws and codes of the United States of America and the State of Iowa may allow.

Article II – Purpose

The purpose of the Association shall be:

The association shall cover the area of the state of Iowa, but its members may reside in any state, territory or country. The area shall include the State of Iowa. The principal place of business may be carried out at any place convenient to such members or officers as may be participating.

To promote, encourage and improve the breeding of Pinto horses, ponies and miniatures in all recognized conformation types.

To promote and educate the general public interests in Pintos.

To sponsor or conduct such events as may further the purpose of the Association.

To promote good horsemanship, sportsmanship, and friendship among those who have an interest in the Association and its purposes.

To oppose all activities in conflict with the purposes of this Association or of the National Association.

To cooperate with and aid in every way possible, the programs and functions of PtHA.

Article III – Membership

Section 1. General. Membership in the Association shall be open to any person interested in the purposes of this Association and of the National Association. There shall be no limitation on the number of persons who may be a member of this association.

Section 2. Applications for Membership. Applications for new or renewed memberships shall be submitted to the membership committee, if one has been appointed or other representative designated by the Board of Directors. A Membership shall commence on the date such membership has been properly submitted and paid and shall expire December 31st of that calendar year.

Section 3. Membership Classes. There shall be three classes of membership in the Association: family, individual and youth. A Family membership shall consist of one or two adults, each of whom shall be entitled to one vote at meetings of the members and their children under the age of 18 years, who shall have no voting privileges. An Individual membership is restricted to a person 18 years of age and older, an individual member shall be entitled to one vote at meetings of members. A Youth membership is limited to a person under the age of 18 years, a youth member shall have no voting privileges. Youth members, upon attaining the age of 18 years, and upon payment of family or individual membership dues assessed pursuant to section 3 of this Article, shall thereafter have full voting privileges in Association matters.

Section 4. Membership Dues Required. Annual Dues for each class of membership shall be determined by the Board of Directors in such amounts, as it deems necessary to conduct the business affairs of the Association. The Board shall make such determination, based upon the recommendation of the Treasurer and of any Finance Committee, which may theretofore have been appointed, at the first Board meeting following the annual meeting of the members of the Association. Members shall be notified in writing that annual dues are payable before the membership dues requirements in the official publications(s) of the Association shall be deemed to be sufficient for this purpose. All dues paid after November 1 will be for the following year with voting privileges for forth coming year only.

Section 5. Pecuniary Interest Prohibited. No member shall, by virtue of such membership or otherwise, have any interest in the property or other assets of the Association, except upon dissolution of the Association. Upon the dissolution of the Association, the board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, if any, dispose of all the assets of the Association exclusively for the purposes of the Association as set forth herein, in such manner, or to such other organization(s), including the National Association,, organized and operated for the same or similar purposes and which shall qualify as a tax exempt organizations under the laws of the United States of America and the State of Iowa.

Article IV - Meetings of Members

Section 1. Annual Meeting of Members. The annual meeting of members of the Association shall be held at such time and place as the Board of Directors shall determine and specify in the notice of such meeting, during December of each year or January of the following year. At the annual meeting, the members shall elect Officers and Directors of the Association, unless the Board of Directors shall have decided to conduct elections by mail, shall receive information from the Board of Directors of the Association concerning the activities of the Association and shall transact such other business as may properly come before the meeting. The Annual meeting will be for hearing the annual reports from all officers and committees.

Section 2. Special Meetings of Members. Special meetings of the members of the Association may be called at any time by the President or by the Board of Directors or the Association. The President shall also call a special meeting of the members of the Association whenever requested in writing to do so by members constituting at least one-fifth of the total voting membership of the Association which shall state the purpose of the requested meeting. Business to be transacted at special meetings of the Association shall be confined to the purpose stated in the notice thereof and shall be consistent with the provisions of the Bylaws of the Association.

Section 3. Notice of Membership Meeting Required. Notice of the time and place of the annual meeting of the members of the Association, which shall contain a proposed agenda as established by the Board of Directors of the Association, and notice of the date, time, place, and member not less than two weeks or more than two months prior to the date of such meeting. Publication of the annual and any special meeting of the members of the Association in the official publication(s) of the Association shall be sufficient for these purposes. The official publication is online at www.iowapinto.com

Section 4. Quorum. The presence of one-third of the members of the Association who are entitled to vote shall constitute a quorum for the election of directors or for the transaction of other business. At any meeting of the Association at which a quorum is present, the affirmative vote of a majority of the members present shall constitute the valid act of the Association's membership thereon, unless a greater or lesser number of votes shall be required or permitted by law, the Articles of Incorporation, or these bylaws.

Section 5. Absence of Quorum. In the event that a quorum shall not be present at any duly called meeting of the members of the Association, the Board of Directors may act, provided there is a quorum of the Board of Directors, pursuant to the remaining provisions of these Bylaws, upon any matter then requiring attention, which at of the Board of Directors of the Association shall constitute the act of the membership of the Association, and shall have the same force and effect as if done by due vote of the membership thereof.

Article V - Officers

Section 1. All officers will be selected from the membership and consist of a President, a Vice President, a Secretary, and a Treasurer, who shall hold their offices for a term of two years beginning at the first day of each calendar year or, if appointed to the office pursuant to the provision of Section 2 of this Article, on the day such Officer is appointed, or until such time as their successors shall have been duly elected or appointed and shall have qualified. All officers must be members in good standing of PtHA. Inc and IPtHA to hold an office in IPtHA.

Section 2. Elections and Appointment of Officers. The Officers shall be announced by the Association at the annual meeting of the association. In the discretion of the Board of Directors, such election may be conducted by any form of mail, in advance of the annual meeting, in such manner as the Board may from time to time determine. Election shall be by a closed written/electronic ballot, each member to cast one vote for each office. A person receiving a plurality of the votes cast for the office shall be deemed to have elected that office. Election will be held prior to the annual meeting. Officers will take office starting January.

Section 3. Duties and Responsibilities of the President. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Association and at meetings of its Board of Directors, shall direct the management of the affairs of the Association, shall see that all orders and resolutions of the Board of directors are carried into effect, may serve as an ex officio member on any committee of the Board of Directors, voting only to break a tie in the voting members thereof, and shall have all other powers and duties of supervision and management vested in the office of president of a corporation under the statutes of the State of Iowa. Each time there is a newly elected President, he or she will hold a planning meeting in January of the year in which the new term has begun. All officers will turn over records to newly elected officers at that time.

Section 4. Duties and Responsibilities of the Vice President. The Vice President shall, in the absence or during the incapacity of the President, act as the chief executive officer of the Association and as the chair of its Board of Directors, and shall perform such further duties as the President of the Board of Directors may from time to time determine. Vice President will report data from shows including entries by class/by show/year end total.

Section 5. Duties and Responsibilities of the Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors of the Association and of the Association: shall have charge of such Association records and documents as the Board of Director may direct; shall maintain an accurate membership roster, furnishing the same to the National Association as may be requested or required; shall cause to be prepared all correspondence, reports, and routine business records of the Association and shall perform all other duties incidental to the office.

Section 6. Duties and Responsibilities of the Treasurer. The Treasurer shall have the care and custody of all funds and other assets of the Association, and shall deposit such funds in the name of the Association in such banks or depositaries, and shall acquire, manage, invest, and dispose of such assets, as the Board of Directors may from time to time direct. The Treasurer shall present a financial report at each meeting of the members of the Association and at each

meeting of its Board of Directors, shall maintain proper records supporting each disbursement of Association funds; and shall advise the Board of Directors and Secretary regarding membership dues paid and other income received by the Association.

Section 7. In order to serve as an officer, a person must have served on the Board of Directors for a minimum of two years prior to officer appointment. In the event, there are not enough individuals interested in serving, the board can accept nominations first from those who have served one year. If there are still openings, nominations can come from the membership.

Article VI – Board of Directors

Section 1. Composition of Board of Directors. The management of all the affairs, business, and property of the Association shall be vested in its Board of Directors. The number of Directors of the Association shall be ten; the four Officers of the Association shall be members of the Board of Directors during their terms in office, and six directors at large shall be elected by the membership of the Association in the manner specified in Section 2 of this Article. All Directors of the Association shall be members in good standing of the National Association and of this Association.

Section 2. Election and Appointment of Directors at Large. The Directors at large shall be elected by a plurality vote of the membership of the Association prior to the annual meetings of members. In the discretion of the Board of Directors, such elections may be conducted by any form of mail, in advance of the annual meeting, in such manner as the board may from time to time determine. Election shall be by closed written/electronic ballot, each member to cast one vote for each Director to be elected. The terms in office of three Directors at large shall expire on the last day of the calendar year immediately following the annual meeting of the members in each calendar year. Directors at large shall be elected for terms of two years, and shall hold their offices until their respective successors have been duly elected or appointed and have qualified. All mid-term vacancies in directorships at large, however caused, shall be filled by appointments made by the President of the Association.

Section 3. Board Chair. The President of the Association shall serve as the chair of its Board of Directors, and shall vote thereon only to break a tie in the vote of the remaining Directors.

Section 4. Meetings of the Board of Directors. Regular meetings of the Board shall be held at such places and times as the Board may from time to time determine by resolution. Notice of regular meetings of the Board of Directors, stating the date, time and place of such meetings shall to the extent possible and practical; be published in the official publications of the Association. Special meetings of the Board of Directors shall be held whenever called by the President or by no fewer than three Directors. Notice of each such special meeting, stating the date, time, place, and purpose thereof, shall be given to each Director at least two days before the date of such meeting. The board shall meet a minimum of ten times a year.

Section 5. Quorum. A majority of the Directors then holding office shall be present at each meeting of the Board in order to constitute a quorum for the transaction of business. The

affirmative vote of four Directors, or a number of Directors constituting a majority of those present, whichever number shall be larger, shall be required on any matter coming before the Board in order to constitute the valid act of the Board thereon. Directors shall not vote by proxy at any meeting of the Board but in the absence of an objection from any member of the Board of Directors, voting by electronic means, properly recorded by the Secretary of the Association, shall be permitted where, in the judgment of the President of the Association a matter must be decided prior to the next regular meeting of the Board of Directors. All board correspondence and communications should be treated as confidential.

Section 6. Resignation of Directors. Any Director may resign his or her office at any time by giving written notice to the remaining Directors. The resignation shall take effect at the time specified in such notice, or if no time is therein specified, then immediately, and unless and meeting or members. Notice that the removal of a Director is proposed shall be given to all members, in advance of such meeting, in the manner and within the time specified in these Bylaws. Any Officer or member of the Board of Directors absent from more than two meetings of the Board in any one year, without good cause satisfactory to the remaining Directors, shall forfeit his or her office, and shall not be eligible for election to the Board of Directors during the ensuing year.

Section 7. Compensation of Directors Prohibited. Directors shall not be compensated for their services as Directors, except that a Director may receive a salary for his or her services as an employee or a fee for his or her services as an independent contractor. Directors may be reimbursed for expenses incurred on behalf of the Association.

Section 8. Responsibility of Directors. It is the responsibility of each member of the Board of Directors of this Association to discharge his or her duties as a Director in good faith, in manner of Director reasonably believes to be in the best interests of the Association, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 9. Identification of Directors. To the full extent permitted by the Iowa Nonprofit Corporation Act, as amended, or by other provision of law, the Association shall indemnify and hold all persons serving the Association as a member of its Board of Directors harmless against any and all claims, demands, suits, actions or other liability, both civil and criminal, provided the Director has acted in good faith and within the scope of his or her duties and responsibilities.

Section 10. National Board of directors must be present for all National Board Meetings and the National Pinto Banquet. Directors must relay relevant information to the Iowa Board when necessary.

Article VII - Committees

Section 1. Committees. With the advice and consent of the Board of Directors of the Association, the President shall appoint chairs of such other committees as deemed necessary and appropriate, and shall charge such committees with responsibilities. The chairs of such committees shall appoint the members thereof. The chair of each committees and the President shall have the responsibility to periodically advise the Board of Directors of the Association and the members of the Association regarding the appointment, responsibilities, and activities of all committees. The chairs of all committees shall solicit membership input to committee decision-making, wherever possible and practical. The following committees will be chaired each year:

- Community Service Committee
- Superior Charter Committee
- Show Committee
- Marketing Committee
- Social Media Committee
- Awards Committee
- Royalty Committee

Article VIII – Amendments

These Bylaws may be amended by a majority vote of the Board of Directors at any meeting of same with the stipulation that the amendments must be ratified by majority vote of the Board at their next regularly scheduled meeting. Further, the Membership of the Association shall have the right to amend the Bylaws at any regular or special meeting so long as an intent to present said amendment has been made known at least thirty days prior to said meeting. Further, the Membership may repeal any amendment adopted by the Board of Directors by a majority vote of members present at any regular or special meeting of the Membership.

Article IX – Rules of Order

To the order of business at all Association meetings shall be as follows: Call to order, ascertainment of quorum; reading of minutes of the previous meeting; Treasurer's report; committee reports; reading of communications; unfinished business; election and installation of Officers and Directors, if applicable; new business; m's Articles of Incorporation, rules and regulations of the National meeting program if any; and adjournment. Rules of order shall be governed by *Roberts' Rules of Order*, Revised, to the extent consistent with the Association's Articles of Incorporation, rules and regulations of the National Association, and these Bylaws.

Adopted:

Revised: January 29th, 2022

Reviewed: