**BY-LAWS**

**OF**

**IOWA HORSE SHOWS ASSOCIATION**

ARTICLE I.

OFFICES

The registered office of the corporation required by the Iowa Nonprofit Corporation Act to be continuously maintained in Iowa shall initially be as provided in the Articles of Incorporation, subject to change from time to time by resolution of the Board of Directors and filing of a statement of said change as required by the Iowa Nonprofit Corporation Act.

ARTICLE II.

PURPOSE

The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954, as amended. The purpose and object of the Organization are to create, promote, and maintain interest in the American Saddlebred, Hackney ponies, and Morgans and to promote horse shows.

The corporation is irrevocably dedicated to and operated exclusively for non-profit purposes and shall not operate to carry on a business or trade for profit.

ARTICLE III.

MEMBERS

SECTION 1. The members of this corporation shall be those individuals and entities that meet the membership criteria established by the Board of Directors.

SECTION 2. The members shall have the right to elect the corporation's Directors and amend the By-Laws.

SECTION 3. A majority for a membership vote shall consist of fifty-one percent (51%) of the total voting membership, represented in person or by written or digital proxy, provided that all members have been notified to vote.

Section 4. The Board shall set due rates as required to maintain a fiscally solvent organization.

Section 6. End of Season High Point and other awards: high point awards shall be awarded to the IHSA member and the horse/pony nominated by the IHSA member. The Board shall set the fee for the nominated horse/pony as it deems prudent.

ARTICLE IV.

DIRECTORS

SECTION 1. GENERAL POWERS. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

SECTION 2. NUMBER AND ELECTION OF DIRECTORS. The Board of Directors shall consist of a minimum of seven members, with an odd number of members not exceeding eleven, as may be determined periodically by a resolution of the Board. Any increase in the size of the Board shall result in the creation of a vacancy that may be filled immediately by the existing directors. In the event of an even number of votes, the President may elect or abstain from voting or may utilize their vote as a tiebreaker. Furthermore, a decrease in the number of directors shall not affect the term of office for any incumbent director.

SECTION 4. REGULAR MEETINGS. The Board of Directors may provide by resolution for the time and place, either within or without the State of Iowa, either in person or virtually, for the holding of regular meetings without other notice than such a resolution.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, either in-person or virtually, as the place for holding any special meetings of the Board of Directors called by them.

SECTION 6. NOTICE. Notice of any special meeting shall be given at least five (5) days previous thereto by notice delivered telephonically, digitally, or personally to each Director at his business or home address. The attendance of a Director at any meeting shall constitute a waiver of notice of such a 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. Neither the business to be transacted at nor the purpose of, any regular or special meetings of the Board of Directors need be specified in the notice of waiver of notice of such meeting.

SECTION 7. MAJORITY. A majority of the number of the Directors fixed by these By-Laws shall constitute a majority for the transaction of business unless the act of a greater number is required to take any particular action under the Iowa Nonprofit Corporation Act or these By-Laws. If less than a majority of such a number of directors is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 8. MANNER OF ACTING. The act of a majority of the Directors shall be the act of the Board of Directors, except that the affirmative vote of at least two-thirds (2/3) of the Directors shall be required to (i) terminate the federal income tax exemption of the corporation, (ii) merge, consolidate, liquidate, or dissolve the corporation, or (iii) sell all or substantially all of the assets of the corporation.

SECTION 9. VACANCIES. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a majority of the Board of Directors is needed for the vote.

SECTION 10. COMPENSATION. The Board of Directors, irrespective of any personal interest of any of its members, shall have the authority to establish reasonable compensation of any Directors or other persons who establish in activities over and above duties typically performed in the normal course of business by non-profit volunteers or which hiring an outside vender at a cost would be required to conduct the association’s business. The Board will determine paid services through a competitive bidding process.

SECTION 12. INFORMAL ACTION BY DIRECTORS. Any action required by the Iowa Nonprofit Corporation Act to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

SECTION 13.TELEPHONIC, ELECTRONIC, OR DIGITAL MEETINGS. Subject to other applicable provisions contained in these By-Laws, any action required by the Iowa Nonprofit Corporation Act to be taken at a meeting of Directors of the corporation, or any action which may be taken at a meeting of the Directors, or a committee of Directors, may be taken by telephonic, electronic, or digital means, provided that all Directors participating can hear each other or see each other’s comments. Participation in a meeting pursuant to this provision shall constitute presence in person at such a meeting. All Board discussions should be professional and the discussion be reflected in the Secretary’s minutes.

SECTION 14. RESIGNATION. Any Director may resign at any time by giving written notice of such resignation to the President or Secretary. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective shall not be specified therein, it shall take effect immediately upon its receipt. Except as specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 15. REMOVAL. Any Director may be removed from office with or without cause, by an affirmative vote of not less than two-thirds (2/3) of the Board of Directors (including the Director to be removed who may vote thereon), such vote to be taken at any regular or special meeting of the Board of Directors. Board members who miss two out of the four meetings, or substantial portions of a meeting, or are absent without excuse from a meeting, shall be asked to resign from the Board.

ARTICLE V.

OFFICERS

SECTION 1. NUMBER. The officers of the corporation shall consist of a President, one (1) Vice President, Secretary, and Treasurer. Any two (2) or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the membership at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor shall have been duly elected and qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. THE PRESIDENT. The President shall preside at all meetings of the Board of Directors. He or she may sign, with the Treasurer or any other proper officer of the corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, notes, contracts, or other instruments which the Board of Directors has authorized to be executed. In general, the President shall perform all the duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. THE VICE PRESIDENT(S). In the absence of the President, or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election or appointment) 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. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 7. THE TREASURER. If required by the Board of Directors, the Treasurer, at the expense of the corporation, shall give a bond for the faithful discharge of duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 8. THE SECRETARY. The Secretary shall record and preserve all the minutes of the Board of Director meetings; 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; attest the execution of corporate documents by the officer authorized to execute the same on behalf of the corporation; and in general perform all duties incidental to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE VI.

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

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

SECTION 2. LOANS. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money notes or other evidence of indebtedness issued in the name of the corporation shall be signed by the Treasurer or President and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such federally insured banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VII.

FISCAL YEAR

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

ARTICLE IX.

AMENDMENTS

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted at any meeting of the membership with a majority present by an affirmative vote of a majority.

ARTICLE X.

INDEMNIFICATION

SECTION 1. THIRD PARTY ACTIONS. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a Director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against all expenses (including attorneys’ fees), liabilities, judgments, fines, and amounts paid in settlement actually and reasonably incurred by, or imposed upon, him or her in connection with such action, suit, or proceeding, except in such cases wherein such person is adjudged to be liable for misconduct in the performance of his or her duty of loyalty to the Association or its members, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, for a transaction from which the Director derives an improper personal benefit, or under Section 496A.44. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

**APPROVED AND ADOPTED** by the Board of Directors of the Corporation as of the \_\_\_\_ day of \_\_\_\_\_\_\_\_\_, 2025.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ President

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