

BY-LAWS OF THE TRI STATE QUARTER HORSE ASSOCIATION, INC.

ARTICLE 1 – NAME AND PURPOSE OF THE ASSOCIATION

SECTION 1. This Association shall be known as the Tri State Quarter Horse Association, Incorporated, a non-profit corporation organized under the laws of the Commonwealth of Pennsylvania.

SECTION 2. The purpose of the Association shall be:

- a. To promote in all ways the interest of the Quarter Horse breeders, owners, exhibitors and youth, and to do any and all things necessary to advance the prosperity of the breed through education and events.
- b. To solicit gifts, legacies and donations from any sources whatsoever, to make gifts to carry out the goals of this organization; the right to acquire, convey or encumber real estate, and to exercise all such powers and authority as may be necessary to carry out any and all of the aforesaid purpose.
- c. Said corporation is organized exclusively for charitable, religious, educational, scientific and/or agricultural purposes within the meaning of Section 501(c)(3) or 501(c)(5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (3) or 501 (c) (5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Upon the dissolution of the corporation the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation exclusively for the purpose of the corporation, distribute the remaining assets of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific and/or agricultural 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 1954 (or the corresponding provisions 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 deposited by the Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

SECTION 3. All proceedings of the Association shall be in direct accord with the policies and activities of the American Quarter Horse Association.

ARTICLE II – MEMBERSHIP AND DUES

SECTION 1. Any person having sincere interest in Quarter Horses and being of good moral character shall be qualified for membership in this Association.

SECTION 2. Persons eligible for membership may be admitted upon submission of application with *membership fee for the current year*. A Family Membership can include husband, wife and all children, twenty-one (21) years of age or younger.

Any person eighteen (18) years of age or younger eligible under Section 1 can become a Youth Member of the Association. Payment of dues must accompany application for membership representing dues for the current year. There are no voting privileges with the Youth Membership.

SECTION 3. The Board of Directors shall establish the annual dues. Memberships provided shall include individual, family, lifetime individual, and lifetime family.

SECTION 4. Any member may withdraw from this Association by presenting to the Secretary or Treasurer a written statement of resignation.

SECTION 5. A member can be reprimanded, suspended or expelled at the discretion of the Board of Directors for: (a) unsportsmanlike conduct or action detrimental to the Association; (b) knowingly and willfully misrepresenting in any essential detail, an animal sold either at public or private sale or shown at any show; (c) knowingly and willfully violating the rules and regulations of this Association.

SECTION 6. When any member of this Association shall be accused of any of the violations constituting grounds for expulsion, as herein above provided, the Board of Directors shall cause a written notice to be served upon such accused member ten (10) days before the proposed hearing, stating the person, firm or corporation accusing the member, the charges and specifications against the accused, and the time and place of the hearing. The Board of Directors shall require the accuser to post a fee of \$25 with the Secretary or Treasurer thirty (30) days before the date of the hearing. The Board of Directors at the time and place of the hearing shall require the accuser to offer evidence in support of the charges and specifications and shall give equal opportunity to the accused member to offer evidence to refute such charges. When the accused and the accuser have presented evidence, the Board of Directors shall vote for or against expulsion of the accused member.

SECTION 7. Any member expelled by the American Quarter Horse Association shall be automatically expelled by this Association and shall forfeit all rights to any property of the Association.

SECTION 8. Any expelled member may be reinstated upon receiving the majority approval of the Board of Directors.

SECTION 9. Ultimate responsibility for the acceptance or rejection of any application for membership in this Association will rest with the Board of Directors.

SECTION 10. The fiscal year end December 31. Terms of new Officers and Directors shall be for two (2) years and shall coincide with the fiscal year (January 1 to December 31). Terms will be stagger as described in article III.

ARTICLE III – MANAGEMENET

SECTION 1. The general management of the affairs of the Association shall be vested in the Board of Directors, who shall be elected as provided in these By-Laws, Article IV.

No member of the Board of Directors shall be personally liable for monetary damages for any action taken or for the failure to take any action, unless said member has breached or failed to perform the duties of his or her office as set forth in the Directors' Liability Act of 1986 (42 Pa. C.S.A. SS 8361 et seq.) and such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

SECTION 2. The Officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected in staggered elections wherein the President and Treasurer are elected in alternate years from the Vice President and Secretary. Officer terms are two (2) years.

SECTION 3. The Board of Directors shall consist of nine (9) members maximum and five (5) minimum, and the immediate past President shall serve on the Board as a Director At Large. The Director terms shall be two (2) years.

SECTION 4. The immediate Past President of the Association shall become Director At Large with voting privileges for one year.

SECTION 5. The President shall be a member ex-officio of all committees.

SECTION 6. The Directors and Officers (except the President) shall have one vote at each regular meeting of the Officers and Directors. The President shall vote only in the event of, and to break, a tie vote by the Directors and Officers.

SECTION 7. All Officers and Directors are expected to attend all meetings. If unable to attend, they must notify the President. Officers and Directors will be *at the discretion* of the Board, subject to dismissal following three (3) unexcused or four (4) excused absences.

ARTICLE IV – ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. Only members in good standing of the Association for one (1) full year prior are eligible for election to office in this Association, and if elected will assume office the following year. A family membership puts any member of that family in good standing and

they are eligible to hold an Office or Directorship.

SECTION 2. Candidates for election to office for the succeeding year shall be selected by a nominating committee consisting of two (2) Directors and three (3) members at large, all appointed by the Board. The slate recommended by this committee shall then be submitted to the Board for approval. Nominations will be accepted from any member if received in writing by the nominating committee prior to October 1. These nominations will be placed on the ballot and are not subjected to approval of the nominating committee or the Board. Nominations will also be accepted from the floor during elections.

SECTION 3. The Officers and Directors of the Association shall be elected at the annual meeting. The candidate receiving the majority votes of the members present in good standing shall be elected to the office to which he/she was nominated. Election of Officers and Directors is by written ballot.

SECTION 4. An Officer may succeed himself/herself for unlimited consecutive terms.

SECTION 5. Should a vacancy occur among the Officers or Board of Directors, such vacancy shall be filled for the remainder of the unexpired term by a qualified member, meeting all requirements as provided in the TSQHA by-laws selected by the remaining Officers and Members of the Board of Directors.

SECTION 6. Anyone running for **President, Vice President, Treasurer or Secretary, must have served as an Officer or Director during the prior year term or had been an Officer in past years.**

SECTION 7. Immediate family members (spouse, parent, child and sibling **residing in the same household**) are ineligible to serve in any elected capacity during the same term. This provision shall not affect sitting Officers and Directors, but will apply upon expiration of their current elected term.

ARTICLE V – DUTIES OF OFFICERS

SECTION 1. The President shall preside at all meetings of the Association and the Board of Directors and shall appoint such committees as he/she or the Board of Directors shall consider expedient or necessary.

SECTION 2. The Vice President shall perform all the duties of the President in his/her absence, and in the absence of the President and Vice President, the Secretary shall preside and assume the duties of the President.

SECTION 3. The Treasurer shall attest all membership certificates; receive and safely keep monies, rights and property belonging to the Association; disperse funds under the

direction of The Board of Directors, and render an accounting at the Fall meeting.

SECTION 4. The Secretary shall keep a permanent record of the minutes of the Association and Board of Directors; notify the members of all meetings; handle the correspondence pertaining to the Association's business and perform other duties from time to time as the Board of Directors may direct.

ARTICLE VI – COMMITTEES

SECTION 1. The President may at any time appoint committees on any subject. Committees so appointed shall serve from the time of appointment until the specific assignment is completed unless sooner removed by the President or until the succeeding President takes office, whichever occurs first.

SECTION 2. The Board of Directors must approve all standing committees of one or more persons. Committees must include at least one Board Member to facilitate reporting during Regular meetings of Officers and Directors.

ARTICLE VII – MEETINGS

SECTION 1. Regular Meeting of the Officers and Directors shall be held. Regular Meetings shall be closed to the general membership except by invitation. Upon invitation, the member shall only attend the portion of the meeting pertinent to the issue under discussion for which the member was invited.

SECTION 2. Annual Meetings. There shall be a Fall Membership Meeting of the Association each year following the TSQHA approved show season for the election of the Board of Directors and Officers, and for receiving the annual reports of the Officers, Directors, and Committees, and for the transaction of Association business. Written notice for such meeting shall be made at least ten (10) days and not more than forty (40) days before the time approved for the meeting. All notices of meetings shall set forth the time, place, date and the purpose of the meeting and sent first class mail, facsimile, or as otherwise permitted by the Pennsylvania Nonprofit Corporation Law. A quorum shall be those members present provided proper notice of the meeting was issued.

SECTION 3. Special Meeting. Special meetings of the Association may be called at any time and place by the President or any 4 members of the Board of Directors, providing the notice is given in a timely manner to all Officers and Board Members. Such meetings may include membership meetings or meetings of the Officers and Directors.

SECTION 4. Voting. Each family and individual membership carries one (1) vote. All action shall be decided by a majority vote of the membership present in person. To be eligible to vote at the Annual Meetings, membership dues must be accepted a minimum of ninety (90) days prior to the general election. Voting privileges are granted to members who qualify for adult membership. Any member who is eligible to be a member of Tri State Quarter Horse

Youth Association is prohibited from voting.

SECTION 5. Order of Business. Unless otherwise ordered by a majority vote of the members present, the order of business of the Regular, Annual and Special Meetings shall be as follows.

Qualifying members present
Call to order
Reading of the minutes of the previous meeting
Treasurer's Report
Notices and communications
Reports of committees
Unfinished business
New business
Election of Directors and Officers

SECTION 6. All matters not specifically covered in these By-Laws will be dealt with under Roberts Rules of Parliamentary Procedure.

ARTICLE VIII – SHOW APPROVAL

The Tri State Quarter Horse Association, Inc may annually approve shows sponsored by other organizations of AQHA approved events. Tri State will not approve more than one (1) show on any date.

ARTICLE IX – TSQHA ANNUAL AWARD SYSTEM

SECTION 1. Points will be awarded to nominated horses owned by members competing at shows approved by the AQHA and TSQHA. The nomination fee and guidelines will be determined and published annually by the Board of Directors and by the Officers

SECTION 2. Tri-State point awards regarding transfer of horse ownership will be made in accordance with AQHA regulations.

SECTION 3. Participants must have on file with TSQHA a paid and current nomination for eligibility to commence.

Nominations and nomination fees as set each year by the Board of Directors and Officers are to be sent to the person designated on the Point Nomination Form. Nominations postmarked the date of a particular show will not be accepted for the show but points will be tabulated for all subsequent shows.

Nominations will be accepted at TSQHA sponsored shows and must be turned in prior to showing in the exhibitor's first class of the day to count for that day.

Only Points earned at TSQHA approved shows will count and no points will count until both membership and nomination fees have been paid.

ARTICLE X – AMENDMENTS

SECTION 1. These By-Laws may be amended at the annual or a special meeting of the Association by a majority vote of the members present at the time the vote is taken, provided nature of the purport of the proposed amendment has been stated in the call for the meeting as provided in Article VII, Section 1.

SECTION 2. The Board of Directors may recommend amendments of the By-Laws at any time but such recommendations to be valid, must be set forth in a call of the special or regular meeting as above provided.

SECTION 3. All proposed By-Law changes must be approved by the Board of Directors and Officers prior to presentation to the general membership. Any proposed changes must be submitted to the Board for its consideration at least sixty (60) days prior to presentation to the general membership.

Here stated By-Laws were voted on and accepted unanimously by the general membership during the Annual Membership Meeting on February 4, 2023.