# Quad City All Breed Horse Association Articles of Incorporation 

## Article I-Name:

The name of this corporation shall be Quad City All Breed Horse Association.
(Here after referred to as the QCABHA).

## Article II - Purpose:

The QCABHA is dedicated to the advancement and promotion of all breeds of horses through a variety of education, charitable and social equine events.

## Article III - Bylaws:

The membership shall adopt a code of bylaws, consistent with the Articles of Incorporation for regulating the exercise of its powers and duties, and the functioning of the QCABHA.

## Article IV - Amendments to Bylaws:

Section 1: Proposed changes shall be presented in writing by August of current year to the Board of Directors (BOD) and Secretary for review.
Section 2: Voting on the amendment shall take place at the next regularly scheduled membership meeting. Voting cannot take place the day that members receive the proposed amendment.
Section 3: The proposed amendment shall be passed if it receives a majority (51\%) favorable vote of the membership present and voting at the meeting.
Section 4: Questions of procedures not specified herein shall be determined by Robert's Rules of Order, edition approved by the Board of Directors and in possession of the Secretary.

# Quad City All Breed Horse Association 

## Bylaws

## Bylaw I-Membership:

Section 1: Any person is eligible regardless of race, religious orientation, gender, sexual orientation or disability. He/She shall become a member upon payment of yearly dues. Membership is January 1 to December 31, regardless of when dues are paid. Members may be removed for failure to pay dues. The QCABHA is a not-for-profit corporation without shares or capital stock. The members of a corporation shall not be personally liable for any debt or obligation of the corporation.
Section 2: It shall be the responsibility of the member to conduct himself/herself in a manner upholding the best interests of the club. The member shall promote good sportsmanship among all horsemen. The corporation may prescribe responsibilities for sustaining club membership.
Section 3: A member shall be allowed to make nominations from the floor for officers and directors. Nominations will be made at or before the November membership meeting. Any member 19 years of age or older may hold an office or serve as a non-officer director.
Section 4: A single membership shall be for any adult 19 years of age or older. A single membership shall be allowed one vote.
Section 5: A family membership is 1 to 2 adults and any youth 18 years and under living in the same residence. Youth may remain in a family membership until January 1 after their $19^{\text {th }}$ birthday. A family membership is also 2 co-habitating adults, unless they are parent and an adult child 19 years of age or older. Each adult member shall have one vote.
Section 6: New members are eligible to vote at the next membership meeting following payment of dues.
Section 7: Membership fees shall be reviewed annually by the Board of Directors. Any changes shall be voted on in November at the regular membership meeting.
Section 8: Conflicts will be presented in writing to the Board of Directors and appropriate Committee Chair, if applicable, within 30 days of the discovery of the conflict in question. The Board of Directors will notify all parties involved to attempt to resolve the conflict at the committee level.
If the conflict cannot be resolved to all parties' satisfaction at the committee level, it shall be referred to the Board of Directors for final resolution.

## Bylaw II - Officers of the QCABHA Board of Directors:

Section 1: Officers shall include President, Vice President, Secretary and Appointed Treasurer. Section 2: The QCABHA officers (President, Vice President and Secretary) shall be elected for oneyear terms by a $51 \%$ majority of the membership quorum present. If extraordinary circumstances delay an election, then the current Officers and Board of Directors will remain the same for one more year.
Section 3: No President, Vice President or Secretary shall be elected to the same office for more than three consecutive terms, but any individual having served three full terms may be eligible for re-election for the same office after an interval of one year. Individuals who are elected to fill an unexpired term shall be eligible for three terms following the completion of the unexpired term. The Board of Directors will take action to fill a vacant office that has not been filled by election when a President, Vice President or Secretary is ineligible for re-election due to serving three consecutive terms but no one runs for their office.
Section 4: Officers of the QCABHA may be removed by an affirmative vote of two thirds of the membership of the votes present and voted, either in person or by proxy after being given the opportunity to be heard. No director shall be removed at a meeting of members entitled to vote
unless the written notice of such meeting is delivered to all members entitled to vote on removal of directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting.
Section 5: At the discretion of the BOD, an unexpired term of the President may be filled by the Vice President or elected by a majority vote of the membership quorum present at any regular membership meeting. At the discretion of the BOD, Vice President and Secretary vacancies for unexpired terms of office may be filled by a majority vote of the membership quorum present at any regular membership meeting or by BOD appointment.
Section 6: A committee member, director, or officer should abstain from participation in disputes where their decision could constitute a conflict of interest.

## Bylaw III - Board of Directors:

Section 1: The management for this corporation shall be vested in the Board of Directors (BOD) which shall take action on all major questions of policy and general plan as prescribed by the membership. All work of the QCABHA shall be carried on and all the funds of this corporation shall be used and applied exclusively for exempt purposes within the meaning of 501(c)(4) of the IRS Code.
Section 2: The Board of Directors shall consist of a President, Vice President, Secretary, Appointed Treasurer and four elected adult directors. The BOD shall appoint a qualified treasurer who will serve a one-year term from January 1 to December 31, each year. The BOD shall vote to fill this position by simple majority.
Section 3: No more than two immediate family members may sit on the BOD concurrently. Only one of the two may be an officer.
Section 4: Three QCABHA adult directors shall be elected for three-year terms by a majority of the membership quorum present and voting at the annual meeting. Elections for the three, three-year director positions shall be staggered with one position elected each year. Three-year term directors are not limited on consecutive terms.
Section 5: Each year, one adult director shall be elected for a one-year term by a majority of the membership quorum present and voting at the annual meeting. BOD may fill a vacancy for an unexpired three-year director position with the one-year term director. The BOD may fill an unexpired, vacant, one-year director position. The one-year term director is not limited on consecutive terms.
Section 6: Any Director may be removed as described in Bylaw II, Section 4.
Section 7: The Directors shall receive no compensation for their services, but may be reimbursed for pre-approved expenses incurred in the performance of authorized duties. All non-budgeted items must be Board pre-approved.
Section 8: An audit shall be conducted at the direction of the BOD after the fiscal year closing of the books for the previous year as necessary for internal control of club funds (balances, deposits and disbursements). If the BOD directs a self-audit, it shall be conducted by individuals who do not have access to the funds being audited.
Section 9: Meetings of the board of directors shall be held upon direction of the President or Vice President. At any BOD meeting, 5 members shall constitute a quorum. No business can be conducted in the absence of a quorum. Directors may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. No director may act by proxy on any matter.

Section 10: Any action required by statute to be taken at a meeting of the BOD or any other action which may be taken at a meeting of the BOD may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved in writing by all of the directors.
Section 11: Any BOD or Officer shall be removed from office following three unexcused absences from regularly scheduled BOD meetings. Vacancies shall be filled according to Bylaw II, Section 5, or Bylaw III, Section 5.
Section 12: The BOD shall authorize by resolution changes in the registered office and/or registered agent and file with the Illinois Secretary of State.
Section 13: The BOD shall oversee filing of annual and/or other reports required by Illinois statutes or IRS regulations to maintain: Illinois good standing as an Illinois not-for-profit corporation, Illinois statutes on charitable solicitation compliance, retain federal and Illinois income tax-exempt status and Illinois sales tax exemption (if applicable)..
Section 14: No director or officer serving without compensation, other than reimbursement for actual expenses, of a corporation organized under statute and exempt from taxation pursuant to Section 501(c) of the Internal Revenue Code of 1986, as amended, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer unless the act or omission involved willful or wanton conduct.
Section 15: The QCABHA will indemnify any director who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director or officer of the QCABHA against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Provisions of the statute will be followed.

## Bylaw IV - Meetings:

Section 1: There shall be an annual meeting of the QCABHA to be held in November on the date and at the time and place the BOD designates.
Section 2: At any meeting, members holding one-tenth of the votes entitled to be cast on a matter, represented in person or by proxy, shall constitute a quorum for consideration of such matter at a meeting of members. If a quorum is present, the affirmative vote of a majority ( $51 \%$ ) of the votes present and voted, either in person or by proxy, shall be the act of the members.
Section 3: In addition to the annual meeting, BOD will decide if other membership meeting(s) shall be held at the time and place designated by the BOD.
Section 4: Special meetings of the corporation shall be convened only after the request of five (5) club members has been made to the President or Board member.
Section 5: When a special meeting is called, the business conducted at the meeting shall be confined to the stated purpose for the meeting. All Board members and officers shall be notified.
Section 6: The President may vote only to break ties.
Section 7: A member entitled to vote may vote in person or by proxy executed in writing by the member or by that member's duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.
Section 8: QCABHA members entitled to vote will not be permitted to participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not
limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. QCABHA does not have the means to provision this participation.
Section 9: Any action required by the statute to be taken at any annual or special meeting of the members entitled to vote, or any other action which may be taken at a meeting of the members entitled to vote, may be taken by ballot without a meeting in writing by mail, e-mail, or any other electronic means. Members entitled to vote will be given the opportunity to vote for or against the proposed action. The action receives approval by a majority (51\%) of the members casting votes, or such larger number as may be required by the statute, the articles of incorporation, or the bylaws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than 5 days from the date the ballot is delivered. However, in the case of a removal of one or more directors or a dissolution the voting must remain open for not less than 20 days from the date the ballot is delivered.
Section 10: Proposed amendments to the articles of Incorporation shall be submitted to a vote at a meeting of members entitled to vote. The meeting may be either an annual or a special meeting. The BOD shall adopt a resolution setting forth the proposed amendments to be submitted to the vote. QCABHA may amend its articles of incorporation at any time and from time to time to add a new provision or to change or remove an existing provision, provided that the articles as amended contain only such provisions as are required or permitted in the original articles of incorporation at the time of amendment. The articles must contain all provisions required by statute ((805 ILCS105/) General Not for Profit Corporation Act of 1986, Section 102.10, except names and addresses of the initial directors may be omitted and the names of the initial registered agent or the address of the initial registered office may be omitted. The BOD shall follow statute requirements for executing and filing articles of amendment to the articles of incorporation with the Illinois Secretary of State.

## Bylaw V - Duties of Officers:

Section 1: Duties of the President shall be:
Principal executive office of the QCABHA. Preside over all club meetings and board meetings. $\mathrm{He} /$ She may sign with the Secretary or any other proper officer of the QCABHA authorized by the membership any deeds, mortgages, bonds, contracts or other instruments, which the QCABHA membership had authorized to be executed. Except in cases where the signing and execution thereof shall be expressly delegated by the membership of the bylaws or by statue to some other officer or agent of the QCABHA. In general he/she shall perform such other duties as may be prescribed by the membership. The President may appoint a Sergeant of Arms for any QCABHA sponsored event that has the power to settle disagreements in the absence of the President or a horse show judge.

## Section 2: Duties of the Vice President shall be:

In the absence of the President, or in the event of his/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 restriction upon the President. Perform such other duties as may be assigned to him/her by the membership.
Section 3: Duties of the Treasurer shall be:
Have charge and custody of and be responsible for all funds and securities of the QCABHA. Receive and give receipts for monies, due and payable to the QCABHA in such banks, trust companies, or other depositories as approved by the QCABHA BOD in conjunction with the Treasurer's requests. Keep a ledger of all monies, securities and items of value paid by date of payment, amount and reason and recipient. Provide a complete status of the treasury report at each regular meeting including payments by name and amount and total fiscal posture of the treasury. Provide a
projected year-end audit report of all receipts and expenditures incurred during his/her term of office, which shall be presented at the annual November meeting. Perform all duties as may be assigned to him/her by the membership. The President and/or Vice President and/or Treasurer shall have the ability to sign corporate checks.

## Section 4: Duties of the Secretary shall be:

Keep minutes of all Membership and BOD meetings. See that all notices are duly given in accordance with the provisions of the bylaws or as required by law. Be custodian of the QCABHA records, the execution of which on behalf of the QCABHA is duly authorized in accordance with the provisions of the bylaws. Keep a register of the post office address of each member, which shall be furnished to the Secretary by such member. Notify all members of meetings and activities. Notify members dues are delinquent after January 1. Perform all duties incident to the office the Secretary and such other duties as assigned to him/her by the membership. Newsletter duties are not included in the primary responsibilities of the Secretary.

## Bylaw VI - Duties of Committees:

Section 1: Committees may not exercise the authority of the BOD.
Section 2: Guidelines for the committees, if any, shall be prepared by the committees and approved annually by the BOD within which committees shall function. All committee guidelines will be provided as needed to members.
Section 3: All expenditures shall be pre-approved by the BOD through the annual budget process or at a BOD meeting.

Bylaws VII - QCABHA Sponsored Events:
Section 1: Members will be notified of all meetings in advance. Written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 5 nor more than 60 days before the date of the meeting to members entitled to vote as of the date of record fixed by the BOD. In the case of a removal of one or more directors or dissolution notice will be not less than 20 nor more than 60 days before the date of the meeting to each member of record entitled to vote at such meeting. Section 2: The organization of rules governing QCABHA activities shall be determined by a majority (51\%) vote of the membership present at meetings with a quorum, if a notice has been given in writing and voted on at the meeting, except where the statute dictates other conditions.
Section 3: The QCABHA will sponsor education and community related activities in compliance with the rules governing our non-profit status.

## Bylaw VIII - Exhibitor Rules:

Section 1: The QCABHA rulebook will be used at all QCABHA horse shows.

## Bylaw IX - Dissolution:

Section 1: Fund and Property: Should the QCABHA be dissolved, the property shall be sold, all debts paid, and any funds remaining in the treasury and held for a charitable, religious, eleemosynary, benevolent, educational or similar use will be distributed to one or more 501(c)(3) or 501(c)(4) organizations engaged either in activities substantially similar to those of the QCABHA or in activities QCABHA has historically supported. Distribution shall be pursuant to a plan of distribution adopted as provided in the statute and for one or more exempt purposes within the meaning of the Internal Revenue Code or the corresponding section of any future federal tax code. All members must be notified by certified mail and/ or email prior to the next scheduled meeting and any such decision
must be approved by a majority (51\%) of the voting membership present at the meeting for which there is a quorum.
Section 2: Dissolution the QCABHA may be authorized by a vote of members entitled to vote in the following manner:
(a) The board of directors shall adopt a resolution, which may be with or without their recommendation, proposing that the corporation be dissolved voluntarily, and directing that the question of such dissolution be submitted to a vote at a meeting of members entitled to vote on dissolution, if any, which may be either an annual or special meeting.
(b) Written notice stating that the purpose, or one of the purposes, of the meeting is to consider the voluntary dissolution of the corporation, shall be given to each member entitled to vote on dissolution within the time and in the manner provided in the statute for the giving of notice of meetings of members. If such meeting be an annual meeting, such purpose may be included in the notice of such annual meeting.
(c) At such meeting a vote of the members entitled to vote on dissolution shall be taken on the resolution to dissolve voluntarily the corporation. The resolution shall be adopted by receiving the affirmative vote of at least $51 \%$ of the votes present and voted either in person or by proxy at a meeting for which there is a quorum. As allowed by the statute, these bylaws of the QCABHA supersede the two-thirds vote requirement of the statute by specifying not less than majority (51\%) of the votes.

## Bylaw IX - Fiscal year:

Section 1: The QCABHA fiscal year is the calendar year, running from January 1 until December 31.

## ADOPTION OF BYLAWS

ADOPTED AND APPROVED by the membership vote on this
_19_day of May 2023.

By electronic signature - see last page
Sue Larkin - President QCABHA

By electronic signature - see last page

ATTEST: Kathy Brenneman Secretary - QCABHA

For reference only:
Bylaws revisions included review of Illinois' law (805 ILCS 105/) General Not For Profit Corporation Act of 1986 (P.A. 84-1423).

Quad City All Breed Horse Association was incorporated in Illinois on May 20, 1982, as a not-for-profit domestic corporation with a perpetual duration and is recorded as file number 52739225.
Source: Illinois Secretary of State official website corporation search

The 1986 act repealed the "General Not for Profit Corporation Act", approved July 17, 1943, as amended.

From: John Thier johnsue704@hotmail.com
Subject: Re: Signature for Bylaws approval
Date: May 25, 2023 at 11:42 AM
To: Annette Johnston makjohnston@mchsi.com
Cc: Kate Brenneman katebrenneman@aol.com

## Yes

Sent from my iPhone
On May 25, 2023, at 9:59 AM, Annette Johnston [makjohnston@mchsi.com](mailto:makjohnston@mchsi.com) wrote:
Sue,
Quad City All Breed Horse Association Bylaws require the President, you - Sue Larkin, to sign the adoption and approval of the Bylaws.

As of May 19, 2023, membership voted to adopt and approve revised Bylaws.
Kathy Brenneman, Secretary, attests by electronic signature per the email below.
Please reply "yes" to this email as President for your electronic signature.
This email will be used as electronic signatures from both the President and Secretary.
Respectfully,
Annette Johnston
QCABHA Director
Begin forwarded message:
From: Kate Brenneman [katebrenneman@aol.com](mailto:katebrenneman@aol.com)
Subject: Re: Confirm attestation of Bylaws approval
Date: May 24, 2023 at 8:32:49 PM CDT
To: Annette Johnston [makjohnston@mchsi.com](mailto:makjohnston@mchsi.com)
Yes
Sent from my iPhone
On May 24, 2023, at 8:30 PM, Annette Johnston [makjohnston@mchsi.com](mailto:makjohnston@mchsi.com) wrote:
Kathy Brenneman,
Quad City All Breed Horse Association Bylaws require the Secretary, you - Kathy Brenneman, to attest the adoption of the Bylaws.

This email is to obtain your electronic attestation.
Please reply with "yes" to this email to confirm your attestation that the Bylaws were adopted and approved by membership vote on May 19, 2023.

Your email will be used as your electronic signature.
Respectfully,
Annette Johnston
QCABHA Director

