

# **BY-LAWS OF THE ILLINOIS FOX TROTTER HORSE ASSOCIATION**

## **Revised 3-12-2019; Approved by Membership August 17, 2019**

### **ARTICLE I - THE CORPORATION**

As amended 2/6/93, this corporation shall be known as "The Illinois Fox Trotter Horse Association", and it is sometimes referred to in the By-Laws of the Corporation.

### **ARTICLE II - PURPOSES**

The purposes for which the Corporation are formed are those set forth in its Certificate of Incorporation, as from time to time amended. Namely, to inform and educate the public and to promote and perpetuate the foxtrotting horse as a distinct breed and to support civic and charitable organizations which support, promote and perpetuate the foxtrotting horse as a distinct breed. The corporation is organized exclusive for educational, charitable and scientific purposes to serve as an education vehicle for persons interested in learning about the foxtrotting horse and to serve as a social vehicle for such interests.

The Corporation is not formed for pecuniary or financial gain and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Not-for-Profit Corporation Law of the State of Illinois. NO substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

The purposes of the Corporation are promoted through an education and social program directed towards friends of horses and communities are developed through fairs, committees, projects, newsletters and programs are governed and qualified by the basic policies set forth in Article III.

### **ARTICLE III - BASIC POLICIES**

As amended 2/6/1993, the following are basic policies of the Corporation: (1) The Corporation shall be nonsectarian and nonpartisan; (2) The name of the Corporation or the names of any members in their official capacities shall not be used in any connection or for any purpose not appropriately related to promotion of the objects of the Corporation; (3) The Corporation shall cooperate with other organizations to support the promotion of the foxtrotting horse, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

### **ARTICLE IV - MEMBERSHIP AND DUES**

1. Any family who subscribes to the purposes and basic policies of the Corporation may become a Class A member of the Corporation subject only to compliance with the provisions of the By-Laws. Each such member and his or her spouse shall be entitled to one vote each on any matter submitted to a vote by the members.

2. As amended 10/21/2001, to be eligible for Class A membership, applicant must be an owner in his/her own name of a registered Missouri Fox Trotter Horse or be a lessee of a registered Missouri Fox Trotter Horse.

3. As amended 2/6/1993, any family members of a Class A family membership in good standing who are under the age of eighteen years or are over the age of eighteen but do not own in their name a registered fox trotter horse in his or her own name shall be classified as Class B members. Any person who desires to enroll as a member but does not own a registered fox trotter in his name may become a Class B member.

4. As amended 2/6/1993, the relative rights, preferences and limitations of the two classes of membership are to be the same except that Class A members shall exclusively possess voting power for the election of officers and directors and for all other purposes and be eligible for an elective position. Class B members shall not vote at any election of officers, board of directors or for any other purpose, or hold any elective position.

5. The Corporation shall conduct an annual enrollment of members but persons may be admitted to membership at any time.
6. As amended 10/15/2000, Class A members in good standing shall be able to participate in business meetings or on a committee or hold a chairperson position. Class B members in good standing shall be eligible to participate and serve in a committee with the exception of chairperson.
7. Voting: As amended 2/6/1993 and August 17, 2019. Voting for the election of officers and board of directors will be done by Email to all eligible Class A members or in person at the general membership meeting. Voting may not be done by proxy.
8. Annual Dues: as amended 2/6/1993 and August 17, 2019. Each member of the Corporation shall pay annual dues of \$20.00 to the Corporation. Membership shall be nontransferable and dues shall be nonrefundable.
9. As amended August 17, 2019, annual dues of members are payable on or before February 1<sup>st</sup> of each year. Dues are not pro-rated. New membership dues received after October 1<sup>st</sup> shall be credited to the next year.
10. As amended 2/6/1993 and August 17, 2019, members who fail to pay their dues, subscriptions or assessment by February 1st shall be notified.

## **ARTICLE V - OFFICERS AND THEIR ELECTION**

1. Officers: As amended 7/12/2015. (a) The officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer. The officers shall be Class A members in good standing with the Corporation, 18 years of age or older and shall continue their good standing throughout the term of office held.

(a) As amended 10/15/2000, this section was deleted in its entirety.

(b) As amended 2/6/1993, officers shall assume their official duties following the close of the annual meeting in October and shall serve for a term of one year.

(c) As amended 2/6/1993, this section was deleted in its entirety.

As amended 2/6/1993, this section was added.

2. Nomination: As amended 2/6/1993 and August 17, 2019, this section was deleted in its entirety.

3. Election: As amended 2/6/1993 and August 17, 2019, this section was deleted in its entirety.

4. Vacancies: A vacancy occurring in any office shall be filled for the unexpired term by a person appointed by the Board of Directors.

## **ARTICLE VI - DUTIES OF OFFICERS**

1. As amended 2/6/1993, the President shall preside at all meetings of the Corporation and of the Board of Directors at which he or she may be present, shall perform such other duties as may be prescribed in these By-Laws or assigned to committees of the Corporation in order that the purposes may be promoted.

2. The Vice-President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.

3. As amended 2/6/1993, 10/21/2001, 7-12-2015 and August 17, 2019, the Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be delegated. The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures and shall make disbursements as authorized at any meeting by the Board of Directors.

The Treasurer shall present a statement at every meeting of the Corporation and shall present a complete profit and loss statement at the annual meeting if needed. All financial transactions will be audited if needed at the end of the year by an appointed committee whom shall be free from all financial transactions of the year.

4. All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined in these By-Laws and those assigned from time to time shall deliver to their successors all official material not later than ten days following the election of their successors.

## **ARTICLE VII - BOARD OF DIRECTORS**

1. Directors: As amended 7/12/2015 The Board of Directors shall consist of the President, the Vice-President, the Secretary, the Treasurer and six Class A members in good standing and shall continue their good standing until their term has expired. The Board of Directors shall assume their official duties following the close of the annual meeting in October and shall serve until the election and qualification of their successors.

(a) As amended 10/20/2000, other than the officers, the number of directors shall be a total of seven. The outgoing president will serve on the board 1 year. Two shall serve a three-year term; two shall serve a two-year term and two shall serve a one-year term.

(b) As amended 2/6/1993, this section was deleted in its entirety.

2. Vacancies: As amended 2/6/1993, a vacancy will occur on the Board of Directors by request or by a member missing three consecutive board meetings and shall be replaced by a majority vote of the remaining Board of Directors.

3. Duties: As amended 10/21/2001, (a) The duties of the Board of Directors shall be (1) to develop a workable budget for the upcoming year; (2) to transact all business of the Corporation; (3) to present a report at the regular meetings of the Corporation and (4) to approve routine bills within the limits of the budget.

(b) The Directors may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority shall be in writing and filed with the Secretary.

(c) As amended 10/15/2000 and August 17, 2019, Board of Directors shall not change the By-Laws without the vote of the present membership.

4. Meetings: As amended 10/15/2000, Board of Directors shall meet at least three times a year at a time and place designated by the Directors, published at least 30 days before the meeting to the membership.

## **ARTICLE VIII - MEETINGS**

(a) As amended 2/6/1993, general membership meetings of the Corporation shall be held a minimum of twice a year, one of which shall be the annual election of officers held in October, at a place and time to be designated by the Board of Directors. No purpose for holding meetings of members shall be stated unless to modify the By-Laws of the Corporation.

(b) Action without a meeting: As amended 8/18/2007. Unless proscribed by law, any action required to be taken at a meeting of the membership or any other action which may be taken at a meeting of the membership, may be taken without a meeting if a consent in writing via e-mail or postal mail, setting forth the action so taken, shall be signed by a majority of the members entitled to vote with respect to the matter thereof.

## **ARTICLE IX - MISCELLANEOUS**

1. Special Committees: As amended 10/21/2001, the power to form special committees. Board of Directors shall select the chairperson of said committee. That individual will select the members of his/her committee. Each

committee shall make timely and periodic reports to the Board of Directors. Each committee shall make a full financial disclosure to be included in the annual Treasurer's report.

2. Bank Accounts: As amended 10/20/2002, all checks, drafts or any other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by an officer of the Corporation and in such manner as shall from time to time be determined by the resolution of the officers. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. One signature is required on checks up to \$50.00. Two signatures required on checks over \$50.00.

3. Contributions and Gifts: As amended 2/6/1993, the board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

4. Proceedings: All proceedings of the Corporation shall be governed by "Robert's Rules of Order."

5. Amendment to By-Laws: As amended 2/6/1993, these By-Laws may be amended, repealed or altered in whole or in part by the majority vote at any regular general membership meeting or special membership meeting of the Corporation after a thirty day notification through the Corporation newsletter.

6. As amended 10/15/2000. All minutes of all meetings, written or voice recorded shall be retained. If at any time the minutes have become lost or destroyed, the brief summary published in the newsletter may be used in place of the written or voice recorded minutes.

7. As amended 10/15/2000. Notice of any special meetings of the Board of Directors shall be given at least 7 days previously there to by telephone or by written notice delivered personally or sent by mail to each Director at the address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such 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 nor the purpose of any regular or special meeting of the board need be specified in the notice or waiver of notices of such meeting unless specifically required by law or these By-Laws.

8. As amended 10/15/2000 and August 17, 2019, this section was deleted in its entirety.

## **ARTICLE X - SHOW COMMITTEE**

As amended 10/21/2001

1. Board of Directors will appoint a Show Chairperson. This individual will form the Show Committee.

2. Show Chairperson will make 60 day updates to the President which will include financial expenditures, donations and the progress of the event.

3. At the February meeting the Board will re-allocate funds to the Show Committee from the established new workable budget for expenses.

4. All proceeds above the cost of the show will be returned to the General Fund 30 days after the show. Monies shall be re-allocated in February by the Board for the next year.