

CONSTITUTION & BY-LAWS OF THE INDIANA RANCH HORSE ASSOCIATION

Article I Name and Purpose

Section 1 – Name

This state charter of the American Ranch Horse Association (ARHA) will be officially known as the Indiana Ranch Horse Association (IRHA) and shall encompass the state of Indiana. It will be a non-for-profit association in the accordance with the laws of the state of Indiana.

Section 2- Purpose

This IRHA if for the purpose of promoting, stimulating interest, education and providing the means for improving the ranch horse and further the interest of its members through cooperation and collaboration with the ARHA. This association shall provide activities intended for all levels of the horse and rider to compete in a friendly family-oriented atmosphere.

Section 3 -Consent approved 2/5/2022

No person or persons shall use the name Indiana Ranch Horse Association, IRHA, or the Indiana Ranch Horse Association logo for personal gain without the written consent of the majority of the current Board of Directors. If approved, this consent will be sent in writing to the said individual. Person(s) inquiring about consent will give at least thirty (30) days' notice prior to any event. Consent will last for the duration of one(1) fiscal year.

Article II Memberships

Section 1 – Eligibility for Memberships

This membership shall consist of persons, firms, partnerships, ranches and organizations that are interested int the purpose and objectives of this IRHA association and the ARHA.

Section 2 – Types and Definitions of the Memberships

This IRHA will offer three (3) types of memberships; individual, family and youth. A family membership is defined as all members of a family that reside in the same household as well as any youth 18 years or younger. Youth is defined to be anyone 18 years or younger as of January 1 of that fiscal year. This IRHA will offer

5 divisions within their membership. They will be: All Age, Amateur, Novice Amateur, Youth and Novice Youth. The rules and guidelines for these said divisions will coincide with those stated in the ARHA rule book. This IRHA has the option to split the youth into two (2) divisions being 13 & Under and 14-18 years old. Changes to the divisions can be made as the BOD deems advantageous to the IRHA. Those changes can be made by a majority vote of the Board.

Section 3 – Rights of the Members

All current paid members that are 19 years and older will have voting privileges. Family memberships are allotted two (2) votes. Those current paid members have the right to hold an office and/or reside on a committee. Members also possess the right to nominate officers, directors at large and persons for any major awards that IRHA presents.

Section 4 – Annual Dues

Annual Dues are based on a fiscal year. The fiscal year shall be January 1 to December 31. The amount required for annual dues shall be: \$15.00 dollars for an individual membership, \$30.00 dollars for a family membership and \$10.00 dollars for a youth membership. Changing these amounts can be made by the majority vote of the board of directors. Continued membership is contingent upon being up to date on membership dues.

Section 5 – Termination

The Board of Directors, by a majority vote, may refuse the right of participation to any person(s) who jeopardize the integrity of IRHA. IRHA will automatically suspend any member that has been suspended by the ARHA.

Article III Meeting of the Members

Section 1 – Notice of Regular Meetings

Printed notice of membership meetings shall be sent to each voting member or family by mail or email at least ten (10) days prior to the meeting. An agenda of the meeting shall also be provided at that time. There shall be two (2) formally organized regular membership meeting per fiscal year. One (1) meeting per half of that year. One (1) meeting shall be scheduled between January and June. One (1) meeting shall be scheduled between July and December. These meetings shall be in addition to the yearend banquet.

Section 2 – Special Meetings

Special meeting may be called by the President or in his/her absence, the Vice President or upon petition signed by twenty (20) or more IRHA members. The Secretary shall give notice of the Special Meeting. Notice shall be mailed or emailed to the last known address of each member in good standing of the IRHA at least five (5) days prior to the meeting with starting time, locations and shall briefly indicated the subject(s) or matter(s) of discussion.

Section 3 – Annual Meetings

The Annual Meeting of the members shall be held after the final IRHA sanctioned show of that said year. Specific date, time and location shall be suggested by the Banquet committee of IRHA. Final decision of the date shall be made by the Executive Board and the Board of Directors. At the Annual Meeting the business will be, but not limited to: amendments to the by-laws, receive reports on the activities of the association and honor the accomplishments of the membership for that year.

Section 4 – Quorum

The members present at any properly called meeting shall be deemed a quorum for that meeting.

Section 5 – Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Only persons in good standing with the IRHA shall have voting privileges. No proxy voting will be allowed.

Article IV Officers and Board of Directors

Section 1 – Role of the Board

The board is responsible for the overall policy and direction of the association. It shall serve as the planning committee for this association. All matters of concern will be brought before the Board of Directors. Any financial expenses exceeding one hundred (\$100.00) dollars requires a majority vote of the Board of Directors. Any financial expenses of \$500.00 or more shall require a double signature of the treasurer and the president. It will be charged with resolving any disciplinary actions within the IRHA. The Board shall consist of members elected by the membership.

Section 2 – Officers and Duties updated Feb 18, 2023

There shall be four (4) officers on the board consisting of: President, Vice President, Secretary and Treasurer. There will be as few as **three (3)** or as many as seven (7) Directors at Large. They shall be nominated and voted on by the membership. In the case of a board member or officer **leaving** before a term is complete, a replacement may be chosen by a majority vote of the existing board members. There will also be an option for a Youth Director. This person will be a youth member of the IRHA and invited by the Board of Directors to be a non-voting member of the board. All officers and board members must be current members in good standing with the IRHA and the ARHA **and at least nineteen (19) years of age**

The President shall be the chief executive officer of the IRHA and shall have general direction and charge of the conduct and operation of the IRHA. The President shall have the authority to execute all documents of every nature on the behalf of the IRHA. He/she shall preside as chairman at all meetings of the members and be an ex-officio member of all committees.

The Vice President shall, in the absence or inability of the President to act, perform the duties of the President. The Vice President shall be the chairman of the Budget and Finance committee.

The Secretary shall be directly responsible to the President for the operation and management of the business of the office. The Secretary shall keep a record of the minutes of the IRHA and any additional reports significant to the continued business of the association. He/she shall conduct the correspondence of the IRHA. The Secretary shall give notice to the members of all regular and special meetings. The Secretary shall keep current records of all members and their pertinent information, ie: phone, address, email, member status, etc. The Secretary will be chairman of the Nomination and Elections committee.

The Treasurer shall collect, hold and disburse under the direction of the president, all monies of the IRHA. The Treasurer shall keep books or accounts, submit a statement of accounts at regular meetings, exhibit a full account of receipts and disbursements during the past fiscal year and file all required local, state and federal tax reports. The records shall be audited annually by a committee consisting of the outgoing treasurer and the Budget and Finance committee.

The Directors at Large shall be available to assist in the daily operations of the association. Each Director shall serve on at least one (1) committee and may be chairman as delegated by the President. Those committees would ideally be, but not limited to: Sponsorships, Youth Activities, Show Production, Special/Members Activities, Awards Committee, Amateur Committee, Banquet Committee, and Communications.

Section 3 – Terms updated Feb 18, 2023

All officers **will** serve a two (2) year term and/or until their successor **is** elected. Officers may serve two (2) consecutive terms. Directors **will serve a two (2) year term and/or until their successor is elected. Directors may serve two (2) consecutive terms. Members of the board will serve staggered two-year terms. Each year one half of the board will be elected or re-elected.** Ideally not all Executive Board should be newly elected in any one year.

Section 4 – Nomination & Elections

Nominations for Officers and Board members will be accepted from the membership starting October 1 till October 31. Nominations can be sent to any board member or through the email. They will also be accepted during the last show of the IRHA. Those persons being nominated must be a current member of the IRHA for one (1) year prior to their nomination. Year to be defined as a show season.

Ballots will be sent to paid members to the last known address through email or regular mail by November 15. Members may return their votes between November 15 and December 1. These ballots will be sent to the Charter Secretary via email or postal service. Ballots will be tallied by the Nomination/Election committee by Dec 5 and the newly elected members will be notified at that time. The newly elected members will be instated at that time.

Section 5 – Meetings

Meetings of the Board will be held quarterly or upon request of the President or one-third of the Board. Notices of all meetings shall be sent out by the Secretary to each Board member ten (10) days prior to said meeting. An agenda for the meeting(s) will be provided at that same time. The minutes of the meetings of this organization are public information and shall be made available to any

member upon request when given a reason amount of time to make that information available. Roberts Rules of Order-Newly Revised, will apply.

Section 6 – Definition of Majority of the Board

A majority vote of the Board of directors is defined as 2/3 of current persons enlisted on the Board of Directors

Section 7 – Conflict of Interest – newly added Feb 18, 2023

No member of the IRHA Board of Directors or Executive Board will be permitted to hold an office or be a member of the Board of Directors of another ARHA charter while serving in that capacity for IRHA.

Section 8 – Attendance & Termination newly added Feb 18,2023

Any officer or board member who does not attend three (3) consecutive Board of Directors meetings may be terminated at the discretion of a majority vote of the board.

Section 9 – Indemnification of Liability – newly added Feb 18, 2023

Each officer and director shall be indemnified by the IRHA against any liability and/or expenses reasonable incurred by him/her in connection with the defense of any action suit or proceeding instituted in which he/she may be made party defendant by reason of his/her being or having been a director or officer of IRHA

Article V Committees

Section 1 – Committee Formation

The Board may create committees as needed. It is the desire of the IRHA to have standing committees to provide for an equal distribution of member input and balance in the work required to operate this association smoothly. Members of all standing committees shall be members of this IRHA. The duties of all committees and their chairs will be addressed by the President. Committees are open to non-board members. This participation is encouraged.

Section 2 - Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer. It will serve as a buffer for seamless transition in the flow of business and goals between the incoming and outgoing Presidents.

Section 3 – Finance & Budget Committee

The Vice President will be the chairman of the finance and budget committee. The Treasurer will be a member of this committee. The finance committee shall prepare an annual budget to be presented to the full board of IRHA for approval. Once approved by a majority vote, the Treasurer shall have the responsibility of operating IRHA financially within said budget. Any major changes in the budget must be approved by the Board of Directors. Financial records of the organization are public information and shall be made available to any member upon request when given a reasonable amount of time to make that information available.

Section 4 – Nomination/Election Committee

The Secretary will be the chairman of the Nomination/Election committee. There will be at least one (1) other member on this committee. Ballots will be made, sent out by, received and tallied by this committee. They will be charged with informing the newly elected officer/board members of their position by December 5. The specifics of the election process is defined in Article IV Section 4.

Section 5 - Standing Committees

Each Director at Large shall be a Chairman of a Standing Committee. The committees ideally will be, but not limited to sponsorships, youth activities, show production, amateur, awards, banquet, special/members & communications. Duties of each committee will be detailed as needed.

Article VI Amendments and Rules

Section 1 – Amendments

Final and ultimate authority rests with the members of the IRHA. Amendments may be made to these By-Laws upon approval of a majority vote of the members at the Annual Year End Meeting. Amendments shall be furnished in writing to the members at least ten (10) days prior to the meeting.

Section 2 – Rules

The President and/or Board of Directors are responsible for upholding the rules established by the ARHA that are set forth in the ARHA rule book.

Section 3 – Meeting Outline

Roberts Rules of Order- Newly revised shall prevail wherever not otherwise provided herein.

Article VII Disciplinary Procedure

Section 1 – Disciplinary Procedure

The provisions for disciplinary procedure for the IRHA will be equivalent to the rules defined in the ARHA rule book and shall be utilized for disciplining members of this association. Specifically; Violations, Disciplinary Procedure, Suspension, General Notice Procedure, Attorney Fees, Litigation Agreement; where applicable for the IRHA name will be in exchange for ARHA.

Section 2 – Member Acceptance

Any person who shall accept the privileges extended by the IRHA, including participation in any activities, shall be deemed to have given his/her consent of the provisions relating to disciplinary procedures and all other provisions of these By-Laws. Being of member of this IRHA is a privilege and not a right.

Article VIII Indemnification

Section 1 – Indemnification

Each director, officer and committee person of said IRHA shall be indemnified by the IRHA against all cost, expenses and liabilities reasonably incurred by him/her in connection with or resulting from, an action, suit or proceeding to which he/she may make a party by reason of his/her being or having been a director, officer or committee person of the IRHA, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such a director, officer or committee person. The foregoing indemnification shall cover amounts paid in settlement of any such action, suit, proceeding when such settlement appears to be of the interest in the IRHA. The foregoing shall be in addition to any other rights to which such directors, officers or committee person may be entitled as a matter of law.

Article IX Severability

Section 1 – Severability

If any section of any part of these By-Laws or the application thereof to any persona or circumstances is held invalid, such invalidity shall not affect the other section, parts or application of these By-Laws which can be given effect without the invalid section of any part and to this the provisions of these By-Laws are severable.

Article X Dissolution

Section 1- Dissolution

Upon the dissolution of this charter the Executive Committee shall, after paying or making provision for the payment of all liabilities of this charter, dispose of all the assets of the charter exclusively to such organization(s) organized and operated exclusively for agricultural purposes as shall at the time qualify as exempt organizations(s) under Section 501.c3 of the Internal Revenue Law.