

**AMENDED
BYLAWS OF
THE TEXAS QUARTER HORSE ASSOCIATION**
Revised and Approved by the Board of Directors - September 12, 2018
Approved by the General Membership – January 26, 2019

**ARTICLE 1
TITLE, OBJECTS, LOCATION, CORPORATE SEAL**

1.1 This Association shall be known as THE TEXAS QUARTER HORSE ASSOCIATION and shall at all times be operated as a non-profit association in accordance with the laws of the State of Texas providing for such organizations and by which it shall acquire such rights as granted to associations of this kind. In addition, this association shall abide by the Internal Revenue Code and the applicable regulations relating to treatment as non-profit organization of the United States.

1.2 The purpose of the corporation is to promote and to encourage the popularity of the American Quarter Horse in the state of Texas, including but not restricted to individual, corporate, and other members interested in the breeding, training, and exhibiting of Quarter Horses. The membership is to include members interested in halter and performance, racing, cutting, and any other activities normally associated with the breed. The association may accumulate, compile, and disseminate information relating to the Quarter Horse breed in each of the activities mentioned above, as well as promote and conduct shows, conventions, exhibits, races, and other activities related to Quarter Horses. It is the official registry of the Accredited Texas Bred Program relating to racing activities in the State of Texas, and the organization serving as the registry relating to Quarter Horses qualifying for Texas Bred programs, the Texas Classic, and other programs. The association is the parent organization of the Texas Quarter Horse Youth Association.

1.3 The principal place of business of the association shall be designated by the Board of Directors of the corporation, and shall be in a place convenient to the participating members. Additional satellite offices may be operated in locations different from the principal place of business, as the need is determined by the Executive Committee.

1.4 The corporate seal of the Association shall be in the charge of the President or his assigned designee and shall be in the form impressed hereon immediately below.

ARTICLE 2

MEMBERS

2.1 Members of the Association shall be admitted, retained, and expelled in accordance with the rules and regulations which the Board of Directors from time to time, adopt. In all matters governed by the vote of the members, each member in good standing shall be entitled to one vote. A member will be considered in good standing if their dues are current and they have not been suspended or expelled for disciplinary or other reasons.

2.2 The annual meeting of the members shall be held at such time and place as may be fixed by resolution of the Board of Directors for the purpose of electing directors and for the transaction of any other business of the Association that may be brought before the meeting.

Notice of the annual meeting shall be given by regular or email as written notice stating time and place of such meeting to each member's last known physical or email address as it appears on the Association's records not less than fourteen days prior to the date of such meeting.

Notice may also be given by notification in publications of the Association mailed or emailed to all members. Such notification shall be in a conspicuous place in the issue which immediately precedes the annual meeting.

Such notice will be deemed to be delivered when it or the publication containing such notice is deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with postage pre-paid or sent via email.

If at any time from time to time as this corporation has more than 1,000 members at the time the annual meeting is scheduled or called, notice of such meeting of members may be given by publication in any newspaper of general circulation in the community in which the principal office of the Corporation is located.

2.3 Special meetings of the members may be held at such time and place as may be designated in the notice, whenever called in writing by the direction of the President or by a majority of the Board of Directors, or by notice signed by not less than fifty-one percent of the members in good standing.

Notice of such special meeting indicating briefly the object or objects thereof shall be given in the same manner as provided with respect to notice of the annual meeting, including the same time period of notice.

2.4 At any meeting of the members held in accordance with the foregoing provisions as to notice, the members attending such meeting shall constitute a quorum for all purposes unless the representation of a larger number should be required by law. To exercise voting privileges a member must be physically present at the meeting, including attendance by teleconference, which privilege cannot be delegated by proxy.

2.5 Any officer of the association may call the meeting of the members to order and may act as chairman of such meeting, precedence being given as follows: President, First Vice-President, Second Vice-President, Secretary- Treasurer and Parliamentarian. In the absence of all such officers, members present may elect a chairman.

The Secretary-Treasurer of the Association shall act as Secretary of all meetings of the members but in his absence the Directors may appoint any person to act as Secretary of the meeting.

2.6 Whenever in these Bylaws the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right

to vote.

ARTICLE 3 DIRECTORS

3.1 The business and property of the Association shall be managed and controlled by the Board of Directors. The Board of Directors shall consist of the President, Vice-President, Second Vice-President, Secretary-Treasurer, Parliamentarian, the Past Presidents of the Association, the other members of the Executive Committee, and a minimum of fifteen (15) members nominated by the Nominating Committee and elected by the membership annually.

Each Director elected shall be domiciled in Texas by actual residence therein, having the intent to make it his permanent home. To be eligible for election to and serve on the Board of Directors, an individual must be a member in good standing of the Association.

“Any person who has been suspended by the American Quarter Horse Association (“AQHA”) or the Texas Racing Commission for rule violations or fraudulent practices that results in a suspension of any kind must notify the Texas Quarter Horse Association Executive Committee in writing within 3 days of the notification of the suspension from AQHA or the date of final adjudication of the suspension once all rights to appeal have been exhausted (in the case of a suspension from the Texas Racing Commission). A Disciplinary Committee comprised of the 3 immediate past presidents of TQHA shall review the suspension and determine the appropriate adjudication. If the person receiving the suspension fails to notify the Executive Committee of the suspension, the Conduct Committee can recommend punishment ranging from a minimum of a one year suspension up to a lifetime suspension.”

3.1.1 Each member of the Board of Directors is required to attend, in person, no less than one meeting during each calendar year. Any member the Board of Directors attends less than one Board meeting in person shall be removed as a Director without further action. Past Presidents are exempt from the requirement to attend one Board meeting in person each calendar year.

3.1.2 Any director who is absent for three (3) consecutive meetings of the Board of Directors shall be removed as a Director without further action. Absences shall be evidenced by roll call at meetings of the Board and reflected in

its minutes. For purposes of this paragraph, any Director that calls in and teleconferences at a meeting shall be deemed present, however, those Board members who participate in Board meetings via call in or teleconference shall only be deemed present when the Board member participating by call in or teleconference remains engaged in the call in or teleconference for the entire meeting. Past Presidents are exempt from the requirements established in this paragraph.

No salaried employee of the Association can serve as a member of the Board of Directors or Executive Committee.

3.1 In case of any vacancy in the Board of Directors by death, resignation, disqualification, or other cause, the remaining Directors by affirmative vote of a majority thereof may elect a successor.

3.2 The board will meet a minimum of two times per year, one of which will be at the Annual Meeting and the other as scheduled by the Executive Committee with giving a minimum of fourteen (14) days written notice via email. The remaining meetings will be scheduled by the Executive Committee with a minimum of fourteen (14) days written notice via email of such meetings to be furnished to the Directors. The Board of Directors, by rule, may provide for other regular meetings at stated times and places, of which fourteen 14 days notice via email shall be required.

3.3 Special meetings of the Board of Directors shall be held whenever called by the direction of the President or by two-thirds of the directors for the time being in the office.

The executive director of the TQHA or the Secretary-Treasurer shall give notice of each special meeting by emailing the same to each Director at least fourteen (14) days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Any meeting at which every director may be present, even though without any notice, any business may be transacted.

3.4 Eleven Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there may be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a

quorum shall be present. Any Director that teleconferences in for a meeting shall be deemed present.

3.5 At meetings of the Board of Directors, business may be transacted in such order as the Board of Directors may determine.

3.6 At the meeting of the Board of Directors, which coincides with the annual membership meeting (“Annual Meeting”), the Board shall elect officers of the Association.

3.7 The Board of Directors shall have the power and the authority to make, amend, repeal and enforce such rules and regulations, not contrary to the law or the Certificate of Incorporation or these Bylaws, as they may deem expedient concerning the conduct, management, and activities of the association, the admission, classification, qualifications, suspension and expulsion of members or any member of the Board of Directors, removal of officers, the rules and regulations governing the procedure of each suspension and expulsion and removal, the fixing and collection of dues and fees, the expenditures of money, the auditing of books and records, the awarding of championships, the conducting of shows, contests, exhibitions, races, sales, and social functions and other details relating to the general purposes of the Association, all, however, subject to revision or amendment by a majority of the members at any regular or special meeting of the members, provided written notice of intention by any member to move the revision or specified amendment of any rule or regulation shall have been mailed or emailed to all members at least thirty (30) days in advance of the meeting.

3.8 The Board of Directors, from time to time, may create and empower other committees, general or special.

ARTICLE 4 EXECUTIVE COMMITTEE

4.1 There is hereby created an Executive Committee consisting of five officers, President, Vice President, Second Vice President, Secretary/Treasurer and Parliamentarian, plus the immediate Past President for a total of six members.

4.2 The President shall fill all vacancies in the Executive Committee between

meetings. In filling such vacancy, the President shall use his best efforts to assure such appointed person represents the similar interests within the Association, and other similar organizations. If the vacancy occurs because of the death, dismissal, resignation, or any other reason, of an immediate Past President, such vacancy shall not be filled.

4.3 The Executive Committee shall meet at least quarterly and whenever and wherever called by direction of the President or two members of the Executive Committee acting jointly, of which the executive director of the TQHA or the Secretary-Treasurer shall give fourteen (14) days written notice via email, but such notice may be waived by any member.

4.4 The Executive Committee may act, without convening in meeting, by written resolution signed by all members thereof and duly entered in the Association's records. A quorum of four is required.

4.5 The Executive Committee has full authority to act on behalf of the Board of Directors in the absence of a Board of Directors meeting, including, but not limited to, "Upon discovery that any member of the Board of Directors is ineligible to serve on the Board of Directors according to the terms set forth in these Bylaws, the Executive Committee shall offer said member an opportunity to resign their position. If said member refuses to resign, the Executive Committee may remove the member from the Board of Directors by majority vote of the members of the Executive Committee."

4.6 The Executive Committee has the authority and responsibility for managing the staff of the Association, including the hiring, evaluating, termination, and other decisions affecting personnel, assigning titles to various individual employees of the Association, appointing additional officers of the Association on an as needed basis, managing the fiscal affairs of the association, including installing internal controls over funds, determining the need for independent audits and fidelity bonds, executing leases for office space and facilities, and other matters normally associated with managing such an organization. Certain duties and responsibilities may be delegated from time to time by the Executive Committee to employees of the association. The terms of office of appointed officers of the Association shall be for not more than one consecutive year. Appointments may be renewed by the Executive Committee for successive one year period.

4.7 An Executive Committee member may not serve more than three consecutive years, other than as an elected officer or Past President.

ARTICLE 5 NOMINATING COMMITTEE

5.1 There is hereby created a Nominating Committee consisting of the active Past Presidents of the Association (as defined in Section 5.3, below).

5.2 The second most recent immediate Past President of the Association shall be the chairman, and a voting member, of the Nominating Committee. The function of the committee is to nominate the Officers, Executive Committee members, and members of the Board of Directors of the Association. “The Nominating Committee shall not nominate any person as an Officer, Executive Committee member, or member of the Board of Directors who has been suspended by the TQHA Disciplinary Committee as a result being suspended by the AQHA or the Texas Racing Commission. Said nomination prohibition shall remain in effect for the duration of the suspension from TQHA.”

5.3 If it is necessary to determine the active status of a Past President, such determination shall be made by a vote of the active Past Presidents of the prior year, excluding the Past President whose status is in question. If a tie-breaker vote is necessary such vote shall be made by the immediate Past President. While attendance at committee meetings, Executive Committee meetings, and Board of Director meetings is important in determining the active status, consideration should also be given to a Past President’s total activity in the quarter horse business, including activities of the American Quarter Horse Association, and other similar organizations.

5.3.1 “Active” shall be defined, for the purposes of this Section 5.3, as participating in no less than two (2) regular Board meetings during the 12 month period immediately preceding the Nomination Committee meeting to nominate the next year’s Executive Committee.

5.3.2 “Participation” shall be defined, for the purposes of this Section 5.3, as in person, call in or teleconference attendance at a regular Board meeting.

ARTICLE 6

ELECTIVE OFFICERS AND DUTIES

6.1 Officers: The officers of the Association shall be the President, First Vice President, Second Vice President, Secretary/Treasurer, and Parliamentarian. Such officers shall hold office for the period of one (1) year, until their successors are qualified and nominated by the Nominating Committee and elected by the Board of Directors. The Elected officers shall hold the same office in the Association and on the Executive Committee. Normally, at the direction of the Nominating Committee, the First Vice President will succeed the President, and the Second Vice President the First Vice President. In making such determination, the Nominating Committee shall take into account all the facts and circumstances, including activity of the individual in the Association, status in the industry and community, etc. Any person who has been suspended by the TQHA Disciplinary Committee as a result of a suspension by AQHA or the Texas Racing Commission shall be ineligible to serve as an Elective Officer of the TQHA until the suspension from AQHA or the Texas Racing Commission has been completed.

6.1 President: The President shall be the chief executive officer of the Association and shall preside at all meetings of the Board of Directors and of the Executive Committee. He shall see that the Bylaws, rules and regulations of the Association are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors and the Executive committee. He shall be an ex-officio member of all committees.

6.2 Vice-Presidents: In the absence of the President, the First Vice-President, and in his absence, the Second Vice-President shall have the powers and shall perform their duties of the President and other such duties as may be prescribed by the Board of Directors and by the Executive Committee.

6.3 Secretary/Treasurer: The Secretary/Treasurer shall see that notice is given of all annual and special meetings of the Board of Directors and the Treasurer shall keep and attest true records of all proceedings at all meetings of the Board. The Secretary/Treasurer shall have charge of the corporate seal and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Secretary/Treasurer shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The

Secretary/Treasurer shall generally perform all duties usually appertaining to the office of secretary of a corporation. In the absence or disability of the Secretary/Treasurer, the duties of such office shall be performed and the powers may be exercised by the President or the Board of Directors.

6.4 Parliamentarian: The Parliamentarian shall serve as an advisor and consultant to the President and members on procedural matters. The Parliamentarian shall keep in their possession a copy of Robert's Rules of Order, TQHA Constitution and By-Laws. It is the Parliamentarian's duty to see that parliamentary procedure is carried on efficiently. It is the Parliamentarian's obligation to know and share information about parliamentary law and assist members in proper meeting procedure and etiquette so that the Association can accomplish the business of the Association. The Parliamentarian assures that every member will be heard and that the majority will prevail.

6.5 Past President: An active Past President is an individual that has served as a duly elected President of the Association and has remained active in the affairs of the Association since his administration. Such Past Presidents shall be members of the Board of Directors and the Nominating Committee as long as such Past President remains active in the Association. Such determination as to active status will be made in accordance with Section 5.3 above.

6.6 Honorary Vice-President: The office of Honorary Vice-President is for the purpose of recognizing such person or persons as may merit such honor by reason of distinguished service to the association. Honorary Vice-Presidents shall have the privilege of attending all meetings of the Board of Directors of the Association, take part in the discussions and vote.

ARTICLE 7 AMENDMENTS

7.1 The Board of Directors shall have power to make, amend and repeal the Bylaws of the Association by the vote of the majority of the Directors at any regular or special meeting of the Board, subject to the right of the members to rescind or amend any such Bylaws in the same manner as provided in Section 3.9, above, for the revision or the amendment or rules and regulations.