



The Morab Horse Association & Register, Inc.

Bylaws of the Corporation

Article 1 Name

1.1 The Name of this Illinois non-stock, not for Profit Corporation shall be "The Morab Horse Association and Register, Inc.."

1.2 Ethics Statement. The Morab Horse Association & Register, Inc. expects that all persons involved with MHA events or representing MHA or its affiliates will conduct themselves in an honest, ethical, and sportsmanlike manner.

Article 2 Member Rights

2.1 Membership: The membership classification of this corporation shall be "life member", "general member", "family member", "honorary member", "youth member" and any other such classification as adopted now or in the future.

2.11 Life Member: A life member of The Morab Horse Association & Register, Inc. shall hold all rights of a member of the corporation as set forth in this article including the right to vote on all matters requiring the vote of the membership granted for life by the resolution of the Board of Directors. A life member must be 18 years of age or older by January 1st of the year of application.

2.12 General Member: A general member shall hold all rights of a member of the corporation as set forth in this article including the right to vote on all matters requiring the vote of the membership. A general member must be 18 years of age or older by January 1st of the year of membership.

2.13 Family Member: A family member shall hold two general member privileges for a household. A household must provide two individuals showing legal residence at the same recorded address and being of 18 years of age or older by January 1st of the year of membership.

2.14 Honorary Member: An honorary one year membership may be bestowed by a majority vote of the Board of Directors of the Corporation from time to time to individuals as deemed appropriate by the Board of Directors. An honorary member must be 18 years or older by January 1st of the year of membership. An honorary member shall hold all rights of a member of the corporation as set forth in this article including the right to vote on all matters requiring the vote of the membership.

2.15 Youth Member: Any persons 20 years of age or younger as of January 1st of the year of membership may hold a youth membership of the Corporation. This will entitle the youth member to vote on all matters regarding youth activities along with all the privileges of the Corporation except the right to vote on non-youth activities.

2.16 Membership Term: Except for life memberships, all membership terms begin on January 1st and will end on December 31 unless renewed according to the procedures established in 2.17 of these bylaws.

2.17 Membership initiation and renewal: Any person(s) paying the appropriate classification membership fee as set by the Board of Directors of the Corporation or any person(s) granted membership status by the Board of Directors of the Corporation who is a member in good standing may initiate or renew a membership classification within the Corporation.

2.18 Rules of Membership: The Board of Directors of the Corporation may make provisions as necessary to the classification, qualification, limitations, and rights of the member, including rules governing fees, suspension, and termination of membership.

2.19 Recorded Address: The recorded address of each member shall be the address in record on December 31st of each year for the upcoming year. This shall also be the recorded address for the purposes of these bylaws.

2.2 Membership Meetings: The rules regarding the meetings of members of the corporation shall be guided as follows in these bylaws not to be in violation of state legislation regarding not-for-profit corporations. All minutes of meetings of members are to be recorded and kept on file with the Corporation.

2.21 Annual Meeting: An annual meeting of the membership shall be held each calendar year, January 1st to December 31st, within the continental United States, in a location determined by the Board of Directors. Members may expect it to be the second weekend in February.

2.22 Special Meeting: A special meeting of the membership may be held whenever called by the Board of Directors or by the president or vice president or by 1/3 of the number of directors at that time required to constitute a full board. A special meeting of the membership may also be called by 20% of the members entitled to vote within the corporation. Notice must be given in writing to the president of the corporation no less than 60 or no more than 90 days prior to the date of the special meeting. This notice must state the purpose, time, and location, within the Continental United States, of the special meeting. Upon notification of such special meeting the president or vice president shall promptly give notice to the Board of Directors and the membership of the Corporation.

2.23 Notice of Meeting of the Membership: Except as explained in 2.21 of these bylaws, all notice of meeting of the membership shall include time, place, and purpose of such meeting. A notice shall be mailed first class to each membership's address of record, as listed with the Corporation, or shall be posted in the Morab Horse newsletter. The notice shall be provided not less than 20 days or no more than 90 days prior to the date of the meeting. Notification of election of directors shall also be included in the notification along with any other purpose requiring the vote of members within the Corporation. The person responsible for such meeting will make affidavit in relation thereof, to be filed with the minutes of the meeting.

2.3 Quorum: A membership quorum for the transaction of business will be defined within this Corporation as 20% of the voting members or 50 voting members whichever is the lesser. Any question on the agenda of a meeting brought forth by a quorum shall require a vote of the majority of the members present, in person or by proxy, to bring the question to resolution.

2.4 Proxies: Every member in good standing entitled to vote by the Corporation has the right to use an official proxy ballot to execute their vote on any issue requiring the vote of the membership. The Board of Directors shall be responsible for the formation of the official proxy ballot and are responsible for the distribution of that ballot to the membership. A proxy ballot must

be signed by the voting member or their appointed attorney or legal representative. If more than one proxy ballot is received from the same member the proxy ballot with the latest date shall be used, with all prior proxy ballots deleted. Any member may deem, in writing and signed by the member, their proxy ballot void prior to the closing date and time of the vote providing the proxy. The Board of Directors shall determine individual(s) assigned for each region, which will present the proxy ballots at the meeting requiring membership vote. No member may designate another person(s), other than his or her legal representative, to complete his or her proxy ballot. Each proxy ballot must also include the closing date that will be considered the last date that the proxy ballot will be received as designated by the date of postmark on the proxy ballot. Each proxy ballot will include the time, date, location, and proposed issues to be decided by membership vote. The proxy ballot will also provide the name, address, and telephone number of the individual(s) who will present the proxy ballot in their region. An official proxy form of the Corporation may be photocopied and used by the member for the voting issue(s) it was created for. The voting member or legal representative can present a proxy ballot at the meeting in person, otherwise it must be sent by first class or registered mail to the office of the Corporation. No other means will be considered as valid.

2.41 Election Proxy: A proxy ballot issued to elect nominees to the Board of Directors must provide all positions due for election either at large or by region described by state and by number. Proxies will be issued by region showing any nominees for regional director in that region along with all nominees for directors at large. Spaces will be provided for only nominees, any write in candidates will negate the proxy ballot.

2.5 Meeting Rules and Procedures: The record of date of all members entitled to vote is Dec 31 of the preceding year. All members in good standing and of record date shall be entitled to receive notices, form quorums, vote, and all other rights entitled to voting members of the Corporation.

2.51 Tabulation of Votes: The Board of Directors may appoint one person to tabulate the votes of any membership vote. One witness must also be appointed from the membership who does not hold an office on the Board of Directors. Proxy votes are to remain sealed until the time of the vote and are to only be opened by the appointed tabulator and inspected by the appointed witness. The appointed tabulator, verified by the appointed witness, shall provide the final count of votes to the Board of Directors who will then provide the result to the membership.

2.52 Member Inspection of Votes: The appointed tabulator shall provide for inspection by any member in good standing or to his or her legal representative, the ballots and proxy ballots of the vote at a place and time determined by the Board of Directors. The office of the Corporation will then be provided the Ballots and proxy ballots to be kept for 90 days. Any member of the Corporation in good standing may request to the office of the Corporation, in writing, or through his or her legal representative, to inspect the results formed by the appointed tabulator within 90 days from the date the vote was tabulated.

2.53 Validity of Proxy Ballots: The appointed tabulator and / or the appointed witness can make a determination that a ballot or a proxy ballot is invalid. Any ballot or proxy ballot deemed invalid is then provided to the Board of Directors present at the meeting. The ballot or proxy ballot may be appealed by a 2/3 vote of the majority of the Board of Directors constituting a full board.

2.54 Powers of Tabulator: Along with the determination of validity the tabulator shall hold all powers set forth in the State of Illinois not-for-profit laws as from time to time amended or replaced.

Article 3 Board of Directors

3.1 Number: A full Board of Directors shall consist of 5 directors at large and as many regional directors as are from time to time in office as set forth in these bylaws.

3.2 Qualification: All directors must be 18 years of age as of January 1st of the year seeking election. All directors must be in good standing with the Corporation and is a member meeting any voting classification within the Corporation. All directors must be a legal resident of the United States of America. A director who fails to attend 3 successive board meetings without an acceptable reason, requiring a 2/3 vote of acceptance by the Board of Directors constituting a full board, will relinquish his or her seat for reelection of the remainder of term at the next annual membership meeting. No director may serve more than 5 consecutive terms of service except as outlined in 8.5 of these bylaws, at which time the director is ineligible for nomination for 3 years from December 31st, of the last year of office. No director may hold any seat of governance, committee chair, or any recognized title or office in any other Corporation without the unanimous approval of the Board of Directors of the Corporation.

3.3 Vacancies: Unless otherwise noted in these bylaws, all vacancies on the Board of Directors of the Corporation shall be filled by a temporary director until the next annual membership meeting. A temporary director must meet the director qualification standards, is nominated by at least 2 members of the board, and holds a 2/3 majority vote of approval by the Board of Directors.

3.4 Regional Directors: All regional directors must meet the qualifications outlined in 3.2 of these bylaws. Regional directors must show legal residence within the region in which they represent. If a directors legal residence changes to outside of the region represented, the director will relinquish his or her seat which will become vacant until the next annual membership meeting. A temporary director with legal residence in the region may be chosen by the Board of Directors to fill the vacancy as in 3.3 above.

3.5 Powers of the Board of Directors: The elected Board of Directors of the corporation shall preside over the entire management of the Corporation. The elected Board of Directors shall also control the property, business, and affairs of the Corporation as vested by the membership, the State of Illinois, and the bylaws of this Corporation. The Board of Directors shall preside over the operation of The Morab Horse Association and Register, Inc and shall be vested by the membership to make, alter, limit, terminate, or transfer the rules and regulations of the Register, the membership privileges of any person, and any relationships with persons not members of this Corporation.

3.51 Actions of the Board of Directors: Any action of the Board of Directors may be rendered with or without a meeting of the Board of Directors. Actions rendered without a meeting of the Board of Directors requires the written consent to the action by every member of the Board of Directors. All actions of the Board of Directors must be filed in the minutes of the proceedings of the board.

3.52 Limitations: The Board of Directors may not alter, limit, terminate, or transfer the bylaws of the Corporation without membership approval as outlined in 2.3 of these bylaws. No decisions or actions of the board shall be inconsistent with the bylaws of the Corporation or with the Illinois State legislation governing non-stock, not-for-profit corporations. Any board action or decision may be overturned by a 2/3 majority vote of all the members of the Corporation entitled to vote.

Article 4 Regional Directors

4.1 Geographical Regions: There will be 10 geographical regions established within the Corporation as outlined in attachment A. Each region will be entitled to 1 representative on the Board of Directors per 6% of the total voting membership within the Corporation, showing

residence within that region, or 10 voting members residing in that region, whichever number is greater. A region may sit no more than 2 regional directors, and may not become eligible for 2 directors until the total voting membership residing in that region reaches 50 or greater. Regions showing fewer than 6% of the total voting membership, or under 10 voting members residing in that region, will be represented by a Director at Large appointed by the Board of Directors. If total voting membership of a region should fall below 6% or fall below 10 voting members, while a regional director is seated, that director shall finish his or her term of office after which that seat will no-longer be appointed. If a region seating 2 directors shall fall below 50 total voting members than that region shall only elect one regional director at the next member election scheduled for that region. Membership percentages will be calculated from the year prior to the election year.

4.2 Term and Election: The term of office for every regional director shall be 3 years beginning from the annual membership meeting election, and terminating on the annual membership meeting election of the 3rd year of service. Elections of regional directors will be staggered over a 3 year period as follows. Regions 1 / 5 / 9 will be elected the 1st year, regions 2 / 7 / 10 the second year, and regions 3 / 4 / 6 / 8 the 3rd year. For the first election year of the Corporation regions 1 / 5 / 9 will serve a full 3 year term, regions 3 / 4 / 6 / 8 will serve a 2 year term, and regions 2 / 7 / 10 will serve a 1 year term. Any region that gains a director as described in 4.1 of these bylaws, that director shall serve a term lasting until the normal voting period of that region is reached. Each regional director shall be elected by ballot, proxy ballot or in person by the voting members of the Corporation whose legal residence is within the region of the director.

4.3 Nomination: When a region reaches a minimum of voting members as outlined in 4.1 of these bylaws, a full and current list of voting members of record, residing in that region, will be provided to any member of the Corporation in good standing, residing in that region, who wishes to run for regional director. An official nomination petition will also be provide to the requesting member. A member seeking nomination to the board of directors as a regional director must then receive a total in signatures of 10% of the voting membership residing in that region or the signatures of 5 voting members residing in that region, whichever number is the greater. Regional directors may also be nominated by a 2/3 majority vote of the Board of Directors constituting a full board. Nomination petitions must be received by the 1st of October of the year prior to election and will be as designated by the date of postmark for the nomination petition. Notice will be given of all nominees, listed by region number, in the Fall issue of The Morab Horse, or as deemed appropriate by the Board of Directors on or before November 1st of the year prior to election. In the event that a region eligible for representation does not receive any nominees for that region, the recognized affiliate clubs for that region may present one nominee per club for election.

4.4 Additional Qualifications: No regional director may hold the title, or be on the nomination list for the office of director at large except as noted in 5.4. No director at large may hold the title, or be on the nomination list for the office of regional director except as noted in 4.1. A regional director must meet all qualifications as outlined in article 3 of these bylaws.

4.5 Ballots: Ballots for the annual membership meeting election, will be provided to all voting members in the winter issue of The Morab Horse, or as deemed appropriate by the Board of Directors on or before December 15th. Any members joining the Corporation after December 15th, but before December 31st, shall immediately be issued a ballot. All ballots to be cast by proxy must be returned as stipulated in 2.4 of these bylaws. Otherwise ballots presented in person must be received on or before a time during the annual membership meeting as determined by the Board of Directors of the Corporation.

Article 5 Directors at Large

5.1 Term and Election: A director at large shall serve a 3 year term within the Corporation. The Board of Directors shall also sit 5 directors at large, which will be required to constitute a full board. Directors at large shall be elected at the annual membership meeting election. Elections

will be staggered over a 3 year period as follows. 2 directors at large elected the 1st year, 2 directors at large elected the 2nd year, and 1 director at large elected the 3rd year. For the first election year of the Corporation terms will be as follows, two 3 year terms, one 2 year term, and two 1 year terms. Terms of the first election year will be decided through random drawing of all 5 directors at large. Each director at large shall be elected by ballot, proxy ballot or in person by any and all of the voting members of the Corporation.

5.2 Nominations: At the request of any member in good standing, the Corporation will provide a current list of every voting member within the Corporation, along with an official nomination petition. A member seeking nomination for the office of director at large must obtain signatures from 5% of the total voting membership of the Corporation, or 10 signatures of voting members within the corporation, whichever number is the greater. A director at large may also be nominated by a 2/3 majority vote of the Board of Directors constituting a full board. Nomination petitions must be received by the 1st of October, as designated by postmark of the petition, for the year prior to election. Notice will be given of all nominees listed in the Fall issue of The Morab Horse, or as deemed appropriate by the Board of Directors on or before November 1st of the year prior to election.

5.3 Additional Qualifications: No regional director may hold the title, or be on the nomination list for the office of director at large except as noted in 5.4. No director at large may hold the title, or be on the nomination list for the office of regional director except as noted in 4.1. All directors at large must meet the qualifications as outlined in article 3 of these bylaws.

5.4 Vacancy: Any vacancy of a director at large must be filled as outlined in 3.3. All vacancies will be filled until the next annual membership meeting election at which point the vacant office will be held for election to fill the office for the remainder of the term.

5.5 Ballots: Ballots for the annual membership meeting election, will be provided to all voting members in the winter issue of The Morab Horse, or as deemed appropriate by the Board of Directors on or before December 15th. Any members joining the Corporation after December 15th, but before December 31st, shall immediately be issued a ballot. All ballots to be cast by proxy must be returned as stipulated in 2.4 of these bylaws. Otherwise ballots presented in person must be received on or before a time during the annual membership meeting as determined by the Board of Directors of the Corporation.

Article 6 Board of Directors Meetings

6.1 First Quarterly Meeting: Every year at the annual membership meeting the newly elected members of the Board of Directors, along with the current members of the Board of Directors shall hold a meeting in order to complete the following. Introduce and seat the newly elected members of the Board of Directors. Elect and appoint officers of the Board of Directors and officers of the Corporation as required. Appoint and dissolve committee chairs as required. To conduct the first years business meeting and address issues as required. The board is required to meet once a year and may meet quarterly if needed.

6.2 Special Meeting of the Board of Directors: A special meeting of the Board of Directors may be convened by the president of the Board of Directors or by a 2/3 majority of the Board of Directors constituting a full board. The president shall provide notice to all board members stating the time, place, and agenda of the special meeting. Accepted methods shall be first class mail, electronic mail requiring a returned acknowledgment, telephone, or by fax requiring a returned acknowledgement. Notice must be provided no less than 30 days from the date of the meeting.

6.3 Emergency Meeting of the Board of Directors: An emergency meeting of the Board of Directors may be convened by the president of the Corporation or by a 2/3 majority of the Board

of Directors constituting a full board. The president shall provide notice to all board members stating the time, place, and agenda of the emergency meeting. Accepted methods shall be first class mail, electronic mail requiring a returned acknowledgment, telephone, or by fax requiring a returned acknowledgement. Notice must be provided no less than 3 days from the date of the meeting. Teleconferencing, or any other secure mode of real time distance communication, may be used to facilitate directors as deemed appropriate by the Board of Directors.

6.4 Quorum: A majority of the directors required to constitute the full Board of Directors of the Corporation shall be considered enough to constitute a quorum to transact the day to day business of the Corporation except as listed otherwise within these bylaws. A quorum shall be empowered to resolve any issues brought before it except as otherwise specified in these bylaws.

Article 7 Committees

7.1 Appointment: The Board of Directors of the Corporation shall be empowered to form standing of special committees as is from time to time needed to perform the day to day business of the Corporation. Committees shall be determined as provided by the Board of Directors of the Corporation not to be inconsistent with these bylaws or the Illinois State legislation governing non-stock, not-for-profit corporations. All committees are to be accountable to the Board of Directors, providing any an all information requested by the Board of Directors in a timely and organized manner whenever requested. Committee size will be determined by the Board of Directors and may be amended from time to time as deemed appropriate by the Board of Directors of the Corporation.

7.11 Standing Committee: A standing committee is an ongoing committee formed for the life of the corporation or as deemed appropriate by the Board of Directors of the Corporation. A standing committee can be dissolved by a 2/3 majority vote of the Board of Directors constituting a full board.

7.12 Special Committee: A special committee is formed for a specific event or purpose as deemed appropriate by the Board of Directors of the Corporation. The special committee will automatically dissolve upon completion of its designed purpose, designated timeline, or by any other requirement of dissolution as place upon it by the Board of Directors of the Corporation. A special committee may also be dissolved prematurely by a 2/3 majority vote of the Board of Directors constituting a full board.

7.2 Committee Member Requirements: All committee members must be 18 years of age or older as of January 1st of the year of formation of the committee except as outlined in 6.21 below. Any and all members of a committee are required to be voting members in good standing with the Corporation. Committee members may be appointed by the chair of the committee or by the Board of Directors of the Corporation. No committee member may serve on more than 4 committees within the Corporation at one time. No committee member may hold any seat of governance, committee chair, or any recognized title or office in any other Corporation without the unanimous approval of the Board of Directors of the Corporation.

7.21 Youth Committee: A standing or special youth committee may be formed following the outlines set forth in 6.1. Youth committee members must meet all requirements as set forth in 2.15. No youth committee member may serve on more than 4 youth committees within the Corporation at one time. Youth Committee Chairs must meet the requirements as outlined in 6.3 of these bylaws.

7.3 Committee Chairs and Vice-Chairs: The committee chair will be responsible for updating and / or providing information to the Board of Directors of the Corporation as deemed appropriate by the Board of Directors of the Corporation. The committee chair will be responsible for the

organization of the committee, setting meetings of the committee, and appointing or removing committee members. Committee chairs and vice-chairs will be elected by the Board of Directors and must meet all the requirements as outlined in 6.2 of these bylaws. A director from the Board of Directors may chair a committee. If the chair of the committee is not a director seated on the Board of Directors, a director will be appointed by the board to act as a committee liaison. The Board of Directors may also deem to appoint a vice-chair to the committee to assist with all duties and responsibilities with the chair of the committee. The Board of Directors of the corporation may overturn or invalidate any decision of the committee chair with a 2/3 majority vote of the Board of Directors constituting a full board. A committee chair and / or vice-chair may also be removed or replaced with or without cause by a 2/3 majority vote of the Board of Directors constituting a full board.

7.4 Committee Minutes: All committees, standing or special, shall record the minutes of all meetings of the committee. These minutes will be filed in the permanent records of the Corporation and shall be presented to the President or the Corporation office no less than 20 days from the recorded date of the committee meeting.

Article 8 Officers

8.1 Officers of the Corporation: The officers of The Morab Horse Association and Register, Inc. shall include a President, a Vice President, a Financial Director, a Regional Executive Officer, and an Executive Director.

8.11 Term and Election: All officers of the Corporation shall serve a one year term, starting at the annual membership meeting of the Corporation, and ending at the next annual membership meeting of the Corporation except as provided in 8.5. All officers of the Corporation shall be elected by the vote of a majority of the Board of Directors constituting a full board.

8.12 Qualifications: All Officers of the Corporation must meet the qualifications of a director outlined in article 3 of these bylaws. All officers must be either a regional director or a director at large currently serving his or her term of election on the Board of Directors of The Morab Horse Association and Register, Inc. With the exception of the Executive Director as outlined in 8.5 of these bylaws. The titles of President, Vice President, and Executive Director are singular titles, each to be held by a single separate individual, without the combining of duties, powers, responsibilities, or privileges provided for each title.

8.2 President: The President shall act as the Chief Executive Officer of the Corporation. The President shall preside over all meetings and shall have all powers and privileges as provided within these bylaws. The President shall be the presiding officer for all committees, whether standing, special, youth, or as such formed by the Corporation. The President shall hold a single vote on all matters within the Board of Directors of the Corporation. The President shall also hold the integrity of the Corporation and be responsible for the maintaining of the corporate records.

8.3 Vice President: The Vice President shall assist the President in all duties as required and shall hold the powers of the President of the Corporation when the President is in absence during meetings of the Board of Directors. The Vice President shall be responsible for overseeing the financial books and the financial integrity of the Corporation. The Vice President shall oversee the office of the treasurer and be provided a detailed quarterly report on the finances of the Corporation to be presented to the Board of Directors of the Corporation. The Vice President shall hold a single vote on all matters within the Board of Directors of the Corporation. The Vice President shall be responsible for the formation of the agendas for all meetings of the Corporation. The Vice President shall also be empowered with other duties and responsibilities, as from time to time are assigned by the Board of Directors of the Corporation.

8.4 Executive Vice President: The Executive Vice President shall provide an annual financial report to the members of the corporation at the annual membership meeting of the Corporation. It shall also be the responsibility of the Executive Vice President to form corporate budgets and financial guidelines to be followed by the Corporation. The Executive Vice President shall be responsible for the books and records of the Corporation, the compilation of membership and inquiry lists, and oversee the advertising program of the Corporation. The Executive Vice President shall hold a single vote on all matters within the Board of Directors of the Corporation. The Executive Vice President shall also be empowered with other duties and responsibilities, as from time to time are assigned by the Board of Directors of the Corporation.

8.5 Regional Executive Officer: The Regional Executive Officer shall oversee the regional directors and be involved with regional concerns and issues. The Regional Executive Officer shall also be responsible for all corporate business dealing with regional development. It will also be the responsibility of the Regional Executive Officer to keep all regional directors informed on any and all business of the Corporation that involves a director's region. The Regional Executive Officer shall also hold a single vote on all matters within the Board of Directors of the Corporation. A Regional Executive Officer will also be responsible for the compiling and mailing of the regional membership lists of the corporation.

8.6 Executive Director: The Executive Director is responsible for the day to day business of the Corporate Business Office and the Register Office as assigned from time to time by the Board of Directors of the Corporation. The Executive Director shall also hold the Seal of the Corporation and be responsible for the recording and issuance of registration certificates. The Executive Director shall only hold a tie-breaking vote on issues requiring the vote of the Board of Directors of the Corporation. The Executive Director will also be responsible for the recording and issuing of association member certificates. The Executive Director shall hold office for as long as the Board of Directors deems fit, to be reviewed on a yearly basis during the election of officers at the annual membership meeting. The Executive Director shall be appointed by the Board of Directors from either elected directors or from members of the corporation that meet all requirements as outlined in 3.2 of these bylaws. Appointees from the Board of Directors shall have their elected seat vacant to be filled as outlined in 3.2 of these bylaws. The Executive Director shall make quarterly reports on the affairs of both the Corporate Business Office and the Register Office to the Board of Directors of the Corporation. The Executive Director shall also provide annual reports on the affairs of both the Corporate Business Office and the Register Office to the membership of the Corporation either in The Morab Horse magazine or via first class mail. The Executive Director may also serve as the treasurer and secretary of the Corporation as deemed fit by the Board of Directors of the Corporation. The Executive Director is directly accountable to the Board of Directors and shall provide any and all information as required by the Board of Directors of the Corporation.

8.61 Treasurer: The office of the treasurer shall be appointed, employed, or occupied by the Executive Director of the Corporation. The office of the treasurer will be in association with the Corporate Business Office and shall hold the checkbook and corporate accounts of the Corporation as authorized by the Board of Directors of the Corporation. It shall be the responsibility of the treasurer to provide financial reports to the Financial Director of the Corporation. The treasurer shall provide accurate and up to date financial reports for inspection at any time by the Board of Directors of the Corporation. The treasurer shall hold such powers and duties as provided by these bylaws and the Illinois State Legislation governing non-stock not-for-profit corporations. The office of the treasurer if appointed or employed shall hold no vote on any issues involving the Board of Directors of the Corporation.

8.62 Secretary: The office of the secretary shall be appointed, employed, or occupied by the Executive Director of the Corporation. The office of the secretary will be in association with the Corporate Business Office. The secretary shall keep the minutes of all meetings of the Board of Directors of the Corporation. The secretary shall also keep the minutes of all membership

meetings as outlined in Article 2 of these bylaws. The secretary may also be empowered with other duties and responsibilities, as from time to time are assigned by the Executive Director and / or the Board of Directors of the Corporation. The office of the secretary if appointed or employed shall hold no vote on any issues involving the Board of Directors of the Corporation.

8.63 Recording Secretary: The Board of Directors of the Corporation may also appoint a recording secretary during any meeting of the Corporation. The position of recording secretary will only last until the completion of that meeting and will carry the responsibilities to record the minutes of the meeting. Any voting member of the Corporation in good standing is qualified for appointment for recording secretary and will be ratified by a majority vote of the Board of Directors of the Corporation. The recording secretary will gain no extra rights of the Corporation other than those already granted through membership or appointment.

Article 9 Resignation and Removal

9.1 Resignation: Any director or officer of The Morab Horse Association and Register, Inc. may give written notice of resignation at any time to the President, Vice President, or Board of Directors of the Corporation. Any member of any committee may give written notice of resignation to at any time to the President of the Corporation.

9.2 Removal: The voting members of the Corporation, at any meeting called for the purpose of removal of officers as outlined in Article 2 of these bylaws, may remove, with or without cause, any director of the Board of Directors of the Corporation, officer of the Corporation, or committee member of the Corporation with a majority in favor vote of all members entitled to vote within the Corporation.

9.21 Removal by the Board of Directors: The Board of Directors of the Corporation may remove, with or without cause, any committee member of the Corporation with a 2/3 majority vote of the Board of Directors constituting a full board. The Board of Directors may also remove a director or remove a title of office with a unanimous in favor vote of all other Board of Directors constituting a full board. An appeal may be made by the membership, at any meeting called for the purpose of repeal as outlined in Article 2 of these bylaws, with the decision overturned with a majority in favor vote of all members of the entitled to vote within the Corporation.

9.22 Notice of Meeting: A notice of meeting of membership for the purpose of removal must follow all guidelines as provided in Article 2 of these bylaws.

9.3 Vacancies: All vacancies due to resignation or removal shall follow the guidelines as provided in 3.3 of these bylaws with the following exceptions. The Board of Directors of the Corporation may not fill the position with the same individual who resigned or was removed except as outlined in 9.31.

9.31 If a vacancy due to resignation has not been filled by the Board of Directors as outlined in 3.3 of these bylaws, and the individual who has resigned wishes to retake the seat, the Board of Directors of the Corporation may fill the position with the resigned individual in accordance with 3.3 of these bylaws.

9.31 The voting membership of the Corporation will have 90 days to form a special meeting of the membership, as outlined in Article 2 of these bylaws, with the purpose of electing a new director to fill the vacancy from either removal or resignation from the Board of Directors. Any and all nominees for election must have follow the required nomination procedures for the vacant position, as outlined in 4.3 and 5.2 of these bylaws with the date of receipt of nomination petitions being 7 days before the special meeting, and meet all qualifications for director as outlined in

Article 3 of these bylaws. If such a meeting is formed and a new director is chosen the temporary director will immediately step down to be replaced by the elected director.

Article 10 Additional Provisions

10.1 Acquiring of Goods or Services: No member of the Board of Directors or member of the Corporation shall acquire goods and / or services for the Corporation without the full disclosure to and written approval of the Board of Directors of the Corporation. Any acquisition of goods, and / or services without prior approval of the Board of Directors of the Corporation may not be indemnified.

10.2 Salaries: No member of the Board of Directors, or member of any committee, or officer of the Corporation, or appointed member of the Corporation, or any other member of the Corporation may receive a salary from the Corporation. A member of the Board of Directors may be reimbursed for reasonable business expenses from time to time as approved by the Board of Directors of the Corporation, and in accordance with the Illinois State Legislation governing non-stock not-for-profit corporations. Employees of the Corporation shall receive a salary as decided by majority vote of the Board of Directors of the Corporation, to be reviewed at the meeting of the Board of Directors at each annual membership meeting.

10.3 Membership Cards: Every classification of membership shall be entitled to a membership card and / or certificate of the Corporation. If lost, damaged or otherwise unavailable a replacement membership card and / or certificate shall be issued by request and expense of the member or as requested by the Board of Directors of the Corporation. The Executive Director reserves the right to change any and all formats and / or designs of any and all membership cards and / or certificates as deemed appropriate by the Board of Directors of the Corporation.

10.4 Seal of the Corporation: The Seal of the Corporation shall consist of a flat circular die containing the words "The Morab Horse Association and Register, Inc., Incorporated 1999 Illinois" embossed upon it. The Executive Director of the corporation shall hold the Seal of the Corporation.

10.5 Books and Records of the Corporation: Except as stated in these bylaws, and in accordance with the Illinois State Legislation governing non-stock not-for-profit corporations, the books and records of the Corporation shall be kept at the primary address of the Corporation office and with the acting Executive Vice President of the Corporation as deemed necessary and appropriate by the Board of Directors of the Corporation. The lists of members and minutes of all meetings of the Corporation and any and all other information of the Corporation shall be made available in accordance with the Illinois State legislation governing non-stock not-for-profit corporations for inspection by any member in good standing of the Corporation, with reasonable notice, at the primary address of the Corporation office.

10.6 Fiscal Year: The fiscal year of The Morab Horse Association and Register, Inc. shall begin on January 1st and end on December 31st of that same year.