

**CONSTITUTION and BY-LAWS
of the
INTER-STATE HORSE SHOW ASSOCIATION, INC.**

ARTICLE I

Name, Location & Objective

Section 1. The name of this corporation shall be “Inter-State Horse Show Association, Inc.” (the “IHSA” or “Association”).

Section 2. The principal offices of the Association shall be located in the Commonwealth of Pennsylvania.

Section 3. The object and purpose of the Association shall be to organize, promote, schedule, foster and manage horse shows; to do such things as in its opinion will result in the breeding, training and exhibiting of horses; to promote and encourage individual membership in this organization of those persons interested in horses, horse shows and horsemanship, and to do all those things necessary for the encouragement, mutual benefit and edification of horse show exhibitors, interested horsemen and members shows. To conduct social and business activities and to make all such rules and regulations for the mutual benefit of member shows and individual members; and further, when the same is necessary, to acquire, hold, lease and own any real estate, real or personal property of every nature and description incident to the purposes heretofore set forth.

ARTICLE II

Board of Directors

Section 1. Election and Powers. The business and property of the Association, except as otherwise provided by statute, the charter, or the By-Laws, shall be conducted and managed by its Board of Directors, which shall consist of nineteen (19) Members, subject to increase or decrease as hereinafter provide. The Board of Directors shall consist of the Immediate Past President, President, Vice-President and the Secretary-Treasurer of the Association and fifteen (15) elected directors. Five (5) of the elected members of the Board of Directors shall be elected at each annual meeting of the Association by the members present, and those entitled to vote thereat. Each of the directors elected at any annual meeting shall hold office for three years, or until a successor shall have been elected and qualified, or until that person shall die or resign, or shall have been removed. The Board of Directors shall keep minutes of its meetings and a full account of its transactions. The Immediate Past President shall hold office for a term of one year and thereafter until a successor is duly qualified, or until death, resignation or removal.

Section 2. If a member of the Board of Directors misses three consecutive meetings, without just cause, then they shall be automatically removed from the board and a new member appointed by the Board of Directors, under Section 7 herein. If removed from the board, they shall not serve on the Board of Directors for two consecutive years, after being removed. All members of the Board of Directors shall have paid their membership dues and be a member in good standing by May 1 of each year that they serve on the board.

Section 3. Meetings of the Board of Directors shall be held at such places within or without of the Commonwealth of Pennsylvania as may be fixed from time to time by the Board of Directors.

Section 4. Special meetings of the Board of Directors shall be held whenever called by the President, or by the Directors as hereinafter set forth, either in writing or by vote.

Section 5. Notice of the place, day and hour of every regular special meeting shall be given to each director, either:

- A. by notice in writing, mailed postage prepaid not later than one week before the day set for the meeting, and addressed to each director at the last known post office address according to the records of the Association; or
- B. by notice in writing delivered personally, or left at their residence or usual place of business, not later than one week before the day fixed for the meeting; or
- C. by telephone not later than three days before the day set for the meeting.

Provided however,

No notice of the time, place or purpose of any meeting need be given to any director, who in writing executed and filed with the records of the meeting either before or after the holding thereof, waived such notice.

Section 6. One-Third of the members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board of Directors; but if at any meeting, there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for over a period of forty-five (45) days at any one time, without notice other than by announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7. If any officer, or director shall die, resign or be removed, a majority of the remaining directors (although such a majority is less than a quorum) may elect a successor to hold office for the unexpired portion of the term of the officer or director whose place so became vacant. Vacancies in the Board of Directors created by an increase in the number of directors may be filled by the vote of a majority of the entire Board as constituted prior to such increase, and directors so elected by the Board to fill such vacancies shall hold office until their successors shall be elected and qualified. Any decrease in the number of directors shall be accomplished through resignation, death or removal of that director from the Board. No new director may be elected or appointed until the decrease is accomplished, but old directors may run for their position as director, as may time as they see fit. Any director who shall fail to uphold the By-Laws of the Association, may be removed from office and their successor appointed by the Board of Directors as herein before set forth in cases of any other vacancy.

ARTICLE III

Officers

Section 1. The executive officers of the Association shall be the **President, Vice-President** and **Secretary-Treasurer**. Executive officers shall be elected by the members at the annual meeting. Each such officer shall hold office for a term of one year and thereafter until a successor is duly elected and qualified, or until his/her death, resignation or removal.

Section 2. The President shall be a director of the Association. The president shall be the chief executive officer of the Association. The president shall, when present, preside at all meetings of the Association and directors; have general management and direction of the business of the Association and all powers ordinarily exercised by the President of a corporation; the president shall have authority to sign and execute in the name of the Association, all authorized instruments and contracts of every nature and description. The president can be elected for two consecutive terms only.

Section 3. The Vice-President shall be a director of the Association. In the absence of the President, the Vice-President shall perform all the duties of the President and when so acting, shall have all the powers of the President. The Vice-President shall have authority to sign and execute in the name of the Association, all authorized contracts and other instruments of every nature and description and shall also

have such additional powers and duties as may be assigned to him by the Board of Directors or the President thereof.

Section 4. The Secretary-Treasurer shall be a member of the Board of Directors. The Secretary-Treasurer will keep the minutes of the meetings of the active members and of the Board of directors in book provided for the purpose; see that all notices are fully given in accordance with the provisions of the By-Laws; or as required by law; be the custodian of the records and the corporate seal of the Association; see that the corporate seal is affixed, may attest to the same; in general, shall perform all duties ordinarily incident to the office of the Secretary of a corporation and such other duties as from time to time may be assigned by the Board of Directors or by the President. The Secretary-Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Association and shall deposit, or cause to be deposited, in the name of the Association, all monies or valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Association; and see that all checks drawn on the Association in payment of duly authorized indebtedness shall have the signature of one officer of the Association; in general, will perform all of the duties ordinarily incident to the office of the Treasurer of a corporation and such other duties as may be assigned by the Board of Directors or by the President. Such Secretary-Treasurer shall be paid an annual fee for such services as determined by the Board of Directors.

Section 5. The directors shall have the power at any regular or special meeting to remove any officer for cause and such action shall be conclusive on the officer so removed upon a concurrence of a two-thirds vote.

Section 6. The Board of Directors at any regular or special meeting shall have the power to fill a vacancy occurring in any office or director for the unexpired portion of the term.

Section 7. The President may appoint the following committees:

- a. Steward's Committee
- b. Membership Committee
- c. Banquet Committee
- d. Nominating Committee
- e. Publicity Committee
- f. High-Point Committee
- g. Point Secretary:

The Point Secretary's duties shall be to maintain the records relative to the accumulation of points and shall receive compensation determined by the Board of Directors.

h. Advertising Committee: The President shall appoint an Advertising Committee of not more than three members of the Board who shall be empowered to expend a sum established by the Board of Directors for the purpose of general advertising using their discretion and judgment in the matter and means of said expenditures.

i. Finance Committee:

Not less than three members of the Board to investigate ways and means to attend to the fund raising and financial affairs of the Association.

ARTICLE IV

Elections

Section 1. The President, Vice-President, Secretary-Treasurer and five (5) members of the Board of Directors, as described in Article II, shall be elected by the members in good standing of the Association at the annual meeting.

Section 2. The President shall appoint a nominating committee of not less than three members of the Board of Directors, which said committee will nominate at least one member for each of the elective

officers and directors of the Association for the ensuing term. Nominations shall be signed by the chairman of the nominating committee, which said nominations shall be delivered to the Secretary of the Association not later than thirty (30) days prior to the date of the annual meeting.

Section 3. The Secretary shall no later than fifteen (15) days prior to the annual meeting of the Association, mail a notice to each active member of the Association, setting forth the nominations as made by the nominating committee, and giving the date, time and place of the annual meeting.

Section 4. At the annual meeting, the President shall read the report of the nominating committee and further nominations may be made by any active member of the Association present.

Section 5. A secret ballot shall be held and the person or persons receiving the highest number of votes shall be elected.

Section 6. Officers of the Association and members of the Board of Directors shall assume office immediately upon their election.

ARTICLE V

Voting

Section 1. Each individual member, in good standing, as designated in Article VII, shall be entitled to one (1) vote at the annual or special meeting of the Association. A family membership shall be entitled to two (2) votes at the annual or special meeting of the Association.

Section 2. Each member horse show shall have voting rights as follows: A one day horse show shall have one (1) vote. A two day horse show shall have two (2) votes. A three or more day horse show shall have three (3) votes. Said member horse show shall at any annual or special meeting cast their vote in person or by authorized representative, which representative shall immediately prior to the meeting show good evidence as to the right to represent said show at said meeting.

Section 3. At any annual or special meeting, the books and records as to membership shall be available for inspection by any party for the purpose of ascertaining voting rights.

ARTICLE VI

Meetings

Section 1. The annual meeting of the Association shall be held in the same month as the annual banquet and may be held at the same time as the banquet if the Board of Directors votes for the same. Finalization of show dates shall be the last Sunday of March in each and every year.

Section 2. The time and place of regular and special meetings of the Association shall be determined by the Board of Directors.

Section 3. Special meetings of the Association may be called at any time by the President, or shall be called by the President on request in writing of one-third of the members of the Board of Directors, or by one-third of the members of the Association, provided the request specifies the object for which such special meeting is desired. In case the President shall, after one-third of the members of the Board of Directors or one-third of the members of the Association have requested a special meeting of the Association, refuse or neglect to do so within thirty (30) days from the date of such request, then and in that event, a special meeting may be called upon vote of two-thirds of the members of the Association, giving notice to the officers, directors and all active members of the Association of such a special meeting.

Section 4. Meetings of the Board of Directors shall be held from time to time as the necessity for the same arises. Special meetings of the Board of Directors may be called at any time by the President, or shall be called by the President on request in writing of one-third of the members of the Board of Directors,

provided the request specifies the purpose for which such special meeting is desired. In case the President shall, after one-third of the directors have requested a special meeting of the Board of Directors, refuses or neglects to do so within thirty (30) days from the date of such request, then and in the event, a special meeting may be called by a vote of two-thirds of the directors upon giving notice to the remaining directors and officers of the Association.

Section 5. One-third of the members of the Board of Directors, in good standing, of the Association shall constitute a quorum for the purpose of holding a meeting and transacting any business of the Association at either the general or special meeting. No proxy voting is permitted.

Section 6. The order of business at all meetings of the Association shall be as far as applicable and practicable as follows:

- a. Organization.
- b. Proof of notice of the meeting, Statement by the Secretary or other officer, or the affidavit of any other person who mailed notice, or caused the same to be mailed, shall be accepted as proof of service of the notice by mail.
- c. Submission of an alphabetical list of members in good standing of the Association and the names of the delegates who may be absent.
- d. Declaration of presiding officer as to whether or not a quorum is present.
- e. Reading of unapproved minutes of preceding meeting and action thereon.
- f. Reading of communications and notices.
- g. Reports.
- h. At the annual meeting, the election of officers and directors.
- i. Old business.
- j. New business.
- k. Adjournment.

ARTICLE VII

Individual Memberships

Any person, organization, association or club of any color, race or creed, of good moral character who will abide by the Constitution and Rules of this Association and who owns, rides, drives a horse, an exhibitor of horses, or who may be interested in horses and horsemanship, shall be eligible for membership.

Section 1. The following memberships are available: Individual Membership (Eighteen [18] Years and Over); Junior Membership (Seventeen [17] Years and Under) and Family Membership (includes husband, wife and children who are 17 years and under and living at home).

Section 2. Each member in good standing, as designated by this Article, shall be eligible for election and service on the Board of Directors, as hereinafter provided in Article II, and as officers of this Association.

ARTICLE VIII

Member Shows

Any organization or club of whatever name who are desirous of conducting a horse show in accordance with the rules and regulations of this Association and US EQUESTRIAN FEDERATION, INC. formally known as the American Horse Show Association, Inc. ("USEF") may be a member.

IHSA shall be a member of the USEF and in all matters of controversy or otherwise the Rules of the USEF shall govern. Where any matters are not covered by the Rules of the USEF, the Board of Directors shall resolve all issues thereto.

Shows are to be conducted in accordance with the current rules of the USEF. Those classes not covered by the USEF rules shall be conducted with the rules of IHSA or the registered breed association of such horses. The Tennessee Walking Horses shall be governed by the current rules of the National Horse Show Commission, Inc., as amended.

It is the responsibility of the show management to insure that these rules are enforced without exception. It is suggested that all shows provide a steward recognized by IHSA for this purpose.

Section 1. Member shows in good standing by March 31 who have in any proceeding year acquired any date or dates or corresponding week-end for their horse show or shows shall retain said date or dates and be accorded priority of the same over any and all other member shows. The Board of Directors, at a special meeting shall consider all such matters relative to the awarding of show dates; however, there shall be no finalization of show dates to any active member show until the last Sunday in March, at which time the Secretary of the Association shall certify to the President all active member shows who have paid their dues. When the same show date for any two or more member shows are identical, the ruling of **150 driving miles** apart will apply, unless the Board of Directors decides otherwise. If the Board feels, due to the diversification of divisions and/or classes offered by two or more shows involved, that the authorization of identical dates would be in the best interest of individual members of IHSA then they may do so.

Section 2. The annual fees for the member shows of this Association shall be as follows: A one-day show fee of \$20.00. A two-day show fee of \$40.00. A three or more day show fee of \$60.00. These dues may be altered or amended at the discretion of the Board of Directors.

Section 3. With respect to the payment of dues by any member show, it is hereby resolved that dues shall be due and payable for every show date awarded by the Board of Directors prior to the award thereof. **Dues are to be paid by March 31 or as soon after as practical and a roster of classes for the show should be sent to the IHSA secretary as soon as possible.**

Section 4. All member shows must submit the **complete class entries and results** of their show to the Point Secretary within 15 days after the closing date of the show.

ARTICLE IX

Suspension or Expulsion

Section 1. Any member show of this Association failing to pay the assessed dues on or before March 31 in any year shall forfeit all seniority rights with respect to show dates in the Association.

Section 2. The Board of Directors may at its discretion suspend or expel any member or member show for cause upon a two-thirds majority vote.

Section 3. There shall be no refund of any fees paid by any member show that has paid such fee and secured a show date; however, if said canceling active member show holds a show later in the calendar year and approved by IHSA's Board of Directors, said fees shall apply as payment on said new show date.

Section 4. The Board of Directors shall assist all active member shows asking for help or assistance and the Secretary of IHSA or a representative, shall be authorized to be present at any active member first-year show for the purpose of rendering assistance to the show committee.

Section 5. IHSA hereby agrees to honor all suspensions imposed by the USEF Hearing Committee.

ARTICLE X

Scoring System

The Association offers awards to members in numerous divisions annually. Winners shall be those horses, which score the highest number of points in their classification in regular member shows from March 31 to October 31.

Section 1. For the purpose of IHSA high point awards, the following scoring system shall prevail.

Championship points will be awarded as per the following methods:

- a. Points for class placement will be assigned as follows:
1st – 5 points, 2nd – 4 points, 3rd – 3 points, 4th – 2 points & 5th – 1 point.
- b. All entries will receive **one (1)** participation point for qualifying classes; **two (2)** participation points for championships.
- c. To the above determined points, we will award points per the following scale relative to the show rating:

Open Classes

AA Rated Shows add.....	4 points
A Rated Shows add.....	3 points
B Rated Shows add.....	2 points
C Rated Shows add.....	1 point

Championship Classes

AA Rated Shows add.....	5 points
A Rated Shows add.....	4 points
B Rated Shows add.....	3 points
C Rated Shows add.....	2 points

Show Rating

AA Rated Show	4 days & Over
A Rated Show	3 days
B Rated Show	2 days
C Rated Show	1 day

- d. A minimum of ten points must have been awarded to receive an award at the Annual Awards Banquet. Horses must show in a given division in at least three (3) member shows to qualify for annual awards.

The classes and/or divisions that are IHSA point classes can be found on an official IHSA approved class sheet, which is mailed to each prospective member. Please refer to this class sheet when nominating for points.

Section 2. If a horse is sold between members of the IHSA, the points will be transferred if a nomination fee is paid by the new owner.

Section 3. Any infraction of the rules of any given point division, brought to the attention of the Show Steward, Show Committee or Points Secretary, shall result in relinquishing all points earned by that horse and owner for that show.

Section 4. Points are awarded to only classes which are **nominated** and paid. **No points will revert.** **EXCEPTION:** If there is **no** Junior Exhibitor class, points from **OPEN** and **AMATEUR** classes will revert. The horse **MUST** be ridden by a **JUNIOR EXHIBITOR** (as defined by “USEF”).

Section 5. Only those classes duly advertised in the prize list, or by supplements mailed to the Exhibitors prior to the entry closing date, shall count toward the annual championship awards. Officially marked programs are the final authority.

Section 6. To be eligible for points in the annual championship point system, it is required that the horses’ owners be members of IHSA and in possession of the current season’s membership card and that points for that show season shall be counted only after said membership is in effect.

Section 7. The Board of Directors may fairly add or alter the aforesaid scoring system and divisions and points, if in their judgment they deem it advisable.

ARTICLE XI

Corporate Seal

Section 1. The corporate seal of the Association shall be round with the name “Inter-State Horse Show Association, Inc.” arranged in the form of a circle on the outer edge.

ARTICLE XII

Amendments

Section 1. These By-Laws, or any part of them, or any additions or supplementary By-Laws, may be altered or repealed and new By-Laws be adopted at any meeting of the Board of Directors by the vote of two-thirds of the Board of Directors present, provided a copy of such amendment has been filed with the Secretary at least ten (10) days prior to the date of such meeting.

Section 2. Notification of any changes or revisions of these By-Laws will be sent to the members by the newsletter and will be effective from the date of passage unless otherwise stipulated.

ARTICLE XIII

Effective Date

Section 1. These By-Laws shall become effective as of the Board of Directors meeting held **March 11, 2007** and shall have the effect of repealing all By-Laws heretofore in effect.