

**BY - LAWS AND CODE OF REGULATIONS
OF
INTERSCHOLASTIC EQUESTRIAN ASSOCIATION, INC.**

Originally Adopted - October 1, 2006
Revised: July 1, 2009, November 1, 2010, September 13, 2013, March 3, 2014
August 6, 2019

STATEMENT OF PURPOSE

The mission of the IEA is to introduce students in middle and secondary schools to equestrian sports and to develop understanding and appreciation of equestrian sports through organized competitions and educational opportunities.

**ARTICLE I
DIRECTORS**

Section 1. Corporate Powers. The powers, property and affairs of the Interscholastic Equestrian Association, Inc. ["IEA"] shall be exercised, controlled and conducted by the Board of Directors.

Section 2. Number of Directors. The Board of Directors shall consist of:

A. Wayne Ackerer, Timothy Boone, Roxane Durant and Myron Leff [Founding Board Members or FBMs] or their respective designee in cases of illness, conflict of interest or any other inability to serve. Designees must be adult members in good standing and chosen by the FBM they will represent. Designees shall not have the authority to appoint successor designees and shall serve on the board only so long as the FBMs disability, conflict, illness or inability to serve continues. FBMs shall be permanent members of the Board of Directors, as long as they wish to remain on the board, or unless voted out by all other remaining Founding Board Members. In the event of death or an FBM's express desire to resign from the board, the Board at large shall fill that position in order to maintain at least nine board members at all times. The position shall be filled by majority vote and shall be limited to an IEA member who is in good standing and has been a member for at least two full competition seasons.

B. Additionally, The Board will include four (4) elected officers of President, President -Elect, Secretary and Treasurer. The President and President-Elect, Secretary and Treasurer will each serve two (2) year terms. The President-Elect will be nominated by any adult voting member. The President-Elect will be elected by the current Board in 2014, and, on a going forward basis, for all elections thereafter, by the Board and Committee Chairs. After two years, the President-Elect will automatically move into the position of President. A nominee for the position of President-Elect must maintain IEA

membership for a minimum of two full competition seasons prior to nomination. All board members must be current IEA members in good standing.

C. The Secretary and Treasurer will be nominated by the President and elected by the current Board and Committee Chairs in 2019 for a one-year term. , and, on a going forward basis, for all elections thereafter, they will be nominated by the incoming President and approved by the Board and Committee Chairs (as such committees shall be established pursuant to the procedures below). Following the 2020 election, both positions will be 2-year terms. Nominees must be adult members in good standing.

D. Terms of Elected Officers will be as follows:

President: 2-year term

President-Elect: 2-year term as President-Elect, and then rotates into the role of President for an additional 2-year term

Secretary: 2-year term (beginning in 2020), and may be additionally re-elected into same position with nomination by the incoming President and a vote of approval by the Board and Committee Chairs

Treasurer: 2-year term (beginning in 2020), and may be additionally re-elected into same position with nomination by the incoming President and a vote of approval by the Board and Committee Chairs

E. There can be up to FIVE at-large board members serving one-year terms, appointed by a majority vote of the board. At large board members must be IEA members, but need not necessarily have two years of memberships prior to nomination.

F. The Board of Directors will consist at all times of not less than nine (9) people (four founding members or their designees or replacements, four elected officers and at least ONE at-large member, up to as many as FIVE at-large members..

Section 3. Qualification of Board Members. All members of the Board shall be Voting Members and citizens and residents of the United States.

Section 4. Honorary Board Members. The IEA Executive Director, National Steward and Membership Secretary shall be ex-officio Directors. Also, the Directors by a majority vote may elect annually to honorary membership on the board such person(s) as have demonstrated an active interest in the endeavor. Such honorary membership shall be in addition to the regular members. Honorary Board Members shall be entitled to all privileges accorded to regular members except that of voting and holding office. Honorary members are not required to have been members of the IEA previous to appointment.

Section 5. Compensation of Board Members. A Board member may be reimbursed for actual expenses incurred in discharging the business of the Corporation. No Board member shall directly or indirectly receive profit from their position on the IEA Board of Directors.

Section 6. Vacancy In addition to the procedure set forth above for replacing FBMs, in the event of any other vacancy, whether it be temporary or permanent, on the Board, the remaining current Board Members shall elect a successor to finish the remaining term, or portion of the term as may be needed, of the board member who has died, resigned, been removed or replaced.

Article II

Meetings of Directors, Executive Committee and Members

Section 1. Meeting of Members. An annual meeting of the Voting Members may be held at such a time and place within the United States as the Board may from time to time determine.

Section 2. Special Meetings of Members. A special meeting of the Voting Members of the corporation may be called at any time by the Board to consider any matter as to which a vote of the members is required by Ohio Non-Profit Corporation Law or otherwise, and any such meeting shall be held in Columbus, Ohio, or as otherwise agreed by the board.

Section 3. Meetings of the Board. Meetings of the Board may be held either in person, electronically via the Internet or telephonically. Actions taken by the Board at a meeting held telephonically or electronically shall be as binding as those taken at a meeting in person. Meetings of the Board may be held at such a time and place within or without the State of Ohio as the Board may from time to time determine, and unless any meeting is a regularly scheduled meeting of the Board, it shall be called at any time by the President or Secretary or a majority of members of the Board of Directors, and shall be held at such time and place within or without the State of Ohio as the person or persons calling such meeting may direct. At least one meeting per year will be held in person.

Section 4. Notice of Meetings. The Secretary, or the person or persons calling the same shall give notice of every meeting of the Board, whether the meeting be regularly scheduled meeting or not, and of every meeting of the Voting Members, by mailing, emailing or delivering such notice to the usual address of such member, as the case may be, not less than three days prior to the time of any scheduled meeting, except in the event of emergent circumstances that require an immediate meeting.

Section 5. Quorum. Sixty percent (60%) of the Board Members of the corporation shall constitute a quorum at all meetings thereof. At every meeting of the Board at which a quorum is present, the Board may act by or through a majority of those in attendance. If less than a quorum is present at any such meeting, the meeting may be adjourned to such time and

place, as those present shall determine. The Board may act without a meeting, by written or electronic vote, so long as the vote constitutes a quorum.

Article III OFFICERS

Section 1. Authority and Duties of Officers. The officers of the Corporation shall exercise such authority and perform such duties as are usually incidental to their office and such additional authority and duties as from time to time may be prescribed by the Board.

Section 2. Duties of Officers.

A. President. The President shall act for and on behalf of the Corporation, and shall perform generally all duties as may be from time to time be required of him or her by the Board. The President shall act as chairman of the board.

B. President-Elect. The President-Elect shall perform all the duties of the President in the event of the absence or disability of the President, and shall perform such other duties as may be delegated by the President. The primary function of the President-Elect is to prepare to become the President.

C. Secretary. The secretary, with the assistance of an IEA staff member as needed, will be responsible for taking, maintaining, recording and publishing the minutes of the Board. The Secretary shall also keep an accurate record of all Board meetings.

D. Treasurer. The Treasurer will oversee the maintenance of the financial records of IEA (with the assistance of the ED) and will work with the ED to provide reports of financial affairs at Board meetings. The Treasurer will have authority to sign checks of the organization in the event of the inability or absence of the ED. The ED shall receive and safely keep all monies and property belonging to the Corporation and render an account of the financial condition of the Corporation to the Board members at their regular meetings and to the President when requested. The Treasurer shall assist in preparing before July 1st of each year an annual budget for IEA to be submitted to and approved by the Board.

Article IV
REMOVAL FROM OFFICE

Section 1. Impeachment and Charge. Any officer or director, except a Founding Board Member, can be removed from office by impeachment. The grounds for impeachment will be determined by a majority vote of the Board, excluding the officer who is being impeached, and the grounds for removal shall be placed in a written Charge. The Board shall make arrangements to deliver the Charge to the officer or director.

Section 2. Hearing. Within no more than sixty days after the Charge is delivered, the Board shall hold a hearing either in person, telephonically or electronically via the internet, at which evidence will be submitted by the Board to support the Charge. The offending officer or director may then submit rebuttal evidence and may be represented by counsel. The Board may also be represented by counsel. The hearing will be chaired by a neutral mediator, at the expense of IEA, and the Federal Rules of Evidence will be followed. No person except the mediator appointed to chair this hearing, the Board members, counsel and the offending officer or member shall have a right to be present during this hearing.

Section 3. Vote and Removal. After the conclusion of the hearing, only the Board members (except for the offending officer or director) in private session shall discuss and vote on the Charge. If in the opinion of three-quarters of the Board the actions or conduct of the offending officer or director (a) was significantly inconsistent with the goals, mission, purpose or aspirations of IEA, (b) casts bad or improper light on IEA, (c) was detrimental to IEA, or (d) is deemed to be contrary to the best interest of IEA, then the officer or member shall be immediately removed from office.

Article V
ADMINISTRATION OF FUNDS

Section 1. Gifts and Contributions. Voluntary gifts, donations and contributions of cash, securities, or any property from any source whatever, either outright or in trust, may be made to the Corporation, subject, however, to acceptance thereof by the Board, to enable the Corporation to carry out corporate purposes as set forth in the Articles of Incorporation. The Corporation, through the Board, may (but is not required to) accept devices, bequests, donations, contributions and gifts of property of any kind and agree to administer the same in accordance with any conditions which the testator or donor may impose, provided the conditions and purpose of any such devices, bequests, donations, contributions and gifts or property shall be consistent with and in furtherance of the purposes, objectives and within the powers of Corporation.

Section 2. Investments. The Board may retain and hold property of any kind or nature of the Corporation without incurring any liability to any person for subsequent depreciation thereof, and may manage and control any funds, money, property or proceeds of the sale of property coming into the hands of the Corporation from any source, and may invest and reinvest

the same in such as loans stocks, bonds, securities or other property of any character or kind as the Board of Directors may from time to time determine, notwithstanding any rule of court or statute now or hereinafter in force to the contrary, and in doing so shall incur no liability to any person for any act taken or omitted in good faith.

Section 3. Management of Assets. The Board may compromise, settle and adjust any claims on behalf of or against the Corporation arising from or by reason of any devices, gifts, contributions, or donations of property to the Corporation, or otherwise on such terms and conditions and at such times it may decide, without liability to any person or persons whomsoever for any such compromise, settlement, or adjustment of any claim made by the Board in good faith.

No person or organization, being or claiming to be a beneficiary of any of the purposes of the Corporation, shall have or be given any claim or right of action against the Corporation by reason thereof.

The Corporation may borrow funds with the prior approval of the Board of Directors, on the signature of the Executive Director and Treasurer.

Section 4. Use of Income and Principal. Any money or other property of the Corporation, whether income or principal, and without regard to the source thereof, shall be used or distributed by the Board as it may from time to time determine, in accordance with the purposes set forth in the Articles of Incorporation and objectives or mission set forth in the IEA Rules. Without limitation upon the generality of the foregoing, the funds of the Corporation may be distributed for the purposes of paying all charges and expenses incidental to the care, management and preservation of the property or operations of the business of the Corporation, including attorneys' and accountants' fees and reasonable compensation to any person or persons whom the board may deem it advisable to employ in order to efficiently carry out the purposes of the Corporation.

Section 5. Accounts. The Board shall cause to be kept an adequate and correct record of the affairs of the Corporation, including donations and gifts. The Board shall cause to have a full and complete audit of all the books and affairs of the Corporation to be performed from time to time as the Board may direct.

Section 6. Bank Deposits. All monies of the Corporation shall be deposited as the same are received in such bank or banks as shall from time to time be selected by the Board in the name of the Corporation and shall be withdrawn only by check signed by the Executive Director or Treasurer.

Article VI COMMITTEES

Section 1. Committees. Committees will be established with one designated chair who will present the committee's work and recommendations to the Board. The Board may at any time create a committee by setting forth the committee's purpose, nominate committee members to be approved by the Board. The creation of committees and appointment of committee chairs shall be specifically notated in the minutes of Board meetings. The President of the Board will appoint a Committee Chairman, and the slate of Committee members will be presented to the Board for annual approval.

Article VII EXECUTIVE DIRECTOR

Section 1. Selection. Hiring and firing of an Executive Director shall be a function of the Board. The Board shall also set and approve the salary and benefits of the Executive Director.

Section 2. Executive Financial Responsibility. As directed and assisted by the Treasurer, the Executive Director shall prepare operating budgets, statements of equipment and building requirements and other financial reports as may be necessary or requested by the Board. The Executive Director shall adhere to approved operating budgets and shall limit capital expenditures to those authorized by the Board.

The Executive director can make expenditures and can enter into contracts or leases for goods or services in accordance with the Board approved budget. If an unbudgeted expense in excess of \$1000 arises, the Executive Director shall seek prior board approval before making such expenditures. Otherwise, the Executive Director shall have discretionary authority to make unbudgeted expenditures less than \$1000 so long as they are then reported to the Board.

Section 3. Personnel Responsibilities. The Executive Director oversees all hired employees and shall make recommendations with regard to staffing levels and related budgeting to the Board as may be required. The Executive Director shall also make recommendations to the Board with regard to volunteer positions within the organization.

Section 4. Meetings and Committees. The ED shall attend all meetings of the Board. Emergency action, not specifically authorized above, may be taken by the Executive Director with the written approval of a majority of the members of the Board.

Article VIII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify each present and future director, employee, agent, representative and officer of the Corporation, and each person who at the request of, or at the instance of, the Corporation is now serving or hereafter serves as a director, employee, agent, representative or officer of the Corporation or any other corporation, against any costs and expenses which may be imposed on or reasonably incurred by him or her in connection with any claim, action, suit or proceeding (whether brought by the Corporation, such corporation, a receiver, a director, one or more shareholders, members or creditors, any governmental body, any public official, any private person, or any other corporation) hereafter made or instituted in which he may be involved by reason of his being or having been a director, employee, agent, or serves as a director, employee, agent, representative or officer at the request of or at the instance of Corporation (whether or not he/she continues to be a director, employee, agent, representative or officer at the time of imposition of such costs or incurring of such expenses), such costs and expenses to include the cost of such director, employee, agent, representative or officer of reasonable settlements (other than amounts paid to the Corporation itself or to such other corporation served at the request of or at the instance of the Corporation), reasonable attorneys fees and costs of litigation. The Corporation shall not, however, indemnify such director, employee, agent, representative or officer with respect to matters as to which he or she shall be finally adjusted in any such action, suit, or proceeding to be liable because of dereliction in the performance of his/her duties as such director, employee, agent, representative or officer, or (except with the approval of a court of competent jurisdiction, a disinterested majority of the Board, or any committee or group of persons to whom the question may be referred by the Board) with respect to any matter on which a settlement is effected if the amount paid by the director, employee, agent, representative or officer in such settlement shall substantially exceed the expenses which might reasonably be incurred by him after the date of settlement in conducting litigation to the final conclusion. The foregoing right of indemnification shall not be exclusive of other rights to which any person concerned may be entitled as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

Article IX
MEMBERSHIP

Membership shall be open to all persons who demonstrate or profess an interest in the purposes, mission and objectives of the Corporation, without regard to race, color, religion, creed, national origin, gender, or sexual orientation. However, the Board may adopt Rules and Regulations and accompanying membership forms regarding specific qualifications for membership, fees and dues, voting rights, termination of membership, and for the operation of competitions by IEA. The Board reserves the right for any other reason, other than a reason contrary to law, to deny an application of any prospective member or revoke a membership, even if that person or team was a member in a prior year. An IEA membership year shall be defined as the time period that begins on July 1 and ends on June 30.

Voting members shall be at least 21 years of age, U.S. citizens, and persons of good character and repute.

Article X
ORDER OF BUSINESS

Unless this regulation is suspended by a majority vote of the members present at any meeting of the members, business at the membership meetings and Board meetings shall be conducted according to the latest edition of Robert's Rules of Order.

Article XI
AMENDMENTS

These Regulations shall initially be adopted by majority affirmative vote for the Founding Board Members (being the original directors) at a meeting held for that purpose.

These regulations may in the future be amended, altered, repealed, or superseded, whether in whole or in part, by either (a) the unanimous vote of the Founding Board Members or their designees, or (b) an affirmative vote of at least a majority of the Voting Members of the Corporation present at any meeting of the Voting Members at which a quorum is present and acting.

8/6/19 Revisions will go into effect on September 1, 2019.

Approved by the Founding Board Members as of 8/26/19.

Revised 8/6/19