

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

Originally Adopted - October 1, 2006

Revised: July 1, 2009, November 1, 2010, September 13, 2013, March 3, 2014
August 6, 2019, January 31, 2022, August 19, 2022, and April 30, 2026

MISSION STATEMENT AND PURPOSE

IEA's mission is to promote lifelong involvement in equestrian athletics. IEA wishes to introduce students in grades 4-8 (Future) and 9-12 (Upper School) to equestrian sports and to develop understanding and appreciation of equestrian sports through organized competitions and educational opportunities. IEA further wishes to inspire and facilitate adults to continue their journey in equestrian athletics for a lifetime.

Organized to promote and expand access to quality team and individual equestrian competition and instruction, IEA's purpose shall be to set standards for competition; to provide information concerning the creation and development of equestrian sport programs; to promote the common interests of safe riding instruction; and to educate on matters related to horsemanship.

**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 as few as nine (9), or as many as thirteen (13), members (Founding Board Members, Officers, and At-Large members) as indicated in these By-Laws:

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, for 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 expressed desire to fully resign from the board, the **Current Voting Board**

shall fill that position in order to always maintain at least nine board members. The position shall be filled by nomination and majority vote within the full, voting, current Board of Directors and shall be limited to an IEA adult member who is in good standing and has been a member for at least two full competition seasons. The position will then become an additional, required Two (2) year At-Large position on the Board of Directors and will be nominated by the Nominating Committee and voted upon for all following terms thereafter. If seated in an even-numbered year, it will initially be a one-year appointment and then renewed or re-seated the following year to align with other At-Large appointments in odd-numbered years. If seated in an odd-numbered year, it will be a two-year appointment. When a FBM is fully resigned from the Board, the equivalent FBM position will be permanently replaced with a REQUIRED additional At-Large position so that, at all times, the minimum number on the IEA Board of Directors will remain at nine (9).

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 in a general call for nominations communicated to the Adult members of the IEA by the IEA Nominating Committee. The President-Elect will be elected by the **Board and Committee Chairs** in each even-numbered year (2024, 2026, etc.). 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 adult members in good standing.

C. The Secretary and Treasurer will be nominated by the President and approved in an election by the current **Board and Committee Chairs** in all even-numbered years in accordance with the term of the President. Both positions will be Two (2) year terms (following the term of the President). Nominees must be adult members in good standing.

D. Terms of Elected Officers will be as follows:

President: Two (2) year term

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

Secretary: Two (2) year term (beginning in 2022), 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: Two (2) year term (beginning in 2022), 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 (5) at-large board members serving a one (1) year term in 2022. Effective in 2023, At-Large Board members will be elected for a two (2) year term with elections happening in odd-numbered years (2023, 2025, etc.) If an At-Large position must be filled in an even-numbered year, it will be a one (1) year appointment only, to be renewed or re-seated in the following year. They will be nominated by the IEA Nominating Committee and appointed by a majority vote of the **Board and Committee chairs**. At-Large board members must be IEA adult members but need not necessarily have two (2) years of membership prior to nomination.

F. The Board of Directors will consist at all times of not less than nine (9) people (four (4) Founding Board Members or their designees or replacements), four (4) elected officers and at least ONE (1) at-large member, up to as many as FIVE (5) at-large members, not to exceed a total number of thirteen (13) maximum.

G. The immediate past President can be offered an At-Large position on the Board of Directors. Upon the conclusion of the President's term, the outgoing President ("Immediate Past President") shall be eligible to return to the Board of Directors for one (1) additional year as an At-Large member. Because the President's term concludes in an even-numbered year, this appointment shall be treated as a one-year even-year appointment under Section 2(E), eligible for renewal or re-seating in the following odd-numbered year in accordance with the standard At-Large election process.

No Nominating Committee action is required for this appointment. The appointment shall be approved by a majority vote of the Board and Committee Chairs. The Immediate Past President's At-Large seat shall count toward the maximum of five (5) At-Large members permitted under these By-Laws. If the Board does not approve the appointment, or if the Immediate Past President declines, the seat shall be filled or left vacant as otherwise determined under Section 2(E).

Section 3. Qualification of Board Members. All members of the Board shall be Voting Members. All members of the Board must be citizens 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 IEA Board of 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 prior 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, voting Board Members shall nominate and 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.

Section 7. Emeritus Status of Former Founding Board Members. In the event that any one of the four (4) Founding Board Members (FBM's) chooses to retire fully from the Board and waive any right to nominate a designee, such FBM would hence forth and permanently retain Emeritus status. Emeritus status entitles the FBM to attend meetings and participate in discussions. Emeritus board members are not counted toward a quorum and have no voting rights. Upon a self-declared, written, voluntary full retirement, the FBM shall retain Emeritus Status; furthermore, the FBM thenceforth agrees that their retirement is permanent and shall have no additional or ongoing active role in the Board.

In the event of the retirement of a FBM, the current voting Board shall fill that position in accordance with the voting rules set out in the bylaws herein in order to always maintain at least nine (9) board members. The position shall be filled by majority vote and shall be limited to an adult IEA member who is in good standing and has been a member for at least two full competition seasons. (See Section 2. A.)

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 (3) 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 Executive Director (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 (60) 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, or (e) has been convicted of a felonious crime, 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. Except as otherwise noted in these By-Laws, 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.

Section 2. Nominating Committee. Starting in 2022, the IEA Board will establish a Nominating Committee that will consist of the President-Elect as chairman, the IEA Executive Director, the IEA National Steward, and four adult members representing the interests of each of the three disciplines of the IEA (Hunt Seat, Western, and Dressage), plus one additional member that need not be a discipline-specific representative. Members must have at least two (2) years as a member of the IEA and must be a member in good standing. The Nominating Committee will be responsible for tracking the upcoming open positions on the IEA Board and seeking viable candidates through notice to members, collection and review of credentials, and timely presentation of materials for Board review and voting as outlined in these By-Laws. The Nominating Committee will present the slate(s) of eligible candidates to be voted on as stated in these By-Laws.

Article VII
EXECUTIVE DIRECTOR

Section 1. Selection. Hiring and firing of an Executive Director (ED) 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 \$1,000 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 \$1,000 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 Executive Director 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 gender, race, color, religion, sexual orientation, creed, national origin, gender identity, genetic information, ancestry, familial status, military status, veteran status, or any other category protected by applicable federal, state, or local law. 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 By-Laws shall initially be adopted by majority affirmative vote by the Founding Board Members (being the original directors) at a meeting held for that purpose.

These By-Laws may in the future be amended, altered, repealed, or superseded, whether in whole or in part, by the unanimous vote of the original Founding Board Members (NOT their designees). If there are fewer than three (3) Founding Board Members on the IEA Board of Directors, then these By-Laws can be changed with an affirmative majority vote by the **IEA Board of Directors** in a meeting where a quorum is present.

By-Laws approved by the IEA Board of Directors on 4/30/26.