

BYLAWS
OF
UTAH QUARTER HORSE ASSOCIATION, INC.

ARTICLE I
Purposes

The Utah Quarter Horse Association, Inc. (the "Association"), is organized as a non-profit Association under the Utah Revised Non-profit Association Act and shall be operated exclusively as a non-profit entity to promote the common interests of the Utah Quarter Horse breeders and users in the territory served by the Association, and to do any and all things possible to advance the enjoyment and success of the American Quarter Horse and it's breeders.

ARTICLE II
Relationship to American Quarter Horse Association

All practices of this Association shall be in harmony with the policies and activities of the American Quarter Horse Association.

ARTICLE III
Offices

The Association may have such offices, either within or without the State of Utah, as the Board of Directors may designate or as the business of the Association may from time to time require.

ARTICLE IV
Members

4.1. Eligibility of Members. Members shall consist of individuals or entities having interest in registered Quarter Horses and in the Association's activities and who desire to participate in Association activities. Membership of a member for each fiscal year shall be granted upon that member's payment of dues for that year. Membership shall automatically lapse upon failure to pay annual membership dues or upon expulsion as provided in these Bylaws. All members shall be subject to the Association's Articles of Incorporation, these Bylaws and the rules of the Association now in force or later adopted.

4.2. Annual Meetings. An annual meeting of the members shall be held in the month of January or February of each year or on such other day as determined by the Board of Directors. This annual meeting shall be for the purpose of electing at-large directors and the President, Vice President, Secretary and Treasurer and transacting such other business as may properly come before the meeting.

4.3. Annual Dues. Annual dues shall be in the amount determined by the Board of Directors every year and may be adjusted as the Board of Directors determines that such need arises. A member's non-payment of dues shall automatically suspend the member from privileges of membership. Notwithstanding the forgoing, the immediate past President, current President, current Vice President, the current Secretary and the current Treasurer are not required to pay dues.

4.4 Place of Meetings. The Board of Directors may designate any place either within or outside the State of Utah as the place of meetings for any annual meeting or for any special meeting called by members of the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be in the State of Utah.

4.5 Delayed Annual Meetings. If, for any reason, the annual meeting cannot be held during the months otherwise designated herein, such meeting may be called and held as a special meeting, and the same proceedings may be conducted as an annual meeting. It is specifically provided that the Board of Directors shall give each member at least fourteen (14) days prior written notice of each meeting of members.

4.6. Members of Record. Members to vote at any meeting of the members, or any adjournment thereof, shall be members of record as of the last day of the fiscal year immediately preceding that scheduled annual meeting and such additional members of record as of the date of the notice of annual meeting is sent. The Board of Directors may designate neither a record date, which shall not be more than thirty (30) nor less than ten (10) days prior to the meeting. If no record date is designated, the date on which notice of the meeting is mailed shall be deemed to be the record date for determining members entitled to notice of and of members entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered, when deposited in the United States mail addressed to the member at the member's address on the Association's records, with first class postage thereon prepaid. Each member shall register with the Association such Member's current mailing address for purposes of notice hereunder. Such registered address may be changed from time to time by notice in writing to the Association.

4.7. Votes. All adult members in good standing shall have equal rights, interest, and responsibilities with respect to the Association, shall have the right to one (1) vote in person or by mail ballot postmarked prior to a set deadline; or by electronic voting, whichever is in accordance with the election procedures of any and all UQHA elections. Whenever in these by-laws the term member or members shall be used, unless otherwise specified it shall mean a member or members in good standing.

4.8. Rights. No member may assign or transfer any membership interest or any rights or interests represented by a membership interest or to substitute any third party as a substitute member. Any person ceasing to be a member, for any reason, shall forfeit all future rights and privileges of membership.

4.9. Termination of Membership. In addition to, and not in lieu of, the rights which the Association has or may have under applicable law; the Association may suspend or terminate the membership of any member, as follows:

a. If the member fails to pay the entire amount of any required or assessed fees; dues and/or assessments within sixty (60) days after receipt of a second written second written notice for payment; that member's membership shall be automatically terminated. Once the membership of a member is terminated, that member shall have no further rights as a member, and such terminated member shall immediately return, at its sole expense, to the Association, all property owned by the Association which is in the possession or control of that Member.

b. A member, whose membership in the Association is terminated for failure to pay fees, dues, and/or assessments, may be reinstated as a member upon such terms, including

but not limited to, payment of all past fees, dues and/or assessments, in the sole discretion of the Board of Directors.

c. The following acts, when proof of the commission shall have been established by evidence satisfactory to the Board of Directors, shall in themselves be full and sufficient grounds to expel any member from membership in the Association:

1. Knowing and/or willful misrepresentation of any essential detail of a horse shown at any show.

2. Willing misrepresentation or distortion of facts through false written communications about the Association.

3. Commission or allowance of any other act or practice deemed to be just cause by the officers and Board of Directors of the Association

4. Expulsion of that member from membership in the American Quarter Horse Association, in which event, that member shall automatically be expelled from the Association.

d. Notwithstanding any provision herein to the contrary, any member accused of any of the acts referenced in Section 4.9 (c) above, or other acts or practices deemed to be just cause for expulsion from the Association, may request the holding of a full, fair and impartial hearing, open to all Association members, before the officers and Board of Directors of the Association. At such hearing, that member has the right to be faced by that member's accusers and shall be permitted to examine, and the opportunity to refute, all evidence offered in support of the charge by the accuser. Upon any member being adjudged guilty of the practice as charged and worth of expulsion, that member shall forthwith be expelled and notice given of said expulsion in such a manner as might be directed by the officers and Board of Directors. Any expelled member may be reinstated with the approval of the officers and Board of Directors after the terms of the expulsion or probation have been satisfied.

4.10 General. No member shall be liable for the failure of any other member to perform their obligations as a member of the Association. Each member shall retain sole control of their own properties or facilities and the use thereof, and nothing in these Bylaws shall require a member to construct or dedicate facilities for the benefit of any other member or require any member to take any other action that would impair its ability to own and deal with their own properties, facilities and business.

ARTICLE V **Board of Directors**

5.1 Election Of Directors The President shall appoint a nominating committee, the members of which shall be announced publicly at least sixty (60) days prior to the annual membership meeting and elections. The nominating committee shall prepare a recommended slate for election of the directors and prepare a ballot, leaving space for write-ins for each directorship to be filled in addition to the names presented. Notice of the membership meeting shall be given by mailing a notice to the last known address of each adult member in good standing and/or made available by publishing online at the Utah Quarter Horse Association website. Said notice shall be mailed or published no less than ten (10) or more than fifty (50)

days prior to the date of such election meeting. The elections shall be held annually on the date to be agreed upon by the Board of Directors. Ballots must be returned according to the UQHA director election procedures for written or electronic ballots. The new directors will be installed at the annual membership meeting.

5.2 Number, Tenure and Qualifications. The business and affairs of the Association shall be managed by its Board of Directors. The number of directors of the Association shall be no fewer than five (5), nor more than sixteen (16). Twelve (12) directors shall represent the Association. The other four (4) directors shall be elected by the membership at large and will consist of the President, Vice President, Secretary and Treasurer of the Association. Each director shall hold the office for a period of two (2) years and until his or her successor shall have been elected and qualified, or until he or she resigns or is removed or replaced in accordance with the Articles of Incorporation and these Bylaws. Any person who is a member of the Association and in good standing, and is active in the Association and has held a membership for a period of at least one year, will be eligible to be elected to the Board of Directors. Directors need not be residents of the State of Utah, and shall be selected based on their ability and willingness to contribute to the accomplishment of the Association's purposes

The terms of the office for the President and Secretary shall be staggered and shall be elected on alternated years from the terms of the office for Vice President and Treasurer.

The terms of office for directors shall be staggered to provide positions for one half of the directors and shall be elected each year at the annual meeting. The remaining director seats shall then be elected on alternate years.

5.3 General Powers and Duties. The Board of Directors shall exclusively control the Association's activities, be responsible for care, custody and control of the Associations properties and except as otherwise provided herein for member vote, shall exercise all of the corporate powers authorized by the Article of Incorporation, the Bylaws and the laws of the State of Utah. The powers of the Board shall include, but are not limited to, the following:

- a. To enter into any and all types of agreements or contracts relating to the Association's operations and the care, custody, control and management of any and all Association properties and assets;
- b. To determine the nature, amounts and manner and time of payment and distributions, in cash or in kind, in futherance of the Association's objectives;
- c. As determined by the Board, to appoint a Director and/or other personnel for the date to day operations of the Association and the handling of, and accounting for, all Association funds; and to enter into such contracts evidencing those relationships;
- d. To set and pay salaries of other compensation for personal services actually rendered; provided, however, that all such compensation shall be in reasonable amounts and consisent with normal, reasonable and standard fees;
- e. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity; and

f. If so determined, to require any officer or agent to file with the Association, a satisfactory bond conditioned upon the faithful performance of his or her duties.

The directors shall act as a Board in all cases, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Associations as the may deem proper, except that any such rules or regulations may not be inconsistent with these Bylaws, the Association's Articles of Incorporation, or the laws of the State of Utah.

5.4 Board Procedures. Except for the powers reserved in these Bylaws, or by the law, the Association's Board of Directors shall have the right and power to make decisions, and to control operations, regarding this Association. The procedures for holding meetings, for giving notice of meetings and for taking other action shall be the same procedures set forth in these Bylaws governing the Association's Board of Directors.

5.5 Regular Meetings. A regular meeting of the directors shall be held at least once each calendar year, following the annual meeting of members. The directors may provide by resolution any other time and place for the holding of such regular meetings, and any other regular meetings deemed by the directors to be appropriate, without notice other than such resolution.

5.6 Special Meetings. Special meetings of the Board of Directors may be called by the President or by any director upon written notice thereof, signed by the President or the Secretary, who shall send a copy of such notice at least seven (7) days in advance of the holding of such meeting.

5.7 Address of Records. All notices required herein shall be by written notice delivered personally, by mail, or by electronic mail (for which delivery of notice is verifiable) to each Director at his or her address recorded in the office of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. No notice shall be deemed to be deficient, inadequate, unlawful, inappropriate, or insufficient because it fails to state the purpose for or any indication of the nature or type of business to be transacted at the regular or special meeting announced by said notice.

5.8 Quorum. At any meeting of the Board of Directors, a majority of the directors, including one half (1/2) of the directors shall constitute a quorum for the transaction of business, but if fewer than said number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law, or by the Articles of Incorporation, or by these Bylaws in connection with specified actions.

5.9 Vacancies on the Board. Vacancies occurring on the Board of Directors for any reason may be filled by the vote of a majority of directors then in office, even though less than a quorum exists. A Director elected to fill a vacancy shall be elected to hold the office for the unexpired term of his or her predecessor.

5.10 Removal of Directors. Directors may be removed with or without cause only by the affirmative vote of the majority of the directors then in office.

5.11 Removal of Officers. The Board of Directors may remove any officer, by a two thirds vote thereof whenever in the judgement of the Board, the best interest of the Association would be served.

5.12 Resignation. A director may resign at any time by giving written notice to the President or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the designated officer, and the acceptance of the resignation by the Board of Directors shall not be necessary to make it effective.

5.13 Presumption of Assent. A director of the Association, who is present at a meeting of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or unless he or she shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

5.14 Consent to Action Without Meetings. Any action, which is required or permitted to be taken at any meeting of the Board of Directors, may be taken without a meeting, if a consent setting forth such action shall be signed by all of the directors entitled to vote with regard thereto. Any such consent shall have the same effect as a unanimous vote and may be stated as such in any document which is prepared in connection therewith.

5.15 Telephonic Meetings. Permitted and required meetings of the Board of Directors may be conducted by means of a telephone conference or similar communications equipment, or by a combination of meeting and conference call; provided, however, that in any such meeting all parties must be able to simultaneously talk to and hear all other parties, even though they may not be in the physical presence of each other.

5.16 Absences. If a member of the Board of Directors should miss two (2) consecutive meetings of the Board without excused absence, the President will notify that member of the member's termination as a Director. The Board of Directors at its next meeting shall appoint a replacement director to serve for the remainder of the term of the terminated director.

5.17 Inspection of Books and Records. The board of Directors shall have the right, at any reasonable time and from time to time, to inspect the books and records of the Association; provided, however, that the Board of Directors may vote to restrict such inspection right to the extent that the exercise thereof by any Director or group of Directors is determined to unduly interfere with the conduct of the Association's day to day business activities.

ARTICLE VI **Officers**

6.1 Executive Officers. The day-to-day business and affairs of this Association shall be managed by: a President, a Vice President, a Secretary, and a Treasurer. All officers shall be elected by the procedures of electing a Board of Director and will be installed at the annual meeting of members.

a. one person shall not hold two executive offices of the Association at the same time.

6.2 The President. The President of the Association shall be elected to a two (2) year term and shall serve until his or her successor is duly elected and qualified. The President shall be selected from one of the currently-sitting members of the Board of Directors by nomination and shall be elected by the election procedure of a Board of Director and be installed into that office at the general membership meeting. The President shall be the presiding officer at all general and Board of Director meetings. The President shall actively manage the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. The President shall be the ex officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of President of the Association. The President shall have voting power at general meetings but only as a tie breaker vote on matters concerning and brought before the Board of Directors.

In the event the President is absent or disabled for any reason whatsoever, the Vice President may discharge the duties of President. The Vice President should undertake the duties in the President's absence or disability, by majority vote of the Board of Directors.

6.3 The Vice President. The Vice President shall be elected to a two (2) year term and shall serve until his or her successor is duly elected and qualified. The Vice President shall be selected from the current Board of Directors by nomination and shall be elected by the election procedure of a Board of Director and be installed into that office at the general membership meeting. The Vice President shall have primary responsibility for all sub-division activities of the Association, including money, minutes and records pertaining to those sub-divisions of the Association. This Vice President has voting power in general meetings and Board of Director meetings, and shall cast a tiebreaker vote in any Sub-Division meetings and shall perform such additional or various duties as shall from time to time be imposed or required by President or the Board of Directors or as may be prescribed by the Bylaws.

6.4 The Secretary. The Secretary shall be elected to a two (2) year term and shall serve until his or her successor is duly elected and qualified. The Secretary shall be selected from the current Board of Directors by nomination and shall be elected by the election procedure of a Board of Director and be installed into that office at the general membership meeting. The office is a two (2) year term. The Secretary shall have voting rights in both the annual meeting and the Board of Directors meetings. The Secretary shall keep and update all Bylaws and records of the Association, along with keeping accurate current membership lists and shall keep minutes of the Board of Director's meetings and the annual general meeting of the Association, to have read and approved by the Board of Directors and general membership respectively. The Secretary shall obtain all meeting venues for both Board of Directors and the annual membership meetings. The Secretary shall give all notices required by Statute, bylaw or resolution and shall perform such other duties as may be delegated to the secretary by the Board of Directors or by the Executive Committee, if any.

6.5 The Treasurer. The Treasurer shall be elected to a two (2) year term and shall serve until his or her successor is duly elected and qualified. The Treasurer shall be selected from the current Board of Directors by nomination and shall be elected by the election procedure of a Board of Director and be installed into that office at the general membership meeting. The Treasurer shall have voting rights in both the annual meeting and the Board of Directors meetings. The Treasurer shall have custody of all Association's funds and securities and shall

keep in the books belonging to the Association full and accurate accounts of all receipts and disbursements, shall deposit all moneys, securities and other valuable effects in the name of the Association in such depositories as may be designated for the purpose by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President an account of all of the transactions of the Treasurer, and of the financial condition of the Association. The Treasurer shall be bonded, if determined necessary by the Board of Directors, conditioned upon faithful performance of the duties of the office of Treasurer, and for resotration to the Association in case of the death, resignation, retirement or removal from the office of the Treasurer of all books, papers, vouchers, money and property of whatever kind in the possession or under the control of the Treasurer which belongs to the Association.

ARTICLE VII **Executive Committee and Other Committees**

7.1 Management Committee. The Board of Directors may establish an Executive Committee which, if authorized, shall consist of: the President, who shall serve as the Chairman; the immediate past President; The Vice President; the Secretary and the Treasurer. The executive Committee shall have such authority specified in these Bylaws and such other authority granted by the Board of Directors. All members of the Executive Committee shall have equal voting rights and a quorum shall consist of three (3). Each member of the Executive Committee and of any other committee shall hold office until his or her successor shall have been designated or until his or her resignation or removal in the manner provided in these Bylaws.

7.2 Other Committees. The Board of Directors may also establish such other committees as the Board of Directors deems appropriate, with the purposes, membership, duties and powers of each such committee specified by the Board of Directors. A member of the Board of Directors shall be the Chairman of each such committee, unless otherwise provided by a majority of the Board of Directors.

7.3 Special Meetings. Special Meetings of any committee may be called by or at the request of the President, Vice President or any two members of that committee. The person or persons authorized to call special meetings of such committee may fix any place, either within or without the State of Utah, as the place for holding any special meeting of such committee.

7.4 Proceedings. Each committee may fix its own presiding and recording officer or officers, and may meet at such place or places, at such time or times and upon such notice (or without notice) as it shall determine from time to time. It shall keep a record of its proceedings and shall report such proceedings to the Board of Directors at the following meeting of the Board of Directors. Any directors shall be entitled to attend any Executive Committee or other committee meeting.

7.5 Quorum and Manner of Acting. At all meetings of a committee, the attendance of at least one half of the committee members shall constitute a quorum for the transaction of business, and the act of at least one half of that quorum shall constitute the act of such committee. The members of each committee shall act only as a committee and shall have no authority to act individually.

7.6 Resignations. Any member of a committee may resign at any time by delivering a written resignation to either the President, Secretary or the presiding officer of that committee, if

any. Unless otherwise specified therein, such resignation shall take effect upon delivery of the resignation.

7.7 Vacancies. If any vacancy shall occur in a committee, by reason of disqualification, death, resignation, removal, or otherwise, the remaining members of that committee shall, until the filling of such vacancy, constitute the then total authorized membership of the committee and, provided that two or more members are remaining, continue to act. Such vacancy may be filled at any meeting of the Board of Directors.

ARTICLE VIII **Delegates to the American Quarter Horse Association**

The Delegates representing Utah will be members of the Utah Quarter Horse Association and be active in the operation of the Association. They will represent Utah at the annual American Quarter Horse Association ("AQHA") convention meetings. The Board of Directors has the power and authority to instruct Association Delegates with regard to positions and information to be delivered at all AQHA meetings. AQHA Directors shall be elected in accordance with the rules and regulations set forth in the AQHA Bylaws. The Board of Directors will select and recommend a replacement Director to the AQHA Nominations and Credential Committee when a vacancy is to be filled or a Director replaced.

ARTICLE IX **Execution of Instruments**

9.1 Checks, Etc. Unless otherwise provided by resolution of the Board of Directors, all checks, drafts and orders for payment of money shall be signed in the name of the Association by the President, any one or more designated, Vice President, Secretary or Treasurer or any other person designated by the Board of Directors. All checks, drafts or orders for payment requires two (2) of the designated signatures to be processed if over the amount of five hundred (\$500.00) dollars.

9.2 Contracts. All contracts on behalf of the Association shall be executed by the President, unless the Board of Directors by resolution empowers another person to sign any such contract.

ARTICLE IX **Fiscal Year**

Unless otherwise determined by the Board of Directors, the fiscal year of the Association shall begin on January 1 of each calendar year and shall end on the following December 31.

ARTICLE X **Association Properties**

The Association shall have the right to retain all or any part of any funds, securities, or real or personal property acquired by it in whatever manner, to be used for its purposes; provided, however, that all such dealings shall not be in violation of the IRS code or regulations

governing any tax exemption obtained by the Association. Further, no action shall be taken by or in behalf of the Association, and no action shall be forborne, if such action or such forbearance is a prohibited transaction or would result in either imposition of penalty, exercise taxes, or contrary to any tax exemption under the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XI **Indemnification**

11.1 Scope of Indemnification. Any person made a party to or involved in any civil, criminal or administrative action, suit or proceeding by reason of the fact that this person or his or her testator or intestate is or was a director, officer, or employee of the Association, or of any entity which he or she, the testator, or intestate served as such at the request of the Association, shall be indemnified by the corporation against expenses reasonably incurred by him or her or imposed on him or her in connection with or resulting from the defense of such action, suit, or proceeding and in connection with or resulting from any appeal thereon, except with respect to matters as to which it is adjudged in such action, suit or proceeding that such officer, director, or employee was liable to the Association, or to such other entity, for negligence or misconduct in the performance of his or her duty. As used herein, the term "expense" shall include all obligations incurred by such person for the payment of money, including with limitation of attorney's fees, judgments, awards, fines, penalties, and amounts paid in satisfaction of judgement or in settlement of any such action, suit, or proceedings, except amounts paid to the Association or such other entity by him or her.

11.2 Liberality of Determinations. A judgment or conviction whether based on plea of guilty or nolo contendere or its equivalent, or after trial, shall not of itself be deemed an adjudication that such director, officer or employee is liable to the Association, or such other entity, for negligence or misconduct in the performance of his or her duties. Determination of the rights of such indemnification and the amount thereof may be made at the option of the person to be indemnified pursuant to procedure set forth, from time to time, in the Bylaws, or by any of the following procedures: (a) order of the Court or administrative body or agency having jurisdiction of the action, suit, or proceeding; (b) resolution adopted by a majority of the quorum of the Board of Directors of the Association without counting in such majority any Directors who have incurred expenses in connection with such action, suit or proceeding; (c) if there is no quorum of Directors who have not incurred expenses in connection with such action, suit, or proceeding, the by resolution adopted by a majority of the directors who have not incurred such expenses, (d) resolution adopted by a majority of the quorum of the directors entitled to vote at any meeting; or (e) Order of any Court having jurisdiction over the corporation. Any such determination that a payment by the way of indemnity should be made will be binding upon the Association. Such right of indemnification shall not be exclusive of any other right which such directors, officers and employees of the corporation and the other person above mentioned may have or hereafter acquire, and without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaw, agreement, vote of shareholders, provision of law, or otherwise in addition to their rights under the Article. The provisions of this Article shall apply to any member of any committee appointed by the Board of Directors as fully as though each person had been a director, officer or employee of the Association.

11.3 Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is or was

serving at the request of the Association as a director, officer, employee, or agent of another entity, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the laws of the State of Utah, as the same may hereafter be amended or modified.

ARTICLE XII
Sub-Divisions

12.1 Youth Association. The Association shall be the parent organization of the Utah Quarter Horse Youth Association (UQHYA). The Vice President shall appoint a Youth advisor from the Board of Directors to advise and assist the UQHYA; and the Youth Advisor shall select an Assistant Advisor to advise and assist the UQHYA. The UQHYA shall be governed by its own rules, regulations and policies, subject to approval by the Board of Directors of the Association.

ARTICLE XIII
Financial Reporting

13.1 Financial Reporting. During the annual convention meeting, the Treasurer shall present a financial report for the members of the Association. The Vice President shall present financial report for the respective sub-divisions and areas of responsibility. Association members may examine copies of these reports. If need arise, the Board of Directors may call for an audit.

13.2 Audit. An annual audit of the books, records and affairs of the Association, may be accomplished by an agent or committee appointed by the Board of Directors, if said Directors feel the necessity. A report thereof shall be distributed to the Board of Directors upon completion of said audit for publication if so desired.

ARTICLE XIV
Amendments

These Bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of the majority of the Association's members at a regular or special meeting of members, if the notice of the Proposed amendment, alteration, change or repeal to be contained in the notice of meeting.

The foregoing Bylaws were adopted by unanimous consent of the Directors on the 16 day of February, 2019.

UTAH QUARTER HORSE ASSOCIATION, INC.
A Utah Non Profit Association

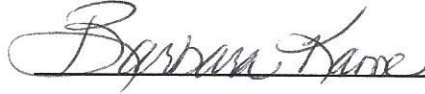
By: _____

It's: _____

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly appointed and acting Secretary of the UTAH QUARTER HORSE ASSOCIATION, INC.; and
2. That the foregoing Bylaws constitute the Bylaws of the Association as duly adopted pursuant to vote of all the members of the of the Association at a meeting on the 16 day of February, 2019.



SECRETARY