AMENDED AND RESTATED BYLAWS

OF

ARIZONA QUARTER HORSE ASSOCIATION

ARTICLE I
NAME AND OFFICES

Section 1. Name. The name of the corporation is ARIZONA QUARTER HORSE ASSOCIATION ("AzQHA"), formerly known as Arizona Quarter Horse Breeders' Association.

Section 2. Offices. The principal office of the corporation shall be in Maricopa County, Arizona. The corporation may also have offices at such other places both within and without the State of Arizona as the Board of Directors may designate.

ARTICLE II
PURPOSE

Section 1. Nonprofit Corporation. This corporation is a nonprofit corporation organized under the Arizona Nonprofit Corporation Act ("ANCA"), and is empowered to conduct any or all lawful activities as provided therein, except as hereinafter provided.

Section 2. Limitations on Powers. No part of the earnings of the corporation nor any share of the distribution of any corporate assets on dissolution of the corporation shall inure to the benefit of any director or officer of the corporation, or any private person, except for reasonable compensation paid for services rendered to or for the corporation affecting one or more of its purposes.

Section 3. Nature of Activities; Mission Statement. The AzQHA is organized for the purpose of being an affiliate of the American Quarter Horse Association, to provide beneficial services for its members and non-members within the state of Arizona that enhance and encourage American Quarter Horse ownership and participation.

The corporation shall be authorized to have and exercise to the extent necessary or desirable for the accomplishment of any of the foregoing purposes and objectives, any and all powers conferred upon nonprofit corporations by the ANCA.

ARTICLE III
MEMBERSHIP

Section 1. Members. Members of the AzQHA shall be admitted, retained and expelled in accordance with these Bylaws, and the rules and regulations consistent therewith, and adopted, from time to time, by the Board of Directors.

Section 2. Admission to Membership. Any person, firm or corporation actively interested in American Quarter Horses is eligible to become a voting member of the AzQHA, by submitting an AzQHA membership application to the Secretary of the corporation, along with the advance payment of dues as provided by these Bylaws, subject to rejection by a majority of vote of the directors at a duly constituted regular or special meeting of the Board of Directors where a quorum exists to conduct business.

Section 3. No Assessments. No members shall be subject to any assessments or liable by reason of membership in the AzQHA.

Section 4. Voting Rights. Voting members shall have the right of voting only for AzQHA directors and shall have no right to vote on any other matter before the corporation. No member who shall be delinquent by reason of non-payment of dues or any other obligation due to the AzQHA shall be entitled to vote while such delinquency continues. Each family, firm or corporate membership shall be entitled to one (1) vote, and shall designate who is authorized to exercise said vote on behalf of such family, firm or corporation.

Section 5. Life-Time Memberships. Life-Time Memberships in AzQHA are available upon submittal of a membership application to the Secretary of the corporation, along with the advance payment of the Life-Time dues as provided by these Bylaws, subject to rejection by a majority of vote of the directors within sixty (60) days after such submittal. Life-Time members are voting members. The Board of Directors may, from time to time, award to a person an honorary Life-Time membership in the AzQHA, and those persons shall thereafter be for all purposes deemed a voting member of the AzQHA for the duration of that person's lifetime without the payment of further membership dues.

Section 6. Suspension and Expulsion. Suspension or expulsion by the American Quarter Horse Association ("AQHA") of any member of the AQHA who is also a member of the AzQHA will result in automatic suspension or expulsion from the AzQHA without further notice to said member.

Any member may be suspended and denied privileges of the AzQHA, and any non-member may be denied the privilege of membership in the AzQHA, by the Secretary of the corporation for any of the following: (a) the failure to pay when due, any obligation owing to the AzQHA; and (b) payment by a worthless check for any obligation owing to the AzQHA. Said suspension or denial of privileges shall become effective fifteen (15) days following prior written notice to the member/non-member from the Secretary of the intent to suspend or withhold privileges, and the member's/non-member's failure to pay the amount due within said fifteen (15) day period. Any such suspension or denial of privileges shall terminate upon full payment of the obligation due to the AzQHA.

Any member may be suspended or expelled from AzQHA for engaging in conduct unbecoming of a member; conduct that is detrimental to the interests of the AzQHA and/or the AQHA, their programs, policies and objectives; or conduct that interferes with the harmonious relationship of their members. A member shall be given written notice (at the last address of the member shown on the corporation's records) at least fifteen days before the expulsion or suspension and the reasons therefor. The member shall have the opportunity to provide to the Executive Committee, orally or in writing, at least five days before the effective date of the expulsion or suspension, reasons why the proposed expulsion or suspension should not take place. The Executive Committee shall take into consideration all of the relevant facts and circumstances in making its decision and the decision for expulsion or suspension shall be made by two-thirds of the Executive Committee members.

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Section 7. Litigation Venue/Costs. Every member, by joining the AzQHA, or non-member, by participation in AzQHA approved events, does hereby agree: (a) that, in the event of litigation concerning the rules, regulations, procedures or other matters of the corporation, the prevailing party is entitled to reimbursement of its costs respecting such suit, or settlement thereof, including reasonable out-of-pocket attorneys' fees and fees of consultants, auditors, appraisers and other similar professionals; and (b) that no action, whether in law or equity, shall be commenced against the AzQHA in any courts other than those Federal and State courts located in Maricopa County, Arizona.

Section 8. Membership Dues. An annual fee (dues) in such amount as determined by the Board of Directors from time to time, shall be paid for each membership, except Life-Time memberships which shall be paid one-time in the amount determined by the Board of Directors from time to time. The annual fee shall be due and payable on or before the 1st day of January each year. The annual fee for the respective year will entitle the member to a membership through December 31 of

each year regardless of when membership is paid. **If the membership is paid between January 1 and March 15th, state points will be tabulated for the entire year. If the membership is paid after March 15th of the current year, state points will be tabulated beginning with the day the membership is paid to the AzQHA office**

Section 9. Annual Meeting.
There shall be an annual meeting of the AzQHA for receiving the annual reports of the then current year and the discussion of other business. The Board of Directors shall set the date, time and place of the annual meeting.

Section 10. Special Meetings. Special meetings of the AzQHA may be called by the President, a majority of the Board of Directors, or shall be called by the President upon written request of ten percent (10%) of the voting membership of the AzQHA.

Section 11. Notice Written notice of membership meetings shall for all purposes be deemed to be sufficiently given by any of the following methods: mailed by prepaid first-class mail or; transmitted via electronic mail or facsimile or; delivered by private courier, to each member in good standing at the mailing address, business address, residence address, electronic mail address, or facsimile number, last provided by that person to the AzQHA, at least ten (10) days prior to the date of such meeting. A notice shall be deemed sent by any of the aforementioned methods. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

Section 12. Voting. Any action that the members may take at any annual, regular or special meeting may be taken in person or by electronic ballot as permitted by these Bylaws and applicable law. No proxies are permitted. There shall be no cumulative voting for directors.

(a) Action at a Meeting. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law or by these Bylaws.

(b) Action by Electronic ballot. For the election of directors, the corporation shall deliver an electronic ballot to every member entitled to vote on the matter. All solicitations for votes by electronic ballot shall (i) specify the time by which a ballot must be delivered to the corporation in order to be counted, which time shall not be less than three days after the date that the corporation delivers the ballot. The electronic ballot shall set forth each proposed director and provide an opportunity to vote for-each proposed director. Once submitted, an electronic ballot may not be revoked.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. General Powers. The property, affairs and activities of the AzQHA shall be managed by a Board of Directors consisting of not fewer than ten (10) not more than twenty (20) individuals, as may be determined from time to time by a majority of the current Board of Directors. Except for the election of directors reserved to the members under these Bylaws, the Board of Directors shall exercise all the powers that may be exercised or performed by the corporation under the ANCA, the Articles of Incorporation and these Bylaws.

Section 2. Election; Qualification. Directors shall be elected by electronic ballot in the manner prescribed by these Bylaws, and each director shall serve until a successor is qualified and elected. Ballots will be delivered electronically no later than November 1 and must be submitted no later than November 15. Persons to be considered for nominees as directors shall be recommended by a voting

member of the AzQHA. Each proposed candidate for nomination must be eligible for nomination and in good standing, as determined by the Nominating Committee in its sole discretion, and all eligible candidates in good standing shall appear on the ballot.

Section 3. Terms of Office. All directors shall be elected for two (2) year terms, must maintain a current membership of the AzQHA and shall assume their posts on January 1. The terms of directors shall expire on a rotating basis. There is no limit as to how many terms a director may serve.

Section 4. Removal. Any director may be removed at any time, with or without cause, by an affirmative vote of the majority of the Board of Directors at a duly constituted regular or special meeting of the Board of Directors where a quorum exists to conduct business.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by a reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 6. Ex Officio Directors At-Large. The immediate past president shall be a member of the Board of Directors with voting rights. All other past presidents shall be considered as Directors-At-Large and voting members of the Board of Directors as long as attendance requirements specified in Article IV Section 11 are met. They shall be invited to all Board of Directors meetings but shall not be included within the number of Board of Directors necessary for a quorum under Article IV, Section 12. Directors-At-Large may be candidates for election in accordance with this Article IV, Section 2.

Section 7. Regular Meetings and Annual Meeting. The Board of Directors shall hold regular meetings monthly or less often as determined by the Board of Directors, without call or notice other than this Section, on the second Wednesday of each month throughout the year, at seven o'clock p.m., or on such a date or at such other time as the Board of Directors determines more suitable. At such regular meetings the Board of Directors shall transact all business properly brought before the Board of Directors. The first Board of Directors meeting regularly scheduled following the election of directors shall be designated as the annual meeting of the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Executive Committee or any three (3) directors.

Section 9. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 10. Place of Meetings.

(a) In Person. The meetings of the Board of Directors shall be held at the principal office of the corporation, or such other place within or without the State of Arizona as the directors may determine.

(b) Telephonic. The Board of Directors at their discretion may from time to time conduct meetings through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. The preference is to hold meetings in person. No more than 80% of regular meetings will be conducted telephonically.

Section 11. Absences. Any member of the Board of Directors unable to attend a Board of Directors meeting shall communicate with the Secretary and state the reason for his/her absence. If a Director is absent from three (3) consecutive meetings, the director will be deemed "inactive" and ineligible to vote until after the attendance of the next meeting. If a director is absent from fifty percent (50%) of the meetings held during a calendar year, reasons notwithstanding, his/her resignation shall be deemed to have been tendered. The Board of Directors at a duly constituted regular or special meeting of the Board where a quorum exists to conduct business, in their sole discretion, shall either accept or reject said tendered resignations.

Section 12. Quorum/Member's Participation/Conduct of Meetings. Fifty (50) percent plus one (1) of the Board of Directors then serving, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a quorum are present, a majority of the directors present may adjourn the meeting from time to time without further notice. The general membership of the corporation is entitled to attend all Board of Directors meetings as observers (with the exception of executive sessions) and may participate at such meetings only when their participation is specifically requested by the director presiding at such meeting.

Section 13. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 14. Written Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors then serving.

Section 15. Compensation. Directors shall receive no compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the corporation. Any payments made to a director that shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such director to the corporation to the full extent of such disallowance. In lieu of payment by the director from whom reimbursement is sought, subject to a determination made by the remainder of the directors, amounts may be withheld from his or her future payments, if any, until the amount owed to the corporation has been recovered.

Section 16. Duties. It shall be the duty of the directors to conduct, manage and control the affairs and business of the corporation and to promulgate and enforce rules and regulations, not inconsistent with the laws of the State of Arizona and these Bylaws. It shall be the duty of the directors to keep a record of all of their minutes and acts and of all proceedings of the members, and to currently maintain the books and records of the corporation detailing the assets, liabilities and general financial condition of the corporation for inspection by the members of the AzQHA as authorized under the ANCA.

ARTICLE V
OFFICERS

Section 1. Election and Term of Officers. The Board of Directors shall elect the following officers from its membership: President, Vice President, and Treasurer. Such election shall take place annually prior to the end of the corporation fiscal year of December 31. Each officer shall take office on January 1 and shall serve for a term of one (1) year or until his/her successor is duly qualified and elected. The President shall not serve more than two (2) consecutive terms, but there shall be no such limitations on the other elected officers.

Section 2. General Duties of All Officers. Officers may be called upon by the President or the Board of Directors to represent the corporation at legislative and governmental affairs, and at meetings of the AzQHA, and at local quarter horse association meetings and at such other affairs and meetings and groups as may be deemed desirable.

Section 3. President. The President shall preside at all meetings of the members and the Board of Directors, and shall be an ex-officio member of all committees. The President must have previously served on the Executive Committee. In the event a Chief Executive Officer is hired by the corporation, then the President shall be the Chairman of the Board. If no Chief Executive Officer is hired by the corporation, the President shall also serve as Chief Executive Officer.

Section 4. Vice President. In the absence of the President, the Vice President shall have the power and shall perform the duties of the President and such other duties as may be prescribed by the Board of Directors.

Section 5. Treasurer. The Treasurer shall keep, or cause to be kept, an account of all monies received and expended for the use of the corporation. The Treasurer shall make reports as deemed necessary by the Board of Directors, and at the annual meeting of members, as to the financial status of the AzQHA and shall in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6. Secretary. The Secretary need not be a member of the Board of Directors. The Secretary shall be a non-voting position. The Secretary shall: (a) keep the minutes of the meetings of members, the Board of Directors and committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (c) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. At the discretion of the Board of Directors, the Secretary may be compensated in an amount determined by the Board of Directors to be reasonable for services rendered to the corporation.

Section 7. Removal. The Board of Directors, with or without cause, may remove any officer, at any time, by majority vote of the Board of Directors at a duly constituted regular or special meeting of the Board of Directors where a quorum exists to conduct business.

Section 8. Compensation. Except for the Secretary, officers shall receive no compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the corporation. Any payments made to an officer that shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the corporation to the full extent of such disallowance. In lieu of payment by the director from whom reimbursement is sought, subject to a determination made by the directors, amounts may be withheld from his or her future payments, if any, until the amount owed to the corporation has been recovered.

ARTICLE VI
COMMITTEES

Section 1. Committees. The President, subject to the approval of the Board of Directors, may appoint such committees as he/she deems necessary to implement the purposes of the AzQHA, and shall specifically appoint such special or standing committees (as may be required by these Bylaws) or otherwise provided in these Bylaws. The Board of Directors may authorize committees comprised solely of directors to exercise any powers of the Board of Directors, except for those matters reserved to the Board of Directors under the ANCA. Absent such an express grant of authority, any action normally requiring Board of Directors approval shall be first recommended to the Board of Directors for approval. Committees are responsible to the Board of Directors and each committee chair shall make reports to the Board of Directors, in writing, if so requested. Unless otherwise determined by the Board of Directors, only directors shall be entitled to chair committees. All committees and their members serve at the pleasure of the Board of Directors.

Section 2. Standing Committees. The following committees shall comprise the official standing committees of the corporation:

(a) Executive Committee. The Executive Committee shall consist of six (6) members. They will be the immediate Past President, President, Vice President, Treasurer, and two (2) Board members elected by and from the membership of the Board of Directors. Such election shall take place prior to the end of the corporation fiscal year on December 31. Past Presidents shall be eligible to serve on the Executive Committee in a non-voting capacity. Three (3) members of the committee present at a meeting will be considered a quorum and the action of a majority of committee members present shall be the action of the Executive Committee. The Executive Committee shall report to the Board of Directors, and shall have the authority to act on behalf of the Board of Directors with regard to all matters requiring expeditious action between regularly scheduled Board of Directors meetings. Any Executive Committee decision can be overturned by majority vote of the entire Board of Directors. Additionally, the Executive Committee shall have exclusive jurisdiction to determine any and all membership suspensions, expulsions or other disciplinary actions.

(b) Budget & Legal Committee: The Budget & Legal Committee shall review the books and records of the corporation, and acts in an advisory capacity as required by the Board of Directors. The committee shall be comprised of not less than three (3) individuals.

(c) Long Range Planning Committee: The Long Range Planning Committee is charged with the responsibility of making recommendations concerning the AzQHA's purpose, objectives and organizational structure to the Board of Directors. The committee shall be comprised of not less than three (3) individuals.

(d) Nominating Committee: Not later than August 1 prior to election of the Board of Directors, the Board of Directors shall appoint a Nominating Committee of five (5) members. They shall be the immediate past president, President, Vice President and two (2) directors appointed by the Board of Directors. The committee shall consider all available candidates for the directorships to be filled at the forthcoming election and shall screen all nominations and submit a ballot of candidates to the members. The committee shall, including all other screening activities, confirm that all nominees are current members in good standing. Inclusion of an individual on the ballot shall be deemed a nomination of each person named.

(e) Show & Contest Committee: The Show & Contest Committee will develop, organize and supervise all competition activities not expressly reserved for the Oversight Committee, including to coordinate and provide support for the other AzQHA shows and to provide for approved shows and special events managed by non-AQHA entities and individuals. The committee shall be comprised of not less than three (3) individuals.

(f) Oversight Committee. The Oversight Committee shall consist of not less than five (5) and not more than seven (7) directors and/or Directors-at-Large, two (2) of whom must be the president and the vice president of the Board of Directors. The Oversight Committee oversees the organization, contracts and general business of the Sun Country Circuit and The Arizona Fall Championship shows.

(g) Youth Committee: The Youth Committee provides a liaison between the youth membership of the AzQHA and the Board of Directors, and organizes and conducts youth related activities. The committee shall be comprised of not less than three (3) individuals.

Section 3. Compensation. The members of any committee shall not receive any stated salary for their services, but by resolution of the Board of Directors a reasonable sum for reimbursement of expenses incurred in conducting the corporation's business. The Board of Directors shall have the power in its discretion to contract for and to pay to any member of a committee rendering unusual or exceptional services to the corporation special compensation appropriate to the value of the services. Any payments made to a committee member, including those for reimbursement of expenses, which shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such committee member to the corporation to the full extent of such disallowance.

ARTICLE VII
ELECTION OF AzQHA MEMBERS TO THE AQHA BOARD OF DIRECTORS

Section 1. Election. A member of the corporation may serve on the AQHA board of directors. When a vacancy for this position becomes available, the Board of Directors shall notify the members that a vacancy exists and will solicit applications from interested parties. The Board of Directors will review applications and applicants to recommend a candidate to AQHA. AzQHA will coordinate, if possible, with the Arizona Quarter Racing Association to recommend a single candidate to serve on the AQHA board of directors.

Section 2. Qualifications. The candidate must meet the minimum requirement of being a current member of either AzQHA or Arizona Quarter Racing Association and must have served on either organization's board of directors. *Additionally a candidate must meet ALL of the requirements set forth by AQHA.*

ARTICLE VIII
FINANCIAL AFFAIRS

Section 1. Fiscal Year. The fiscal year of the corporation shall end on December 31 of each year.

Section 2. Bank Accounts. The funds of the corporation shall be deposited in one or more banks or depositories as designated by the Board of Directors. All checks must be signed by such person or persons as the Board of Directors may from time to time designate.

Section 3. Insurance. The Board of Directors shall secure insurance to protect the corporation, the Board of Directors, and its officers and members from liability.

ARTICLE IX

SEAL

Section 1. Seal. The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE X
INDEMNIFICATION

Section 1. Mandatory Indemnification. The corporation shall, to the fullest extent permitted or required by Arizona Revised Statutes Sections 10-3850 to 10-3858, inclusive, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors, Officers, Directors At-Large and committee members against any and all Liabilities, and advance any and all reasonable Expenses incurred thereby in any Proceeding to which any person is a Party because such person is a Director, Officer, Director At-Large or committee member of the corporation. The corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such person may be entitled under any written agreement, board resolution, the law or otherwise. All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Arizona Revised Statutes Section 10-3850.

Section 2. Permissive Supplementary Benefits. The corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, Directors At-Large, committee members, employees or agents, whether or not the corporation would be obligated to indemnify or advance Expenses to such person under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such persons.

Section 3. Private Foundations. Notwithstanding the foregoing, whenever the corporation is a private foundation as defined in Internal Revenue Code Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under Internal Revenue Code Chapter 42.

ARTICLE XI
DISSOLUTION

Section 1. Dissolution or Termination. This corporation shall exist in perpetuity, but in the event of dissolution of the corporation or termination of its corporate existence, all assets of the corporation, after the payment of the obligations and liabilities of the corporation, shall be transferred to one or more corporations or associations having a similar or analogous character or purpose as may be selected by the corporation's Board of Directors.

ARTICLE XII
AMENDMENTS/CONSTRUCTION/NOTICE

Section 1. Amendments to Bylaws. These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two day notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

Section 2. Construction. On all questions arising as to the construction or the meaning of the bylaws, the decision of the Board of Directors shall be final. These Amended and Restated Bylaws shall supersede all bylaws adopted prior to the date set forth herein below.

Section 3. Notice. Whenever in these Bylaws or in the Articles of Incorporation the giving of notice is required, such notice shall for all purposes be deemed to be sufficiently given by any of the following methods: mailed by prepaid first-class mail; transmitted via electronic mail or facsimile; or delivered by private courier, to the person(s) to receive notice at the mailing address, business address, residence address, electronic mail address, or facsimile number, last provided by that person to the AzQHA.

Certified a true and correct copy of these Amended and Restated Bylaws were adopted on December 2, 2015, by the Board of Directors of Arizona Quarter Horse Association.

__Connie Hay, AzQHA Secretary_____

AMENDMENT TO THE

AMENDED AND RESTATED BYLAWS

OF

ARIZONA QUARTER HORSE ASSOCIATION

Pursuant to the terms and conditions of Article XII of the Amended and Restated Bylaws for **ARIZONA QUARTER HORSE ASSOCIATION;** and

WHEREAS, the Board of Directors of the Association having authorized the amendment of the corporate bylaws;

NOW, THEREFORE, Section 6 of Article IV (Board of Directors) of the Amended and Restated Bylaws of the Association is hereby amended to read as follows:

ARTICLE IV
BOARD OF DIRECTORS

Section 6. Ex Officio Directors At-Large. The immediate past president shall be a member of the Board of Directors with voting rights. All other past presidents shall be considered as Directors-At-Large and voting members of the Board of Directors as long as attendance requirements specified in Article IV Section 11 are met. They shall be invited to all Board of Directors meetings but shall not be included within the number of Board of Directors necessary for a quorum under Article IV, Section 12. Directors-At-Large may be candidates for election in accordance with this Article IV, Section 2.

Except as amended herein, the Bylaws of the Association shall remain unchanged and operative in all respects.

Certificate of the Secretary

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Arizona Quarter Horse Association, an Arizona nonprofit corporation, and

2. That the foregoing Amendment to the Bylaws of said corporation was duly adopted at a meeting of the Board of Directors held on the 9th day of March, 2016.

DATED as of March 9, 2016.

Connie Hay

Secretary

SECOND AMENDMENT TO THE

AMENDED AND RESTATED BYLAWS

OF

ARIZONA QUARTER HORSE ASSOCIATION

Pursuant to the terms and conditions of Article XII of the Amended and Restated Bylaws for **ARIZONA QUARTER HORSE ASSOCIATION;** and

WHEREAS, the Board of Directors of the Association having authorized the amendment of the corporate bylaws;

NOW, THEREFORE, Section 2(f) of Article VI (Committees) of the Amended and Restated Bylaws of the Association is hereby amended to read as follows:

ARTICLE VI
COMMITTEES

Section 2. Standing Committees

(f) Oversight Committee. The Oversight Committee shall consist of not less than five (5) and not more than seven (7) directors and/or Directors-at-Large, two (2) of whom must be the president and the vice president of the Board of Directors. The Oversight Committee oversees the organization, contracts and general business of the Sun Country Circuit and The Arizona Fall Championship shows.

Except as amended herein, the Bylaws of the Association shall remain unchanged and operative in all respects.

Certificate of the Secretary

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Arizona Quarter Horse Association, an Arizona nonprofit corporation, and

2. That the foregoing Amendment to the Bylaws of said corporation was duly adopted at a meeting of the Board of Directors held on the __11th_ day of May, 2016.

DATED this __11th____ day of ___May___, 2016.

___Connie Hay, Secretary_____
Secretary

NOW, THEREFORE, Section 2(A) of Article VI (Committees) of the Amended and Restated Bylaws of the Association is hereby amended to read as follows:

ARTICLE VI
COMMITTEES

Section 2. Standing Committees -The following committees shall comprise the official standing committees of the corporation:

(a) Executive Committee. The Executive Committee shall consist of six (6) members. They will be the immediate Past President, President, Vice President, Treasurer, and two (2) Board members elected by and from the membership of the Board of Directors. Such election shall

take place prior to May 31 at a meeting of the Board of Directors. Past Presidents shall be eligible to serve on the Executive Committee in a non-voting capacity. Three (3) members of the committee present at a meeting will be considered a quorum and the action of a majority of committee members present shall be the action of the Executive Committee. The Executive Committee shall report to the Board of Directors and shall have the authority to act on behalf of the Board of Directors with regard to all matters requiring expeditious action between regularly scheduled Board of Directors meetings. Any Executive Committee decision can be overturned by majority vote of the entire Board of Directors. Additionally, the Executive Committee shall have exclusive jurisdiction to determine any and all membership suspensions, expulsions or other disciplinary actions.

Except as amended herein, the Bylaws of the Association shall remain unchanged and operative in all respects.

Certificate of the Secretary

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Arizona Quarter Horse Association, an Arizona nonprofit corporation, and

2. That the foregoing Amendment to the Bylaws of said corporation was duly adopted at a meeting of the Board of Directors held on the __11th_ day of May, 2022.

DATED this __11th____ day of ___May___, 2022.

___Connie Hay, Secretary_____
Secretary

NOW, THEREFORE, Section 1 of Article VIII (Financial Affairs) of the Amended and Restated Bylaws of the Association is hereby amended to read as follows:

ARTICLE VIII
FINANCIAL AFFAIRS

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year.

Except as amended herein, the Bylaws of the Association shall remain unchanged and operative in all respects.

Certificate of the Secretary

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Arizona Quarter Horse Association, an Arizona nonprofit corporation, and

3. That the foregoing Amendment to the Bylaws of said corporation was duly adopted at a meeting of the Board of Directors held on the __11th_ day of May, 2022.

DATED this __11th____ day of ___May___, 2022.

___Connie Hay, Secretary_____
Secretary

THIRD AMENDMENT TO THE

AMENDED AND RESTATED BYLAWS

OF

ARIZONA QUARTER HORSE ASSOCIATION

Pursuant to the terms and conditions of Article III of the Amended and Restated Bylaws for **ARIZONA QUARTER HORSE ASSOCIATION;** and

WHEREAS, the Board of Directors of the Association having authorized the amendment of the corporate bylaws;

NOW, THEREFORE, Section 8 of Article III MEMBERSHIP of the Amended and Restated Bylaws of the Association is hereby amended to read as follows:

Section 8. Membership Dues. An annual fee (dues) in such amount as determined by the Board of Directors from time to time, shall be paid for each membership, except Life-Time memberships which shall be paid one-time in the amount determined by the Board of Directors from time to time. The annual fee shall be due and payable on or before the 1st day of January each year. The annual fee for the respective year will entitle the member to a membership through December 31 of each year regardless of when membership is paid. **NO MEMBER SHALL EARN OR ACCUMULATE AzQHA POINTS PRIOR TO PAYING MEMBER'S DUES IN FULL. AzQHA POINTS EARNED PRIOR TO THE DATE OF PAYMENT FOR AzQHA MEMBERSHIP DUES WILL NOT BE COUNTED FOR THE THEN CURRENT YEAR.**

Certificate of the Secretary

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Arizona Quarter Horse Association, an Arizona nonprofit corporation, and

4. That the foregoing Amendment to the Bylaws of said corporation was duly adopted at a meeting of the Board of Directors held on the 1st day of September 2023

DATED this __1st ____ day of ___September ___, 2023.

Heidi Lane , Secretary_____

Secretary

FOURTH AMENDMENT TO THE

AMENDED AND RESTATED BYLAWS

OF

ARIZONA QUARTER HORSE ASSOCIATION

Pursuant to the terms and conditions of Article IV Section 10(B) of the Amended and Restated Bylaws for **ARIZONA QUARTER HORSE ASSOCIATION;** and

WHEREAS, the Board of Directors of the Association having authorized the amendment of the corporate bylaws;

NOW, THEREFORE, Section 8 of Article IV Section 10(B) of the Amended and Restated Bylaws of the Association is hereby amended to read as follows:

(b) Telephonic. The Board of Directors at their discretion may from time to time conduct meetings through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. The preference is to hold meetings in person. No more than 80% of regular meetings will be conducted telephonically.

Certificate of the Secretary

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Arizona Quarter Horse Association, an Arizona nonprofit corporation, and

5. That the foregoing Amendment to the Bylaws of said corporation was duly adopted at a meeting of the Board of Directors held on the 1st day of September 2023

DATED this __1st ____ day of ___September ___, 2023.

Heidi Lane , Secretary_____
Secretary

FIFTH AMENDMENT TO THE

AMENDED AND RESTATED BYLAWS

OF

ARIZONA QUARTER HORSE ASSOCIATION

Pursuant to the terms and conditions of Article III of the Amended and Restated Bylaws for **ARIZONA QUARTER HORSE ASSOCIATION;** and

WHEREAS, the Board of Directors of the Association having authorized the amendment of the corporate bylaws;

NOW, THEREFORE, Section 8 of Article III MEMBERSHIP of the Amended and Restated Bylaws of the Association is hereby amended to read as follows:

Section 8. Membership Dues. An annual fee (dues) in such amount as determined by the Board of Directors from time to time, shall be paid for each membership, except Life-Time memberships which shall be paid one-time in the amount determined by the Board of Directors from time to time. The annual fee shall be due and payable on or before the 1st day of January each year. The annual fee for the respective year will entitle the member to a membership through December 31 of each year regardless of when membership is paid. "If the membership is paid between January 1 and March 15th, state points will be tabulate for the entire year. If the membership is paid after March 15th of the current year, state points will be tabulated beginning with the day the membership is paid to the AzQHA office."

Certificate of the Secretary

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Arizona Quarter Horse Association, an Arizona nonprofit corporation, and

6. That the foregoing Amendment to the Bylaws of said corporation was duly adopted at a meeting of the Board of Directors held on the 1st day of September 2023

DATED this __10th____ day of ___January, 2024.

Heidi Lane , Secretary_____

Secretary

SIXTH AMENDMENT TO THE

AMENDED AND RESTATED BYLAWS

OF

ARIZONA QUARTER HORSE ASSOCIATION

Pursuant to the terms and conditions of Article III of the Amended and Restated Bylaws for **ARIZONA QUARTER HORSE ASSOCIATION;** and

WHEREAS, the Board of Directors of the Association having authorized the amendment of the corporate bylaws;

NOW, THEREFORE,

Article 3 Section 9. Annual Meeting.
There shall be an annual meeting of the AzQHA for receiving the annual reports of the then current year and the discussion of other business. The Board of Directors shall set the date, time and place of the annual meeting.

Article 3 Section 11
Written notice of membership meetings shall for all purposes be deemed to be sufficiently given by any of the following methods: mailed by prepaid first-class mail or; transmitted via electronic mail or facsimile or; delivered by private courier, to each member in good standing at the mailing address, business address, residence address, electronic mail address, or facsimile number, last provided by that person to the AzQHA, at least ten (10) days prior to the date of such meeting. A notice shall be deemed sent by any of the aforementioned methods. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

Article 3 Section 12. Voting. Any action that the members may take at any annual, regular or special meeting may be taken in person or by electronic ballot as permitted by these Bylaws and applicable law. No proxies are permitted.There shall be no cumulative voting for directors.

(b) Action by written ballot. For the election of directors, the corporation shall deliver an electronic ballot to every member entitled to vote on the matter. All solicitations for votes by electronic ballot shall (i) specify the time by which a ballot must be delivered to the corporation in order to be counted, which time shall not be less than three days after the date that the corporation delivers the ballot. The electronic ballot shall set forth each proposed director and provide an opportunity to vote for-each proposed director. Once submitted, a electronic ballot may not be revoked.

Article 4 Section 2. Election; Qualification. Directors shall be elected by electronic ballot in the manner prescribed by these Bylaws, and each director shall serve until a successor is qualified and

elected. Ballots will be delivered electronically no later than November 1 and must be submitted no later than November 15. Persons to be considered for nominees as directors shall be recommended by a voting member of the AzQHA. Each proposed candidate for nomination must be eligible for nomination and in good standing, as determined by the Nominating Committee in its sole discretion, and all eligible candidates in good standing shall appear on the ballot.

Article 4 Section 3. Terms of Office. All directors shall be elected for two (2) year terms, must maintain a current membership of the AzQHA and shall assume their posts on January 1. The terms of directors shall expire on a rotating basis, There is no limit as to how many terms a director may serve.

Article 5 Section 1. Election and Term of Officers. The Board of Directors shall elect the following officers from its membership: President, Vice President, and Treasurer. Such election shall take place annually prior to the end of the corporation fiscal year of December 31. Each officer shall take office on January 1 and shall serve for a term of one (1) year or until his/her successor is duly qualified and elected. The President shall not serve more than two (2) consecutive terms, but there shall be no such limitations on the other elected officers.

Article 6 Section 2(a) The Executive Committee shall consist of six (6) members. They will be the immediate Past President, President, Vice President, Treasurer, and two (2) Board members elected by and from the membership of the Board of Directors. Such election shall take place prior to the end of the corporation fiscal year on December 31.

Article 6 Section 2(d) Not later than August 1 prior to election of the Board of Directors, the Board of Directors shall appoint a Nominating Committee of five (5) members.

Article 8 Section 1 The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year.

Certificate of the Secretary

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Arizona Quarter Horse Association, an Arizona nonprofit corporation, and

7. That the foregoing Amendment to the Bylaws of said corporation was duly adopted at a meeting of the Board of Directors held on the 9th day of September 2026

DATED this __9th___ day of ___Sept. 2026.

Heidi Lane , Secretary_____