BYLAWS

ARTICLE I – NAME

Section 1 – Name
The name of the corporation shall be International Association of Professional Farriers Inc. (hereafter referred to as "IAPF" or "corporation" or "association").

ARTICLE II – PURPOSES AND POWERS

Section 1 – Purpose
The International Association of Professional Farriers Inc. is a non-profit corporation and shall be operated exclusively as a business trade organization within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The corporation will promote the integrity of the farrier industry by promoting the common interests and improving the business conditions and practices of those in the field of farriery.

Section 2 – Powers
The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful actus which may be necessary or convenient to affect the business purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

ARTICLE III - MEMBERSHIP

Section 1 – Categories
The categories for membership shall be:

(1) REGULAR MEMBER – Regular Members shall be Farriers or Veterinarians who have paid dues as prescribed in Article IV of these Bylaws, Regular Members shall have full voting rights, may hold office and shall receive full membership benefits as determined by the Board of Directors.

(2) ASSOCIATE MEMBER – Associate Members shall be all other interested individuals, who have paid dues as prescribed in Article IV of these Bylaws. Associate Members shall not have voting rights and may not hold office. However, they shall receive membership benefits as determined by the Board of Directors.

(3) REGULAR LIFE MEMBER – Regular Life Members shall be Regular Members who have paid a one-time payment of dues as prescribed in Article IV of these Bylaws. Their voting rights, opportunity to hold office and membership benefits shall be the same as Regular Members.

(4) ASSOCIATE LIFE MEMBER – Associate Life Members shall be Associate Members who have paid a one-time payment of dues as prescribed in Article IV of these Bylaws. Associate Life

Members shall not have voting rights and may not hold office. However, they shall receive membership benefits as determined by the Board of Directors.

(5) REGULAR FOUNDING MEMBER – Regular Founding Membership shall be limited to 30 individuals who have paid dues as prescribed in Article IV of these Bylaws. Their voting rights, opportunity to hold office and membership benefits shall be the same as Regular Members.

(6) STUDENT MEMBER - Student Member shall be either a currently enrolled farrier or veterinary school student, graduate within the past twelve (12) months or who is working as an apprentice farrier, who have paid dues as prescribed in Article IV of these Bylaws. Student Members shall not have voting rights and may not hold office. However, they shall receive membership benefits as determined by the Board of Directors.

(7) STUDENT MEMBER – 2 YEAR SPECIAL - Shall be either a currently enrolled farrier or veterinary school student or graduate within the past six (6) months of a school where the owner or instructor is an IAPF member, who have paid dues as prescribed in Article IV of these Bylaws. Student Members shall not have voting rights and may not hold office. However, they shall receive membership benefits as determined by the Board of Directors.

(8) RETIRED MEMBER – Retired Members may be Farriers or Veterinarians who have reached the age of 65 years. Such a member shall pay dues as prescribed in Article IV of these Bylaws, shall not have voting rights, may not hold office, but shall receive membership benefits as determined by the Board of Directors.

(9) HONORARY MEMBER – Honorary Members may be any individual, company or organization nominated by a member in good standing and approved by a majority vote of the Board of Directors. The Board shall be limited to awarding a maximum of one (1) Honorary Membership per twelve (12) month period. In addition, it will be preferred that candidates for Honorary Membership shall first be either a Regular or Associate Member of the association. Honorary Members shall pay no dues, have no voting rights and may not hold office. They shall receive membership benefits as determined by the Board of Directors.

(10) EDUCATIONAL PARTNERSHIP MEMBER – Educational Partners may be any individual, company or organization who have paid membership dues (Regular, Regular Founding, Regular Life, Associate, Associate Life, or Honorary) as prescribed in Article IV of these Bylaws and paid the annual Educational Partnership payment to the Hoofcare Essentials Foundation Inc. Educational Partnership members shall have the voting rights as determine by their category of membership (i.e. Regular, Regular Founding, Regular Life, Associate, Associate Life, or Honorary). They shall also receive membership and partnership benefits as determined by the Board of Directors.

(11) ALLIANCE MEMBER – Alliance Members consist of corporations, organizations, associations and other groups in good standing in a state, region or locality; educational institutions offering equine and/or farrier related programs; or other organizations approved by the Board of Directors. Alliance Members shall have no voting rights and may not hold office. Categories and requirements of Alliance Members shall include:

a. Recognized Associations, where the national breed or discipline has competition rules;

b. National Associations, where equine-related groups or individuals have formed a national association or organization;
c. State/Regional Associations where equine-related groups or individuals have formed an association in a State or region; or
d. Educational, where educational institutions, colleges or schools offer farrier and/or equine-related programs.

(12) HORSE OWNER MEMBER – Horse Owners interested in equine podiatry may join the association in this special category. Horse Owner Members shall pay no dues, have no voting rights and may not hold office. They shall receive membership benefits as determined by the Board of Directors.

ARTICLE IV – DUES

Section 1 – Dues for Each Category
The Board of Directors shall establish dues for each category (except Honorary) and may grant reductions or exemptions from payment of dues under special circumstances.

Section 2 – New Memberships
New Memberships – Membership shall begin as soon as dues have been paid in full and acknowledged by the Association.

Section 3 – Renewing Memberships
Renewing Memberships – Dues for renewing memberships shall be due and payable one year from the date the member joined the Association. An annual dues notice shall be sent to each member sixty (60) days prior to the membership expiration date.

ARTICLE V – BOARD OF DIRECTORS

Section 1 – Number of Directors
The voting members of the Board of Directors shall consist of three (3) Directors and four (4) Officers.

Section 2 – Powers
The Board of Directors is the governing body of the Association and shall establish direction, set policy and provide leadership to the Association. The property, affairs and fiduciary health of the Association shall be managed and controlled by the Board of Directors. The Board of Directors shall provide direction, empowerment and oversight to Association Staff, Committees and Task Forces. Policies and procedures shall be established by the Board of Directors for the overall management and governing of the Association.

Section 3 – Terms

(1) Each Director shall serve a three-year term and may not be elected or appointed to serve additional terms without a minimum one-year absence from the Board, unless elected to an Officer's position.

(2) Directors are to be elected by a plurality vote of the membership casting a vote, either by mail or electronic ballot. The voting process shall be administered by the Nominating Committee with the assistance of the Executive Director.

(3) The terms for the Directors shall begin on the first day of January in the same year in which their term begins and continue until successors to the offices have been duly elected (or appointed) and installed.

Section 4 – Qualifications and Election of Directors
In order to be eligible to serve as a director on the Board of Directors, the individual must be 18 years of age and be a current member in good standing of the International Association of Professional Farriers Inc. (IAPF). All Directors shall be either Regular, Regular Founding or Regular Life Members in good standing. Directors shall be elected by the membership, either by mail or electronic ballot, following the preparation of a candidate slate by the Nominating Committee.

Section 5 – Vacancies
The IAPF Board of Directors may fill vacancies dues to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors, who are eligible to serve, to fill a previously unfilled Board position, subject to the maximum number of directors under these Bylaws.

Section 6 – Removal of Directors
A director may be removed by two-thirds (⅔) vote of the Board of Directors then in office, if:

(1) The director is absent and unexcused from two or more meetings of the Board of Directors in a twelve-month period. The Board President is empowered to excuse directors from attendance for a reason deemed adequate by the Board President. The President shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Board Vice President shall excuse the President. Or:

(2) For cause or no cause, if before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

Section 7 – Board of Directors Meetings

(1) **Regular Meetings.** The Board of Directors may be held at the discretion of the Board of Directors in person, via telephone, or electronic communication. Proxies at meetings of the Board of Directors are not permitted. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(2) **Special Meetings.** Special meetings of the Board may be called by the President, Vice-President, Secretary, Treasurer, or any two (2) other directors of the Board of Directors. A special

meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

(3) **Waiver of Notice.** Any director may waive notice of any meeting, in accordance with the Commonwealth of Kentucky law.

Section 8 – Manner of Acting

(1) **Quorum**. A simple majority of the Board of Directors (4 persons) at a duly called Regular or Special Meeting of the Board of Directors shall constitute a quorum for the transaction of business. The same simple majority of the Board of Directors shall be required for passage of all voting matters, unless otherwise stated in these Bylaws.

(2) **Majority Vote.** Except as otherwise required by law or by the Articles of Incorporation, 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.

(3) **Hung Board Decisions.** On the occasion that directors of the Board are unable to make a decision based on a tied number of votes, the President or Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(4) **Participation.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

Section 9 – Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

Section 10 – Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

Section 11 – Strategic Plan

The Board of Directors will ensure that the Association has a viable Strategic Plan, monitor its implementation and ensure that income and expenditures support the Association's strategic objectives and missions.

Section 12 – Conflict of Interest Policy

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

BYLAWS

Section 13 – Appointment of Non-Member Director
The President of the association may recommend to the Board of Directors the need to appoint a non-member Director to serve a one-year term on the Board, with the opportunity to succeed himself/herself for a maximum term of three (3) years. The purpose of such of an appointment would be for the Board to gain expertise in an area where the current members of the Board of Directors would not possess such knowledge. This Director position would include full voting rights as any other member of the Board of Directors. He/She will be elected by a 2/3 majority vote of the Board of Directors.

ARTICLE VI – COMMITTEES

Section 1 – Committees
The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

(1) Take any final action on matters which also requires Board members' approval or approval of a majority of all members;

(2) Fill vacancies on the Board of Directors in any committee which is the authority of the Board;

(3) Amend or repeal Bylaws or adopt new Bylaws;

(4) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repeal able;

(5) Appoint any other committees of the Board of Directors or the members of these committees;

(6) Expend corporate funds to support a nominee for director;

(7) Approve any transaction:
   a. To which the corporation is a party and one of more directors have a material financial interest; or

   b. Between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

Section 2 – Committee Chairpersons
The President's nominations for Chairpersons of all Committees (except the Finance and President's Advisory Committees) and Task Forces are subject to approval by a majority vote of the Board of Directors. The Chairman of each Committee may nominate members to serve as Chairpersons of any sub-committee within their respective Committee. These sub-committee Chairpersons shall also be subject to approval by a majority vote of the Board of Directors.

BYLAWS

Section 3 – Meetings and Action of Committees
Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article V of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee.

Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

Section 3 – Informal Action by the Board of Directors
Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

Section 4 – Standing Committees
The Association shall have Standing Committees which will include:

a. Credentialing
b. Education
c. Finance
d. Horse Owner
e. International Relations
f. Marketing
g. Membership

Section 5 – Task Forces
The Board may create special Task Forces to deal with specific topics within a specific time frame. The President will nominate a Chairperson for the Task Force subject to approval of the Board. The Chairperson shall appoint committee members to serve on the Task Force for no longer than a period of one year.

ARTICLE VII – OFFICERS

Section 1 – Board Officers
The officers of the corporation shall be a Board President, Vice-President, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Executive Director shall serve in a non-voting role as Secretary and Assistant Treasurer. All Officers, except the Executive Director, shall be either Regular, Regular Founding or Regular Life Members in good standing.

BYLAWS

Section 2 – Terms of Office
The term of office for the President and Vice-President shall be for two years, respectively. The order of succession shall be Vice-President and President.

The terms for the Directors, Vice President, President, Past President shall begin on the first day of January in the same year in which their term begins and continue until successors to the offices have been duly elected (or appointed) and installed. A Past President (i.e. one who has previously served as President) shall be appointed by the Board of Directors to the position of Past President for a one-year term. At the end of that term, the same Past President or another Past President may be appointed to the position.

The term of the office for the Treasurer will be for three (3) years. The term shall begin on the first day of January in the same year in which his/her term begins and continue until a successor to the office has been duly elected (or appointed) and installed.

Upon completion of their term, an Officer, with the exception of the Vice President and President, is ineligible to be elected or appointed an Officer or member of the Board of Directors for a period of one (1) year.

Section 3 – Removal and Resignation
The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 4 – President
The President shall be the chief volunteer officer of the corporation.

(1) The duties of the President shall be:
   a. To preside at all Regular and Special meetings of the Board of Directors and the Association.
   b. To nominate all Committee and Task Force Chairpersons.
   c. To assist the Board in coordinating and supervising activities of the Association, including signing of all contracts and obligations.
   d. To delegate responsibility for the balloting at the Officer and Board of Directors elections.
   e. To serve as Chair of the President's Advisory Committee.

Section 5 – Vice-President
In the absence or disability of the President, the Vice-President shall perform the duties of the President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President.

(1) The duties of the Vice-President shall be:
   a. To assist the President in all duties as requested by the President.
   b. To assume the duties of the office of President in the event that the President is incapable of performing his/her duties or that the office is vacated.

c. To serve as the primary point of contact between the Board of Directors and the Committee and Task Force Chairpersons. In addition, he/she will coordinate with the office staff the placement of new committee or task force volunteers to respective committees and/or task forces.

Section 6 – Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board President**.** The Executive Director of the corporation may serve as the Secretary. If the Executive Director serves in this capacity, it will be a non-voting position.

Section 7 – Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation.

(1) The duties of the Treasurer shall be:

a. To act as custodian of the assets of the Association.
b. To present to the Board of Directors an Annual Budget for their review, discussion and approval. The Association will be required to have an Annual Budget that is balanced at the end of each fiscal year. The Annual Budget shall require a 2/3 majority vote of the Board for acceptance. The fiscal year of the Association shall be determined by the Board of Directors.
c. To hold the Executive Director responsible for:
    i. Depositing all monies in the name of the Association in an institution approved by the Board of Directors.
    ii. Disbursing monies from all accounts of the Association. All accounts of the Association shall require two signatures for approval. Persons authorized to sign checks for the Association shall include: Treasurer, President, Vice President and Executive Director.
    iii. Paying all expenses of the Association subject to the direction of the Board of Directors and within the Annual Budget. Budgeted expenditures shall be paid as presented for payment. Non-budgeted expenditures shall be presented to the Board of Directors for their review and approval. Such non-budgeted expenditures shall require a 2/3 majority vote of the Board for approval.
    iv. Maintaining a file of all vouchers and invoices accompanying them for a period of not less than five (5) years.
d. To invest Reserve Funds in accordance with policy established by the Board of Directors.
e. To turn over all funds and properties under his/her custodianship and records to a successor.
f. To provide a detailed report of the financial status of the Association at each Regular Meeting of the Board of Directors and Annual Meeting of the Association.
g. To serve as Chairperson of the Finance Committee.

h. To provide a copy of the most recent period's Profit and Loss Statement and Balance Sheet of the Association upon written request from any Regular, Regular Founding, Regular Life Member, or Educational Partner.
i. Should any member request financial assistance for clinics, educational events, marketing, credentialing, or other farrier related initiatives, said request shall be made through the Finance Committee of the IAPF Board of Directors. The Finance Committee will make a determination as to the best source of funding (i.e. the Hoofcare Essentials Foundation or the IAPF).
j. The Treasurer and the Finance Committee shall be prepared to work with any member to assist in the formation of banking relations in their country to allow for the payment of membership dues in the currency of said country.

Section 8 – Past President

(1) The duties of the Past President shall be:
   a. To assist the President and other Officers and Directors where requested.
   b. To serve as the Chairperson of the Nominating and Elections Committee.

ARTICLE VIII – ELECTIONS

Section 1 – Qualifications
By no later than July 1 of appropriate years, the Nominating Committee will prepare and present a slate of Nominees to the Board of Directors for the positions open for election in that year. Nominations shall close on October 1 of appropriate years. Candidates for all positions on the Board of Directors shall have been, either:

(1) A professional farrier or veterinarian for at least ten (10) years and be a current Accredited Professional Farrier and have successfully completed the IAPF Foundation Credential (APF-I). Further, if appropriate a DVM, VMD, or other professional veterinarian designation, or

(2) A professional farrier or veterinarian for at least five (5) years, who has maintained Accreditation status for a minimum of five (5) consecutive years, be a current Accredited Professional Farrier (APF), and have successfully completed the IAPF Foundation Credential (APF-I).

Section 2 – Voting Procedures for Directors
Directors are to be elected by a plurality vote of the membership casting a vote, either by mail or electronic ballot. The voting process shall be administered by the Nominating Committee with the assistance of the Executive Director.

Section 3 – Voting Procedures for Officers
The Vice President and Treasurer will be elected by a 2/3 majority vote of the Board of Directors. If two or more nominations are made and no candidate receives a 2/3 majority of the votes cast on the first ballot, the two candidates receiving the greatest number of votes will be balloted upon again.

Section 5 – Time Between Service
Upon completion of their term, an Officer, with the exception of the Vice President and President, is ineligible to be elected or appointed an Officer or member of the Board of Directors for a period of one (1) year.

ARTICLE IX – EXECUTIVE DIRECTOR

Section 1 – Title
The Executive Director shall be the Chief Executive Officer of the corporation.

Section 2 – Hiring and Termination
The Executive Director is to be hired by a 2/3 majority vote of the Board of Directors; and can only be terminated in the same manner.

Section 3 – Duties
Duties of the Executive Director shall be:

(1) To serve as custodian of the records of the corporation, including membership records.

(2) To preside at Regular and Special Meetings of the Board of Directors in the absence of the President and Vice-President.

(3) To conduct the correspondence of the Association.

(4) To notify members of all meetings.

(5) To serve as a non-voting member of all Committees and Task Forces of the corporation.

(6) To serve as the non-voting Secretary of the Board of Directors

a. To be responsible for the recording and certifying of the minutes of all Regular and Special Meetings of the Board of Directors and the Annual & Special Meetings of the corporation.

(7) To serve as the non-voting Assistant Treasurer of the Board of Directors

a. To be responsible for the financial records of the Association and for all receipts and disbursements. All vouchers and invoices accompanying them will be maintained for not less than a period of five (5) years.
b. To execute the financial policies of the Association, as defined by the Board of Directors, with the concurrence of the Treasurer and the Finance Committee, including depositing all monies of the Association in an institution approved by the Board of Directors.

(8) To be responsible for the hiring of staff for the office of the Association.

(9) To be responsible for the implementation of Public and Professional Relations.

(10) To keep the Corporate Seal, and to execute documents requiring the signature of the Corporate Secretary.

ARTICLE X – CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

Section 1 – Contracts and other Writings
Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

Section 2 – Checks, Drafts
All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 3 – Deposits
All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

Section 4 – Loans
No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

Section 5 – Insurance
The Association shall contract for full insurance coverage including: General Liability, Business Personal Property, Employee Dishonesty, Non-Owned and Hired Auto, Worker's Compensation and Directors and Officers Insurance.

Section 6 – Indemnification

(1) **Mandatory Indemnification**. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(2) **Permissible Indemnification**. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(3) **Advance for Expenses**. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(4) **Indemnification of Officers, Agents and Employees**. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Commonwealth of Kentucky law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

(5) **Bonding.** All Officers, Directors and Staff deemed by the Board of Directors necessary to be bonded shall be bonded in the amount approved by the Board of Directors. The costs of said bonding shall be borne by the Association.

(6) **Awards and Reimbursements.** No member of the association shall receive any type of award or scholarship or reimbursement of same should their membership dues be delinquent. Honorary members shall be exempt from this Section.

ARTICLE XI – MEETINGS

Section 1 – Annual Meeting
The Annual Meeting of the Association shall be held during the first quarter of each year. The location, date and duration of the Annual Meeting shall be determined by the Board of Directors.

Section 2 – Special Meetings
Special Meetings of the Association may be called upon a simple majority vote of the Board of Directors, or upon petition of a majority of the Regular, Regular Founding and Regular Life Members. Notice of such Special Meetings and their purpose shall be given to all members at least thirty (30) days prior to the proposed date of the meeting. The business of a Special Meeting shall be limited to the purpose for which it is called.

ARTICLE XII – MISCELLANEOUS

Section 1 – Books and Records
The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

BYLAWS

Section 2 – Fiscal Year
The fiscal year of the corporation shall be from January 1 to December 31 of each year.

Section 3 – Nondiscrimination Policy
The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of International Association of Professional Farriers Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Section 4 – Bylaw Amendments
These Bylaws may be amended, altered, repealed, or restated by a vote of two-thirds (2/3) of the Board of Directors then in office at a meeting of the Board, provided, however,

(1) That no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(6) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(2) That an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds (⅔) vote of a quorum of directors at a Board meeting.

(3) That all amendments be consistent with the Articles of Incorporation.

(4) That the amendment has been presented to the Board of Directors thirty (30) days prior to the vote to amend.

ARTICLE XIII – COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, International Association of Professional Farriers Inc. shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, International Association of Professional Farriers Inc. willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

International Association of Professional Farriers Inc. shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

BYLAWS

ARTICLE XIV – DOCUMENT RETENTION POLICY

Section 1 – Purpose
The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of International Association of Professional Farriers Inc. records.

Section 2 – Policy

(1) **General Guidelines**. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time International Association of Professional Farriers Inc. may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

(2) **Exception for Litigation Relevant Documents**. International Association of Professional Farriers Inc. expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the International Association of Professional Farriers Inc. informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

(3) Minimum Retention Periods for Specific Categories

a. **Corporate Documents.** Corporate records include the corporation's Articles of Incorporation, By-Laws and. Corporate records should be retained permanently.

b. **Tax Records.** Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

c. **Employment Records/Personnel Records.** State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any

complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

d. **Board and Board Committee Materials**. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

e. **Press Releases/Public Filings.** The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

f. **Legal Files.** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

g. **Marketing and Sales Documents.** The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

h. **Development/Intellectual Property and Trade Secrets**. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

   i. derives independent economic value from the secrecy of the information; and

   ii. has taken affirmative steps to keep the information confidential.

   iii. The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

i. **Contracts.** Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

j. **Correspondence.** Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

k. **Banking and Accounting.** Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for

important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

l. **Insurance.** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

m. **Audit Records.** External audit reports should be kept permanently. Internal audit reports should be kept for three years.

(4) Electronic Mail.

E-mail that needs to be saved should be either:

a. printed in hard copy and kept in the appropriate file; or

b. downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XV – SEXUAL AND OTHER UNLAWFUL HARASSMENT POLICY

Section 1 – Purpose

Sexual and other unlawful harassment is a violation of Title VII of the Civil Rights Act of 1964 (Title VII), as amended, as well as many state laws. Harassment based on a characteristic protected by law, such as race, color, ancestry, national origin, gender, sex, sexual orientation, gender identity, marital status, religion, age, disability, veteran status, or other characteristic protected by state or federal law, is prohibited.

It shall be the International Association of Professional Farriers Inc.'s policy to provide a work environment free of sexual and other harassment. To that end, harassment of International Association of Professional Farriers' employees by board members, association members, management, supervisors, coworkers, or nonemployees who are in the workplace or at public and private endeavors (meetings, clinics, conventions, etc.) is absolutely prohibited. Further, any retaliation against an individual who has complained about sexual or other harassment or retaliation against individuals for cooperating with an investigation of a harassment complaint is similarly unlawful and will not be tolerated. International Association of Professional Farriers Inc. will take all steps necessary to prevent and eliminate unlawful harassment.

Further, it shall be the policy of the association to extend this policy towards all public and private endeavors which are sponsored or co-sponsored by the association and/or its sister organizations.

Section 2 - Definitions

(1) "Unlawful harassment" is conduct that has the purpose or effect of creating an intimidating, hostile, or offensive work environment; has the purpose or effect of substantially and unreasonably interfering with an individual's work performance; or otherwise adversely affects an individual's employment opportunities because of the individual's membership in a protected class. Unlawful harassment includes, but is not limited to, epithets; slurs; jokes;

pranks; innuendo; comments; written or graphic material; stereotyping; or other threatening, hostile, or intimidating acts based on race, color, ancestry, national origin, gender, sex, sexual orientation, marital status, religion, age, disability, veteran status, or other characteristic protected by state or federal law. Such unlawful harassment may take place in the workplace or at public and private endeavors.

(2) Sexual Harassment. While all forms of harassment are prohibited, special attention should be paid to sexual harassment. "Sexual harassment" is generally defined under both state and federal law as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature where:

• Submission to or rejection of such conduct is made either explicitly or implicitly a term or condition of any individual's employment or as a basis for employment decisions; or

• Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive work environment.

Section 3 – Details
Other sexually oriented conduct, whether intended or not, that is unwelcome and has the effect of creating an environment that is hostile, offensive, intimidating, or humiliating to workers or members may also constitute sexual harassment.

While it is not possible to list all those additional circumstances that may constitute sexual harassment, the following are some examples of conduct that, if unwelcome, may constitute sexual harassment depending on the totality of the circumstances, including the severity of the conduct and its pervasiveness:

(1) Unwanted sexual advances, whether they involve physical touching or not;

(2) Sexual epithets, jokes, written or oral references to sexual conduct, gossip regarding one's sex life, comments about an individual's body, comments about an individual's sexual activity, deficiencies, or prowess;

(3) Displaying sexually suggestive objects, pictures, or cartoons;

(4) Unwelcome leering, whistling, brushing up against the body, sexual gestures, or suggestive or insulting comments;

(5) Inquiries into one's sexual experiences; and

(6) Discussion of one's sexual activities.

All employees and members should take special note that, as stated above, retaliation against an individual who has complained about sexual harassment and retaliation against individuals for cooperating with an investigation of sexual harassment complaint is unlawful and will not be tolerated at International Association of Professional Farriers Inc.

Section 4 - Complaint Procedure
Any employee who believes he or she has been subject to or witnessed illegal discrimination, including sexual or other forms of unlawful harassment, is requested and encouraged to make a complaint. They may complain directly to their immediate supervisor or department manager, the HR director, or any other member of management with whom they feel comfortable bringing such a complaint. Members may file complaints with the association using a prescribed format identified in these Bylaws. Similarly, if employees or members observe acts of discrimination toward or harassment of another employee or member, they are requested and encouraged to report this to one of the individuals or association listed above.

No reprisal, retaliation, or other adverse action will be taken against an employee or member for making a complaint or report of discrimination or harassment or for assisting in the investigation of any such complaint or report. Any suspected retaliation or intimidation should be reported immediately to one of the persons or association identified above.

All complaints will be investigated promptly and, to the extent possible, with regard for confidentiality. If the investigation confirms conduct contrary to this policy has occurred, International Association of Professional Farriers Inc. will take immediate, appropriate, corrective action, including discipline, up to and including immediate termination or removal of a director or officer of the Board of Directors. Action against a member shall be taken based upon the disciplinary action as stated in these Bylaws.

ARTICLE XVI – CODES OF ETHICS AND WHISTLEBLOWER POLICY

Section 1 – Purpose
International Association of Professional Farriers Inc. requires and encourages directors, officers, ~~and~~ employees, and members to observe and practice high standards of business and personal ethics in the conduct of their duties, responsibilities, and actions as a representative of the corporation. The employees, representatives, and members of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of International Association of Professional Farriers Inc. to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

Section 2 – Reporting Violations
If any director, officer, staff, employee, or member reasonably believes that some policy, practice, or activity of International Association of Professional Farriers Inc. is in violation of law, a written complaint must be filed by that person with the Board President or Vice-President.

Section 3 – Acting in Good Faith
Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

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Section 4 – Retaliation
Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of International Association of Professional Farriers Inc. and provides the International Association of Professional Farriers Inc. with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

International Association of Professional Farriers Inc. shall not retaliate against any director, officer, staff, or employee, who in good faith, has made a protest or raised a complaint against some practice of International Association of Professional Farriers Inc. or of another individual, member, or entity with whom International Association of Professional Farriers Inc. has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

International Association of Professional Farriers Inc. shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of International Association of Professional Farriers Inc. that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

Section 5 – Confidentiality
Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 6 – Handling of Reported Violations
The Board President or Vice-President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff, employees, and/or members and they shall have the opportunity to ask questions about the policy.

Section 7 – Code of Conduct
Being a member of the Association is a singular honor. All members shall subscribe to a code of conduct in their relationships with each other, the horseman and others associated with the farrier industry.

By joining the Association, the member agrees to perform service to the highest standard of honor and dignity and adhere to the Association's Code of Ethics. This Code is the foundation of the International Association of Professional Farriers.

Section 8 – Code of Ethics
Code of Ethics

(1) Members shall not compromise their personal and professional ethics in any way that will be detrimental to the health of the farrier or equine industries.

(2) Members shall work continually to improve the quality of service they make available to their customers and fellow members.

(3) Members shall observe all civil laws and shall uphold the honor and dignity of the industry by striving to conduct an honest and competent business.

(4) Members shall participate in activities and organizations which promote the growth and health of the farrier and equine industries.

ARTICLE XVII – DISCIPLING OF MEMBERS

(1) A complaint may be made to the Board of Directors by any person that a member of the association:
   a. Has refused or neglected to comply with a provision or provisions of these Bylaws.
   b. Has willfully acted in a manner prejudicial to the interests of the association.

(2) The Board of Directors may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the Board of Directors decides to deal with the complaint, the Board of Directors:
   a. Must cause notice of the complaint to be served on the member concerned, and
   b. Must give the member at least 14 days from the time the notice is served within which to make submissions to the Board of Directors in connection with the complaint, and
   c. Must take into consideration any submissions made by the member in connection with the complaint.

(4) The Board of Directors may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

(5) If the Board of Directors expels or suspends a member, the Secretary of the Board must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board of Directors for having taken that action and of the member's right of appeal under (next Section).

(6) The expulsion or suspension does not take effect:
   a. Until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
   b. If within that period the member exercises the right of appeal, unless and until the association confirms the resolution under (next Section),
   c. Whichever is the later.

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ARTICLE XVIII – RIGHT OF APPEAL OF DISCIPLINED MEMBER

(1) A member may appeal to the Board of Directors at a meeting of the Board against a resolution of the Board under the previous Section, within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) On receipt of a notice from a member under the previous Section, the Secretary must notify the Board of Directors, which is to convene a meeting of the Board of Directors of the association to be held within 28 days after the date on which the Secretary received the notice.

(4) At a meeting of the Board of Directors convened under the previous Section:
   a. No business other than the question of the appeal is to be transacted, and
   b. The Board of Directors and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
   c. The members of the Board of Directors present are to vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(5) The appeal is to be determined by a simple majority of votes cast by members of the Board of Directors.

ARTICLE XIX – TRANSPARENCY AND ACCOUNTABILITY
Disclosure of Financial Information with the General Public

Section 1 – Purpose
By making full and accurate information about its mission, activities, finances, and governance publicly available, International Association of Professional Farriers Inc. practices and encourages transparency and accountability to the general public. This policy will:

(1) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public;

(2) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public;

(3) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

Section 2 – Financial and IRS Documents
International Association of Professional Farriers Inc. shall provide its Internal Revenue forms 990, 990-T, and others, Bylaws, Conflict of Interest Policy, and financial statements to the general public for inspection free of charge.

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Section 3 – Means and Conditions of Disclosure
International Association of Professional Farriers Inc. shall make "Widely Available" the aforementioned documents on its internet website: www.ProfessionalFarriers.com to be viewed and inspected by the general public.

(1) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

(2) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

(3) International Association of Professional Farriers Inc. shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

(4) International Association of Professional Farriers Inc. shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

Section 4 – Annual Information Returns (Form 990)
International Association of Professional Farriers Inc. shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the Board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

Section 5 – Board of Directors

(1) All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.

(2) All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.

(3) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

Section 6 – Staff Records

(1) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

(2) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.

(3) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that

(4) Staff records shall be made available to the Board when requested.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of International Association of Professional Farriers Inc. were approved by the International Association of Professional Farriers Inc. Board of Directors on May 19, 2021 and constitute a complete copy of the Bylaws of the corporation.

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Bryan J. Quinsey, Secretary

Date Signed: May 19, 2021

Adopted by Board of Directors Resolution on September 22, 2015

Amended by Board of Directors Resolution on January 21, 2020
Amended by Board of Directors Resolution on August 26, 2020
Amended by Board of Directors Resolution on May 19, 2021