BY-LAWS OF IROQUOIS HUNT, INC.
(Revised June 2025)

Article I

Principal Office

The Principal Office of the Corporation shall be at Grimes Mill, Fayette County, Kentucky. The registered office, as provided in the Articles of Incorporation, need not be located in the principal office of the Corporation.

Article II

Fiscal Year

The fiscal year of the Corporation shall be determined by the Board of Directors.

Article III

A. Board of Directors

Section 1. The Board of Directors shall consist of fifteen (15) members and the master or joint masters of the hunt. Eight members of the Board shall constitute a quorum. Directors shall perform their duties without compensation Any director who accepts a salaried position within the Corporation shall resign as a director and the vacancy shall be filled as provided below.

Section 2. The Board of Directors is the governing body of the Corporation with ultimate authority over all matters of the Corporation subject to the wishes and directions of the members.

B. Election of Directors

Section 3. Three directors shall be elected at the Annual Meeting of the Membership for a term of five (5) years. No directors shall serve consecutive terms, except for Masters, or Joint Masters. A Master or Joint Master(s) shall, by virtue of their office be members of the Board with seat and voice. A vacancy shall be created when a director is elected Master or Joint Master, or if a director resigns before the end of their term.

Section 4. A Nominating Committee that shall be composed of the Executive Committee and Masters and shall consist of an odd number of members. In the event that there is an even number of members due to the current number of Masters, either the Secretary or the Treasurer shall be appointed by the Board to complete the Nominating Committee. The Nominating Committee shall present the names of Nominees for Directors not less than thirty (30) days-prior to the Annual Meeting of the Membership

for consideration by the Membership for election. Additionally, any member in good standing may submit other nominations in writing, including individuals not on the Board slate, provided these nominations are delivered to the Secretary no less than 45 days before the Annual Meeting. No nominations shall be made from the floor during the meeting.

Section 5. The election of Directors shall be by ballot containing the names of all nominees, prepared by the secretary and mailed to each member in good standing along with notice of the Annual Meeting, at least thirty (30) days prior to such meeting. Members may vote in person at the meeting or by marking and returning the Ballot to the secretary at least ten (10) days prior to the Annual Meeting or electronically through a secure online voting system designated by the organization, ensuring the vote is submitted at least ten (10) days before the Annual Meeting. Any ballot on which the number of votes cast is more or less than the number of vacancies to be filled is void. In case of a tie with respect to the election of directors, each member present at the time the tie vote is announced shall have the opportunity to cast a second ballot, voting that member's preference between the nominees that are tied.

Section 6. If the office of any director shall become vacant, the remaining directors by secret written ballot may appoint any qualified member to fill such vacancy, who shall hold office until the next election when the members shall elect a member for the balance of the unexpired term and until his/her successor shall be duly elected and qualified. An interim director appointed to fill such a vacancy shall not be eligible for election to the board at the next election and must sit out for a period of one (1) year before becoming eligible for election as a director.

C. Meetings

Section 7. The Annual Meeting of the Directors shall be held at the principal office of its Corporation in Fayette County, Kentucky, or at such other place as the Board of Directors may designate as soon after the Annual Meeting of Members as may be practicable. Notice of the Annual Meeting of its directors shall be given by the Secretary no less than five (5) days nor more than thirty-five (35) days in advance of such meeting, along with an agenda for said meeting.

Section 8. Special meetings of the Board shall be called upon the request of the Executive Committee or at the request of any three (3) members of the Board. Notice of any special meeting shall be given at five (5) days prior thereto by written notice delivered personally or sent by e-mail to each member of the Board at his/her address as shown on the records of the Corporation. The notice shall specify the time and place of the Meeting and the purpose for which the meeting is called.

D. Executive Committee of the Board

Section 10. In order to facilitate the business and operation of the Corporation, there may be created an Executive Committee of the Board. The Executive Committee of

the Board shall oversee day-to-day operations of the Corporation in a manner consistent with the policies adopted by the Board, shall not revoke or amend any action taken by the full Board, nor in any way fail to carry out the policies adopted or implemented by the full Board.

Section 11. The Executive Committee of the Board shall consist of the Corporation's President, Vice President(s), Secretary, and Treasurer. The Masters shall, by virtue of their office, be members of the Executive Committee of the Board with seat, voice and vote.

Section 12. The secretary, or in his/her absence, the treasurer, shall keep minutes of all meetings and activities of the Executive Committee which shall be distributed to the members of the Board as soon as practicable after any such Executive Committee meeting.

Section 13. The Board of Directors shall ratify or reject actions of the Executive Committee at the next regular meeting of the Board of Directors or a special meeting of the Board of Directors called for that purpose.

E. Standing Committees

Section 14. The President shall annually appoint with the advice of the Board of Directors the Standing Committees: Finance Committee and Hunt Committee. The duties of the Standing Committees shall be as the Board of Directors may, from time to time, determine.

F. Advisory Board

Section 15. The board at its discretion may appoint advisory directors to serve at the pleasure of the board. Advisory directors shall have no vote in any matter of the Board's business, but may attend all meetings of the Board and participate in discussions concerning management of its affairs.

Article IV

A.Officers

Section 1. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, and Treasurer, all of whom shall be elected by secret ballot for a term of one year by the Board of Directors at the first meeting of the Board after the Corporation's Annual Meeting as stipulated in Article III above, and until their respective successors have been duly elected and qualified, unless removed prior to the expiration, at the discretion of the Board of Directors, by action of said Board. The office of Secretary and Treasurer may be combined or may be combined with that of a Vice President at the discretion of the Board of Directors.

Section 2. The Master of Hounds (or Joint Master) shall be elected by the Board for a term of five years. Their responsibilities include the operation, management, and safety of the hunt field; protection and development of the hunt country; maintaining contact with landowners; recommending individuals to the Board for employment as hunt staff; and supervising the hunt staff, kennels, and calendar. Landowners in the hunt country, over whose land the hunt rides and who are not members of the hunt, may be granted the privilege of hunting at the invitation of the Iroquois Hunt, as expressed by the Master(s). It is the responsibility of the current Master(s) to mentor potential successors to ensure continuous leadership for the hunt and to preserve the traditions established by the Iroquois Hunt Club (IHC). At the end of a five-year term, the Joint Master's position is vacated. To be considered for re-election by the Board, the Joint Master must be nominated by a committee consisting of the President and current Masters. There is no limit to the number of five-year terms for a Master.

Section 3. The President (or the Vice-President in his/her absence) shall preside at all meetings and exercise the usual function of a presiding officer. The President shall, as may be directed by the Board, assure the implementation of its policies. The President shall with the advice of the Board appoint the Standing Committees and such other committees to assist in implementing the Board’s policies as the Board may determine. Such other committees may include a house service committee, a pool committee and a special activities committee.

Section 4. Vice-presidents. The first Vice-President shall act in the absence of the President and the other Vice-President shall assist in the management of the affairs of the Corporation as provided by the Board of Directors.

Section 5. Secretary. The Secretary shall maintain the Corporate Records, keep a written record of the proceedings of the Corporation, together with an always current and revised copy of the By-Laws, take charge of the correspondence, distribute the fixture cards, and at the annual meeting may present an account of the same. The Secretary shall keep such books as may be ordered by the Board of Directors, proper minutes and records of all proceedings, which shall be signed by the Secretary, issue and attest corporate documents requiring attestation, see that all notices are duly given in accordance with the provision of the By-Laws, and perform all other duties incident to the office of Secretary and such other duties and powers as shall be prescribed by the Board.

Section 6. Treasurer. The Treasurer shall be custodian of all monies of the Corporation and shall do with the same as may be ordered by the Board of Directors. He/she shall supervise the keeping of the financial accounts and records of the Corporation. The Treasurer shall perform all duties incident to the office of Treasurer and also shall have such other duties and powers as may be prescribed by the Board of Directors. The Treasurer shall present a detailed report at the annual meeting and additionally as required by the Board.

Section 7. The officers of the Corporation shall perform their duties without salary.

Article V

A.Members

Section 1. With the exceptions as stated herein, the number of members of the Iroquois Hunt, Inc. shall be limited to 150 regular members. The membership shall be divided into three classes as follows:

Section 2. Graduated Membership Initiation Levels. Individuals aged 18-39 who meet membership qualifications will pay a graduated initiation fee, determined by the Board of Directors, based on age groups: 18-24, 25-29, 30-34, and 35-39. This applies only to the initiation fee; all members, regardless of age, must pay regular dues and assessments. For membership involving multiple individuals, the age of the eldest will be used to determine the membership group. Article V, Section 5 regarding members' children remains unchanged.

Section 3. Honorary Members. These persons elected by the Board of Directors as honorary members shall continue as members at the pleasure of the Board, shall not be expected to make any initiation or annual contributions, shall not be subject to any membership limit then currently in effect. Honorary members shall have voting privileges.

Section 4. Regular members. All other members of the Iroquois Hunt.

Section 5. A “member” is defined as the single unit listed on the corporation’s financial records and may vary in size from an entire family to a single individual. The children of a member shall enjoy all the rights and privileges of the parent’s membership, except the right to vote, until attaining the age of 25 years, and thereafter must request to be a candidate for admission pursuant to the requirements of the By-Laws, provided that as legacy candidates for admission, they shall not be subject to any membership limitation currently in effect.

Section 6. Any man or woman eighteen (18) or more years of age interested in field sports and riding, having those personal qualifications necessary to make them agreeable to the members of the Hunt, may be proposed to the Board of Directors for nomination by three members, in writing, addressed to the Secretary, in such form as the Board of Directors shall require.

B. Manner of Election

Section 7. Nomination for new members shall be made in accordance with the rules and regulations as adopted by the Board from time to time. Such rules and regulations shall be distributed to the Members at least annually and any amendments

shall be distributed promptly. All documentation required for any nomination of a new member shall be filed with the Secretary at least thirty (30) days prior to the Meeting at which the nomination shall be considered. It shall be the duty of those who nominate persons for membership to assure that, prior to consideration for membership, the persons nominated meet all members of the Board and attend functions of the Corporation in order to meet a great number of regular members.

Section 8. The Board of Directors at the February, April, June and October or at a special called meeting shall consider candidates nominated for membership and shall approve or reject each candidate for membership by secret written ballot, with three negative votes to exclude.

Section 9. A member who has resigned in good standing, and who is later approved for membership after re-nomination in accordance with the procedures set out herein, shall pay initiation contribution then in effect unless a different arrangement has been made with and approved by a majority of the Board prior to such resignation. They shall not be subject to any membership limit currently in effect.

C. Change in Marital Status of Members

Section 10. If a member of the Corporation has their marriage dissolved through judicial proceedings, their membership in Iroquois Hunt, Inc. will be immediately terminated, although there is a possibility for reinstatement. To apply for reinstatement, the individual must submit a written application within three months of the dissolution. The Board of Directors of Iroquois Hunt, Inc. will review the application at its next regular meeting. If the Board approves the reinstatement, it will decide on the necessity of an initiation fee. If only one of the divorced individuals is reinstated, an initiation fee is not required. However, if both individuals seek reinstatement, they must pay the current initiation fee, either through mutual agreement or, if they cannot agree, as determined by the Board. The Board's decision is final on the applicants.

Section 11. If a member marries or remarries while maintaining membership in the Corporation, their membership will enter provisional status. The member and their spouse must jointly apply in writing for membership to Iroquois Hunt, Inc., within three months of the marriage. This application will be reviewed and acted upon by the Board of Directors of Iroquois Hunt, Inc., at its next regular meeting. No initiation contribution will be required, and the reinstated member will not be subject to any current membership limits. If the member takes no action within 90 days, their membership will be terminated.

D. Suspensions, Loss of Membership

Section 12. Any member accused of violating the By-Laws of the Corporation—including deliberate violations of recognized standards of sportsmanship **and/or** policies as outlined in the membership handbook, or engaging in improper conduct at any sponsored event—shall be notified of such accusations in writing. The member will

receive written notice to appear before the Board of Directors at its next regular meeting or at a special meeting called for that purpose. After reviewing the matter, if the Board finds the accused in violation, it may (a) suspend the member for a period of up to six months, (b) permanently dismiss the member from the Corporation and terminate the member's existing membership rights without refunding any portion of the initiation contribution, or (c) take other actions the Board deems appropriate.

Article VI

Meeting of Members

Section 1. Annual Meetings of Members shall be held in Lexington, Kentucky, or at the principal office of the Corporation and headquarter of the Hunt, at the discretion of the Board, on the third Tuesday in April, and written notice of such meetings, which shall include the report of the Nominating Committee, shall be given to all members by the Secretary not less than thirty (30) days in advance of such meeting.

Section 2. Special Meetings may be called by written request therefore addressed to the Secretary by twenty-five (25%) percent or more of the total membership. Every such request shall state the purpose of the proposed meetings and only that stated purpose shall be considered at the meetings.

Section 3. Thirty (30) members shall constitute a quorum of the membership of the Corporation. If in the event that less than a quorum is present at any such meeting of members, then the action taken at such meeting may be ratified by the Board of Directors at its next regularly scheduled meeting or next specially called meeting.

Section 4. Members of the Corporation eligible to vote, as outlined in Article V, may cast one (1) vote per family at the Annual Meeting. This includes votes on the election of Directors, amendments to the Articles of Incorporation, and other matters requiring membership approval. A majority of votes will decide any question, unless a different requirement is specified by statute, the Articles of Incorporation, or these By-Laws, in which case that requirement will prevail.

Article VII

Corporate Records

The Corporation's Secretary shall keep complete books and records of accounts and minutes of proceedings of the Board of Directors and Executive Committee and shall include a listing of the names and addresses of the members entitled to vote, and a current revised copy of the By-Laws, a copy of the record of hounds entered, and a copy of the certified map of the Hunt Country of the Iroquois Hunt.

Article IX

Contributions

Section 1. Contributions shall be established from time to time by the Board of Directors and shall be payable within ten (10) days after rendition of a statement therefore, and in the case of initiation contribution, within ten (10) days after notification of election. Forty-five (45) days from statement date, the Treasurer shall post the name of any member who is delinquent in payment of contributions on the clubhouse bulletin board in the corporation's principal office and shall send a letter by First Class mail to that member's last known address informing him/her of the delinquency. If that member fails to pay his/her contribution for a period of forty-five (45) days following posting of the name of the member on the corporation's bulletin board as described herein, such members may be dropped from membership in the corporation by action of the Board and the Treasurer shall so notify the Secretary, who will record said deletion from membership of the books of the corporation. Any member who fails to pay the initiation contribution within forty-five (45) days after notification of election to membership, shall automatically be dropped from the membership.

Section 1A. Late payments

If a member's bill is 90 days overdue, a 6% late fee will be applied to the outstanding amount. Should the member fail to make a partial payment or arrange a payment plan with the club, their membership and associated privileges (including dining, hunting, and pool access) will be suspended after 90 days until the account is settled. If the account remains unpaid for one year, the membership will be revoked.

Section 2. Any organization or corporation or individual not a member of the corporation may make a contribution to the corporation, but such contribution will not entitle an individual, organization or corporation to membership, nor shall any contribution be classified as "dues".

Article X

Miscellaneous

Section 1. The Corporation shall indemnify any person who is a party, or threatening to be made a party, to any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action by or on behalf of the Corporation) by reason of the fact he/she is or was a director, Master, officer, employee or agent of the Corporation, provided only that person has acted in good faith, against expenses including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably included by him/her in connection with such action, suit or proceedings.

Section 2. The private property of the directors and officers of the Corporation shall be exempt from liability for any and all debts of the corporation.

Article XI

Amendments

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by vote of a majority of the entire Board of Directors at any regular meeting or at any special meeting, provided the proposed modification, alteration, amendment or adoption of new By-Laws is set out in the notice of the meeting, which notice shall have been mailed to all members of the Board not less than 30 days prior to the meeting.

Article XII

Dissolution

No capital stock shall be issued, and no dividends, rebates or other allowances shall be paid to members of the Corporation from any funds, which it may acquire, or from any other source. In the event of the dissolution of the Corporation, any assets remaining after all of the liabilities and obligations of the Corporation shall have been paid, or other adequate provisions made therefore, shall be assigned, transferred and distributed to such other organization or organizations as may qualify for the receipt thereof pursuant to Section 501, et seq., of the Internal Revenue Code with preference being given to a qualified organization or organizations operated for some or any of the purposes for which this Corporation is formed.

These By-Laws supersede all previous By-Laws and revisions thereto. The Secretary shall maintain a constantly revised and up-to-date record of changes to the By-Laws, Membership Roster, and policy statements adopted by the Board for the governance of the affairs of the Corporation.

Approved by the vote of a majority of the Board of Directors this___ day of _____ 2025

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Hannah Emig, Secretary