

BYLAWS OF WESTERN SLOPE REINING HORSE ASSOCIATION, INC.

PROPOSED AMENDMENTS (modified 11/19/19 LCT)

ARTICLE I **NAME AND OFFICE**

Section 1. Name/Title:

The name of this Non-Profit corporation shall be the Western Slope Reining Horse Association, Inc., hereinafter referred to as the "Association."

Section 2. LOCATION:

The Association may have one or more offices at such place or places within the State of Colorado as the Board of Directors may from time to time determine or as the business of the Association may require. The current business address of the Association shall be the address of the current President. The registered office of the Association shall be as set forth in the Articles of Incorporation unless changed as provided by the provisions of the Colorado Nonprofit Corporation Code.

ARTICLE II **OBJECTIVES AND FINANCIAL GOAL**

Section 1: OBJECTIVES:

This 501(3)© non-profit organization/Association is incorporated under the laws of the State of Colorado, and shall at all times be operated as a not-for-profit association in accordance with the laws of the State of Colorado and the United States of America Internal Revenue Code. (Any reference to the "CODE" shall include reference to any corresponding provisions of any subsequent federal tax laws.) The association shall encourage the promotion and development of the reining horse through ownership, breeding, training and showing of the reining horse.

Section 2: FINANCIAL GOAL:

The Association is not organized for pecuniary profit, however shall be conducted in a fiscally responsible manner in accordance with current state and federal tax codes and non-profit statutes. The Association does not have power to issue certificates of stock or declare dividends. Further, no part of net earnings shall inure to the benefit of any member, director, officer or individual.

ARTICLE III **DEFINITIONS**

The following definitions are applied to the use of any title or term herein listed when used throughout the WSRHA Bylaws, any WSRHA Rules and Regulations, and any Policy or Procedure adopted and published by WSRHA.

- 1.) **Association:** General reference to WSRHA.
- 2.) **Board of Directors:** Governing body comprised of all Officers and Directors, referred to as “the board,” or “board.”
- 3.) **Committee Chair:** Appointed by the President to serve as the presiding member of the respective committee and required to be in good standing with WSRHA.
- 4.) **Committee Member:** Selected by the Committee Chair to serve as a voting participant on the respective committee and required to be in good standing with WSRHA.
- 5.) **“Currently seated”:** Those officers and directors who were elected to the board for the current term and currently serving in that capacity.
- 6.) **“Date of Record”:** Date by which those members entitled to vote in the next election are recognized.
- 7.) **Ex-Officio Member:** A member who, by virtue of his or her office or position, has been appointed to be a member of a committee(s). In WSRHA, this position is generally assigned by the currently seated President.
- 8.) **“Full Privileges”:** Eligibility to vote, hold office, compete in events and earn points toward year-end awards.
- 9.) **“Independent Auditor”:** A person who is not a member of WSRHA, not a family member, and who has no affiliation with WSRHA activities.
- 10.) **“In good standing”:** Condition in which an individual has paid dues, is recognized as a member of the Association and has no pending disciplinary action with the Association nor NRHA.
- 11.) **Members:** A general reference to those individuals and legal entities that have paid a membership fee to the Association and are further defined in the Association’s bylaws, rules and regulations. Unless otherwise described, wherever “member” is found in the bylaws, and /or rules and regulation, it is understood to mean WSRHA member or all WSRHA members.

12.) Officer: The President, Vice President, Secretary and Treasurer are the officers of the Association.

13.) NRHA: Abbreviation for National Reining Association.

14.) NRHA Regional Director: That member elected to a two-year term by his/her respective Affiliate Region as a representative to the national organization.

15.) Standing Committee: a committee that is established in the bylaws and exists from one year to the next.

16.) “Succeed Themselves:” The ability to run for election for a Board of Director’s position or Office for the term immediately following the term the individual currently holds.

ARTICLE IV **NATIONAL AFFILIATION**

The Western Slope reining Horse Association shall maintain an affiliation with the National Reining Horse Association (NRHA). It shall submit annual dues to the NRHA and comply with NRHA rules and Regulations as published in the NRHA handbook.

ARTICLE V **MEMBERS & MEMBERSHIP**

Section 1. CLASSIFICATION

Any interested breeder, owner or enthusiast of the reining horse who will serve as a member of the Association in the best interests of the reining horse and in the best interests and goals of the Association and *pays* membership dues, shall be considered eligible for membership in the Association. Any person not eligible for NRHA membership is not eligible for WSRHA membership. Membership classifications are as follows:

A.) INDIVIDUAL: One membership to the Association with full privileges to all activities;

b.) ENTITY: Shall include a partnership, LLC, corporation, syndicate, ranch or any other legal form of business. If any of the persons involved in an entity ownership wishes to compete, each of said persons must have an Individual membership in addition to the Entity membership.

c.) YOUTH: One membership to any youth 18 years or younger as of January 1 of the current year. Youth membership includes all privileges of the Association except that of voting or holding a board position or office.

d.) HONORARY: One membership is exempt from payments of dues with full privileges of the Association, with the exception of voting. The Board of Directors may recommend an

individual, business or organization who have rendered exceptional service to the WSRHA or to the reining horse industry to be an Honorary Member. Said proposed Honorary Member shall be approved by 2/3 vote by the BOD.

Section 2: APPLICATION:

Application for membership shall be made in writing on such forms as prescribed by the Board of Directors and shall be accompanied by required dues. The Board of Directors may reject any application for membership for cause and/or other legal basis.

Section 3: Number and Transferability of Membership:

The number of members shall not be limited. Membership is not transferable.

Section 4: Membership Application:

Memberships shall run from the receipt of payment and shall be for the remainder of the calendar year. Elected and/or appointed officers and directors must renew their memberships prior to performing any official functions. In order to participate in elections, and to run as a candidate for officer or director positions, applications and dues must be submitted to the appropriate individual by August 1 of the current year. Memberships paid during the last 2 months of the current year shall transfer to the next year.

ARTICLE VI
DUES

Section 1: Annual Dues:

Annual dues shall be set by a 2/3 majority vote of the Board of Directors. Any change in membership dues may be submitted by an individual member for a vote of the entire membership for ratification at the next General Membership meeting following publication of the proposed changes on the Association's website.

Section 2: Membership dues are not refundable.

ARTICLE VII
BOARD OF DIRECTORS

Section 1: Board of Directors:

The BOD shall consist of four (4) elected officers; (president, vice president, secretary, and treasurer); the immediate past president, and a minimum of three (3), to a maximum of eight (8) elected directors. The immediate past president shall serve as a voting member of the BOD for 2

years after leaving office. All officers and Directors shall be members in good standing of the Association, 19 years or older. Multiple members of a family shall not serve as officers or directors at the same time.

Section 2: BOD Responsibilities:

The BOD shall manage the business and affairs of the Association

Section 3: Terms:

Directors elected to the Board shall serve two (2) year terms, and may succeed themselves in future elections. In order to facilitate continuity in the management of the Association, 4 (four) or half, elected directors shall be elected at the Annual Meeting, or via approved election process, in odd numbered years, and 4 (four) or half elected directors shall be elected at the Annual Meeting, or via approved election process, in even numbered years. If and when a vacancy occurs in the elected BOD, additional individuals may be appointed by the President to serve as appointed members of the BOD with full powers and responsibilities of an elected board member. The appointed BOD member shall serve the balance of the relevant term.

Section 4: Attendance/Absences:

In the event any Director shall be absent for three (3) consecutive Board meetings during such Director's term, the Board of Directors will review the circumstances of the absence and determine appropriate action.

Section 5: Meetings:

BOD Meetings shall take place at least semi-annually at such time and place as shall be designated by the President. Notice of the time and place of such meetings shall be published in the Newsletter, or website of the Association. Meetings may be in person, or via telephone or computer.

Special meetings of the Board of Directors may be called at any time by the President or any three (3) members of the BOD. Written/published notice of the time and place of such meeting shall be given to each member of the BOD at least 10 days prior to said meeting.

An annual meeting with the general membership shall occur within each calendar year, for purposes of discussion, review and presentation of reports on the state of the association. Notice of the time and place of such meeting shall be published on the website or other method of communication with the general membership, at least 14 days prior to said meeting.

Vote by proxy shall not be allowed in regular BOD meetings, general membership meetings and special meetings.

Section 6: Removal of Members:

The BOD, may, upon 2/3 vote of its members, suspend or expel any member of the Association who fails to observe any provision of these Bylaws, or whose conduct is, in the opinion of the Board, prejudicial to the interests of the Association. A suspended or expelled member shall receive no less than 20 days written notice of such pending action, and an opportunity to be heard by the board. A suspended or expelled member shall, after 60 days, have the right to apply for reinstatement of membership.

Section 7: Quorum:

A quorum shall consist of a simple majority of the current BOD. Such quorum shall decide upon any question that may come before the meeting and their decisions shall be binding.

ARTICLE VIII **OFFICERS**

Section 1. ELIGIBILITY FOR OFFICE:

Only adult members 19 years or older in good standing with the WSRHA and NRHA shall be eligible to be officers of the Association. Officers shall be elected for a term of two years and may succeed themselves. In the case of a vacancy in the office of the President, the Vice-President shall automatically succeed. The President shall fill any vacancy in any other office or Board of Director vacancy.

Section 2. PRESIDENT:

The President shall be the Chief Executive Officer of the association and shall be subject to the control of the Board of Directors, have general supervision, direction and control of the membership meetings and all the meetings and all the meetings of the Board of Directors. He/She shall be an ex-officio member of all standing committees and as such entitled to vote with the exception of the vote of the Election committee. The President shall have such other powers and duties of management usually vested in the office of President, and shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 3. VICE PRESIDENT:

In the absence or disability of the President, Vice President shall perform all duties of the President and when so acting shall have all powers and perform such other duties as may be prescribed for him/her by the President or the majority vote of the Board of Directors.

Section 4: SECRETARY:

The Secretary shall keep or cause to be kept accurate minutes of all meetings of the membership and the Board Of Directors, and shall be custodian of the corporate records. The Secretary shall give, or cause to be given, notice of all meetings of the membership and the Board of Directors by publication on the website or any other method designated by the Board of Directors. The Secretary shall act as secretary of all meetings, but in his/her absence, the directors may appoint any member to act as secretary of the meeting. The Secretary shall have the powers and perform such other duties as may be assigned by the President.

Section 5: TREASURER:

The Treasurer, subject to the order of the Board of Directors, shall supervise and maintain records of the finances of the Association. The Treasurer shall keep accurate records of the Association's financial transactions, which shall be the property of the Association, and shall render financial reports and statements of condition of the Associations when so is requested by the Board of Directors or President. An annual financial report shall be presented at the annual General Members meeting. All bank accounts maintained by the divisions and committees shall be required to have the Association Treasurer's signature as one of the signatures on the signature card of said accounts. Any money retained by any division or committee not deposited in a bank account shall be remitted to the Treasurer for deposit to an account for the purpose and use of said division or committee, subject to approval by the Board of Directors. The Treasurer shall be responsible for preparing and providing the information tax reports and audits required by the Federal and state Governments and the Association. The Treasurer shall perform all duties commonly incidental to his/her office and such other duties as may be assigned to him/her by the President. An audit shall be called for by the Board of Directors to be performed by an independent entity when considered to be appropriate. For financial and accounting purposes the Association shall conduct its business on a calendar year basis.

Section 6: REMOVAL:

Any officer may be removed for good cause by a two thirds (2/3) majority vote of the currently seated Board of Directors at a meeting called for that purpose, whenever in its judgment, the best interests of the Association shall be served. In the event any officer is absent for three (3) consecutive meetings, the Board of Directors shall review the circumstances and action may be taken.

Section 7: COMPENSATION:

No Officer shall receive a salary, fee or compensation for his/her service to the Association as an Officer. An Officer may receive reimbursement for reasonable expenses incurred on behalf of the Association if such expenses were approved at a meeting by a majority of the Board members at which a quorum was present.

ELECTIONS

Section 1: CANDIDATES:

Members wishing to run for office or a director position must inform the BOD in writing or electronically prior to August 1 of the current year. Thereafter, a slate of candidates will be prepared by the BOD or committee, and approved by the currently seated BOD.

Section 2: Elections:

Elections shall be by ballot, and positions will be determined by the highest number of votes. In the event of a tie, the currently seated BOD shall decide by a majority vote. Elections may be held at the annual general membership meeting, or conducted by mail in/computer /electronic ballot, at the discretion of the BOD. Duties of newly elected officers and Directors will commence January 1 of the following year of the election.

Section 2.a: Mail in ballot procedure:

The slate of officer and director candidates shall be mailed or electronically delivered, to the general membership by October 15. Members will have until November 25 to return their completed ballots by mail to the independent auditor specified on the ballot. The independent auditor shall tally the votes from the mailed in ballots and present the results to the BOD, who will announce the results via Association website or at the annual meeting.

Section 3: Voting Members:

All eligible individual members, who have paid membership dues as of August 1 of the current year, as referenced in Art. V, section 4. shall be entitled to vote. Youth members and Honorary members are not entitled to vote.

ARTICLE X **COMMITTEES**

Section 1: Designation of Committees: Appointment of Committee Chair and Committee Members:

The President shall designate Committees to be formed or eliminate from time to time to facilitate the management of the Association. The President shall appoint the Chair of each Committee. The Chair of each Committee shall select the committee members for that Committee.

Section 2: Standing Committees:

- a.) **SPECIAL EVENTS**: Coordinate all activities other than business meetings and shows.
- b.) **AWARDS**: Establish and coordinate the Association's award program. Coordinate acquisition and distribution of show prizes and year-end awards.
- c.) **BYLAWS**: Review the Bylaws periodically and submit proposed amendments to the BOD for review and approval and to the General membership for ratification.
- d.) **MEMBERSHIP**: Maintain accurate records of current members and publish the annual membership directory.
- e.) **SHOW**: Schedule, arrange and coordinate all details of the WSRHA shows.
- f.) **FINANCE**: Provide ways and means of financing the Association and report proposals to the BOD when requested. Treasurer is the Chairperson. Prepare budgets for the Association and all committees.
- g.) **ELECTION**: The Committee shall assist and coordinate the annual election process.
- h.) **SPONSORSHIP**: Solicit funds and/or merchandise to support the various awards of the Association and to coordinate these efforts with the chairpersons of the Awards and Show Committees.
- i.) **YOUTH**: Coordinate the local youth activities with the National NRHA youth activities and encourage participation by the Association youth at the local level. Coordinate scholarship programs, if appropriate.
- j.) **MEDIA**: All Association communications are at the discretion of the BOD. The BOD shall be charged with oversight of the following media(s):
- k. **WEBSITE**: Establish a website to be maintained by the Member/webmaster or outside party that shall post, in a timely manner, information to the functioning of the Association.

Section 3: Committee Reports:

Each Committee will generally make a report of activities at regular BOD meetings at the request of the President. Financial reports will be made to the Board of Directors and/or the general membership no less than annually.

AMENDMENTS

These By-Laws may be amended, altered or repealed and new By-Laws may be adopted when approved by two-thirds majority vote of the Board of Directors and ratification by two-thirds of the membership via electronic response, or at the next published general meeting. Proposed amendments may be presented in writing, by any current member, officer or director at any regular meeting of the Board of Directors.

ARTICLE XII **LOANS AND ENDORSEMENTS**

No officer or director shall have any power or authority to bind the Association in any way, to pledge its credit or render it liable pecuniary for any purpose or in any amount. No loan shall be contracted on behalf of the association by any officer, director, member or individual.

ARTICLE XIII **NON-DISCRIMINATION**

The members, officers, directors, committee members and persons served by the Association shall be selected on a nondiscriminatory basis without regard to race, religion, creed, color, national origin, ethnicity, citizenship, sex, sexual orientation, gender identity or expression, veterans status, age, marital status or disability status.

ARTICLE XIV **INDEMNIFICATION**

The association shall indemnify the BOD, the Officers, their heirs, executors, and administrators against expenses reasonably incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of being or having been a Director or Officer of the Association, except in relation to matters as to which the Director or Officer shall be finally adjudged in such action, suit, or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Association is advised by counsel that the person to be indemnified did not commit a breach of duty to the Association. The foregoing right of indemnification shall not be exclusive of other rights to which the individual may be entitled.

ARTICLE XV **DISSOLUTION**

Upon dissolution of the WSRHA, the real and personal property of the association is and shall be irremovable dedicated to the purposes set forth in ARTICLE II of these Bylaws. Upon the liquidation, dissolution, or abandonment of the Association, any and all assets remaining after the

payment in full of all debts and obligations of the Association shall be transferred to any other similar nonprofit, tax exempt corporation, [under section 501© (3) or 501(c)(5)]which is organized and operated exclusively for the purpose which qualify for exemption under the provisions of Section 501 (c)(3), or other relevant section and regulations of the current Internal Revenue Tax Code, or future United States Internal Revenue Tax Code and Regulations, as determined by the BOD.

CERTIFICATION

The undersigned secretary of the Western Slope Reining Horse Association, INC., hereby certifies that the bylaws as amended were adopted by the affirmative vote of a quorum of the voting member on the _____ day of _____, 20_____.

Secretary
WSRHA, INC.