

# BYLAWS OF THE GREAT WESTERN REINING HORSE ASSOCIATION, INC.

Adopted this 31st day of March, 2014

## Article I: Title, Organization, Purpose and Objectives

**Section 1.1. Title.** This organization shall be known as the Great Western Reining Horse Association, Inc., an Idaho corporation (“Association” herein), and may be identified by abbreviation as the GWRHA and shall at all times be operated as a non-profit association in accordance with the laws of the State of Idaho and the United States of America.

**Section 1.2. Offices.** The Association shall have as its principal office the address of the President of the Association or such other address as may be established from time-to-time by the Board of Directors and as registered with the Idaho Secretary of State.

**Section 1.3. Purpose.** This Association is incorporated under the laws of the State of Idaho and is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code.

**Section 1.4. Objectives.** The objectives of the Association shall be to; (i) enlist members, sponsors and benefactors who will advocate for, promote and support the sport of reining and the reining horse; (ii) educate and inform the public about the sport of reining and the reining horse; (iii) recruit and mentor youth members to further youth equestrian education and skills and to develop youth organizational leadership skills which will serve to ensure the future of reining and benefit the community; (iv) sponsor clinics, exhibitions, events and competitions to improve skills, promote participation and to encourage the development, ownership, breeding and training of reining horses; (v) serve as a resource of collective equestrian expertise for individuals interested in reining horses; and (vi) advocate for the humane treatment of reining horses. In furtherance of this purpose and these objectives, the Association may; (i) maintain, operate and control horse-related activities, including, but not limited to, games, athletic sports, exhibitions for the general public; (ii) acquire, hold and operate and dispose of any and all privileges, rights, franchises, and concessions; to buy, sell, lease, mortgage, and exchange any and all real and personal property which may be necessary, advantageous, or proper in the conduct of its business; (iii) provide premiums, purses and other awards made up from fees or otherwise, and to let such rights and privileges to others; (iv) operate restaurants, cafes and other stands for the sale of food and other refreshments, and to let the privilege of operating the same to others; and (v) do and perform all other acts necessary for fully accomplishing the purposes herein enumerated. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes and objectives, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Association to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefore, may not at any time lawfully carry on or do.

**Section 1.5. Fiscal Year.** The Association shall maintain its books and records on a fiscal year commencing January 1<sup>st</sup> and ending December 31<sup>st</sup> of each year.

## **Article II: Members**

**Section 2.1. Members.** Membership in the Association is open to any individual or entity.

**Section 2.2. Qualifications.** Members of the Association shall serve as a member in the best interest of the Association and in furtherance of the above stated purpose and objectives. Members agree to serve as ambassadors and advocates for reining and reining horses.

**Section 2.3. Eligibility.** Members must be of good character and reputation and agree to abide by these Bylaws and the rules and regulations of the Association as established by the Board of Directors.

**Section 2.4. Memberships.** An adult membership shall be required for individuals who are over the age of 18 years as of January 1<sup>st</sup> of each year or other entity (corporation, etc.). A youth membership is available for children age 18 years or younger. A family membership is available for husband and wife or parent(s) and their children age 18 years or younger and, in the case of a husband and wife with a family membership, shall count as two memberships for purposes of voting and calculating the total number of Association members and memberships.

**Section 2.5. Dues.** Annual membership dues and fees shall be payable in the amounts as established by the Board of Directors from time-to-time and shall be published in the rules and regulations of the Association. Lifetime adult or family memberships are available by payment of ten times the then applicable annual membership dues amount. Annual membership dues are payable on January 1<sup>st</sup> of each year.

**Section 2.6. Delinquency.** The membership of any member who is delinquent ninety days or more on payment of any amounts due to the Association will be considered inactive and will not be permitted to participate in any Association-sponsored activities or events.

**Section 2.7. Membership List.** The Association shall keep a written membership list containing the name and address of each member.

**Section 2.8. Member Liability.** A member of the Association shall not solely because of such membership be personally liable for the debts, obligations or liabilities of the Association.

**Section 2.9. No Ownership.** The Association is a non-profit mutual benefit corporation. No member is entitled to any ownership of Association assets, property, income or equity. No distributions shall be made to any member and no member may pledge any asset or property of the Association or obligate the Association for payment of any fee, debt, purchase, service, or in any other way. No member has authority to act on behalf of the Association. Membership in the Association does not infer any ownership or equity interest in the Association.

**Section 2.10. Annual Membership Meeting.** The Association will hold an annual membership meeting at a time and place to be determined each year by the Board of Directors which meeting shall take place between December 1<sup>st</sup> and March 31<sup>st</sup>. The annual membership meeting shall be conducted at the direction of the President of the Association and shall be held for the purpose of holding elections of officers and members of the Board of Directors and for any other matters requiring voting by the general membership or to conduct any other business as may be deemed appropriate by the Board of Directors.

**Section 2.11. Voting Rights.** An adult membership is entitled to a single vote. A husband and wife with a family membership are entitled to two votes. Youth members are not entitled to vote. Members under the age of 18 years as of January 1<sup>st</sup> are not entitled to vote regardless of membership type.

**Section 2.12. Quorum for Annual Membership Meeting.** For purposes of establishing a quorum of members, any business matter conducted at the annual membership meeting described in Section 2.10 above, a quorum of members shall be deemed established regardless of the

number of members in attendance at the annual membership meeting and the members attending said meeting shall constitute a quorum of members. Use of proxies or proxy votes are not permitted at the annual membership meetings. Use of absentee ballots will be permitted at the annual membership meetings.

**Section 2.13. Notice.** The Association shall endeavor to notify members of relevant activities, events, membership meetings and other important information via email. Members agree to furnish a valid email address to the Association for purposes of any required notifications and to promptly notify the Association, in writing, of any change in the mailing address or email address of the member. Members hereby agree to waive any rights they may have to receive formal written notices of any kind via regular mail provided that any such notice was duly sent to the last known email address on file.

**Section 2.14. Special Membership Meetings.** Special membership meetings may be called for such purposes and at such times and places as may be designated by the Board of Directors. Notice of any such special membership meetings shall be made in accordance with Section 2.13 above however not less than seventy-two hours prior notice shall be required for such special membership meetings. Said notice shall clearly state the purpose of such special membership meeting and any business to be conducted at such meeting shall be limited to that purpose stated in said notice. If applicable, every member entitled to vote or execute consents concerning any matter of business to be conducted at any such special membership meeting held shall have the right to do so either in person or by agent authorized by a written proxy executed by such member and, if applicable, said notice shall contain such forms and instructions necessary to facilitate the use of any needed absentee ballots or proxy forms.

**Section 2.15. Rules, Bylaws and Applicability.** All present or future members are subject to the rules and regulations set forth in these Bylaws and to the rules and regulations of the Association all of which may be amended from time-to-time as herein provided. Payment of membership dues or participation in any event will constitute agreement by such member or participant that these Bylaws and the rules and regulations of the Association are accepted, ratified and will be complied with.

### **Article III: Board of Directors and Officers**

**Section 3.1. Qualification and Compensation of Directors.** Membership in the Board of Directors of the Association is open to any individual who is a member of the Association in good standing. All officers of the Association are also required to maintain good standing and current membership status in the National Reining Horse Association (NRHA). Directors and officers of the Association are volunteers and will receive no compensation for their services.

**Section 3.2. Number of Directors and Term of Office.** The authorized number of directors shall be five. Three directors are permanent directors with the remaining two directors elected to serve a term of two years. One of the two elected directors' two year term shall commence in odd-numbered years and the other elected directors' two year term shall commence in even-numbered years.

**Section 3.3. President.** The President of the Association shall also serve as one of the two elected directors. The President of the Association shall be entitled to vote upon any matters brought before the Board of Directors. Election for the President shall occur in odd-numbered years and shall serve for a two-year term.

**Section 3.3.1 Duties of the President.** The President of the Association shall be Chairman and preside over the meetings of the members and the directors and shall serve as the authorized and registered agent for service of process and for purposes of registration with the Idaho Secretary of State and serve as the primary officer representing the Association on behalf of the Board of Directors. Meetings shall generally be conducted pursuant to Robert's Rules of Order Newly Revised as may be amended from time-to-time to the extent that such rules are consistent with and are not in conflict with these Bylaws or the Association's rules and regulation.

**Section 3.4. Vice-president.** The Vice-president of the Association shall also serve as one of the two elected directors. The Vice-president of the Association shall be entitled to vote upon any matters brought before the Board of Directors. Election for the Vice-president shall occur in even-numbered years and shall serve for a two-year term.

**Section 3.4.1. Duties of the Vice-president.** The Vice-president shall perform the administrative duties for the President during the absence of the President or as otherwise required by the President. The Vice-president shall assist and serve the President by performing such administrative duties as may be given by assignment from the President.

**Section 3.5. Secretary.** One of the three permanent members of the Board of Directors may also serve as the Secretary. The Secretary of the Association shall not be entitled to vote upon any matters brought before the Board of Directors unless the Secretary is also one of the three permanent members of the Board of Directors. Election for the Secretary shall occur in odd-numbered years and shall serve for a two-year term.

**Section 3.5.1. Duties of the Secretary.** The Secretary shall record and keep the minutes of all board and member meetings, retain copies of all official Association correspondence, retain copies of all legal documents and organizational records and any other documentation as may be instructed by the President or Board of Directors. The Secretary shall be responsible for filing of all required statements of information and any change in address records that may be required by the Idaho Secretary of State. The Secretary will maintain an accurate roster of Association members including names, addresses, phone numbers and email addresses.

**Section 3.6. Treasurer.** One of the three permanent members of the Board of Directors may also serve as the Treasurer. The Treasurer of the Association shall not be entitled to vote upon any matters brought before the Board of Directors unless the Treasurer is also one of the three permanent members of the Board of Directors. Election for the Treasurer shall occur in even-numbered years and shall serve for a two-year term.

**Section 3.6.1. Duties of the Treasurer.** The Treasurer shall record and keep accurate records of all financial transactions of the Association. The Treasurer shall keep and maintain the bank account(s) and banking records of the Association. The Treasurer shall be responsible for preparing a written monthly report to the directors setting forth the assets, liabilities, income, expenses and a detailed list of each transaction recorded during the month. The Treasurer shall prepare an annual summary report of the financial position and the income and expenses of the Association for presentation to the members at the annual membership meeting. The treasurer shall be responsible for the payment of any taxes due and for the filing of any required tax returns with the State of Idaho and/or the Internal Revenue Service. The Board of Directors may require that the Association procure a fidelity or surety bond in an amount and form as may be reasonably satisfactory to the Board of Directors. In such an event, the Treasurer may be required to qualify for bonding with the surety company. In no event shall the Treasurer be required to incur any costs for such bonding or qualification requirements.

**Section 3.7. Elections.** Elections are to be made by ballot at the annual membership meeting. For odd-numbered years, elections are held for President, who also serves as one of the expiring terms as one of the two elected director positions, and for Secretary. For even-numbered years, elections are held for Vice-president, who also serves as one of the expiring terms as one of the two elected director positions, and for Treasurer. Absentee voting is permitted at the annual membership meeting and absentee ballot forms containing a list of nominees and instructions are to be made available to the membership not less than one week prior to the annual membership meeting. Absentee ballots are to be returned to the Secretary of the Association or may be submitted by either facsimile copy or via email, provided that the absentee ballot (or votes by proxy in instances when permitted) contains the signature and name of the absent member, not less than forty-eight hours prior to the annual membership meeting. No votes by proxy will be permitted at the annual membership meeting.

**Section 3.8. Nominations.** The Board of Directors will determine, by majority vote, the nominees for the elected director and officer positions not less than ten days prior to the annual membership meeting. Members of the Board of Directors shall endeavor to recruit prospective nominees and present them to the Board of Directors for nomination.

**Section 3.9. Removal.** Any officer or any elected member of the Board of Directors (or any committee member appointed by the Board of Directors or the President) may be removed by a majority vote (not a quorum) of the Board of Directors for just cause. Grounds for removal include, but are not limited to; (i) failure to attend four or more regularly scheduled meetings for reasons other than illness or family emergencies; (ii) illegal behavior; (iii) unethical behavior, personal misconduct or animal abuse at any Association, NRHA or other equine event; (iv) failure to pay any amounts duly owing to the Association; (v) any revocation, suspension or probation of membership privileges or disciplinary action taken by the NRHA (vi) the intentional or repeated violation of Association Bylaws, rules or regulations; (vii) failure to perform or complete duties assigned by the Board of Directors; (viii) the filing of bankruptcy or any declaration of insolvency; (ix) any action taken which is considered by the Board of Directors in its sole discretion, to be detrimental to the general safety, health, welfare, reputation or goodwill of the Association and/or its members; or (x) by petition signed by not less than 70% of the members of the Association.

**Section 3.10. Resignation.** Any director or officer may resign by giving written notice to the President, Secretary or Board of Directors of the Association.

**Section 3.11. Appointments.** A vacancy on the Board of Directors or any officer position shall be deemed to exist in the event of; (i) the death, resignation, removal of any director or officer, or (ii) failure of the members to elect the full authorized number of officers and/or directors to be voted for at any meeting at which any directors are to be elected. Vacancies may be filled by appointment made pursuant to a majority vote of the remaining directors and each officer and/or director so appointed shall hold office for the duration of the remaining term of that office in the case of an elected officer or director position or shall become a permanent member of the Board of Directors in the case of an appointment made to fill a vacancy of one of the three permanent director positions.

**Section 3.12. Meetings of the Board of Directors.** The Board of Directors shall hold at least one regular quarterly meeting at a time and place to be established from time-to-time by a majority vote. A special meeting of the Board of Directors may be called at the sole discretion of the president upon at least twenty-four hours advance notice personally communicated to each board member. Any such special meeting shall be limited to conducting such business of the Association as was previously communicated to each board member in advance of said special meeting. The presence of all three permanent directors at any such special meeting is required to

constitute a quorum for the transaction of any Association business brought forth at such special meeting. The presence of a majority of the authorized number of directors at any regular meeting of the Board of Directors is required to constitute a quorum for the transaction of any Association business brought forth at such regular meeting. Any action by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent to such action.

**Section 3.13. No Liability of Officers and Directors.** The directors of the Association shall be members of the Association and shall not be liable because of such position or membership and shall not be personally liable for the debts, obligations or liabilities of the Association. The Association shall indemnify, defend and hold harmless the officers and directors of the Association from any claims arising as a result of their position or service to the Association.

**Section 3.14. Duties of the Directors.** It shall be the duty of the Board of Directors to: (i) supervise all officers, agents and any committees established by the Association and to see that their duties are properly performed; (ii) procure and maintain general liability insurance for the Association; (iii) establish rules and regulations governing the activities and members of the Association; (iv) direct the business affairs of the Association in such a manner as to maintain and advance the purpose and objectives of the Association as stated in Article I of these Bylaws; and (v) to conduct all business affairs of the Association with integrity.

**Section 3.15. Rules and Ethics Committee.** The Board of Directors shall establish a rules and ethics committee for the purpose of reviewing and recommending suggestions to the Board of Directors for the rules and regulations of the Association and to serve as an oversight committee for implementation, investigation and make recommendations for any disciplinary actions relating to members of the Association. The committee shall consist of not less than two members of the Board of Directors appointed by a majority vote of the Board of Directors and not more than three additional committee members selected by said appointed directors from the executive committee. The rules and ethics committee shall serve at the pleasure of the Board of Directors until released or replaced by the Board of Directors.

**Section 3.16. Executive Committee.** The executive committee shall be all of the officers of the Association which consist of the President, Vice-President, Treasurer and Secretary of the Association all of which have been duly elected by the members of the Association in the manner heretofore described. The executive committee shall serve to advise and assist with the management of the affairs of the Association and to establish such and oversee such administrative committees as may be reasonably required for the purpose of executing the objectives of the Association.

**Section 3.17. Administrative Committees.** The executive committee shall establish such additional administrative committees as may be reasonably required for the purpose of executing the objectives of the Association. Said committees shall be responsible for the orderly conduct and administration of the affairs of the Association such as youth programs, fund raising, sponsorship of events and activities, etc. Each committee so established shall consist of one member of the executive committee and confirmed by a majority vote of the Board of Directors to chair any such committee and may include not more than four additional committee members selected by the executive committee from among the Association membership or Board of Directors with the committee membership also being subject to Board of Directors approval by majority vote. Any committee so established shall serve at the pleasure of the executive committee until released or replaced by the executive committee or until released by a majority vote of the Board of Directors.

## **Article IV: Dissolution**

**Section 4.1. Dissolution.** The dissolution of the Association may occur in the event of any of the following: (i) by majority vote of the Board of Directors; (ii) by order of the State of Idaho; (iii) by court order or other legal action; (iv) as a result of the bankruptcy or the inability to pay the debts of the Association; or (v) a loss of membership such that the total number of members falls to below ten members.

**Section 4.2. Winding Up.** At the time of the dissolution of the Association, any assets of the Association shall first be used in payment of the liabilities of the Association. Any remaining assets shall be distributed exclusively for the purpose of the Association such to non-profit or charitable organization(s) organized and operated exclusively for charitable, educational or scientific purposes that shall at the time qualify as exempt organizations under the Internal Revenue Code and as determined by a majority vote of the Board of Directors. No distributions of any kind will be made to any member or director of the Association.

## **Article V: Amendments**

**Section 5.1. Proposed Amendments.** Proposals to amend the Bylaws of the Association must be submitted to the Secretary of the Association in writing, with a copy distributed to each member of the Board of Directors, not less than thirty days prior to any regularly scheduled meeting of the Board of Directors.

**Section 5.2. Voting on Amendments.** The Bylaws of the Association may be amended by a majority vote of the Board of Directors at any regularly scheduled meeting of the Board of Directors after having said written proposal submitted not less than thirty days prior as described in Section 5.1 above.

**Section 5.3. Effective Date of Amendment.** In the event that the proposed amendment(s) to the Bylaws is adopted, they will become effective immediately and the Board of Directors will notify all active members as provided for in Section 2.13 herein.