

Rocky Mountain Reining Horse Association Bylaws

ARTICLE I: Name

The name of this corporation shall be the Rocky Mountain Reining Horse Association, hereinafter referred to as the Association.

ARTICLE II: Objectives

This 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. The Association shall encourage the promotion and development of reining horses through ownership, breeding, training, and showing of the reining horse.

ARTICLE III: Membership

Section 1. Membership Categories

Any interested breeder, owner, or enthusiast of the reining horse who will serve as a member in the best interest of the Association and of the reining horse and agrees to pay membership dues shall be considered eligible for membership in the Association.

Membership classifications are as follows:

- a. INDIVIDUAL – One membership to the Association with full privileges to all activities.
- b. YOUTH - One membership to any interested youth age 18 years or younger as of January 1, of the year of requested membership. Youth membership includes all privileges of the Association except that of voting.
- c. HONORARY - One membership with full privileges of the Association. Honorary members shall be exempt from the payment of dues.
- d. MAJOR SPONSOR - Membership(s) in the Association shall be granted without the payment of an annual membership fee to any Major Sponsor contributing \$3,000 or more in cash to the Association or any of the Association's programs, events or shows. The membership(s) shall be for the next calendar year and shall cover any and all immediate family members and horse ownership combinations of those family members.

Section 2. Application for Membership

Application for membership shall be made in writing on such form as prescribed by the Board of Directors of the Association and shall be accompanied by the required dues.

The Board of Directors may reject any application for membership in their sole discretion.

Section 3. Number and Transferability of Membership.

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

Section 4. Membership Dues

Memberships shall run from the receipt of payment and shall be for the remainder of the calendar year. New and renewal memberships made in the last two months of the year shall be good for the entire following calendar year. Elected and/or appointed officers and directors must renew their memberships prior to performing any official functions.

Section 5. Honorary Members

The Board of Directors may recommend an individual who has rendered exceptional service to the Association or to the reining horse industry to be an Honorary Member. A two-thirds affirmative vote of the Board of Directors is required to name an Honorary Member. Designation of Honorary Member shall be for the life of the individual designated an Honorary Member.

ARTICLE IV: Dues

Section 1. Vote of the Members

The annual dues of the membership shall be set by a two-thirds majority vote of the Board of Directors. Any proposed change in the membership dues may be submitted by an individual member for a vote of the entire membership at the next general meeting following publication of such change in one Association Newsletter distributed to the entire voting membership of the Association. A majority of members present at such general meeting shall ratify or decline the proposed dues increase.

Section 2. Early Payment of Dues

The dues paid by a new member during the last two (2) months prior to the beginning of the calendar year shall be credited as full payment through the following calendar year.

Section 3. Special Assessments

The Board of Directors may recommend special assessments by a two-thirds majority vote of its members. Special assessments shall be submitted for ratification to the membership at the next general meeting following publication in one Association Newsletter distributed to the entire voting membership of the Association at least two weeks prior to the meeting. A majority vote of the voting members of the Association present at such meeting shall be required to ratify the proposed assessment. The total amount assessed shall not exceed the amount of membership dues for the current year. Penalty for nonpayment of an assessment, so recommended and ratified, shall be the forfeiture of membership. No action may be taken by the Board of the Association for collection of such assessment. Youth and Honorary members shall not be subject to assessment.

Section 4. Dues Non-refundable.

Association dues shall not be refundable.

ARTICLE V: Voting Privileges & Election of Officers and Directors

Section 1. Voting Members

All individual members, including approved honorary members, who are in good standing with the Association, shall be entitled to vote. Youth members are not entitled to vote.

Section 2. Proxy Voting

Voting by proxy is not allowed.

Section 3. Election of Officers and Directors by Mail-In Ballot. Officers and directors of the association shall be elected pursuant to Articles VI, VII & VIII using a mail-in ballot.

Section 4. Mail-In Ballot Procedures. On or before October 15th, the nominating committee shall prepare a ballot with a slate of officers and directors (as applicable) for the annual elections and said ballots shall be mailed to all current members in good standing. Members shall be given until November 25th 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 Chairman of the Nominating Committee who shall announce those results at the Annual General Membership Meeting.

Section 5. Invalidated Results of Mail-In Ballot. Should less than 30% of the general membership of the Association submit their mail-in ballot to the independent auditor, then the Nominating Committee shall present their slate of candidates and the election of officers and directors of the Association shall be performed at the Annual General Membership meeting.

ARTICLE VI: Meetings

Section 1. Time and Place of Meetings

The Association shall hold meetings, ordinarily on the second Tuesday of the month at a place determined by the Vice President and announced in the Association Newsletter distributed to the full membership at least two weeks prior to the meeting. Meetings may be held in conjunction with other activities of the Association as a convenience to the membership.

Section 2. Annual Meeting

The Annual Meeting of the membership shall be held in December of each year. Officers and Directors of the Association shall be elected at the Annual Meeting. Officers and Directors elected at the Annual Meeting shall commence their duties on the date of that Annual Meeting.

Section 3. Quorum

A quorum at any meeting of the membership shall consist of the voting membership present. The majority vote of the members present shall bind the Association

membership, unless law, the Articles of Incorporation, or these Bylaws require a vote of a greater number. Robert's Rules of Order shall be observed.

Section 4. Special Meetings

Special Meetings of the Association may be called by the President or by the Board of Directors. Notice of such Special Meetings shall be given to the full Association membership by Association Newsletter or other communication at least ten (10) days prior to the Special Meeting.

ARTICLE VII: Officers

Section 1. Eligibility

Only Individual adult members (19 years or older) in good standing with the Association shall be eligible to be officers of the Association. Officers shall be elected for a term of two (2) years and may succeed themselves. No more than one office shall be held by the same person simultaneously. Election shall be by written ballot and a majority of the votes cast shall elect each officer. In the case of a vacancy in the office of President, the Vice President shall automatically succeed the President for the duration of the President's term. The Board of Directors, by majority vote, shall fill any vacancy in any other office for the remainder of the designated term.

Section 2. President

The President shall be elected by the membership and shall serve as the chief executive officer of the Association. Subject to the approval of the Board of Directors, the President shall perform or cause to perform general management and supervisory responsibilities for the Board and the Association. The President shall preside over all meetings of the membership and the Board of Directors. The President shall be an ex-officio member of all standing committees.

Section 3. Vice President

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have such other powers and perform such other duties as may from time to time be assigned by the President or by the Board of Directors. The Vice President shall be the Chairman of the Activities Committee.

Section 4. Secretary

The Secretary shall keep accurate minutes of the proceedings of any membership meeting and Board of Directors meeting; shall see that all notices are duly given in accordance with these Bylaws; shall be the custodian of the records of the Association; and such other duties as may from time to time be assigned by the President or the Board of Directors.

Section 5. Treasurer

The Treasurer, subject to the approval of the Directors, shall serve as the principal financial officer of the Association. In that capacity, the Treasurer shall be responsible for the safekeeping all funds and securities of the Association and shall deposit such funds in the name of the Association in such depositories as shall be designated by the Board of Directors. The Treasurer shall keep accurate charts of account and records of financial transactions and shall report regularly, and as requested by the Board on the financial condition of the Association. In addition to the duties above mentioned, the Treasurer shall perform such other duties as may, from time to time be assigned by the President or by the Board of Directors. Subject to the approval of the Board of Directors, the Treasurer shall be authorized to engage certified public accountants to assist in the performance the job of Treasurer.

Section 6. Encumbrance of Financial Resources and Removal of Officers

No officer, without the prior approval of the Board, can encumber the finances of the Association in an amount greater than \$1,000.00. Any officer of the Association may be removed by a two-thirds vote of the Board of Directors for fraud, misappropriation of funds, behavior inappropriate to an officer of the Association, or any other reason where the best interests of the Association will be served by such removal. The membership shall be notified of such removal in the next Association Newsletter.

ARTICLE VIII: Board of Directors

Section 1. Board of Directors

The Board of Directors shall consist of four (4) elected officers, the immediate past president, and eight (8) elected Directors. The Board shall manage the business of the Association. In order to provide for continuity in the management of the Association, four elected directors shall be elected at the Annual Meeting in odd numbered years and four elected directors shall be elected at the Annual Meeting in even numbered years. An additional four individuals may be appointed by the President of the Association to serve as appointed members of the board of directors with full powers and responsibilities of an elected board member.

Section 2. Terms of Elected and Appointed Board Members

Directors elected to the Board of Directors shall serve two-year terms. Directors may succeed themselves. The term of the appointed board members shall be for a period of one year or until the next annual meeting of the general membership.

Section 3. Absences

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

Section 4. Vacancy

Any vacancy occurring in the elected members of the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Board of Directors. A Director elected to fill a vacancy shall hold office for the balance of the replaced Director's term.

Section 5. Meetings

The Board of Directors shall meet 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 by email, phone or fax to the Board of Directors.

Section 6. Quorum

A quorum of the Board of Directors shall consist of eight (8) members of the Board of Directors.

Section 7. Removal of Members

The Board of Directors may, upon two-thirds 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. The Board will give such person not less than twenty (20) days written notice of such pending action and an opportunity to be heard by the Board. A member so suspended or expelled shall, after expiration of sixty (60) days, have the right to apply for reinstatement or reapply for membership in the manner prescribed by Article III, Section 2, hereof.

Section 8. Special Meetings

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

Section 9. Action Without Meeting

The Board may take action without a meeting, by phone or email, provided that all of the Board members agree in writing to the action taken.

ARTICLE IX: Executive Committee

An Executive Committee shall be responsible for the day-to-day management of the Association between meetings of the full Board of Directors. The Executive Committee shall be authorized to take such action as is necessary and authorized by the Board of Directors. The members of the Executive Committee shall be the President, the Vice President, the Secretary, the Treasurer and the Immediate Past President of the Association. All actions taken by the Executive Committee shall be reported at the next regular meeting of the Board of Directors.

ARTICLE X Committees

Section 1. Designation of Committees; Appointment of Committee Chair and Committee Members.

The President shall designate Committees to be formed 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. No person shall serve on more than two Committees at a time.

Section 2. Standing Committees

The Association may have several standing committees. The standing committees of the Association shall be as follows:

Activities: The Vice President serves as the Chair of the Activities Committee. The Activities Committee coordinates and oversees programs presented at regular meetings and coordinates arrangements for all activities other than business meetings and shows, such as trail rides, clinics, fun shows, and social activities.

Affiliate: The Affiliate Committee coordinates annual participation in NRHA affiliate programs, coordinates the affiliate show schedule, tracks annual affiliate earnings, and recommends year-end affiliate awards.

Audit Committee: The Audit Committee is comprised of three (3) members appointed by the President to accomplish the annual financial audit.

Fundraising: The Fundraising Committee solicits sponsorship from local, regional and national organizations to assist the Association to promote activities that benefit the Association and the reining horse industry.

Newsletter: The Newsletter Committee publishes the monthly Association newsletter; highlights accomplishments of Association members; publishes minutes of meetings and notices and publishes items for sale or services available.

Promotions: The Promotions Committee encourages the promotion of the Association through print, programs, and activities other than clinics and social events as outlined by the Activities Committee.

Show/Futurity: The Show/Futurity Committee organizes and promotes the annual RMRHA Summer Slide show and solicits sponsors and contracts for show management and show facilities.

Sire and Dam: The Sire and Dam Committee promotes participation in the RMRHA Sire & Dam program; publicizes Association breeders; and offers a futurity for Sire & Dam offspring in connection with the RMRHA Summer Slide.

Nominating: Shall consist of three members with the Chairman being appointed by the President. The nominating committee shall nominate a slate of individuals that have agreed to serve, if elected, to be an Officer

and/or Director and place the names of said individuals on the official election ballot.

Youth: The Youth Committee coordinates the local youth activities with the national NRHA youth activities; encourages participation by Association Youth Members at the local level and organizes youth team(s) to participate in organized youth activities at the regional and national level.

Section 3. Committee Reports

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

ARTICLE XI: Indemnification

The Association shall indemnify the Board of Directors, 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 XII: Amendments

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted when approved by a two-thirds majority vote of the Board of Directors and after ratification by the membership at the next general meeting after notice of the changes to the Bylaws is published once in the Newsletter or on the Association website. Proposed amendments may be presented at any regular meeting of the Board of Directors by a Director or a by a member of the Association.

ARTICLE XIII: Purpose

These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the purposes of the Association. These Bylaws shall never be construed in any way that would impair the efficient operation of the Association.

ARTICLE XIV: Rocky Mountain Reining Horse Youth Association

Section 1. Subject to Association Bylaws

The Rocky Mountain Reining Horse Youth Association (the “Youth Association”) shall be governed by the bylaws of the Rocky Mountain Reining Horse Association.

Section 2. Officers

Only Youth members in good standing shall be eligible to be officers of the Youth Association. Officers shall be elected for a term of one (1) year and may succeed themselves. The same person shall hold no more than one office simultaneously. Election shall be by ballot and a majority of the votes cast shall elect. In the case of a vacancy in the office of President, the Vice President shall automatically succeed. The officers will fill any vacancy in any other office for the remainder of that term. Election of officers shall take place annually during a special meeting of the Youth Association held during the RMRHA Summer Slide in July.

Subsection 1. President of the Youth Association

The President of the Youth Association shall be the chief executive officer and shall, subject to the control of the Association Board of Directors, have general supervision, direction and control of the membership and all meetings of the Youth Association. The President of the Youth Association shall be an ex-officio member of all standing committees and shall have the general powers and duties of management usually vested in the office of chief executive officer.

Subsection 2. Vice President of the Youth Association

In the absence or disability of the President of the Youth Association, the Vice President of the Youth Association shall perform all the duties of the President of the Youth Association, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President of the Youth Association. The Vice President of the Youth Association shall have such other powers and perform such other duties as may from time to time be assigned by the President of the Youth Association or by the Board of Directors. The Vice President of the Youth Association will represent the Youth Association as a delegate for NRHYA national youth office.

Subsection 3. Secretary of the Youth Association

The Secretary of the Youth Association shall keep accurate minutes of the proceeding of any meeting of the Youth Association; shall see that all notices are duly given in accordance with these Bylaws; shall be the custodian of the records of the Youth Association; in general, shall perform all duties incident to such office and such other duties as may from time to time be assigned by the President of the Youth Association.

Subsection 4. Treasurer of the Youth Association

The Treasurer of the Youth Association, subject to the order of the Association Board of Directors, shall be the principal financial officer of

the Youth Association; shall have the charge and custody of and be responsible for all funds of the Youth Association; shall deposit such funds in the name of the Youth Association and such depositories as shall be designated by the Board of Directors; shall keep accurate books of account and records of financial transactions and the conditions of the Youth Association and shall submit such reports thereof as the Board of Directors may from time to time require; and in general, perform all duties incident to such office and such other duties as may from time to time be assigned by the President of the Youth Association. The Treasurer of the Youth Association shall make periodic financial reports to the Association at the regular meetings of the membership.

THIRD AMENDMENT TO THE BYLAWS incorporated in the Association's original bylaws were approved by the Rocky Mountain Reining Horse Association on the 12th day of September, 2006.

Mark Guynn
President, Rocky Mountain Reining Horse Association

Kelly Rainford
Secretary, Rocky Mountain Reining Horse Association