

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. However, Youth members in good standing shall be eligible to vote for Association Youth officers. Youth members shall be exempt from the payment of special assessments.
- c. HONORARY - One membership with all privileges of the Association. Honorary members shall be exempt from the payment of dues and special assessments.
- 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, or electronically, on such form as prescribed by the Board of Directors (BOD) of the Association and shall be accompanied by the required dues. The BOD 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 BOD 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 BOD 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 BOD. 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 member notification of such change via email and website publication on the Association website. 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 BOD may recommend special assessments by a two-thirds majority vote. Special assessments shall be submitted for ratification to the membership at the next general meeting following member notification via email and website publication on the Association website 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 BOD 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 with the exception of Youth officer elections.

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 member services 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 member services 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 member services 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, as necessary at a place determined by the Vice President. Meetings will be announced, using social media, and either email or USPS mail 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 for the upcoming year shall be elected at the Annual Meeting if the minimum 30% ballot return was not achieved using the mail-in ballot system. Officers and Directors elected at the Annual Meeting shall commence their duties on January 1 following that 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 BOD. Notice of such Special Meetings shall be given to the full membership via email and website publication on the Association website 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 BOD, 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 BOD, the President shall perform or cause to perform general management and supervisory responsibilities for the BOD and the Association. The President shall preside over all meetings of the membership and the BOD. 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 BOD. The Vice President shall be the Chairman of the Non Show Activities Committee.

Section 4. Secretary

The Secretary shall keep accurate minutes of the proceedings of any membership meeting and BOD 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 BOD.

Section 5. Treasurer

The Treasurer, subject to the approval of the BOD, 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 BOD. The Treasurer shall keep accurate charts of account and records of financial transactions and shall report regularly, and as requested by the BOD 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 BOD. Subject to the approval of the BOD, the Treasurer shall be authorized to engage certified public accountants to assist in the performance of the job of Treasurer.

Section 6. Encumbrance of Financial Resources and Removal of Officers

No officer, without the prior approval of the BOD, 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 BOD 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 member notification of such change via email and website publication on the Association website.

ARTICLE VIII: Board of Directors

Section 1. Board of Directors (BOD)

The BOD shall consist of four (4) elected officers, the immediate past president, and eight (8) elected Directors. The BOD 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 in odd numbered years and four elected directors shall be elected in even numbered years. Directors will be elected as described elsewhere in this document. 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 BOD 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 BOD will review the circumstances of the absence and determine appropriate action.

Section 4. Vacancy

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

Section 5. Meetings

The BOD shall meet at least semi-annually at such time and place as shall be designated by the President. This may include web-based meetings. The first meeting of a calendar year shall take place no later than February 10th of that year. Notice of the time and place of such meetings shall be published on social media and by email, phone, or text to the BOD.

Section 6. Quorum

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

Section 7. Removal of Members

The BOD 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 BOD, prejudicial to the interests of the Association. The BOD will give such person not less than twenty (20) days written notice of such pending action and an opportunity to be heard by the BOD. 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 BOD may be called at any time by the President or by any three (3) members of the BOD. Written notice, which includes email, of the time and place of such meeting shall be given to each member of the BOD at least ten (10) days prior to said meeting.

Section 9. Action Without Meeting

The BOD may take action without a meeting, by phone, text or email, provided that a minimum of at least two-thirds of all the BOD 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 BOD. The Executive Committee (EC) shall be authorized to take such action as is necessary and authorized by the BOD. The members of the EC shall be the President, the Vice President, the Secretary, the Treasurer and the Immediate Past President of the Association. All actions taken by the EC shall be reported at the next regular meeting of the BOD.

ARTICLE X Committees

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

At the first BOD meeting each year, the President shall designate Standing Committees to be formed as described in Section 2 of Article X. The President may designate additional 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. A person is allowed to serve on more than two (2) committees but not chair more than two (2) committees at any time.

Section 2. Standing Committees

The Association will have the following standing committees:

Audit/Financial

- The Audit/Financial Committee is comprised of three (3) members appointed by the President to accomplish the annual financial audit, if necessary as determined by the BOD.

Non-Show Activities

- Manages and coordinates all aspects of the following activities, as well as additional activities as needed.
 - Judges Seminar
 - Rookie Day
 - Banquet
 - Affiliate program
 - Year End Awards

Media

- Manages all aspects of promoting RMRHA and its activities outside of those listed in other committees.
- May help with those as requested and agreed upon.
 - Newsletter
 - Emails to membership
 - Social media

Member Services

- Manages membership renewals, lists, applications, and forms
- Nominates a slate of individuals who have agreed to serve
- Places names on the official ballot

- Manages all aspects of election including sending ballots to members and tracking results

Columbine Classic

- Organizes and promotes the annual RMRHA Columbine Classic show
- Members to include and not limited to:
 - Sponsorship coordinator
 - Vendor coordinator
 - Awards coordinator
 - Volunteer coordinator
 - Show secretary coordinator
 - Promotion coordinator

Summer Slide

- Organizes and promotes the annual RMRHA Summer Slide show
- Members to include and not limited to:
 - Sponsorship coordinator
 - Vendor coordinator
 - Awards coordinator
 - Volunteer coordinator
 - Show secretary coordinator
 - Promotion coordinator

Stallion Stakes:

- The Stallion Stakes Committee promotes participation in the RMRHA Stallion Stakes program
- Publicizes Association breeders
- Offers a futurity for Stallion Stakes offspring in connection with the RMRHA Summer Slide
- Offers a Derby for Stallion Stakes offspring in connection with the RMRHA Columbine Classic

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
- 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 BOD 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 BOD and after ratification by the membership at the next general meeting. Membership will be notified of the changes to the Bylaws via email and website publication on the Association website. Proposed amendments may be presented at any regular meeting of the BOD 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 and shall commence with nominations and a ballot prepared on or before October 15th. The member services committee shall prepare a ballot with a slate of officers and directors (as applicable) for the annual election and said ballots shall be mailed to all current youth members in good standing. Members shall be given until November 25th to return their completed ballot. The independent auditor shall tally the votes from mailed in ballots and present the results to the Chairman of the member services committee who shall announce those results at the Annual General Membership Meeting.

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.

THIRD AMENDMENT TO THE BYLAWS incorporated in the Association's original bylaws were approved by the Rocky Mountain Reining Horse Association on the 10th day of December, 2019.

Travis Chapman
President, Rocky Mountain Reining Horse Association

Teena Barnett
Secretary, Rocky Mountain Reining Horse Association