

**BYLAWS OF
WESTERN SLOPE REINING HORSE ASSOCIATION, INC.
A Colorado nonprofit corporation
AS AMENDED November 7, 2009**

**ARTICLE I
NAME AND OFFICE**

Section 1. The name of this corporation shall be the Western Slope Reining Horse Association, Inc., hereinafter referred to as the "Association".

Section 2. 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.

Section 3. 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
PURPOSE, POWERS AND OBJECTIVES**

Section 1. The Association shall be operated on a sound financial basis, for the fulfillment of its purpose and powers as stated in the Articles of Incorporation.

Section 2. In furtherance of its purposes, the Association shall have the powers permitted to corporations under the laws of Colorado consistent with a corporation to be organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c) (3) or Section 170(c) (2) of the Internal Revenue Code of 1986 or any superseding section or sections thereof. The Association is not organized for pecuniary profit. It shall have no power to issue certificates of stock or declare dividends. No part of its net earnings shall inure to the benefit of any member, director, officer or individual.

**ARTICLE III
MEMBERSHIP**

Section 1. 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 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. Shall be eligible to hold office, vote, compete in events and earn points toward year end awards.

(b) **ENTITY:** One designated adult (19 years or older) representative of an entity shall be eligible to hold office, have one vote, compete in events and earn points toward year end awards. An entity shall include a Partnership, LLC, Corporation, Syndicate, Ranch or any other legal form of business. An entity representative shall not be able to vote more than one time.

(c) **YOUTH:** Membership to any interested youth 18 years of age or younger as of January 1 of the current year, includes full privileges to all activities. Shall be eligible to compete in events and earn points toward year end awards. Does not include eligibility to vote or hold office.

(d) **HONORARY:** This classification shall include businesses, individuals or organizations desiring to promote and support the Association and shall have all the privileges of membership except voting and holding office and shall be exempt from payment of dues.

Section 2. Application for membership shall be made in writing on such form as prescribed by the Board of Directors and shall be accompanied by the required dues. The Board of Directors may reject any application for membership for cause.

Section 3. Any person not in good standing with the NRHA is not eligible for membership in the Association at the discretion of the Board of Directors.

Section 4. The number of members shall not be limited. Membership is not transferable.

Section 5. The Board of Directors may recommend an individual who has rendered exceptional service to the Association to be an Honorary Member. A two thirds majority vote of the Board of Directors is required to name an Honorary Member.

ARTICLE IV DUES

Section 1. The annual dues of the membership shall be set by a two thirds majority vote of the Board of Directors. Any change in membership dues shall be submitted, for ratification, to the membership at the next general meeting following publication in one newsletter and on the website.

Section 2. The Board of Directors may recommend special assessments by a two thirds majority. Special assessments shall be submitted, for ratification, to the membership at the next general meeting following publication in one newsletter and on the website. The total amount assessed shall not exceed the amount of the said members' dues for that year. Penalty for nonpayment of such assessment shall be forfeiture of membership. No action may be taken for collection of such assessment. Honorary members shall not be assessed. Hardship situations will be considered with notification.

ARTICLE V ELECTIONS

Section 1. The nominating committee shall prepare a ballot with nominees for officers and directors for the annual elections. (Refer to Article IX, Section 2, Nominating Committee.) The Board of Directors shall approve the nominees. Write-in votes may be written on the ballot when the ballot is mailed or submitted for counting.

Section 2. On or before October 15th ballots shall be mailed to all current members in good standing. All ballots received by the nominating committee by December 1st shall be considered valid. Officers and Directors duly elected by this ballot shall commence duties January 1st. Proxy votes shall be allowed.

ARTICLE VI MEETINGS

Section 1. The Association shall hold meetings at a place determined by the President. Meetings may be held in conjunction with other activities of the Association to take the best advantage of the interests of the membership.

Section 2. A quorum at any meeting of the general membership shall consist of the voting membership present. The affirmative vote of the quorum shall be the act of the membership, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws. Roberts Rules of Order shall be observed.

Section 3. Special meetings of the general membership or of the Board of Directors may be called at any time by the President, or requested by any three Directors.

ARTICLE VII OFFICERS

Section 1. Only adult members (19 years or older) in good standing shall be eligible to be Officers of the Association. Officers shall be elected for a term of one year and may succeed themselves. No more than one office shall be held by the same person simultaneously. In the case of a vacancy in the office of the President, the Vice-President shall automatically succeed. The Board of Directors will fill any vacancy in any other office. All Officers shall be considered to be on the Board of Directors.

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 and at all meetings of the Board of Directors. He/She 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 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, the Vice-President shall perform all duties of the President and when so acting shall have all powers of, and

be subject to all restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed for him/her by the President.

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 to 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 in the Newsletter. 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 Association when so requested by the Board of Directors or President. An annual financial report shall be presented at the year-end banquet. The divisions and committees of the Association shall render quarterly financial reports and statements of condition of their activities to the Treasurer. All bank accounts maintained by the divisions and committees shall be required to have the Association's 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 will be responsible for preparing and providing the information for tax reports and audits required by 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.

Section 6. Any Officer may be removed for good cause by a two thirds majority vote of the Board of Directors at a meeting called for that purpose, whenever, in its judgment, the best interests of the Association will be served. In the event any Officer is absent for three consecutive meetings, the Board of Directors will review the circumstances and action may be taken.

Section 7. 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 by a majority of the Board members present.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. The business and affairs of the Association shall be managed by a Board of Directors consisting of four elected Officers, the immediate past President and eight elected Directors.

Section 2. Directors elected to the Board shall serve one year and may succeed themselves.

Section 3. In the event any Director shall be absent for three consecutive meetings, the Board of Directors will review the circumstances and action may be taken.

Section 4. 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 relevant term.

Section 5. The Board of Directors shall meet no less frequently than quarterly, at such time and place as shall be designated by the President. Notice of the time and place of such meeting shall be published in the newsletter and on the website when possible. If not possible the president will notify the Board of Directors.

Section 6. Fifty one percent (51%) of the number of Directors present shall constitute a quorum at all meetings of the full Board of Directors, and the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum at any such meeting, a majority of the Directors present may adjourn the meeting.

ARTICLE IX COMMITTEES

Section 1. The President or acting in his/her place, the Vice-President, shall designate all committees which are necessary for the active functioning of the general affairs of the Association and appoint the committee chairmen. Following their appointment, the chairmen shall select their committees from persons designating interest in committees and the chairman will appoint any others they shall so desire. There shall be special consideration given for regional representation.

Section 2. COMMITTEES:

(a) SPECIAL EVENTS: Coordinate all activities other than business meetings and shows, such as trail rides, clinics, fun shows, jackpots, exhibitors' parties, year-end banquet, and any other social activities.

(b) AWARDS: Establish and coordinate an awards programs to include the Belt Buckle Series and other merit or high point awards, establish and coordinate a scholarship program, and coordinate acquisition and distribution of show prizes and year-end awards.

(c) BYLAWS: Review the Bylaws periodically and submit proposed amendments to the Bylaws to the Board of Directors and general membership for approval.

(d) MEMBERSHIP: Maintain accurate records of current members and publish the newsletter, webpage and annual membership directory.

(e) SHOW: Shall consist of a committee chairman, show mangers, facilities/ground managers and stall managers. Shall be responsible to:

1. Coordinate show dates and NRHA approval in a timely manner in accordance with NRHA rules and guidelines.
2. Acquire facilities.

3. Hire show secretaries and professional show managers.
4. Prepare and submit show bill.
5. Coordinate volunteers and hired personnel.
6. Perform any other duties as may be required.

(f) FINANCE: Prepare budgets for the association and all committees, coordinate the sponsorship program and maintain accurate records of donations and merchandise.

(g) NOMINATING: Shall consist of three members appointed by the President, two of which shall not be Officers or Directors. They shall nominate a slate of Officers and Directors for election at the end of each year. The names and offices of persons selected by the Nominating Committee shall be published in the newsletter and on the website immediately preceding the year end membership meeting.

Section 3. Committees shall report at the request of the President and Board of Directors. All chairmen shall perform duties incidental to their appointments and such duties as may be assigned by the Board of Directors or the President.

Section 4: The President may appoint ad hoc committees and assign responsibilities and objectives of each. The committees listed in ARTICLE IX, Section 2 are optional at the discretion of the Board of Directors.

ARTICLE X INDEMNIFICATION

To the fullest extent permitted by the laws of the State of Colorado and the Articles of Incorporation, the Association has the power to indemnify current or former directors, officers, employees and agents.

ARTICLE XI LOANS AND ENDORSEMENTS

Section 1. No officer or director shall have any power or authority to bind the Association in any way, to pledge its credit or to render it liable pecuniary for any purpose or in any amount. No loan shall be contracted on behalf of the Association by any Officer or Director.

Section 2. The President and the Treasurer shall both have signature authority for any and all checking, savings and other financial accounts of the Association.

ARTICLE XII AMENDMENTS

Proposed amendments to the Bylaws may be presented in writing at any regular meeting of the Board of Directors. When approved by a majority vote of the Board, the proposed amendments shall be submitted for ratification to the membership at the next general meeting following publication in one Newsletter. The Board of Directors may also initiate such amendments in the same manner. A two thirds majority of voting members present at the meeting shall be necessary for adoption of amendments.

ARTICLE XIII NONDISCRIMINATION

The members, officers, directors, committee members and persons served by the Association shall be selected on a nondiscriminatory basis with respect to race, color, creed, national origin, sex or handicap.

ARTICLE XIV DISSOLUTION

The real and personal property of the Association is and shall be irrevocably 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 nonprofit, tax exempt corporation which is organized and operated exclusively for purposes which qualify for exemption under the provisions of Section 501 (c) (3) of the Internal Revenue Act of 1986, or any superseding section of sections thereof.

CERTIFICATION

The undersigned Secretary of **WESTERN SLOPE REINING HORSE ASSOCIATION, INC.** hereby certifies that the foregoing Bylaws as amended were adopted by the affirmative vote of the majority of the members present and entitled to vote at a meeting held on the 7th day of November, 2009.

AMENDED November 7, 2009

Secretary