

**BYLAWS OF
WESTERN SLOPE REINING HORSE ASSOCIATION, INC.
A COLORADO NONPROFIT CORPORATION
AS AMENDED _____**

**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
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. Also may be generally referred to as "the board" or "board." Board member is elected to a one year term.
- 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 year 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) "First-Past-The-Post" ~ In a multiple member ballot, the first number of candidates, in order of highest vote, corresponding to the number of positions to be filled are elected. If there are six vacancies then the first six candidates with the highest vote are elected. This is the ballot counting method by which the Association's Election Committee determines the outcome of elections.

8) Ex-Officio Member ~ A member who, by virtue of his/her office or position, has been appointed to be a member of a committee(s). In WSRHA, this position is generally assigned to the currently seated President.

9) "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.

10) Member(s)~ 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(s)" if found in the bylaws, and/or rules and regulations, it is understood to mean WSRHA member or all WSRHA members.

11) Officer ~ The President, Vice President, Secretary and Treasurer are the officers of the Association.

12) NRHA ~ Abbreviation for the National Reining Horse Association.

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

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

ARTICLE IV NATIONAL AFFILIATION

The Western Slope Reining Horse Association will maintain an affiliation with the National Reining Horse Association (NRHA). It will submit annual dues to the NRHA and comply with the NRHA Rules and Regulations as published in the NRHA Handbook.

ARTICLE V PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent nor in conflict with Association Bylaws, Rules and Regulations the Association may adopt, NRHA Bylaws or any Colorado State Statutes.

ARTICLE VI PARLIAMENTARY ORDER

Any situation which arises which is not addressed by the Bylaws or Rules and Regulations of the Western Slope Reining Horse Association (WSRHA) shall be governed by the Bylaws and Rules and Regulations of the National Reining Horse Association (NRHA). If the NRHA Bylaws and Rules and Regulations are inappropriate or insufficient, the WSRHA Board of Directors may make a decision at the next Regular or Special Board of Directors meeting at which a quorum is present.

ARTICLE VII
MEMBERS AND 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 include a partnership, LLC, corporation, syndicate, ranch or any other legal form of business. ~~An Entity membership entitles An entity owned horse(s) owned by an entity shall be eligible to hold office, have one vote, to compete in events and earn points toward year-end awards. An entity representative shall not be able to vote more than one time. 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: 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, ~~but~~ does not include eligibility to vote or hold office. 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. Any person not eligible for a membership in NRHA is not eligible for a membership in WSRHA.~~

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

Section 5. The Board of Directors may recommend an individual, ~~business or organization~~ who has rendered exceptional service to the Association be an Honorary member. A two-thirds (2/3) majority vote of the currently seated Board of Directors is required to name an Honorary member.

Section 6. ~~Membership applications shall not be accepted after the last day of the final show of the current year. Dues paid after this date will have an effective date of January 1 of the following year.~~

ARTICLE VIII
DUES

Section 1. The annual dues of the membership shall be set by a two-thirds (2/3) majority vote of the Board of Directors. Any change in membership dues shall be submitted, for ratification, to the membership at the next General ~~Membership~~ meeting following publication in one newsletter and/or on the website.

Section 2. The Board of Directors may recommend special assessments by a two-thirds (2/3) majority. Special assessments shall be submitted, for ratification, to the membership at the next General ~~Membership~~ meeting following publication in one newsletter and/or 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.

Section 3. Association dues are not refundable.

ARTICLE IX BOARD OF DIRECTORS

Section 1. Only adult members 19 years or older in good standing with the WSRHA shall be eligible to be directors of the Association. The business, property, 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 and a minimum of three to a maximum of 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 5. Fifty one percent (51%) of the number of Directors present shall constitute a quorum at all meetings of the full Board of Directors, and 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. A quorum of the directors shall be necessary to transact business of the Association. A quorum, for the purposes of these bylaws, is a simple majority of the currently seated Board of Directors. Once it is established that a quorum is present, the majority vote of the directors shall be the act of the Board of Directors and decisions upon any questions that may come before the meeting shall be binding as though the full Board of Directors was sitting. In the absence of a quorum at any such meeting, a majority of the directors present may adjourn the meeting.

Section 6. In addition to the powers and authorities these bylaws expressly confer upon the board, the Board of Directors may exercise such powers as necessary in conducting the affairs of the Association that are not prohibited by Colorado State Statute, the Association's Articles of Incorporation or these Bylaws. Such exercise of power does not include any substantive change, result or effect to these Bylaws.

ARTICLE X OFFICERS

Section 1. 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 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

meetings and at all meetings of the Board of Directors. He/She shall be an Ex-Officio member of all Standing committees and as such entitled to a vote with the exception of the Election committee, and The President 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 ~~te~~ will 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 and/or website. 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 Association when so requested by the Board of Directors or President. An annual financial report shall be presented at the ~~year-end banquet.~~ annual General Membership meeting. 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. For financial and accounting purposes the Association shall conduct its business on a calendar year basis.

Section 6. 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 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 at a meeting by a majority of the board members at which a quorum was present.

ARTICLE XI QUORUM

Section 1. A quorum of the Board of Directors shall be necessary to transact business of the Association. A quorum, for the purposes of these Bylaws, is a simple majority of the currently seated Board of Directors. If a quorum exists, the majority vote of the directors present shall be the act of the board and shall be binding as though the full Board of Directors was sitting present. However, a simple majority shall not replace a required two-thirds (2/3) majority where stated in these Bylaws.

Section 2. A quorum at any meeting of the General Membership shall consist of the voting membership present. The affirmative vote of the quorum majority of the members present 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. ~~Robert's Rules of Order shall be observed.~~

ARTICLE XII 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 interest 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 2. Special meetings of the ~~General Membership or the~~ Board of Directors may be called at any time by the President, or requested by any three directors. Special meetings of the General Membership may be held at such time and place as may be designated in a Notice, whenever called in writing by the direction of the President or by any three directors, or by Notice signed by not less than twenty percent (20%) of the members then in good standing. Business transacted at all Special meetings shall be confined to the subjects stated in the call or Notice of the meeting.

Section 3 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/or on the website. ~~when possible. If not possible the President will notify the Board of Directors.~~

Section 4 The Association shall have an annual meeting of the General Membership within each calendar year, generally in the fourth quarter of said year, for the purpose of discussion, review and presentation of reports on the State of the Association, generally presented by the President and Treasurer. Notice of the time and place of such meeting shall be published in the newsletter and/or on the website.

Section 5. The Board of Directors may take action without a physical meeting using phone, e-mail and other electronic means of communication by which all persons participating in the meeting may hear each other during the meeting. A member participating in a meeting by these means is deemed to be present in person at the meeting. Meetings by telecommunication shall be limited to Regular Board of Directors meetings.

Section 6. Any officer of the Association may call a meeting of the members to order and may act as chairman of such meeting. Precedence being given as follows: President, Vice-President, Secretary and Treasurer. In the absence of all such officers, members present may elect a chairman.

Section 7. Vote by proxy shall be allowed in Regular Board of Directors meetings, General Membership meetings and Special meetings. Proxy votes shall not be counted nor included in determining the quorum. Proxy votes shall be made in writing and shall be dated and include the signature of the director/member authorizing the proxy. The proxy shall be valid only for the day stated on the proxy form and vote shall be limited to the items on the meeting agenda. The Secretary shall file the proxy in the Minutes Book.

ARTICLE XIII ELECTIONS

Section 1. The ~~nominating Election~~ committee shall prepare a ~~written~~ ballot with nominees for officers and directors for the annual elections ~~of the current year.~~ (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~~- ~~November 15th~~, written ballots shall be mailed to all current WSRHA members in good standing. All ballots received by the ~~nominating Election~~ committee by ~~end of day~~ December 4st (15th) shall be considered valid. Officers and directors duly elected by this ballot shall commence duties January 1st. Proxy

votes shall ~~not~~ be allowed.

Section 3. Nominations will not be accepted after the 3rd Monday in October.

Section 4. The last day of the final show of the year shall be the Date of Record for identification of those members eligible to vote in the current year's election.

Section 5. In the event of an election tie, the majority vote of the currently seated board will break the tie.

Section 6. A member seeking nomination to the office of the President must currently be in good standing with NRHA and WSRHA, be a current board member or have one year's previous board experience and must have been in good standing with WSRHA and NRHA for the year prior to nomination.

Section 7. Election results shall be determined in the following manner: In an election of multiple directors, that number of candidates equaling the number of directors to be elected, having the highest number of votes cast in favor of their election, are elected to the board of directors. This is commonly known as a First-Past-The-Post ballot.

ARTICLE XIV 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~~ Association members 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: **STANDING 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 program~~ the Association's award 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 ~~for review and approval~~ and General Membership for ~~approval~~ ratification.

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

(e) SHOW: ~~Schedule, arrange and coordinate all details of the WSRHA shows. Shall generally~~ consist of a committee chairman, show ~~mangers~~ managers, facilities/ground managers and stall managers. ~~Shall be responsible to (for):~~

- ~~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: Provide ways and means of financing the Association and report proposals to the Board of Directors when requested. Treasurer is the chairperson. Board of Directors to determine what this committee would

encompass. Prepare budgets for the Association and all committees., ~~coordinate the sponsorship program and maintain accurate records of donations and merchandise.~~

(g) **NOMINATING ELECTION:** Shall consist of a minimum of three WSRHA members; ~~appointed by the President, two of which shall not be officers or directors. The committee They shall coordinate all phases and functions of the annual election. nominate a slate officers and directors for election at the end of each year. Upon approval by the Board of Directors, the names and offices of persons~~ current Association members in good standing selected by the Nominating Election committee shall be published in the one newsletter and/or on the website. ~~immediately preceding the year end General Membership meeting~~

(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. May be a Standing committee by itself or a part of the Awards committee as the Board of Directors determines.

(i) **YOUTH:** Coordinate the local youth activities with the national NRHA youth activities and encourage participation by Association youth at the local level. Coordinate scholarship and varsity programs.

(j) **MEDIA:** All Association communications are at the discretion of the Board of Directors. The Board of Directors shall be charged with oversight of the following medias:

Newsletter- Recognized as the official publication of the WSRHA. Will generally publish six (6) issues annually and publish a pre-election special edition profiling the Board of Director nominees.

Website- Establish a website to be maintained by a member/webmaster or outside party that will post, in a timely manner, information pertinent to the functioning of the Association.

Section 3: Committees shall report at the request of the President and Board of Directors. Each committee shall generally make a monthly report of activities at Regular Board of Directors meetings or at the specific request of the President. 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 these Bylaws** are optional at the discretion of the Board of Directors.

ARTICLE XV AMENDMENTS

Section 1. Proposed amendments to the Bylaws may be presented in writing at any Regular meeting of the Board of Directors by any member in good standing with the WSRHA. After review by the Bylaws committee and approval ~~When approved~~ by a majority of vote of the Board of Directors at which a quorum is present, the proposed amendment(s) shall be submitted for ratification to the membership at the next General Membership meeting following publication in one newsletter and/or on website. ~~The Board of Directors may also initiate such amendments in the same manner. The affirmative vote of A~~ a two-thirds (2/3) majority of voting members present at the General Membership meeting shall be necessary for ratification and adoption of amendments.

Section 2. The Board of Directors may also initiate such amendments in the same manner and using the procedures as printed in Section 1 of this Article.

**ARTICLE XVI
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, ~~member or individual~~.

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 XVII
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 XVIII
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 XIX
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~~(or) 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~~ a two-thirds (2/3) majority of the members present and entitled to vote at a meeting held on the ~~7th day of November, 2009.~~ ~~New date~~

AMENDED ~~November 7, 2009~~ ~~New Date~~

Secretary

