

NEVADA REINED COW HORSE ASSOCIATION

By-Laws

Article I.

NAME AND PURPOSE

Section 1. This Association shall be known as the NEVADA REINED COW HORSE ASSOCIATION (“NvRCHA” or “Association”)

Section 2. The purpose of the NvRCHA is to improve the quality of the western reined stock horse; to perpetuate the early Spanish traditions of highly trained and well reined working cow horses to promise exhibits and cow horse events and contests in expositions and shows; to promote the training of reined cow horses and to promote interest in reined working cow horses among the younger horsemen of this community, nation and the world; to use and encourage the use of standard rules for holding and judging contests of the reined working cow horse. Reined cow horse is synonymous with working cow horse or stock horse.

Section 3. The principal place of business of this Association shall be a place so established by the Board of Directors of the NvRCHA.

Section 4. This Association is a Non-Profit corporation in the State of Nevada, filed under Section 501(c) (7) of the Internal Revenue Service Code for social clubs. The purpose of this Association is to engage in any lawful act or activity for which a corporation may be organized under such law.

Article II

MEMBERS

Section 1. There will be one class of individual membership and each individual member will have one vote. In order to exercise their right to vote, an individual member’s dues must be paid and current at the time of any vote. The vote of an individual member will not be transferable by proxy or otherwise.

There will be one class of family membership, and one (1) person from such family membership unit will have one (1) vote on behalf of the family membership. In order to exercise their right to vote, a family’s membership dues must be paid and current at the time of any vote. The vote of the representative member of the family membership unit will not be transferable by proxy or otherwise.

There will be one class of “Founding Memberships”. Such founding memberships shall be limited to twenty-five (25) total. If such founding member is an individual, that individual member will have one vote. If such founding membership is

issued in the name of a family, one person from such family membership unit will have one vote on behalf of the founding family membership. Membership dues must be current at the time of any vote. The vote of the representative member of the founding family membership unit will not be transferable by proxy or otherwise.

There will be one class of Youth Membership for persons eighteen (18) years of age and younger as of December 1st of each calendar year. Youth members will have all the rights and privileges of individual, family and founding members, with the exception of the right to vote.

Section 2. The Board of Directors shall determine dues for each Individual, Family, Youth and Founding Membership. Such dues shall become due and payable to the NvRCHA on or before December 15th of each year and delinquent on December 31st of the same year. Members failing to pay the annual dues by December 31st of each year shall be considered delinquent and will forfeit all rights and privileges of participation in any activities of the Association until such delinquent amounts are paid. Each member shall receive an annual membership card upon payment of his/her dues and such membership card shall be non-transferable. The membership card shall be in the form prescribed by the Board of Directors and all members, by accepting the membership card, shall be deemed to have agreed to comply with all the provisions of the By Laws and other rules and regulations of this Association. All members may be required to present their membership cards or a copy thereof, to show management prior to exhibiting at an NvRCHA approved event.

Article III

MEMBERSHIP MEETING

Section 1. The annual meeting of the membership of this Association shall be held as determined by the Board of Directors in the first quarter of the calendar year. The meeting shall be held at a time and place designated by the Board of Directors. Special meetings of the membership may be called by a majority of the Board of Directors, or on the call of the President. The NvRCHA Management shall call a special meeting of the membership upon written request of five (5%) percent of the voting members of the Association and hold a meeting within ninety (90) days at a time and place to be designated by the Board of Directors.

Section 2. Notice of the time and place of the holding of any regular or special meeting of the membership shall be sent via regular mail or email to all members at least twenty (20) days prior to such meeting.

Section 3. Three percent (3%) of voting members of this Association, based on membership numbers at the end of previous show year, shall constitute a quorum at any meeting.

Article IV

OFFICERS

Section 1. The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer and must be elected by members of the Board of Directors and shall be elected for a period of one (1) year or until their successors are duly elected and qualified. All officers of the Association shall be members in good standing of the Association.

Section 2. The President shall preside at all meetings of the Association and at the meetings of the Board of Directors. The President shall appoint all Committees and Committee chairmen. The President, during his/her term of office, may create certain positions, including but not limited to, parliamentarian and historian, that he/she may deem necessary to advise the office of the President or the Board of Directors. Said appointments will run concurrently with his/her term as President. He/she shall perform such duties and exercise such other powers as are usually incident to such office.

Section 3. The Vice President shall perform the duties of the President in his/her absence.

Section 4. The Secretary shall keep and safeguard a complete and accurate record of all proceedings of the Association, its Board of Directors and standing Committees. He/she shall attend to the proper publication of all reports, conduct official correspondence, attest documents and perform such other duties as are usual to such office or as may be required by the Association. The Secretary shall issue notice or call to directors and members, keep the membership roll or cause the keeping of the same, issue membership cards and conduct, supervise, count and record the balloting of all elections.

Section 5. The Treasurer shall oversee the custody of all monies of the Association and shall keep, or cause to be kept, regular books of accounts. He/she shall disburse or cause the disbursement of Association funds in payment of debts against the Association, taking proper vouchers for such disbursements and shall render at the annual meetings of the Association and the Board of Directors, an accounting of all his/her transactions as Treasurer and the financial condition of the Association. A surety bond will be provided for the Treasurer, the premium of which will be paid from Association funds.

Article V

BOARD OF DIRECTORS

Section 1. The management of the affairs, business, property and control of policy is vested in the Board of Directors. All members of the Board of Directors shall be a member in good standing of the Association.

Section 2. The Board of Directors of the Association shall consist of up to five (5) members in good standing elected by the general membership for a two-year term. The President of the Association shall sit as a non-voting member of the Board of Directors except in the case of a tie vote, at which time the President may vote to break the tie vote. The President may recommend, and the Board shall approve, the appointment of up to four (4) additional members to the Board of Directors, who will serve a one (1) year term and will sit as voting members of the Board of Directors.

The elected incoming and the entire outgoing Board of Directors will meet annually prior to the annual general membership meeting, at which time they will elect officers for the coming year and conduct other business deemed necessary for the continued functioning of the Association. Outgoing Board members will have no voting rights at this meeting. Following the election of the officers, the Board shall approve all appointments made at this meeting and the appointees shall attend the following Board meeting and General membership meeting.

Section 3. The President, or two (2) out of the three Board of Directors, on at least ten (10) days' prior notice, may call special meetings of the Board of Directors.

Section 4. Two (2) out of the three two-year Board members shall constitute a quorum at any meeting of the Board of Directors. Such quorum may decide any questions which come before the Board.

Section 5. As a member of the Board of Directors, each director shall accept the responsibility of attending all Board meetings. In the event a director fails to attend three (3) consecutive meetings without a written proxy for voting, that director will automatically forfeit his/her position on the Board at that time.

Section 6. The President shall fill any vacancy on the Board of Directors by appointing the nominee who had attained the highest number of votes at the at Board of Directors election to complete the vacated term.

Section 7. The immediate past President of the Board of Directors shall sit as an ex-officio member of the Board of Directors.

Section 8. Action taken by any individual Board Member shall not be binding upon the other Board members unless a majority of the quorum so votes. No Board member(s)

shall undertake any financial obligation in excess of \$500 without the vote of a majority of said quorum.

Section 9. Members of the Board may participate in a meeting through the use of conference telephones, or other communications equipment provided all members participating in the meeting are able to hear one another.

Article VI.

RULES AND REGULATIONS

Section 1. From time to time the Board of Directors may establish rules and regulations for the presentation and judging of NvRCHA events. The rules and regulations so adopted shall be changed, nullified or repealed only by a two-thirds (2/3) vote of the Board of Directors. The Board of Directors must provide any such changes made to the membership in writing upon approval.

Section 2. Any change in the rules or regulations proposed from the floor of any annual meeting must be considered and voted upon by the newly elected Board of Directors within fifteen (15) days after said annual meeting and, if adopted by the Board, will become effective thirty (30) days following such adoption.

Section 3. Every new member of this Association shall be provided with a copy of the Bylaws of the Association.

Article VII

COMMITTEES

Section 1. Standing Committees: All Standing Committees include the NvRCHA Management in addition to the following, and shall contain a minimum of three (3) members unless otherwise specified. All members of standing committees shall be members in good standing of the Association.

- (a) Executive Committee: The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Show Committee chairperson and one (1) member of the Board of Directors, who shall be appointed by the President. The Executive Committee shall be responsible for the following:
 - (1) The Executive Committee shall be responsible for overseeing the day to day operations, administration and finances of the NvRCHA as approved by the Board of Directors.
 - (2) The Executive Committee will carry out the directives and fiscal policies established by the Board of Directors.

- (3) The Executive Committee shall make recommendations to the Board of Directors concerning the Association's policy in all administrative matters and make recommendations for the implementation of operational policies and programs needed to efficiently run the NvRCHA.
- (4) The Executive Committee shall control, review and audit fiscal procedures, current accounts, including allocation of costs and revenues, and budgets for the past, present and future year.
- (5) Show Committee: The Show Committee shall be appointed by the President and shall be ratified by the Board of Directors. The Treasurer shall be an ex-officio member of the Show Committee.
- (6) Rules Committee: The Rules Committee shall be appointed by the President and shall be responsible for advising the Board of Directors on the enactment and enforcement of all the rules and regulations pertaining to all NvRCHA approved shows.
- (7) Ethics Committee: The Ethics Committee shall be appointed by the President and shall consist of three (3) regular members in good standing. At least two (2) members of the Ethics Committee shall review all matters where disciplinary action may be required and shall make recommendations to the Board of Directors accordingly.
- (8) Nominating Committee: Prior to September 1st of each year, the President shall appoint a three (3) person Nominating Committee to solicit, review and report to the Board of Directors its findings on candidates seeking election to the Board of Directors.

Article VIII **ELECTIONS**

Section 1. Within sixty (60) days prior to the annual meeting each year, the general membership shall be given notice that:

- (a) Any member in good standing in the Association may request and receive a Director Nomination Form. The Director Nomination Form shall contain an explanation of the eligibility requirements and commitments for service on the Board of Directors which shall include, but not be limited to, the following:
 - (1) Membership in the Association in good standing for a minimum of one (1) year;
 - (2) Be at least twenty-one (21) years of age;
 - (3) Agreement to attend Directors' meetings as set forth herein;
 - (4) Full disclosure of any felony convictions on record;
 - (5) Signing of NvRCHA Code of Conduct.

- (6) Additionally, any person submitting false information on the nomination form, if discovered, will be immediately suspended from the ballot or later from the Board.
- (7) Said form shall be submitted to the Nominating Committee not less than forty-five (45) days prior to the annual meeting in order for the nomination to be considered by the Nominating Committee.

Section 3. The Nominating Committee shall review all correct nomination forms received as outlined herein, in sufficient time for ballots to be prepared and mailed. The Committee will, by investigation, personal interview and deliberation with each other, formulate its own list of nominees and submit it to the Board of Directors. The recommendations of the Nominating Committee, upon approval by a simple majority of the Board of Directors, shall be final. The Board of Directors shall instruct the Secretary to prepare and issue ballots to be mailed to the general membership for their consideration not later than thirty (30) days prior to each annual meeting of the membership. Candidates who have been selected by the Nominating Committee shall be elected by a majority of the general membership present at the Annual Meeting of the Membership of the Association in accordance with the number of votes to which each member is entitled.

Article IX.

AMENDMENTS

Section 1. The Bylaws may be repealed, modified or amended by a two thirds (2/3) vote of all voting members present and new Bylaws may be adopted by the same vote at any regular meeting of the members of this Association.

Section 2. The Bylaws may also be changed or amended by giving notice to the members of the Association by mail or email of the proposed changes which the Board of Directors has passed, and which changes shall go into effect beginning within thirty (30) days.

Article X.

INDEMNIFICATION

The Association shall indemnify each of its Directors, Officers and Committee Members, whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a part because he/she was a director, officer or committee member of the Association. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Association for negligence or misconduct in the performance of their duty as a director, officer or committee member. The right to indemnify for expense shall also apply to the expense of suits which are comprised or settled if the court having

jurisdiction of this matter shall approve such settlement. The foregoing right of indemnification shall be an addition to, and not exclusive of, all other rights which such director, officer or committee member may be entitled.

DATED: November 10, 2010.

Jason Terrell, President

Eddie Thorpe, Secretary