

CORPORATION BYLAWS

ARTICLE I NAME AND PURPOSE

Section 1. This Association shall be known as the Northwest Reined Cowhorse Association ("NWRCHA" or Association").

Section 2. The purpose of the NWRCHA 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 promote 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 the Pacific Northwest; to use and encourage the use of standard rules for holding and judging contests of the reined working cow horse.

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

Section 4. This Association is a not-for-profit association organized under the Washington Non-profit Corporation Law. 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 two classes of membership consisting of both family and single members. Each adult member will have one vote. A family membership will allow for 2 votes. In order to exercise their right to vote, members' dues must be paid and current at the time of any vote.

Section 2. The Board of Directors shall determine dues for each single and family membership. Said dues shall become due and payable to the Treasurer at the first show of each year. Members failing to pay the annual dues will forfeit all rights and privileges of voting and eligibility for year-end awards.

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. The meeting shall be held at a time and

place designated by the Board of Directors. The Secretary shall give notice to all members of the Association at least ten (10) days prior to the meeting date via email notification to the members last known email address. Special meetings of the membership may be called by a majority of the Board of Directors, or on call of the President. The Board of Directors shall call a special meeting of the membership upon written request of five percent (5%) of the voting members of the Association and hold a meeting within 90 days at a location determined by the Board.

ARTICLE IV OFFICERS

Section 1. The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer and must be members of the Board of Directors and elected by 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. He/she shall appoint all Committees and Committee chairmen. He/she shall perform such duties and exercise such other powers as are usually incident to such office. The President shall not be a voting member but shall cast his vote only in the case of a tie.

Section 3. The Vice President shall perform the duties of the President whenever the President is absent from any meeting.

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 this Association. The secretary shall also issue notice or call to directors and members, keep the membership roll, and conduct, supervise, count and record the balloting of all elections.

Section 5. The Treasurer shall oversee the custody of all moneys of the Association and shall keep, or cause the keeping of, regular books of accounts. He/she shall disburse or cause the disbursement of Association funds in payment of just demands against the Association, taking proper vouchers for such disbursements, and shall render at the annual meetings of the Association, the Board of Directors, from time to time as may be required of him, an accounting of all his/her transactions as Treasurer and of the financial condition of the Association. Financial statements shall be presented to the membership at each Board of Directors and annual meetings. The year-end financial statements will be mailed to the requesting member upon request.

ARTICLE V BOARD OF DIRECTORS

Section 1. The management of the affairs, property, business, 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 this Association shall consist of at least eight (8) but no more than twelve (12) members in good standing elected by the general membership for a two-year term. Following the election of the directors, the Board shall approve all appointments at this meeting and the appointees shall attend the following Board meeting and General meeting.

Section 3. Six (6) directors will constitute a quorum at any meeting of the Board of Directors. A majority of said quorum may decide any questions which come before the Board.

Section 4. As a member of the Board of Directors, each director shall accept the responsibility of attending all Board meetings.

Section 5. The President shall fill any vacancy on the Board of Directors by appointing the nominee who had attained the next highest number of votes at the last Board of Directors election to complete the term vacated or by any other reasonable method.

Section 6. Action taken by an individual Board member shall not be binding upon the other Board members unless a majority of said quorum so votes. An individual Board member cannot borrow nor pledge the assets of the association for borrowing without vote of a majority of said quorum.

Section 7. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment provided all members participating in the meeting are able to hear one another.

Section 8. All matters not specifically governed by the Bylaws shall be dealt with under "Roberts Rule of Order: The Standard Guide to Parliamentary Procedure."

ARTICLE VI RULES & REGULATIONS

Section 1. NWRCHA will adhere to all rules and regulations of NRCHA.

Section 2. The Board of Directors will vote on any rules changes that affect the NWRCHA and will make known any such changes to the general membership.

ARTICLE VII COMMITTEES

Section 1. The Show Committee. The chairman shall be appointed by the President and the Committee shall be responsible for advising the Board of Directors on the enactment, planning, and enforcement of all the rules and regulations pertaining to all NWRCHA sponsored and approved shows.

Section 2. The Awards Committee. The chairperson shall be appointed by the President and shall select a Committee for the purpose of establishing, promoting and directing the circuit and annual awards program for the NWRCHA. The Committee shall obtain the approval of the Board of the program proposed by the Committee, including any expenditure to be made by it exceeding its budgeted authority, prior to its enactment.

Section 3. The Events Committee. The chairperson shall be appointed by the President and shall elect a committee for the purpose of planning and organizing the annual Paul Dice Memorial Club Barbecue.

Section 4. The Sponsors Committee. The chairperson shall be appointed by the President, and the committee shall be responsible for obtaining sponsorships for the club, show prizes, added money, and year end awards.

ARTICLE VIII ELECTIONS

Elections will be held at the annual meeting. Nominations for board members will be accepted at that time.

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 email of the proposed changes which the Board of Directors has passed and which changes shall go into effect beginning with the following show year, unless within fifteen (15) days after they have been published, the

NWRCHA Board of Directors has received objections in writing signed by at least fifty (50) members in good standing of this Association as to all or any portion of said changes. Said objections shall be in the form provided in the notice.

ARTICLE X INDEMNIFICATION

The Association shall indemnify each of its Directors, Officers, employees 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 employee and 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 in his/her duty as a director, officer or employee and committee member by reason of willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of his/her office or employment. The right to indemnity for expense shall also apply to 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 employee may be entitled.