

WEST COAST REINING HORSE ASSOCIATION
By-Laws

ARTICLE I. NAME AND OFFICES

Section 1.01.A. The name of this corporation is “The West Coast Reining Horse Association” (WCRHA).

Section 1.01.B. The principal office of The West Coast Reining Horse Association (WCRHA), for its transaction of business, is located in the County of Sacramento and State of California. The Board of Directors has full power and authority, with a majority vote, to change the office of WCRHA, from one location to another, within the State of California.

Section 1.01.C. WCRHA is an Affiliate of the National Reining Horse Association (NRHA).

Section 1.01.D. WCRHA is incorporated under the laws of the State of California and is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II. MEMBERS

Eligibility for Membership

Section 2.01.A. Membership in the WCRHA is open to any person of good character and reputation that has an interest in reining horses and the promotion of the reining horse. However, membership is a privilege and not a vested right and can be rejected or revoked at the discretion of the Executive Committee (see Section 5.01). No person shall hold more than one membership in WCRHA.

Section 2.01.B. Members in good standing have the right to vote for members of the Board of Directors of WCRHA and compete in the annual year end award program. Members not in good standing forfeit these rights until such time as they return to good standing.

Classification of Members

Section 2.02.A. WCRHA shall have **three** categories of members – Adult, Youth and Business.

Section 2.02.B. An adult member is a member who is 19 years old, or older, as of January 1st of the calendar year. Adult members shall have equal voting and other rights attendant to membership in the West Coast Reining Horse Association.

Section 2.02.C. A youth member is a member who is 18 years old, or younger on January 1 of the calendar year, and shall be designated a member of the West Coast Reining Horse Youth Association (WCRHyA), a division of the West Coast Reining Horse Association (WCRHA).

Youth members shall not have voting rights on those matters affecting WCRHA. However, youth members may elect officers and representatives within the youth association, and those officers shall have the right to propose changes concerning activities and conduct within the youth association. The youth association shall operate within the WCRHA By-Laws and regulations, and all proposals tendered by youth association members shall be subject to approval by a majority of the WCRHA Executive Committee. The WCRHyA may designate a youth member to act as liaison with the WCRHA Executive Committee.

Section 2.02.D. A Business membership is maintained or recorded as joint, corporate, syndicate, associate, alliance, affiliate, or other type or category is not considered to be individual Members, and they are not eligible to vote.

Admission to Membership

Section 2.03. Members are to be admitted and allowed to maintain their membership in accordance with the rules and regulations of WCRHA. All memberships are subject to the approval of the WCRHA Board of Directors, which may approve, reject, revoke or suspend any new or current membership at any time at its discretion. The Board of Directors retains final authority regarding all aspects of membership, including conditions of membership, eligibility, qualifications, processes, types, dues, and interpretations of the provisions of these Bylaws relating to membership, and the decision of the Board of Directors shall be final and not subject to appeal or review. The Membership Committee chair may provide provisional membership to qualified applicants until Board of Directors approval.

Dues

Section 2.04.A. Each member shall pay membership dues in an amount determined by the Board of Directors. Dues shall be paid to the Treasurer, and any changes in the amount of dues shall be voted on and approved by a majority vote of the Board of Directors.

Section 2.04.B. Dues are payable for the first year on admission of membership and annually thereafter at the commencement of each calendar year.

Section 2.04.C. There may be a \$100.00 charge for any returned or insufficient funds checks to WCRHA intended for membership dues or show expenses.

Membership List

Section 2.05. The West Coast Reining Horse Association shall keep, in written form, a membership list containing the name, address, phone number and if available the e-mail address of all current members. Members are responsible for providing the chair of the Membership Committee of the Board of Directors any changes to address, phone number and, if available, email address.

Non-Liability of Members

Section 2.06. A member of WCRHA shall not solely because of such membership, be personally liable for the debts, obligations or liabilities of the association.

Termination of Membership

Section 2.07.A. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

1. The voluntary resignation of a member with notice as prescribed in Section 2.09 of these By-Laws;
2. Where a membership has expired without renewal;
3. The death of a member;
4. The dissolution of WCRHA;
5. Blatant or repeated animal abuse in any state, country or on show premises;
6. Termination by the AQHA, NRHA, NRCHA, NSHA, NCHA, APHA or any like organization for animal abuse.

Section 2.07.B. The membership and all rights of membership may be terminated on the occurrence of any of the following:

1. The nonpayment of dues;
2. Display of personal misconduct or behavior incompatible with NRHA or WCRHA Rules and Regulations;
3. Display of disrespect toward a show judge or show committee member or show staff;
4. Conviction of a felony.

Disciplinary Procedure

Section 2.08. A Disciplinary Review Committee consisting of the President, Vice President(s), and one other Board Member chosen by the President, is the forum within WCRHA that hears evidence of alleged violations of rules and regulations or conduct (abuse of horses or unsportsmanlike conduct as defined in the NRHA Handbook) by members or non-members of WCRHA. Recommendations from the Disciplinary Review Committee will be brought forward to the Board of Directors for a final decision and action.

A member may be disciplined, suspended, fined and/or terminated from WCRHA and non-member may be denied any or all WCRHA privileges upon a showing of good cause. In regard

to any violation of WCRHA rules and regulations or conduct as defined above, the Board of Directors shall have jurisdiction to invoke sanction, including revocation or denial of membership privileges or participation in all WCRHA sponsored events for a definite period of time. The Board of Directors shall use the NRHA Rules and Regulations as a guide to the disciplinary process.

Notice of Disciplinary Review – Anyone accused of any violation, shall be given not less than fifteen (15) days notice of a time and place for Disciplinary Review such accusation by the Disciplinary Review Committee at which time he/she shall have the opportunity in person and by counsel to present evidence in his/her own behalf and to hear and refute evidence against him/her. The Disciplinary Review will take place at a location determined by the Disciplinary Review Committee.

If the Disciplinary Review Committee determines that the protest is malicious and/or frivolous, disciplinary action may be taken.

Any member interfering with or attempting to influence the outcome of a protest Disciplinary Review will be subject to appropriate disciplinary action.

If a member is found to have been convicted of a felony or any animal abuse under municipal, county, state or federal law, or suspended or terminated by the AQHA, NRHA, NRCHA, NSHA, NCHA, APHA or any like organization for animal abuse, whether or not WCRHA is involved, they may be subject to discipline by WCRHA.

Resignation by Giving Notice

Section 2.09. The membership of any member of WCRHA shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of WCRHA personally or deposited in the United States mail, postage prepaid. A request to terminate membership by the use of electronic media is also acceptable.

Effect of Termination

Section 2.10. All rights of a member in WCRHA will cease on the termination of such member's membership. Termination will not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees arising from contract or otherwise. WCRHA shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE III. MEETINGS OF MEMBERS

Place

Section 3.01. Meeting of members shall be held at such location as may be designated by the Board of Directors.

Annual Meetings

Section 3.02. The members will meet annually to conduct election of the Board of Directors. All members of WCRHA shall have the right to attend and speak at the annual meeting.

Voting Procedures.

Section 3.03. The Board of Directors may establish or approve procedures and requirements for voting, including procedures and requirements relating to use of elections, paper ballots, content of ballots, submission of ballots, electronic voting, administration of elections, counting ballots and votes, announcing and publishing results, and voting periods.

Special Meetings

Section 3.04. Special meetings of members may be called by the Board of Directors and held at such a place as may be ordered by resolution of the Board of Directors.

Notice of Meeting

Section 3.05. Notice of every meeting shall be provided to members through publication on WCRHA's website at least 15 days in advance of the meeting date.

Contents of Notice

Section 3.06. The notice shall state the place, date and time of the meeting at least 15 days prior to the date of the meeting.

Quorum

Section 3.07. The Members present shall constitute a quorum for any meeting of the Members, regardless of the number of Members present.

Voting of Membership

Section 3.08.A. Each individual adult member is entitled to one vote on each matter submitted to a vote of the members.

Section 3.08.B. The Board of Directors shall fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of and to vote at any meeting of members. The Board shall also fix, in advance, a date as the record date for the purpose of determining the

members entitled to exercise any voting rights in respect of any other lawful action. Such record date shall not be more than 60 days prior to such other action.

Section 3.08.C. Proxy voting shall not be authorized for the election of the Directors or for any other purpose.

Section 3.08.D. A written ballot may not be revoked.

Conduct of Meetings

Section 3.09.A. The President of WCRHA, or in his or her absence, the First Vice President or Second Vice President shall preside over the meetings of the members.

Section 3.09.B. The Secretary of WCRHA shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

Parliamentary Procedure

Section 3.10.A. *Robert's Rules of Order Newly Revised*, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these By-Laws.

ARTICLE IV. DIRECTORS

Numbers

Section 4.01. WCRHA shall have up to 15 Representatives, all members of WCRHA. Collectively, these representatives shall be known as the Board of Directors.

Qualifications

Section 4.02.A. The Directors of WCRHA shall be members in good standing for at least one (1) year prior to election to the Board of Directors.

Section 4.02.B. Directors shall be of the age of majority in the State of California. Directors shall endorse and be dedicated to promoting and encouraging the showing of reining horses.

Indemnification

Section 4.03. Directors shall not be personally liable for any debts, liabilities or other obligations of WCRHA. WCRHA shall maintain both general liability and Directors and Officers insurance coverage.

Terms of Office

Section 4.04. Each Director shall hold office for a term of three (3) years. In the event a Director is removed for cause in accordance with Section 4.10, that action is effective immediately.

Nomination

Section 4.05. Any person qualified to be a Director under Section 4.02 of the By-Laws may be nominated by the method of nomination authorized by the Board. Nomination for the Board may not be made after the date set for close of nominations

Election

Section 4.06. The Directors will be elected at each annual meeting as prescribed by Section 3.03 of these By-Laws. The candidates receiving the highest number of votes shall be elected to the currently open Director positions. Directors will be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 4.02 of these By-Laws. The new President will be elected by the full Board of Directors at the Board meeting prior to the annual meeting in order for the new President to preside over the Annual Meeting.

Compensation

Section 4.07. The Directors will receive no compensation.

Meetings

Section 4.08.A. Meetings of the Board may be called by the President or any Vice President or the Secretary or any two Directors. The Board of Directors will meet at least quarterly or more often as necessary.

Section 4.08.B. Special meetings of the Board may be called by the President or any Vice President or the Secretary or any two (2) Directors. Special meetings shall be held on four (4) days notice

Section 4.08.C. A quorum for the purposes of these By-Laws is defined as a majority of the members of the Board of Directors. Once it is established that a quorum exists, any question that may come before the meeting shall be decided upon by a simple majority of such quorum, with the exception however, that in extraordinary circumstances, if a majority of the directors to form the initial quorum is not achieved, then the presiding officer may determine if there is a minimum of 36% of the total Board members present, and, if so, continue the meeting and any question coming before the meeting would require a two-thirds majority to act as if the entire board were sitting.

Section 4.08.D. Except as otherwise provided in the Articles of these By-Laws, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a

quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by a least a majority of the required quorum for such meeting.

Section 4.08.E. The President of the Board, or in his or her absence, the First Vice President, then Second Vice President or, subsequently, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of WCRHA or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting. At such time within a meeting that the President of the Board, or in his or her absence, the First Vice President, then Second Vice President or, subsequently, any Director selected by the Directors present may call for exclusion of non-board members at a portion of the meeting of the Board of Directors. These portions of meetings are to be used to discuss matters relating to specific members' with the intent of protecting those member's privacy in matters to be reviewed by the Board. Any and all resulting decisions will be published within the normal meeting minutes. The Board may also call for exclusion of members if those members' behavior is such that normal business is hindered by the members' conduct. The Board of Directors acts by a majority vote. Each member has one vote.

Finance

Section 4.09.A. At each Board of Directors meeting and at the Annual Meeting there shall be present a written financial report reflecting the status of WCRHA.

Section 4.09.B. No loans shall be contracted on behalf of WCRHA unless authorized by Resolution of the Board of Directors.

Section 4.09.C. All checks, drafts, orders for payment issued in the name of WCRHA shall be signed by the Treasurer and /or President or other authorized signers. All funds not otherwise employed shall be deposited to the credit of WCRHA, in banks, trust companies or other depositories as selected by the Board of Directors.

Section 4.09.D. The President and/or Treasurer will be responsible for the signing of any documents that will require payment on behalf of WCRHA. The President may designate a signee for such documents, which will be reflected in the meeting minutes.

Section 4.09.E. The Board of Directors may accept on behalf of WCRHA any contribution, gift, bequest or device for the purposes of this association.

Removal of Directors for Cause

Section 4.10. The Board may declare vacant the office of a Director on the occurrence of any of the following events:

1. The Director has been declared of unsound mind by a final order of the Court;

2. The Director has been convicted of a felony;
3. The Director has been found by a final order or judgment of any Court to have breached duties imposed by section 7238 of the Corporations Code on Directors who perform functions with respect to assets in charitable trust;
4. The Director has two (2) unexcused absences from regularly scheduled Board meetings in a 12-month period;
5. The Director's membership has been suspended or revoked;
6. The Director has failed to perform his/her duties and responsibilities as a Board member.

Resignation of Director

Section 4.11. Any Director may resign effective on giving written notice to the President of the Board of Directors, the Secretary, or the Board of Directors of WCRHA, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies on the Board

Section 4.12.A. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director.

Section 4.12.B. Vacancies on the Board of Directors may be filled by a majority vote of the Directors. Any member voted in as a member of the Board of Directors in this manner, will only serve in the position until the next Annual Membership meeting where an election is held.

ARTICLE V. OFFICERS

Responsibilities of Officers

Section 5.01. The officers of WCRHA shall be a President, First Vice President, Second Vice President, Secretary, and Treasurer. These officers shall be known as the Executive Committee. The President is the general manager and chief executive officer of WCRHA. The position of the President is a non-voting position unless there exists a tie in the voting.

Duties of the President: The President shall be the chief executive officer of WCRHA. The President shall call and preside at all meetings of the Board and Executive Committee, and shall be, ex-officio, a non-voting Member of all other committees of the Board.

Duties of the Vice President: The Vice President and the Second Vice President shall serve in the absence of the President or in the event of the President's death or inability or refusal to act.

Duties of the Secretary: The Secretary shall: (a) keep the minutes of the members' and Board's meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-laws; (c) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.

Duties of the Treasurer: The Treasurer shall: (a) be responsible for the payment of bills generated by the organization.; (b) maintain accurate records of checking and savings accounts and reporting to the Board; (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

Appointment and Resignation

Section 5.02. The officers shall be chosen by and serve at the pleasure of the Board. Any officer may resign at any time on written notice to the Association without prejudice to the rights, if any, of WCRHA under any contract to which the officer is a party.

Election of Officers

Section 5.03.A. At the first Board meeting, following the Annual meeting, the new officers will be elected, by a simple majority vote, by the existing Board members in good standing.

Section 5.03.B. The President of WCRHA will have already been elected by the existing Board members at the previous Board meeting; in order that the new President would be able to preside over the Annual Meeting.

Committees

Section 5.04. There will be committees to meet the needs of WCRHA. Except as otherwise herein provided, the President of the Board, will appoint the chairman of each committee. The President cannot serve as the chairman of a committee. The Board of Directors has the right to terminate the chairman of any committee for instances of neglect, malfeasance, or conduct contrary to policy.

ARTICLE VI. CORPORATION RECORDS, REPORTS & SEALS

Keeping Records

Section 6.01.A. WCRHA shall keep adequate and correct records of account and minutes of the proceedings of its members, Board and Committees of the Board. WCRHA shall also keep a record of its members, giving their names and address held by each. The minutes shall be kept in written form.

Section 6.01.B. The Association shall keep a list of all disciplined, suspended or denials of membership to be furnished upon request.

Corporate Seal

Section 6.02. The Board of Directors shall adopt a corporate seal which shall be in the following form and design: The silhouette of a horse and rider as viewed from the right side and sliding to a stop, with 5 rays behind the horse. The letters "WCRHA" under the horse, a red line under that, and "West Coast Reining Horse Association" under the red line. The Secretary of the Association shall have the custody of the seal and affix it in all appropriate cases to all Association documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE VII: MISCELLANEOUS

Legal Matters

Section 7.01. The Board of Directors may appoint a legal counsel if deemed necessary.

Conduct and Protests

Section 7.02. Any complaint or protest must be in writing and filed with the Secretary of the Association. Upon receipt, all complaints or protests will be referred to the Board of Directors for investigation and recommendations. If, in the judgment of the Board of Directors, the matter is sufficiently serious to warrant a full Disciplinary Review, they will report the same to all parties involved. Any complaint or protest must be accompanied by a cashier's check, certified check, money order or cash in the amount of \$50.00, and must be in writing and filed with the Association within (10) ten days of the incident. If the protest is disallowed, the protest fee will not be refunded. If the protest is allowed, the protest fee may be returned at the discretion of the Board of Directors. The person filing the protest will be liable for the cost of such protest and all damages, which may result there from if the protest is not sustained. In the event the Board of Directors does not uphold the complaint, the person who brought forth the protest will be responsible for any cost incurred.

ARTICLE VIII: BY-LAWS AMENDMENTS

Regular Resolutions

Section 8.01.A. These By-Laws may be amended by a majority of the members present at any meeting of the Board of Directors at which a quorum is present.

Section 8.01.B. Any member in good standing may submit an amendment resolution. The resolution shall be written or printed when submitted.

Section 8.01.C. Resolutions submitted by a committee, shall, if requested, present minutes of the meeting where the resolution(s) was/were passed.

Section 8.01.D. All adopted amendments become effective thirty (30) days from the conclusion of the meeting unless otherwise stated in the resolution.

Emergency Resolutions

8.02.A. An “emergency resolution” is defined by circumstances that call for immediate action.

8.02.B. Emergency resolutions may be submitted to the By-Laws Chairman or directly to the Board of Directors prior to a Board of Directors meeting. The resolution shall be signed by at least (2) members in good standing.

8.02.C. The Board of Directors must declare any emergency resolution by a majority vote.

Approved:

David Hansen

May 1, 2019

President

Date