

**BYLAWS**  
**of the**  
**Vintage Cutting Horse Association**

**ARTICLE I   Vintage Cutting Horse Association**

SECTION 1: *Name.* The name of this Corporation is Vintage Cutting Horse Association (the “Association”) also known as “VCHA” and at all times will operate and transact as a non-profit, mutual benefit corporation in accordance with the laws of the State of California.

SECTION 2: *Purpose.* To engage in any lawful action or activity for which a corporation may be organized under such law. The specific and primary purposes are to encourage the development of, and public interest in, cutting horses through promotion, presentation, and sponsorship of cutting horse contests, teaching clinics, and other events involving the use or exhibition of cutting horses, in an effort to attract new participants to the sport of cutting and the breeding of fine cutting horses.

**ARTICLE II   Membership**

SECTION 1: *Eligibility and Admission of Membership.* Any individual dedicated to the purposes of the Association shall be eligible for regular membership within the VCHA, with payment of such dues and fees as the Board of Directors may fix from time to time. An application form specifically known as a Membership Application, shall include a Release and Hold Harmless Agreement and the designated amount of annual dues. Such application shall be subject to rejection by the Board of Directors within a period of 30 days, after such presentation of membership. In the absence of such rejection, it shall be deemed approved. During the said 30-day period, the applicant may participate in the Association’s activities as a regular member. If any applicant is rejected, it will be only for the following reasons:

- a. The member is not considered in good standing as stated in these Bylaws;
- b. Misconduct as outlined in the National Cutting Horse Association Bylaws.

If rejected, all dues paid will be refunded.

SECTION 2: *Classification.*

- a. Regular Member. An individual who pays a yearly member fee and is 18 years of age or older.
- b. Loper Member. For an annual membership fee, an individual can ride at VCHA events but cannot work cattle at a show or practice/playday events. This membership does not include voting privileges. A regular member may designate more than one individual to be a looper member for one annual looper fee per individual. Each individual looper member must complete and sign the Release and Hold Harmless Agreement section of the Membership Application before riding at a VCHA event.

Upon payment of an initiation fee, the looper member may become a Regulator Member with all privileges accorded that membership.

SECTION 3. *Life Member.* Any regular member in good standing may elect to become a life member upon payment of a fee fixed by the Board of Directors. Thereafter, the life member will have no further obligation to pay the annual dues required.

SECTION 4. *Youth Membership.* Any youth 18 years of age and younger. Age of youth is determined as of January 1<sup>st</sup> of the current year.

SECTION 5. *Honorary Life Time Member.* An honorary lifetime membership is bestowed upon a deserving individual and regular member by unanimous opinion of the Board of Directors. An honorary member may participate in all activities of the VCHA, have the same privileges and power as any other member, but shall pay no membership dues.

SECTION 6. *Voting Privileges.* All regular, life and honorary life members in good standing shall have the right to vote on the election of directors, the disposition of the assets of the Association, on any merger and its principle terms, and on any election to dissolve the corporation, each such member having one vote. In addition, each such member shall have all of the rights afforded members under the California Non-profit Mutual Benefit Corporation Law. However, no member who shall be delinquent by reason of non-payment of dues or other debts owed the Association shall be entitled to vote while such delinquency continues. No youth member shall have any voting privileges.

SECTION 7. *Assessments.* No member shall be subject to any assessments or liability by reason of membership in the Association.

SECTION 8. *Dues and Fees.* Each member must pay, within the time and upon conditions set by the Board of Directors, dues and fees in the amount to be fixed from time to time by the Board of Directors and approved by the membership.

SECTION 9. *Membership Standing.* Those members who have paid the required dues and fees in accordance with these bylaws and who are not suspended shall be members in good standing.

SECTION 10. *Property Rights.* The Association does not contemplate pecuniary gain or profit to the members thereof. Upon dissolution of the Association, all obligations and debts shall be paid and any assets remaining distributed in the manner designated by the Board of Directors, or in lieu of such designation, as provided by law.

SECTION 11. *Termination and/or Suspension of Membership.* A member shall be terminated on occurrence of any of the following events:

- a. Resignation of a member;
- b. Expiration of the period of membership unless the membership is renewed upon the terms fixed by the Board of Directors;
- c. Failure of a member to pay dues or fees as set by the Board of Directors within 60 days after they become due and payable;
- d. Occurrence of any event that renders a member ineligible for membership or failure to satisfy membership qualifications;
- e. Expulsion of a member under Section 12 of these bylaws is based upon a good faith determination of the Board of Directors that the member has failed in a serious and material manner to observe the rules of conduct of the Association or has engaged in conduct materially and seriously prejudicial to the purpose and interest of the Association. A person whose membership is suspended shall not be considered a member during the period of suspension.

SECTION 12. *Procedure for Suspension and/or Expulsion.* If grounds appear to exist for expulsion or suspension of a member under Section 11 of these bylaws, the procedure set forth before will be followed:

- a. The member shall be given 15 days prior notice of the proposed expulsion or suspension and the reasons(s) thereof. Notices shall be by any method of written correspondence;

- b. The member shall be given an opportunity to be heard either orally or in writing at least 5 days before the effective date of the proposed expulsion or suspension. Hearing shall be held and/or the written statement considered by the Board of Directors. The Board of Directors shall decide whether or not the member should be expelled or suspended;
- c. Any ruling by the Board of Directors resulting in suspension or expulsion may be appealed by the member to the general membership at a special meeting of the membership called at the request of the member in question, and duly noted pursuant to Article IV, Section 3 of these bylaws for the purpose of considering such an appeal.

Both the member and the Board of Directors shall have the opportunity to be heard by the membership, and the membership then shall vote by secret ballot on the issue(s) in question. It shall require a majority of the quorum of the membership as defined in Section 4 Article IV of these bylaws against expulsion or suspension to overturn the ruling of the Board of Directors. If a quorum does not appear at the time and place designated for this special meeting, the action of the Board shall be final.

SECTION 13. *Transfer of Membership.* Neither membership nor any right arising from membership shall be transferable. All membership rights shall cease upon a member's death or dissolution of the Association.

### **ARTICLE III            Membership Dues**

SECTION 1: *Dues.* Each regular member, loper member and youth member's dues, in the amount fixed by the Board of Directors, are due and payable by the first day of the New Year. Any new member paying dues after September 30 will be considered paid in full for the calendar year as specified in Article VIII. New members will be required to pay, in addition to the membership dues, a one time initiation fee in the amount determined by the Board of Directors.

SECTION 2: *Delinquent Dues.* Required annual dues will be considered delinquent if not paid by the post marked date of March 1. If dues are not paid by March 1, the individual is no longer considered a member in good standing of the VCHA and will not be accorded the privileges associated with such membership. In order to be reinstated as a member in good standing, the individual is required to pay a late fee in addition to the normal annual dues.

### **ARTICLE IV   Member Meetings**

SECTION 1: *Regular Membership Meeting(s).* There shall be an annual membership meeting of the Association during the course of each calendar year. Said meeting shall be held in November or at the time of the Awards Banquet, or on such date as designed by the Board of Directors.

SECTION 2: *Notice of the Regular Membership Meeting.* Notice of the meeting shall be given to each voting member in writing, at least 10 days prior to said meeting.

SECTION 3: *Special Member Meetings.* Special meetings of the Association may be called by the President or the Board of Directors provided, however, that written notice of such a meeting shall be sent to all voting members in good standing at least 10 days prior to the date of the meeting and that said notice shall specify the general nature of the business to be transacted at said meeting, and no other business may be transacted.

SECTION 4: *Quorum.* Ten percent (10%) of the voting power shall constitute a quorum. However, if the Annual Meeting of the Membership is attended by less than one-third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given.

SECITON 5: *Loss of Quorum*. Members present at the duly called or held meeting(s) at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, provided that any action (other than adjournment) is approved by a majority of the members required to constitute a quorum.

SECTION 6: *Parliamentary Rules*. The usual parliamentary rules as laid down in “Roberts Rules of Order,” may be amended from time to time, shall govern all deliberations insofar as such rules are not inconsistent with, or in conflict with, these Bylaws, the Articles of Incorporation of this corporation, or the California Nonprofit Mutual Benefit Corporation Law.

SECTION 7: *Manner of Casting Votes*. Voting may be by voice or ballot except that any election of Directors must be by written ballot.

SECTION 8: *Approval of Majority Vote*. If a quorum is present, the affirmative vote of a majority of those entitled to vote and voting on any matter shall be the act of the members unless vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law.

## **ARTICLE V Board of Directors**

SECTION 1: *Number of Board Members*. The Board of Directors shall consist of nine voting members of the Association, in good standing. Eight positions shall be voted by ballot of the general membership. The ninth position shall be the immediate past president. If the past president is unable to serve in the succeeding year, there will be nine elected positions for that year.

SECTION 2: *Term of Office*. Each director shall serve for a period of one year and may be re-elected, as outlined in these bylaws.

SECTION 3: *Election*. The election of Directors shall be held each year by mailed ballot prior to the annual meeting. This ballot shall be returned to the appropriate Board member who shall bring these ballots to the Annual Membership Meeting. A tabulation committee appointed by the President shall count the ballots and the results of this election will be announced at the Annual Membership Meeting.

The new Directors will assume office at the December board meeting. The December meeting will include the current year’s Directors as well as the newly elected Directors and be chaired by the current year’s president. Upon completion of the business session of this meeting, the Directors not returning for another term are excused. The new Board of Directors will then determine Directors to fill the offices of President, Vice President, Secretary and Treasurer, and if necessary, these officers will be chosen by majority vote of the Directors.

Only voting members in good standing may hold office in the VCHA. No two members of the same immediate family may hold office at the same time.

SECTION 4: *Vacancies*. When a vacancy occurs on the Board of Directors, for whatever reason, that position will be filled by the Board nominating and approving, by a majority vote, a member of the VCHA in good standing. The member’s acceptance will constitute replacement of the vacant position and that Director will serve the balance of the unexpired term of his/her predecessor in office.

SECTION 5: *Quorum*. Five members of the Board of Directors shall constitute a quorum for the transaction of any and all business which may come before it. If a quorum is present at the beginning of a meeting, the Board may continue to act by majority vote until adjournment notwithstanding the withdrawal of sufficient members to leave less than a quorum.

SECTION 6: *Powers.* The corporate powers of this Association shall be vested in the Board of Directors. The Directors, by majority vote, shall have power to incur indebtedness within the limits fixed by corporate laws of the State of California. The terms and amounts of such indebtedness shall be entered in the journal ledger of the corporation and reported at each meeting and entered in the minutes of such meetings.

SECTION 7: *Duties.*

- a. It shall be the duties of the Directors to conduct, manage and control the affairs and business of the Association and to promulgate and enforce rules and regulations therefore not inconsistent with the laws and regulations of the Bylaws of the Association.
- b. It shall be the duty of the Directors to keep complete records of all their meetings and acts of all proceedings of the members, and to present a full statement of the meetings showing in detail the assets and liabilities of the Association and the condition of its affairs.

SECTION 8: *Absence.* Any member of the Board of Directors who is unable to attend a board meeting shall telephone the reason for the absence. If a Director is absent from two consecutive board meetings for reasons which a majority of the board find insufficient, his/her resignation may be requested. The Board will then fill the vacancy caused by the resignation as provided by these bylaws.

## **ARTICLE VI Officers**

SECTION 1: *President.* The President shall be the chief officer of the organization and shall preside at all meetings of the Association and at the Board of Directors meetings. He/She shall be a member ex-officio of all committees. He/She shall also preside at such other times as he/she shall deem proper, communicate to the Association or the Board of Directors such matters and make suggestions as may, in his/her opinion, tend to promote the welfare and increase the usefulness of the Association. He/She shall perform such other duties as are necessary incident to the office of President or as may be prescribed by the Board of Directors.

SECTION 2: *Vice President.* In the absence of the President, the Vice President shall have the powers and shall perform the duties of the President and such other duties as prescribed by the Board of Directors.

SECTION 3: *Secretary.* The Secretary shall keep the minutes of all meetings. It shall be the Secretary's duty to give notice of and attend all meetings. The Secretary shall conduct correspondence and carry into execution all orders, votes and resolutions not otherwise specified by the Board of Directors. The Secretary shall keep all records of membership.

SECTION 4: *Treasurer.* The Treasurer shall keep an account of all monies received and expended for the use of the Association.

The Treasurer shall deposit all sums received in the bank, or banks approved by the Board of Directors, and make a report at meetings or when called upon by the President. At the expiration of their his/her term of the office, the Treasurer shall deliver to his/her successor all books, monies or other property, or in the absence of the Treasurer-elect, to the President.

SECTION 5: *Past President.* The immediate Past President shall remain as a member of the Board of Directors with voting privileges for one year after the term of office, or refer to Article V SECTION 1 and 2 of these Bylaws.

## **ARTICLE VI Calendar Year**

SECTION 1: *Calendar Year and Auditing Accounts.* The Association shall conduct its affairs on the calendar year basis, to begin January 1 and end December 31 of the same year. An annual auditing of the Association may be required as deemed necessary by the Board of Directors. The results are to be available to all members of the Association.

## **ARTICLE VIII Monthly Meetings**

SECTION 1: *Meetings of the Board of Directors.* Monthly meeting of the Board of Directors shall be held at a time designated by the President or by the majority of the Board of Directors. The date, location and time is to be published in the monthly newsletter to enable any member in good standing the opportunity to join in the general business transactions of the Association.

## **ARTICLE IX Committees**

SECTION 1: *Appointment.* The President, along with all board members, shall annually appoint such standing committees as may be required by the Bylaws, and such special committees as deemed necessary.

SECTION 2. *Committees and Standing Committees.* Each committee shall have a Chairperson or Co-chair; committee members shall be appointed from the Board of Directors and the general membership.

- a. *Nominating Committee.* To be appointed on or before September 15<sup>th</sup> of each year and shall consist of three members. The committee is to report to the Board on the prospective nominees;
- b. *Newsletter Chairperson.* To be appointed each year by the President and the Board of Directors. This position shall provide a variety of information to the membership by composing and distributing the monthly newsletter;
- c. *Mini Series Show Committee.* To be appointed by the Board of Directors each year by the second meeting of the Board of Directors. This committee will organize, manage and promote the Mini Series shows;
- d. *Playday and Practice Committee.* To be appointed each year by the President and the Board of Directors. The committee will organize, manage and promote evening or weekend practices;
- e. *Membership Committee.* This committee is responsible for preparing and continuously updating the Membership Roster of the Association and to serve as a liaison between the general membership and the acting board members;
- f. *Mini Series Judges Committee.* This committee is responsible for obtaining judges necessary for the Association's Mini Series shows;
- g. *Mini Series Year End Awards Committee.* This committee is responsible for obtaining various ideas for the Mini Series awards program, proposing a budget for the Board approval and providing an accounting of all receipts and disbursements associated with the event;
- h. *Year End Awards Banquet.* This committee is responsible for obtaining a date location, time, menu, and various costs for the Annual Awards banquet. organizing and managing the Year End Awards Banquet including submitting a budget for Board approval and providing an accounting of all receipts and disbursements associated with the event;
- i. *Annual Fund Raiser (Silent Auction).* This committee works in conjunction with the Awards Banquet and is responsible for obtaining donors of auction items, setting up the various items for display at the annual banquet, collecting and accounting for all purchases or auction items;
- j. *Association's Rules and Bylaws Committee.* This committee is to prepare and submit for adoption any change in the Bylaws and/or standing rules of the Association;
- k. *Cattle Chairperson.* To be the contact with the cattle supplier;
- l. *Insurance Chairperson.* To annually review insurance needs and advise the Board of necessary changes.

**ARTICLE X Amendment or Repeal of Bylaws**

SECTION 1: *Power to Repeal or Amend Bylaws* Said power is hereby delegated to the Board of Directors, subject to the conditions and limitations expressed in section 7150 of the Corporations Code of the State of California (Non-Profit Mutual Benefit Corporation) as it may be amended from time to time.