

BYLAWS
Of the
VINTAGE CUTTING HORSE ASSOCIATION
A California Non Profit Corporation

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 shall operate and transact as a nonprofit, mutual benefit corporation in accordance with the laws of the State of California.

SECTION 2: *Purpose.* The specific and primary purposes of the Association are to encourage the development of, and public interest in, cutting horses through promotion, presentation, and sponsorship of cutting horse competitions, educational clinics, and other events involving the use or exhibition of cutting horses in an effort to attract new participants to the sport of cutting. The Association shall follow the rules of the National Cutting Horse Association.

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 determine 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. Applications shall be subject to rejection by the Board of Directors within a period of 30 days after presentation of an application to the Board. In the absence of rejection by the Board, an application 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 shall 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 shall 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. *Family Member.* A legally defined family unit (including parents and their minor age children) who pay a yearly family fee.

- c. *Youth Member.* An individual younger who is 18 years old as of January 1st of the current year.
- d. *Loper Member.* For an annual loper fee, an individual can ride at VCHA events, but cannot work cattle at a show or practice/playday event. A regular member may designate more than one individual to be a loper member for one annual loper fee per individual. Each individual loper 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 determined by the Board of Directors, the loper member may become a regular member with all privileges accorded that membership.
- e. *Life Member.* A regular member in good standing may elect to become a life member upon payment of a fee determined by the Board of Directors. Thereafter, the life member shall have no further obligation to pay the annual dues required.
- f. *Honorary Life Time Member.* An honorary lifetime membership is bestowed upon a deserving individual by unanimous vote 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 have no obligation to pay membership dues.

SECTION 3. *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 shall have 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 or loper member shall have any voting privileges.

SECTION 4. *Assessments.* No member shall be subject to any assessments or liability by reason of membership in the Association.

SECTION 5. *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 determined from time to time by the Board of Directors and approved by the membership.

SECTION 6. *Membership Standing.* 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 7. *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 8. *Termination and/or Suspension of Membership.* A member shall be terminated on occurrence of any of the following events:

- a. Resignation;
- b. Expiration of the period of membership unless the membership is renewed upon the terms fixed by the Board of Directors;
- c. Failure to pay dues or fees as determined by the Board of Directors within 60 days after they become due and payable;
- d. Occurrence of any event that renders the member ineligible for membership or failure to satisfy membership qualifications;
- e. Expulsion under these bylaws is based upon a good faith determination of the Board of Directors that the member failed in a serious and material manner to observe the rules of conduct of the Association or the NCHA or 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 9. *Procedure for Suspension and/or Expulsion.* If grounds appear to exist for expulsion or suspension of a member under Section 8 of these bylaws, the procedure set forth as follows:

- 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 voice his/her opinion either orally or in writing at least 5 days before the effective date of the proposed expulsion or suspension. A hearing shall be held and the member's 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 quorum of the membership as defined in Article IV Section 4 of these bylaws against expulsion or suspension to overrule the decision 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 10. *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, family member, loper member, and youth member's dues, in the amount determined by the Board of Directors, are due and payable by a date determined by the Board of Directors. Any new member paying dues after September 30 shall be considered paid in full for the following calendar year as specified in Article VII. New members shall be required to pay, in addition to the membership dues, a one-time initiation fee in an amount determined by the Board of Directors.

SECTION 2: *Delinquent Dues.* Required annual dues shall be considered delinquent if not paid by the post marked date determined by the Board of Directors. If dues are not paid by the determined date, the individual shall no longer be considered a member in good standing of the VCHA and shall not be accorded the privileges associated with such membership. In order to be reinstated as a member in good standing, the individual shall be required to pay a late fee designated by the Board 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, 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, 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; no other business may be transacted during said meeting.

SECTION 4: *Quorum.* Ten percent (10%) of the voting members 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.

SECTION 5: *Loss of Quorum.* Members present at a duly called or held meeting 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 parliamentary rules as described 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 not in conflict with, these Bylaws, NCHA Rules, 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: *Majority Vote Rule.* 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.

SECTION 9: *Order of Business.* The order of business at any meeting of the members shall be as follows:

1. Roll Call
2. Reading of the minutes
3. Treasurer's Report
4. Committee Reports
5. Election/ Appointments (if any)
6. Unfinished/ Old Business
7. New Business
8. Adjournment

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 shall 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, or at the annual membership meeting. Ballots shall be delivered to an appointed Board member who shall deliver the ballots to the Annual Membership Meeting. A tabulation committee or person appointed by the President shall count the ballots and the results of the election shall be announced at the Annual Membership Meeting. The new Directors shall assume office at the December board meeting. The December meeting shall 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 shall be excused. The new Board of Directors shall then determine Directors to fill the offices of President, Vice President, Secretary, and Treasurer, and if necessary, these officers shall 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 of a financial nature (banking privileges) at the same time.

SECTION 4: *Vacancies*. When a vacancy occurs on the Board of Directors, for whatever reason, that position shall be filled by the Board nominating and approving, by a majority vote, a member of the VCHA in good standing. The member's acceptance shall constitute replacement of the vacant position and that Director shall 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. The duties of the Directors shall be 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. The duty of the Directors shall be 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 or email the President 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 shall then fill the vacancy caused by the resignation as provided by these bylaws.

SECTION 9: *Communications*. All members of the Board of Directors shall have access to receive email from, and respond to, email of the Board members. The Board of Directors may take any required or permitted action without a meeting, if all members of the Board shall individually or collectively consent in writing (email is acceptable) to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. For purposes of this section only, "all members of the Board" does not include any "interested directors" as defined in Section 5233 of the Law.

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 have been a VCHA member for at least one year and 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, unless a Membership Chairperson has been appointed for that year.

SECTION 4: *Treasurer*. The Treasurer shall keep an account of all monies received and expended for the use of the Association and pay all bills as approved by the Board. 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 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 VII 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 shall be available to all members of the Association.

ARTICLE VIII Monthly Meetings

SECTION 1: *Meetings of the Board of Directors*. A 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 shall 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 15th of each year and shall consist of three members. The committee is to report to the Board on the prospective nominees;
- b. *Media Committee*. To be appointed each year by the President and the Board of Directors. This position shall provide a variety of information to the membership through various media including a newsletter, emails, the web site, or other media.
- c. *Mini Series Show Committee*. To be appointed by the Board of Directors This committee shall organize, manage, and promote the Mini Series shows;
- d. *Practice and Playday Committee*. To be appointed each year by the President and the Board of Directors. The committee shall organize, manage, and promote evening or weekend practices and playdays;
- e. *Membership Committee*. This committee is responsible for preparing and continuously updating the Membership Roster of the Association, to create membership recruitment opportunities, and to serve as a liaison between the general membership and the 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 creating 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, This committee is also responsible for 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 donations of auction items, setting up the various items for display at the annual banquet, and collecting and

accounting for all purchases or auction items; j. Association's Rules and Bylaws Committee. This committee is responsible to prepare and submit for adoption any change in the Bylaws and/or standing rules of the Association;

- k. *Cattle Chairperson.* This person is responsible to ensure that an annual contract is secured with a cattle supplier and be the contact with the cattle supplier;
- l. Insurance Chairperson. This person is responsible 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, approved by the membership, and 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.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of the Vintage Cutting Horse Association, a California nonprofit public benefit corporation, and the above bylaws, consisting of 9 pages, are the bylaws of this corporation as adopted by the Board of Directors in 1979, and that they have been amended or modified on March, 2013 and November, 2015. Executed on _____, 2013, at _____, California.

Secretary