

BYLAWS OF THE NORTHERN ROCKIES REINING HORSE ASSOCIATION

ARTICLE I.

Title, Objects, and Purposes

Section 1.

This organization shall be known as the NORTHERN ROCKIES REINING HORSE ASSOCIATION (hereinafter NRRHA), and shall at all times be operated and conducted as a non-profit corporation in accordance with the laws of the State of Montana, providing for such organizations and by which it shall acquire all such rights as granted to non-profit corporations of this kind.

Notwithstanding any other provisions of these Bylaws, said NRRHA is organized exclusively for charitable, educational, and scientific purposes, and to foster national or international amateur sports competitions (no part of its activities shall involve the provision of athletic equipment or facilities), for the prevention of cruelty to animals, and for other lawful purposes as provided in 26 U.S.C. Section 501 (c)(3), including the making of distributions to organizations that qualify as tax-exempt organizations under 29 U.S.C. Section 501 (c)(3) of the Internal Revenue Code.

Section 2.

The objectives of the NRRHA are:

- A. The promotion of the reining horse.
- B. To offer educational programs in the breeding and development of reining horses.
- C. To hold competitive events.
- D. To reach a wide audience including the youth, non-professionals and professionals.
- E. To communicate and coordinate with other groups within the State and surrounding States and the promotion of reining horses and reining horse functions.
- F. To affiliate the NRRHA with the National Reining Horse Association and such other organizations as may be, from time to time, deemed advisable by the Board of Directors.

ARTICLE II—Principle Office and Place of Business

The principal place of business and office shall be the address stated on the Articles of Incorporation filed with Office of the Montana Secretary of State, which is Missoula County.

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ARTICLE III—Members and Membership Criteria

Section 1.

Members of the NRRHA shall be admitted, retained and expelled in accordance with such rules and regulations as the Board of Directors may, from time to time, adopt. In all matters governed by the vote of the members, each member in good standing shall be entitled to vote.

There shall be available individual and family memberships. A family membership shall include up to two adults and all children of the family under the age of 18 years. Any member 18 Years Old or over is entitled to one vote.

The annual membership dues are as follows:

Annual Individual Membership: \$ 25.00;

Annual Family Membership: \$ 30.00.

Lifetime Individual NRRHA memberships may be purchased for \$250.00.

Lifetime Family NRRHA memberships may be purchased for \$300.00

Section 2.

The regular annual meeting of the members shall be held during the month of January, of each year at such time and place as may be fixed by resolution of the Board of Directors for the purpose of electing directors and for the transaction of such other business as may be brought before the meeting.

Notice of the annual meeting shall be given in writing by mailing via U. S. Post Office or via e-mail. Notice shall state the time and place of such meeting to the last known address of each member as it appears on the records of the NRRHA not less than fifteen (15) days prior to the date of such meeting.

Section 3.

Special meetings of the members may be held at such time and place as may be designated in any written notice, whenever called in writing by the direction of the President or by a majority of the Board of Directors or by notice signed by not less than twenty percent (20%) of the members then in good standing.

Notice of each special meeting indicating briefly the object or objects thereof shall be given in the same manner as provided with respect to the notice of annual meetings.

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Section 4.

At any meeting of the members held in accordance with the foregoing provisions as to notice, as majority of members present at any meeting shall constitute a quorum for all purposes unless the representation of a larger number should be required by law.

To exercise voting privileges, members may be present or voting by proxy or by teleconference. On any proposition to be voted upon at a meeting, cumulative voting shall not be allowed. No voting trust shall be recognized.

Section 5.

Any officer of the NRRHA may call the meeting of the members to order and may act as chairman of such meeting, precedence being given as follows: President, Vice-President, and Secretary/Treasurer. In the absence of all such officers, members present may elect a chairman.

The Secretary of the NRRHA shall act as secretary of all meetings of the members, but in his absence, the directors may appoint any person to act as secretary of the meeting.

Section 6.

Whenever in these Bylaws, the term “member” or “members” is used, unless otherwise specified, it shall mean a dues-paying member or members having the right to vote.

Section 7.

Annual membership dues are effect for the calendar year, January 1st through December 31st.

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ARTICLE IV—Board of Directors

Section 1.

The business and property of the NRRHA shall be managed and controlled by the Board of Directors and an executive committee hereinafter created and empowered. The number of elected directors will initially be five (5). Those five (5) persons shall be elected at the first meeting of the membership in 2008 and shall draw for two (2) year or three (3) year terms and thereafter those positions shall be elected in rotation.

All directors elected by the membership shall serve for the regular term or until their successors are elected and shall have qualified.

Any elected director who is absent for three consecutive times from meetings, regular or special, or both, is automatically removed as a director without further action, upon their third absence, unless such absence is necessitated by valid business purposes or illness, and is excused in advance. The office shall thereupon become vacant and the vacancy may be filled by regular election of an individual who will serve in the capacity, such election to be held by the remaining members of the Board of Directors for the purpose of filling the office until the next regular election of Directors. All such directors shall serve as such until the election and qualification of their successors by members at an annual meeting.

Section 2.

In case of any vacancy in the Board of Directors by death, resignation, disqualification, increase in number, or other cause, the remaining directors, by affirmative vote of a majority thereof, may elect a successor to serve until the next regular annual meeting.

Section 3.

The regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members, and no notice shall be required for any such regular meeting of the Board. The Board, by rule, may provide such other regular meetings at stated times and places, of which no notice shall be required.

Section 4.

Special meetings of the Board of Directors shall be held whenever called by direction of the President or by two-thirds of the Directors for the time being in the office.

The Secretary will give notice of each special meeting by mailing or telephone the same to each Director at least fifteen (15) days before the meeting; but such notice may be waived by any Director and a waiver by a majority of the Directors shall be sufficient to evidence a quorum at any special meeting to effectuate validity of the business transacted. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting at which every Director may be present, even though without any notice, any business may be transacted.

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Section 5.

A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board, there may be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present.

Section 6.

At meetings of the Board of Directors, business shall be transacted in such order as the Board of Directors may determine.

Section 7.

The written contracts of the NRRHA shall be executed in behalf of the NRRHA by the President or Vice-President and attested by the Secretary.

Section 8.

The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to the law or these by-laws, as they may deem expedient concerning the conduct, management and activities of the NRRHA, the admission, classification, qualification, suspension and expulsion of members, removal of officers and directors, the rules and regulations governing the procedure of such suspension and expulsion of members, removal of officers and directors, the rules and regulations governing the procedure of such suspension and expulsion and removal, the fixing and collecting of dues and fees, regulations regarding registration, the expenditures of money, the auditing of books and records, the awarding of championships, the conducting of sales, shows, contests, exhibitions, and social functions and other details relating to the general purposes of the NRRHA, all, however, subject to the revision of specified amendment to any rule or regulation shall have been mailed to all members at least thirty (30) days in advance of the meeting.

Section 9.

The hereinafter named committees shall be permanent committees and the Board of Directors, from time to time, may create and empower other committees, standing or special. The committees shall include, but are not limited to:

- Activities
- Constitution and By-laws
- Membership
- Communication and Promotions
- Sponsorship
- Nominations Committee

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ARTICLE V—Executive Committee

Section 1.

There is hereby created an Executive Committee consisting of the President, the Vice-President, Immediate Past President, Secretary/Treasurer and Reporter.

Section 2.

All members of the Executive Committee shall hold office for the period of two (2) years and until their successors are elected and qualified. There shall be no term limit for any officer (they may serve until voted out of office).

Section 3.

All vacancies in the elective offices of the NRRHA shall be filled by the Executive Committee for the remainder of the term and those so appointed shall serve until the election and acceptance of their duly qualified successors.

Section 4.

The Board of Directors shall fill all vacancies in the committee occurring between annual meetings of the NRRHA.

Section 5.

The Executive Committee shall meet whenever and wherever called by the direction of the President or two members of the committee acting jointly, of which meeting, the Secretary shall have given ten (10) days written notice, but such notice may be waived by any member.

Section 6.

The Executive Committee may act, without convening and meeting, by written resolutions signed by all the members thereof and duly entered in the records of the NRRHA. At all meetings of the Executive Committee, two members shall constitute a quorum.

ARTICLE VI—Elective Officers and Duties

Section 1.

OFFICERS. The officers of the NRRHA elected by the membership at each annual meeting shall be the President, Vice-President, Immediate Past President, Secretary, Treasurer and such other officers as may be authorized from time to time by the members, and such officers shall hold office for the period of two (2) years and until their successors are elected and qualified.

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Section 2.

PRESIDENT. The President shall be the Chief Executive Officer of the NRRHA and shall preside at all meetings of the Board of Directors. He shall see that the By-Laws, rules and regulations of the NRRHA are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors. He shall be an ex-officio member of all committees.

Section 3.

VICE-PRESIDENT. In the absence of the President, the Vice-President shall have the powers and shall perform the duties of the office of President and such other duties as may be prescribed by the Board of Directors.

Section 4.

IMMEDIATE PAST PRESIDENT. The Immediate Past President shall offer support and assistance to the current president and be available to the president for consultation.

Section 5.

SECRETARY. The Secretary of the NRRHA shall attend all sessions of the Board of Directors and record all votes and minutes of all meetings in a book to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the Board of Directors.

TREASURER. The Treasurer shall have the custody of all funds, property and securities of the NRRHA subject to such regulations as may be imposed by the Board of Directors. The person serving in the capacity of Treasurer may be required to give bond for the faithful performance of these duties, in such sum and with such sureties as the Board of Directors may require.

When necessary or proper, the Treasurer shall endorse, on behalf of the NRRHA, checks, notes and signature cards at any bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers, and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, shall sign all checks of the NRRHA except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-Laws to such other officer or agent of the NRRHA. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the NRRHA. The Treasurer shall enter regularly on the books of the NRRHA all financial transactions and shall exhibit such books at all reasonable times to any director on application at the offices of the NRRHA.

The treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.

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Section 6.

REPORTER. The NRRHA shall have a Reporter who shall have public relations responsibilities as well as communications responsibilities between members and on behalf of the NRRHA. The Reporter shall be responsible to promote broader media recognition of the NRRHA by providing timely releases of information on upcoming NRRHA functions to news media, members, sponsors, and other NRHA Affiliates. The Reporter shall also have the responsibility to assist the Secretary-Treasurer when called upon, especially with regard to show information and show results and reporting thereof.

The Reporter shall have specific responsibilities for coordination with the Secretary in all aspects of NRRHA events and affairs, obtaining specific information from organizers of NRRHA events and NRRHA sanctioned events for release to the news media, shall be responsible for timely release of promotional "news flashes" in local areas where NRRHA sanctioned events are scheduled, shall assist the Secretary in the release of news information concerning NRRHA events and NRRHA sanctioned events to members, sponsors and interested parties through such publications as may be deemed reasonable and applicable, shall assist the Secretary as requested and called upon by the Secretary in the compilation of NRRHA show results, moneys earned, year-end points, and such other information as is necessary and essential for the proper functioning of the information office of the Reporter, shall be responsible for release of show results to local, state or national news media as necessary and proper, following NRRHA events or NRRHA sanctioned events. All expenses of the office of Reporter are to be borne by the NRRHA with the show sanctioned or sponsored to bear the costs in accordance with an agreement or contract between the NRRHA and the show.

Section 7.

SALARIES. Officers shall not receive any salary for their services as such. The Board of Directors shall have the power to contract for, and pay to, officers for any unusual services or reimburse officers expending personal funds for the benefit of the NRRHA, and special compensation appropriate to the value of such services or expenditures.

Section 8.

REMOVAL. Any officer may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the NRRHA, for refusal to render reasonable assistance in carrying out its purposes, or whenever in the judgment of the Board of Directors the best interest of the NRRHA will be served thereby. Any officer proposed to be removed shall be entitled to at least five (5) days notice stating the reasons therefore, in writing by mail, of the meeting of the Board of Directors in which such movement is to be voted upon and shall be entitled to appear before, and be heard, at such meeting of the Board of Directors.

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ARTICLE VII—Executive Secretary or Manager

Section 1.

In addition to the officers named herein above, there may be, if in the discretion of the Board of Directors it is necessary, an appointed office of the Executive Secretary or Manager of the NRRHA. This office shall be filled by the Executive Committee by appointment of a qualified individual, the term of such appointment to be for a period of no greater than three (3) years, with provision for termination of appointment for cause, which appointment may be renewed by the Executive Committee for successive three-year periods.

Section 2.

If such office is created, the duties of the executive secretary or manager will be as follows:

- Keep the minutes of all membership and director meetings.
- Be the custodian for the safekeeping of all documents and records of the NRRHA.
- Execute the necessary documents demanded and proper to be issued by the NRRHA and shall keep a record of the same.
- Collect all moneys due the NRRHA and shall report, or turn over the same to the Treasurer.
- Edit and compile newsletters, advertisements and all notices.
- Be ex-officio Secretary of all committees appointed by the President, Executive Committee or Board of Directors.
- Make a report of their office to the Board of Directors when demanded and to all annual membership meetings, and shall perform such other duties usual to the office and as may be prescribed by the Board of Directors from time to time.

Section 3.

The Executive Secretary or Manager and any other officers or employees of the NRRHA who have as part of the responsibility of the office, the handling of any funds of the NRRHA shall give a surety bond to be furnished at the expense of the NRRHA for the faithful discharge of his or her duties, if required by the Board of Directors.

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ARTICLE VIII—Class Conditions, Point Keeping and Year End Awards

Section 1.

CLASS CONDITIONS are as shown in the National Reining Horse Association Handbook with the addition of the following class:

NRRHA Green Horse: Horse not earning more than \$250.00 Lifetime earnings.
NRRHA Green Rider: Rider not earning more than \$150.00 Lifetime earnings.
NRRHA Senior-Non Pro: Any Non Pro rider age 50 and over.

Section 2.

POINT KEEPING. NRRHA year-end rankings shall be computed using the NRHA Youth Point System through ten (10) places, based on the number of horses competing in any class rather than the money earned system previously used.
(As adopted by the vote of the General Membership in February 2007.)

Section 3.

YEAR END AWARDS. The owner (as listed on the registration papers) and rider must be a current NRRHA member in good standing for points earned to count toward Year-End Awards. The points are not counted retroactive, only from the day of enrollment to the end of the point year.

A points record will be kept for each of the following reining classes:

- NRHA Open
- NRHA Intermediate Open
- NRHA Limited Open
- NRHA Non-Pro
- NRHA Intermediate Non Pro
- NRHA Limited Non Pro
- NRHA Rookie
- NRHA Rookie Professional
- NRHA Youth 14-18
- NRHA Youth 13 & Under
- NRHA Novice Horse Open
- NRHA Novice Horse Non Pro
- NRRHA Green Horse
- NRRHA Green Rider
- NRRHA Senior Non Pro

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Recognition in the form of "Year-End Award" will be made to the winners in each class category. The points will be awarded on "one horse/one rider" combination. Points will be tabulated with one point for each horse/rider competing through ten (10) places. Riders and horses must attend all NRRHA hosted shows to be eligible for NRRHA Year End Awards.

All entries are subject to class conditions as prescribed by NRRHA. Objections to the validity of entries must be made in writing to NRRHA within ten (10) days of show for investigation. Entries found to be in violation of class conditions will forfeit all points accumulated in that show year. Note: It is the responsibility of the owner/rider to be aware of the NRRHA status of horse/rider.

ARTICLE IX—Calendar Year and Auditing of Accounts

The NRRHA shall conduct its affairs on a calendar year basis. An annual commercial auditing of the accounts of the Executive Secretary or Manager and the Treasurer shall be made by a certified public accountant at least every 2 years. And will be reported at the next general meeting of the members following the audit. Such accountant shall be a disinterested person and not a member of the NRRHA. An audit may be called by the majority vote of the Board of Directors at any time deemed necessary.

ARTICLE X—Contracts and Services by Directors and Officers

The Directors and officers of the NRRHA may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the NRRHA, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the NRRHA notwithstanding that they may also be acting as individuals and receive a remuneration there for or as trustee of trusts or as agents for the person or operations, may be interested in the same matters as directors or otherwise; provided, however, that any contract, transaction, or act on behalf of the NRRHA in a matter in which the Directors or officers are personally interested as Directors or otherwise shall be at arm's length and not violate the proscriptions of these by-laws or other NRRHA documents against the NRRHA's use or application of its funds for private benefit.

Provided, further, that all such transactions shall be duly recorded in written form with complete disclosure available to any member of the Board of Directors of the NRRHA upon reasonable notice and request therefore.

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ARTICLE XI—Non-Profit Status and Operations

No part of the net earnings of the NRRHA shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. No substantial part of the activities of the NRRHA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the NRRHA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the NRRHA shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an NRRHA, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the NRRHA, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the NRRHA, dispose of all of the assets of the NRRHA in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the NRRHA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII—Amendments

The Board of Directors shall have the power to make, amend and repeal the Bylaws of the NRRHA by vote of the majority of the Board of Directors at any regular or special meeting of the Board, subject to the right of the members to rescind or amend any such bylaw in the same manner as provided for the revision or amendment of rules and regulations may be hereafter amended.

ARTICLE XIII—Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the NRRHA in all cases to which they are applicable and in which they are not inconsistent with the NRRHA Bylaws and any special rules of order that the NRRHA may adopt.