**BYLAWS OF TRI-STATE REINING HORSE ASSOCIATION**

**(TSRHA)**

**ARTICLE I**

**Name and Purpose**

1. **Name**. The name of this nonprofit organization is “Tri-State Reining Horse Association” (TSRHA)
2. **Purpose**. TSRHA is formed to promote and encourage public interest in the sport of Reining, through horse shows and other programs associated with the Reining industry, and to disseminate information about reining horses.
3. **Restrictions**. TSRHA is a nonprofit organization. At no time, either on or before dissolution, shall any part of the net earnings of the Association contribute to the benefit of any member, except as may be permitted by law and the Code.

**ARTICLE II**

**Membership**

1. **Membership**. Membership is available to any individual of good character and reputation who has an interest in reining horses and the promotion of the reining horse. Membership is a privilege, and not a vested right. All memberships are subject to the approval of the Executive Committee, which may approve, reject, suspend, or revoke the membership of any member at any time in its discretion. Final authority regarding all aspects of membership, including conditions of membership, eligibility, qualifications, approval or rejection, suspension, revocation, processes, types, dues, and interpretations of the provisions of these bylaws relating to membership are to follow the standards of NRHA. Decisions of the Board of Directors shall be final and not subject to appeal or review.
2. **Membership** **Applications and Dues.** TSRHAMembership application and annual dues are to be submitted prior to participation in any NRHA approved event sponsored by TSRHA, in order for those earnings to count toward the annual Affiliate Regional Championships, for the North East Region. TSRHA membership is not required to show in a club class that is not NRHA approved.

**NRHA Affiliate Member Requirements**. TSRHA Members must also be a member in good standing with the NRHA prior to showing in any NRHA approved class that is held at a TSRHA show; the member must be knowledgeable of and follow requirements of eligibility for that class, set forth in the NRHA rulebook.

TSRHA Membership will be recorded and submitted to the NRHA following the conclusion of each NRHA approved show, for means of membership qualification within NRHA standings where appropriate, including but not limited to NRHA top 10 standings and Affiliate Regional Championship qualification(s).

1. **Annual General Membership Meeting.** The membership shall hold an annual general membership meeting on a date and time, at a place determined by the Board of Directors. Notice of the date time, and place of the annual meeting shall be posted on the Association’s website as least 30 days before the date of the meeting. The proposed agenda for the meeting shall be posted on the Association’s website in advance of the meeting, as determined by the executive board. A Member may submit in writing a proposed agenda topic with an explanation of the item with reasonable detail. Inclusion of the item on the agenda is subject to the approval of the President.
2. **Special Meetings.** The Board of Directors may call special meetings of the Members to be held on a date and at a time and place determined by the Board of Directors. The Board of Directors shall arrange for notice of special meetings to be published on the Association’s website and to be sent by email to Members at least 30 days before the date of the meeting. The notice shall specify the date, time, place, and purposes of the meeting. The business transacted at a special meeting shall be limited to the matters specified in the notice of the meeting.
3. **Presence at Meeting.** The attendance of a Member at any meeting shall constitute waiver of notice of the meeting, except where a Member attends a meeting for the purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Members may participate in a meeting of the Members by means of calling in on a similar communication device (phone). Such participation shall constitute presence in person at the meeting.
4. **Voting.** Each individual Member who is 19 years of age or older as of January 1 of the calendar year in which a vote is taken and who is a Member in good standing before the notice of the meeting is eligible to vote on any general membership decisions.
5. **Quorum.** The Members present shall constitute a quorum for any meeting of the Members, regardless of the number of Members present.
6. **Voting Procedures.** 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.

**ARTICLE III**

**Directors**

1. **Authority.** The Board of Directors shall manage and direct the business and affairs of the Association. The directors shall have and may exercise all authority permitted by law.
2. **Composition;** **Number; Qualifications**. The number of directors that will constitute the entire Board of Directors shall be not less than seven. The Board of Directors shall be comprised of the Executive Committee (4) and 3 other elected directors.
3. **Directors**.
   1. **Election of Directors**. The Board of Directors shall determine the number of directors to be elected by the Members annually, and the annual Election Procedures shall be established by the Board.
   2. **Terms**. Directors shall be elected to serve the term of one year commencing on January 1 following the election. If there are not eligible candidates that are interested in obtaining the position of director, the current director(s) may remain, until they no longer have interest in serving, or until removed as noted below.
   3. **Eligibility.** An individual, in order to be elected and serve as a director, must be an eligible voting member of the Association, a member in good standing with the Association, a current member of the NRHA, and a citizen and resident of the region for which they would serve as a director (North East Region).
4. **Removal; Resignation**. A director may be removed as a director with or without cause by the affirmative vote or consent of at least 2/3 of the directors (excluding the individual who is the subject of consideration for removal) who are present and voting at a meeting at which the quorum is present. A director may resign by submitting a resignation in writing to the President. The resignation is effective upon receipt, unless otherwise statedin the notice.
5. **Vacancies**. If a vacancy results from the resignation, removal, or other inability or incapacity of a director, then the remaining members of the Board of Directors may by majority vote, fill the vacancy with an eligible member. If a vacancy results from the resignation, removal, or other inability or incapacity of a director, then the vacancy shall be filled in the manner determined by this board.
6. **Regular Meetings**. The Board of Directors shall hold at least one regularly scheduled meeting each calendar year on a date and at a time and place determined by a majority of the directors (or as may be stated in the notice of meeting) for the purpose of transacting any business that may properly come before the meeting. The Board of Directors may hold additional regular meetings on such dates and at such times and places as the Board of Directors may determine.
7. **Special Meetings.** Either thePresident, a 2/3 majority of the Executive Committee, or a majority of the directors may call a special meeting of the Board of Directors to be held on a date and at a time and place specified in the notice of the meeting. Notice of a special meeting must be given to directors at least ten days before the meeting if the notice is sent by mail, or at least five days before the meeting if notice is delivered personally, given by phone, or sent by electronic mail. The notice shall specify the date, time, place, and purpose of the meeting.
8. **Quorum and Voting:** At least a majority of the total number of directors, excluding any vacancies, present in person, shall constitute a quorum for transactions of business at any meeting of the Board of Directors. This stated quorum of the Board of Directors qualifies as the Board of Directors for that meeting in progress and any voting that comes before the meeting would require a majority to pass approval. Directors may not vote by proxy.
9. **Presence at Meeting.** Members of the Board of Directors may participate in a meeting of the Board of Directors by means of Conference telephone, as long as all members can communicate with each other. This participation shall constitute presence at the meeting.
10. **Compensation.** No Compensation shall be provided, serving as a member of the Board of Directors is a voluntary position.

**ARTICLE IV**

**EXECUTIVE COMMITTEE**

1. **Executive committee.** The Executive Committee shall consist of the President, Vice President, Treasurer, and Secretary, who shall be elected by the Members. All members of the Executive Committee shall also serve as members of the Board of Directors.
2. **Responsibility and Authority.** The Executive Committee shall be authorized to exercise the full power and authority of the Board of Directors during the intervals between meetings of the Board of Directors. The Executive Committee shall report to the Board of Directors all actions taken by the Executive Committee. By a 2/3 majority of voting members of the Board of Directors present and voting, the Board of Directors can countermand any actions or decisions the Board deems appropriate.
3. **Terms of Executive Committee Members.** 
   1. The President, Vice President, Treasurer, and Secretary will be elected to serve for a term of one year by the membership. These terms will commence of January 1 following the election.
   2. The members of the Executive Committee elected by the membership may continue to serve in their role, if there is no other member of the Association that seeks to run for the Executive Board. An election will occur annually to determine if there are additional candidates that are qualified and willing to run for an Executive Board position.
4. **Meetings.** The Executive Committee shall hold at least two regularly scheduled meetings each calendar year on dates and times and places determined by the President for the purpose of transacting any business that may properly come before the meeting. The Executive Committee may hold additional meetings on such dates and times and places as a majority of the members of the Executive Committee may determine.
5. **Quorum and Voting.** At least a majority of the total number of members of the Executive Committee, excluding any vacancies, shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. Each member of the Executive Committee shall be entitled to one vote by proxy. Where the majority of voting members of the Executive Committee is present at a meeting the voting shall constitute the act of voting as the Executive Committee.
6. **Presence at Meeting.** Members of the Executive Committee may participate in a meeting of the Executive Committee by means of conference telephone provided that all members of the Executive Committee who are participating can communicate with each other. This shall constitute presence in person at the meeting.
7. **Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if all voting members of the Executive Committee consent to the action in writing, and the written consent is filed with the minutes of the proceedings of the Executive Committee.
8. **Removal; Resignation**. A member of the Executive Committee may be removed by the affirmative vote or consent of at least 2/3 of the directors (excluding the individual who is the subject of consideration for removal) who are present and voting at a meeting at which the quorum is present if the directors determine that the removal would serve in the best interest of the Association. A member of the Executive Committee may resign by submitting a resignation in writing to the Board of Directors. The resignation is effective upon receipt, unless otherwise statedin the notice.
9. **Vacancies**. If a vacancy results from the resignation, removal, or other inability or incapacity of an Executive Committee, then the Board of Directors may fill the vacancy with an eligible member. An Executive Committee member chosen shall be elected to serve for the remainder of the term of the Executive Committee member whose position had become vacant.

**ARTICLE V**

**OFFICERS AND ELECTIONS**

1. **President.** The President shall be subject to the direction of the Board of Directors and shall perform such duties as stated in these Bylaws. The President shall preside at all meetings of the Executive Committee, the Board of Directors, and the Members. The President shall have authority to execute contracts, leases, or other instruments of the Association, except where the signing and execution are delegated in these Bylaws or by the Board of Directors to some other officer or agent of the Association. In addition, the President shall in general have such authority and perform all other duties incident to the position of President of the nonprofit organization.
2. **Vice President.** The Vice President shall perform such duties as the Board of Directors, or the President may assign. In the absence or inability to act of the President, the Vice President shall perform the duties and discharge the responsibilities of the President.
3. **Secretary.** The Secretary shall keep Association records and shall give notice of, attend, and record minutes of meeting of Board of Directors. The Secretary shall, in general, perform all duties incident to the office of Secretary and such other duties as the Board of Directors, the Board Chair, or the President may assign.
4. **Treasurer**. The Treasurer shall act as custodian of the assets of the Association and shall be responsible for overseeing the financial affairs and budgets of the Association. The Treasurer shall perform such additional duties as the Board of Directors, or the President may assign.
5. **Elections.** Any active member who has been so for the previous calendar year, may be eligible to run for a Board of Directors position. If only one nomination is submitted, then that candidate will be elected by acclamation. To be eligible for election to the Executive Board, an individual must meet established criteria set forth by the Board of Directors and have served for at least one year as a member of the Board of Directors prior to taking office.

**ARTICLE VI**

**COMMITTEES OF THE ASSOCIATION**

1. **Committees.** Committees shall be formed by the needs of the membership as determined by the Board of Directors. Committees may be established as either standing or temporary and as they are needed. The Board of Directors will vote as determined previously, how they will be established, and each will follow the precedence set forth by the Board of Directors.

**ARTICLE VII**

**INSURANCE AND LIABILITY**

1. **Insurance.** The Association may purchase (upon resolution duly adopted by the Board of Directors) and maintain insurance on behalf of any person who is or was a Member, director, officer, or agent of the Association, or is or was serving at the request of the Association as a director, manager, officer, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify such person against such liability.

2. **Liability.** To the fullest extent permitted by law, directors shall not be liable in damages to the Association or any Member for breach of fiduciary duty as a director.

**ARTICLE VIII**

**GENERAL**

1. **Fiscal Year**. The Board of Directors shall determine the fiscal year of the Association. If not stated the Calendar year shall be the fiscal year.

2. **Annual Audited Financial Statements**. The Board of Directors shall arrange for an independent accountant to prepare an annual audit of the books and records of the Association and to prepare audited financial statements.

3. **Notices.** Unless otherwise provided by these Bylaws, notice may be given in writing and delivered personally, sent by United States mail postage paid, or sent by electronic means, and addressed to the individual to whom notice is being given at such address as appears on the records of the Association. The Association is not obligated to send notice by email to any Member if the Association does not have the Member’s current email address.

4. **Waiver of Notice.** A person entitled to receive notice under these Bylaws may waive the notice requirement by executing a written waiver.

5. **No Implied Rights.** Nothing contained in these Bylaws is intended to confer any rights or benefits on any individual or to confer any private right, remedy, or right of action on any person, except with respect to indemnification as provided in these Bylaws. These Bylaws are intended for internal corporate use only and solely for the governance of the internal affairs of the Association.

6. **Good Standing.** A Member will be considered to be in good standing if the member has paid annual membership dues for the current year, does not have any outstanding payments due to the Association, and his/her membership is not revoked.

7. **Immunities.** To the fullest extent permitted by law, directors shall not be liable in damages to the Association or any Member for breach of fiduciary duty as a director.

8. **Interpretation**. The Board of Directors retains final authority regarding the interpretation of these Bylaws, including (a) the application of any provision of these Bylaws to any person or circumstance, (b) provisions of these Bylaws relating to membership, (c) the interpretation or application of any provision that is or may be considered vague, indefinite, uncertain, ambiguous, or unclear, or (d) any provision is, may be, or may following adoption of these Bylaws become inconsistent with any provision of the law or court decision. The decision of the Board of Directors shall be final and not subject to appeal or review.

**ARTICLE IX**

**DISSOLUTION**

1. **Distribution of Assets on Dissolution**. Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all of the assets by transferring and conveying the assets to one or more organizations that are exempt from federal income taxation under Section 501(c)(5) of the Code, in the following order of priority: (a) to a successor organization of this Association; (b) to one or more organizations with purposes similar to the purposes of this Association; or (c) to one or more other organizations as determined by a majority vote of the Board of Directors.

2**. Restriction.** In no event shall a distribution be made in a manner that permits the net earnings of the Association to inure to the benefit of any member in a manner prohibited by the Code.

**ARTICLE X**

**AMENDMENTS**

1. **Amendments.** These Bylaws may be amended or repealed at any regularly scheduled meeting of the Board of Directors, wherein a quorum has been met, as stated in Board of Directors section.

2. **Proposals by Directors or Committee**. Amendments to these Bylaws may be proposed by any member of the Board or by any chairperson of a duly created committee.

3. **Proposals by Members.** General members of this association may submit their proposals for a bylaw amendment for consideration of the Board of Directors.

4. **Effective Date**. Any amendments to the Bylaws that are approved by the Board shall be effective immediately and shall be posted as a notice on the Association’s website and the online version of the Bylaws shall be updated and shall prevail over any printed version.

(Updated 2/2020)