

**BYLAWS OF THE
IDAHO REINING HORSE ASSOCIATION, INC.**

Adopted this 6th day of March, 2021

Article I: Title, Organization, Purpose and Objectives

Section 1.1. Title. This organization shall be known as the Idaho Reining Horse Association, Inc., an Idaho corporation (“Association” herein), and may be identified by abbreviation as the IdRHA and shall at all times be operated as a non-profit association in accordance with the laws of the State of Idaho and the United States of America.

Section 1.2. Offices. The Association shall have as its principal office the address of the President of the Association or such other address as may be established from time to time by the Board of Directors and as registered with the Idaho Secretary of State.

Section 1.3. Purpose. This Association is incorporated under the laws of the State of Idaho and is organized exclusively for one or more of the purposes specified in Section 501 (c)(3) of the Internal Revenue Code.

Section 1.4. Objectives. The objectives of the Association shall be to ; (i) enlist members, sponsors and benefactors who will advocate for, promote and support the sport of reining and the reining horse; (ii) educate and inform the public about the sport of reining and the reining horse; (iii) recruit and mentor youth members to further youth equestrian education and skills and to develop youth organizational leadership skills which will serve to ensure the future of reining and benefit the community; (iv) sponsor clinics, exhibitions, events and competitions to improve skills, promote participation and to encourage the development, ownership, breeding and training of reining horses; (v) serve as a resource of collective equestrian expertise for individuals interested in reining horses; and (vi) advocate for the humane treatment of reining horses.

Section 1.5. Fiscal Year. The Association shall maintain its books and records on a fiscal year commencing January 1st and ending December 31st of each year.

Article II: Members

Section 2.1. Members. Membership in the Association is open to any individual or entity.

Section 2.2. Qualifications. Members of the Association shall serve as a member in the best interest of the Association and in furtherance of the above stated purpose and objectives. Members agree to serve as ambassadors and advocates for reining and reining horses.

Section 2.3. Eligibility. Members must be of good character and reputation and agree to abide by these Bylaws and the rules and regulations of the Association as established by the Board of Directors.

Section 2.4. Memberships. An adult membership shall be required for individuals who are over the age of 18 years as of January 1st of each year or other entity (corporation, etc.). A youth membership is available for children age 18 years or younger. A family membership is available for husband and wife or parent(s) and their children age 18 years or younger.

Section 2.5. Dues. Annual membership dues and fees shall be payable in the amounts as established by the Board of Directors from time to time and shall be published in the rules and regulations of the Association. Lifetime adult or family memberships are available by payment of ten times the then applicable annual membership dues amount. Annual membership dues are payable by January 1st of each year.

Section 2.6. Delinquency. The membership of any member who is delinquent ninety days or more on payment of any amounts due to the Association will be considered inactive and will not be permitted to participate in any Association-sponsored activities or events.

Section 2.7. Membership List. The Association shall keep a written membership list containing the name and address of each member.

Section 2.8. Member Liability. A member of the Association shall not solely because of such membership be personally liable for the debts, obligations or liabilities of the Association.

Section 2.10. No Ownership. The Association is a non-profit mutual benefit corporation. No member is entitled to any ownership of Association assets, property, income or equity. No distributions shall be made to any member and no member may pledge any asset or property of the Association or obligate the Association for payment of any fee, debt, purchase, service or in any other way. No member has authority to act on behalf of the Association. Membership in the Association does not infer any ownership or equity interest in the Association.

Section 2.11. Voting Rights. An adult membership is entitled to a single vote. A husband and wife with a family membership are entitled to two votes. Youth members are not entitled to vote. Members under the age of 18 years as of January 1st are not entitled to vote regardless of membership type. Those voting in any IdRHA election or at any general or special membership meeting must be current members of the Association. For example, to qualify to vote in a 2021 election, a Member must be a member in good standing at the time the election is held.

Section 2.12. Quorum for Annual Membership Meeting. For purposes of establishing a quorum of members, any business matter conducted at the annual membership meeting described in Section 2.10 above, a quorum of members shall be deemed established regardless of the number of members in attendance at the annual membership meeting and the members attending said meeting shall constitute a quorum of members. Use of proxies or proxy votes are

not permitted at the annual membership meetings. Use of absentee ballots will be permitted at the annual membership meetings.

Section 2.13. Notice. The Association shall endeavor to notify Members of relevant activities, events, membership meetings and other important information via email and by posting on the Association’s internet website. Members agree to furnish a valid email address to the Association for purposes of any required notification and to promptly notify the Association, in writing, of any change in the mailing address or email address of the member. Members hereby agree to waive any rights they may have to receive formal written notices of any kind via regular mail provided that any such notice was duly sent to the last known email address on file.

Section 2.14. Special Membership Meetings. Special membership meetings may be called for such purposes and at such times and places as may be designated by the Board of Directors. Notice of any such special membership meetings shall be made in accordance with Section 2.13 above however not less than seventy-two hours prior notice shall be required for such special membership meetings. Said notice shall clearly state the purposes of such special membership meeting and any business to be conducted at such meeting shall be limited to that purposes stated in said notice. If applicable, every member entitled to vote or execute consents concerning any matter of business to be conducted at any such special membership meeting held, shall have the right to do so either in person or by agent authorized by a written proxy executed by such member and, if applicable, said notice shall contain such forms and instructions necessary to facilitate the use of any needed absentee ballots or proxy forms.

Section 2.15. Rules, Bylaws and Applicability. All present or future members are subject to the rules and regulations set forth in these Bylaws and to the Rules and Regulations of the Association, all of which may be amended from time to time as herein provided. Payment of membership dues or participation in any event will constitute agreement by such member or participant that these Bylaws and the Rules and Regulations of the Association are accepted, ratified and will be complied with.

Article III: Board of Directors and Officers

Section 3.1. Qualification and Compensation of Directors. Membership in the Board of Directors of the Association is open to any individual who is a member of the Association in good standing. All officers of the Association are also required to maintain good standing and current membership status in the National Reining Horse Association (NRHA). Directors and officers of the Association are volunteers and will receive no compensation for their services.

Section 3.2. Number of Directors and Term of Office. The authorized number of directors shall be ten. All directors shall serve a term of two years. Five of the directors’ two year terms shall commence in odd-numbered years and five of the directors’ two year terms shall commence in even-numbered years.

Section 3.3. President. The President of the Association shall also serve as one of the ten authorized directors. The President of the Association shall not vote upon matters brought

before the Board of Directors except for in those instances where tie votes exist, then the Present may elect to cast the deciding vote. Election for the President shall occur in odd numbered years and shall serve for a two-year term.

Section 3.3.1. Duties of the President. The President of the Association shall be Chairman and preside over the meetings of the members and the directors and shall serve as the authorized and registered agent for service of process and for the purposes of registration with the Idaho Secretary of State and serve as the primary officer representing the Association on behalf of the Board of Directors. Meetings shall generally be conducted pursuant to Robert's Rules of Order Newly Revised as may be amended from time to time to the extent that such rules are consistent with and are not in conflict with these Bylaws or the Association's rules and regulations.

Section 3.4. Vice-President. The Vice-President of the Association shall also serve as one of the ten authorized directors. The Vice-President of the Association shall be entitled to vote upon any matters brought before the Board of Directors. Election for the Vice-President shall occur in even-numbered years and shall serve for a two-year term.

Section 3.4.1. Duties of the Vice-President. The Vice-President shall perform the administrative duties for the President during the absence of the President or as otherwise required by the President. The Vice-President shall assist and serve the President by performing such administrative duties as may be given by assignment from the President.

Section 3.5. Secretary. The Secretary of the Association shall also serve as one of the ten authorized directors. The Secretary of the Association shall be entitled to vote upon any matters brought before the Board of Directors. Election for the Secretary shall occur in odd-numbered years and shall serve for a two-year term.

Section 3.5.1. Duties of the Secretary. The Secretary shall record and keep the minutes of all board and member meetings, retain copies of all official Association correspondence, retain copies of all legal documents and organizational records and any other documentation as may be instructed by the President or Board of Directors. The Secretary shall be responsible for filing all required statements of information and any change in address records which may be required by the Idaho Secretary of State. The Secretary will maintain an accurate roster of Association members including names, addresses, phone numbers and email addresses.

Section 3.6. Treasurer. The Treasurer of the Association shall also serve as once of the ten authorized directors. The Treasurer of the Association shall be entitled to vote upon any matters brought before the Board of Directors. Election for the Treasurer shall occur in even-numbered years and shall serve a two-year term.

Section 3.6.1. Duties of the Treasurer. The Treasurer shall record and keep accurate records of all financial transactions of the Association. The Treasurer shall keep and maintain the bank account(s) and banking records of the Association. The Treasurer shall be responsible for preparing a written monthly report to the directors setting forth the assets, liabilities, income, expenses and a detailed list of each transaction recorded during the month. The Treasurer shall

prepare an annual summary report of the financial position and the income and expenses of the Association for presentation to the members at the annual membership meeting. The Treasurer shall be responsible for the payment of any taxes due and for the filing of any required tax returns with the State of Idaho and/or the Internal Revenue Service. The Board of Directors may require that the Association procure a fidelity or surety bond in an amount and form as may be reasonable satisfactory to the Board. In such an event, the Treasurer may be required to qualify for bonding with the surety company. In no event shall the Treasurer be required to incur any costs for such bonding or qualification requirements.

Section 3.7. Past-President. Following completion of serving a two-year term as President of the Association, the Past-President of the Association shall also serve as one of the ten authorized directors for the two years immediately following their term as president. This position is not an officer of the Association but serves as a member of the Board of Directors. The Past-President of the Association shall be entitled to vote upon any matters brought before the Board of Directors. No election is required for this two-year position on the board of Directors, this position is reserved for the outgoing President of the Association and commencement of said automatic two-year term as a member of the Board of Directors shall occur in odd-numbered years and shall serve for a two-year term. In the event that the existing president is re-elected for an additional two -year term, the Past-President director's term will still terminate at the end of its original two-year term and this director position will be subject to bi-annual elections and be treated as a regular director position until such time as the existing President is not re-elected and fills this position.

Section 3.8. Elections. Elections are to made by ballot at the annual membership meeting. For odd-numbered years, elections are held for President, Secretary and two expiring director position terms. For even-numbered years, elections are held for Vice-President, Treasure and three expiring director position terms. Absentee voting is permitted at the annual membership meeting and absentee ballot forms containing a list of nominees and instructions are to be made available to the membership not less than one week prior to the annual membership meeting. Absentee ballots are to be returned to the Secretary of the Association or may be submitted by either facsimile copy or email, provided that the absentee ballot (or votes by proxy in instances when permitted) contains the signature and name of the absent member, not less than forty-eight hours prior to the annual membership meeting. No votes by proxy will be permitted at the annual membership meeting.

Section 3.9. Nominations. The Board of Directors will determine, by majority vote, the nominees for director and officer positions not less than ten days prior to the annual membership meeting. Members of the Board of Directors shall endeavor to recruit prospective nominees and present them to the Board of Directors for nomination.

Section 3.10. Removal. Any officer or member of the Board of Directors (or any committee member appointed by the Board of Directors or the President) may be removed by a majority vote (not a quorum) of the Board of Directors for just cause. Grounds for removal include, but are not limited to; (i) failure to attend four or more regularly scheduled meetings for reasons other than illness or family emergencies; (ii) illegal behavior;; (iii) unethical behavior,

personal misconduct or animal abuse at any Association, NRHA or other equine event; (iv) failure to pay any amounts duly owing to the Association; (v) any revocation suspension or probation of membership privileges or disciplinary action taken by the NRHA (vi) the intentional or repeated violation of Association Bylaws, rules or regulation (vii) failure to perform or complete duties assigned by the Board of Directors; (viii) the filing of bankruptcy or any declaration of insolvency; (ix) any action which is considered to be grossly detrimental to the general safety, health and welfare of the Association and its members; or (x) by petition signed by not less than 60% of the members of the Association.

Section 3.11. Resignation. Any director or officer may resign by giving written notice to the President, Secretary or Board of Directors of the Association.

Section 3.12. Appointments. A vacancy on the Board of Directors or any officer position shall be deemed to exist in the event of; (i) the death, resignation, removal of any director or officer, or (ii) the failure of the members to elect the full authorized number of officers and/or directors to be voted for at any meeting at which any directors are to be elected. Vacancies may be filled by appointment made pursuant to a majority vote of the remaining directors and each officer and/or director so appointed shall hold office for the duration of the remaining term of that office.

Section 3.13. Meetings of the Board of Directors. The Board of Directors shall hold at least one regular meeting at a time and place which will be established from time to time by a majority vote. A special meeting of the Board of Directors may be called at the sole discretion of the president upon at least twenty-four hours advance notice personally communicated to each board member. Any such special meeting shall be limited to conducting such business of the Association as was previously communicated to each board member in advance of said special meeting. Presence of a majority of the authorized number of directors at any meeting, regular or special, of the Board of Directors is required to constitute a quorum for the transaction of any Association business. The presence of the President at any meeting of the Board of Directors shall count toward the fulfilling of the minimum number of directors required to constitute a quorum. Any action by the Board of Directors may be taken without a meeting if all members of the Board consent to such action.

Section 3.14. No Liability of Officers and Directors. The directors of the Association shall be members of the Association and shall not be liable because of such position or membership and shall not be personally liable for the debts, obligations or liabilities of the Association.

Section 3.15. Duties of the Directors. It shall be the duty of the Board of Directors to: (i) supervise all officers, agents and any committees established by the Association and to see that their duties are properly performed; (ii) procure and maintain general liability insurance for the Association; (iii) establish rules and regulations governing the activities and members of the Association; (iv) direct the business affairs of the Association in such a manner as to maintain and advance the purpose and objectives of the Association as stated in Article I of these Bylaws; (v) to conduct all business affairs of the Association with integrity; and (vi) to do such acts as

may be directed by a majority of the members of the Association unless such acts are contrary to these Bylaws.

Section 3.16. Rules and Ethics Committee. The Board shall establish a Rules and Ethics committee for the purpose of reviewing and recommending suggestions to the Board for the Rules and Regulations of the Association and to serve as an oversight committee for implementation, investigation and make recommendations for any disciplinary actions. The committee shall consist of not less than two members of the Board of Directors appointed by majority vote of the Board and not more than three additional committee members selected by said appointed directors from the Association membership also subject to Board approval by majority vote. The committee shall serve at the pleasure of the Board of Directors until released or replaced by the Board.

Section 3.17. Administrative Committee. The President shall establish such committees as he or she may reasonably require for the purpose of executing the objectives of the Association. Said committees shall be responsible for the orderly conduct and administration of the affairs of the Association such as the IRHA youth program, fund raising, sponsorship of events and activities, etc. Each committee so established shall consist of one member of the Board of Directors appointed by the President and confirmed by a majority vote of the Board of Directors to chair any such committee and may include ~~not more than four additional~~ as many as 15 committee members selected by the President from among the Association membership or Board of Directors with the committee membership also being subject to Board approval by majority vote. Any committee so established shall serve at the pleasure of the President until released or replaced by the President. These committees will report to the Board on the action they have in mind to take. Any proposed actions will be approved or denied by Board vote.

Section 3.18. Relationships within the Board of Directors. Officers of the Association's Board of Directors shall not be related to each other, nor shall any paid employees of any Board Member be allowed to serve on the Board. This provision is designed to prevent a board member from having power over another board member.

Section 3.19. Employment of Board Member. Board Members shall not be employed by the IdRHA in any capacity.

Article IV

Financial and Banking Arrangements

Section 4.1. Bank Account. This Organization will maintain a single bank account and associated accounting and bookkeeping records which will detail the financial and bookkeeping transactions of the Organization. This bank account is open to the inspection of the membership of the organization, at any time. All financial transactions of the organization will be reported to the membership of the Association at the general membership meeting each year, at the minimum. Additionally, the financial records of the Association will be open to the Membership

at any time a Member wants to make an inquiry about them. This inquiry must be responded to in a timely fashion. The Board of Directors does not have the authority, on its own, to establish any additional bank accounts in the name of the Association. If it becomes necessary to establish an additional bank account for accounting or other bookkeeping reasons, or because the Association needs to change banks, said change will be made only upon a majority vote of the general membership of the Association. Any such voting will be held in accordance with the voting procedures established in these Bylaws.

Section 4.2. Disbursement of Funds. Any disbursement made from the Association bank account are to be made for Association expenses. These expenses include things like; 1) venue rentals, whether for a horse show or a year-end banquet, or other IdRHA produced events; 2) show personnel fees; 3) cost of awards for shows or year-end prizes; 4) NRHA fees; 5) professional fees; 6) office supplies; 7) previously board approved capital expenditures, 8) other operational expenses that may arise from time to time. Any such dispersals will be made only upon board approval.

The purpose of this Article is to safeguard the interest of the Membership in the Association assets.

Article V: Dissolution

Section 5.1. Dissolution. The dissolution of the Association may occur in the event of any of the following; (i) by majority vote of the membership; (ii) by order of the State of Idaho, (iii) by court order or other legal action (iv) as a result of the bankruptcy or inability to pay the debts of the Association; (v) a loss of membership such that the total number of members falls to below ten members.

Section 5.2. Winding Up. At the time of the dissolution of the Association, any assets of the Association shall first be used in payment of the liabilities of the Association. Any remaining assets shall be distributed exclusively for the purpose of the Association such to non-profit or charitable organization(s) organized and operated exclusively for charitable, educational or scientific purposes which shall at the time qualify as exempt organizations under the Internal Revenue Code and as determined by a majority vote of the Board of Directors. No distributions of any kind will be made to any member or director of the Association. Nor will any distributions be made to any NRHA affiliate organization within the Northwest Region, as defined by the NRHA

Article VI: Amendments

Section 6.1. Proposed Amendments. Proposals to amend the Bylaws of the Association must be submitted to the Board of Directors in writing not less than forty-five days prior to any annual membership meeting and distributed to the membership by the Secretary not less than thirty days prior to any annual membership meeting or any special membership meeting scheduled by the Board of Directors for said purpose as described in Section 5.3 below.

Section 6.2. Voting on Amendments. The Bylaws of the Association may be amended by a majority vote of the members at any annual membership meeting or by a minimum of 60 percent of the total Association membership at any special membership meeting called by the Board of Directors for said purpose.

Section 6.3. Amendment Meetings. Except in the event of a petition filed on behalf of a minimum of 60 percent of the total Association membership duly submitted to the Board of Directors together with the signatures of said members (a “Valid Petition”), the Board of Directors, in its sole discretion, may either call for a special membership meeting to vote on the proposed Bylaws amendment(s) or elect to defer the voting on any such proposed amendments until the next annual membership meeting. In the event that a Valid Petition is received by the Board of Directors, a special membership meeting shall be called not more than forty five days following receipt of the Valid Petition and not less than thirty days following the distribution of the notice of the special meeting to the membership by the Secretary of the Association. Voting on proposed changes to the Bylaws at annual membership meetings shall be conducted in accordance with the provisions of Article 2 of these Bylaws except that notice shall be given not less than thirty days prior to said meeting. Voting on proposed changes to the Bylaws at any special membership meeting shall also be conducted in accordance with the provisions of Article 2 of these Bylaws except that notice shall also be given not less than thirty days prior to said meeting.

Section 6.4. Effective Date of Amendment. In the event that the proposed amendment(s) to these Bylaws is adopted, they will become effective immediately and the Board will notify all active members as provided for in Section 2.13 herein.