

**ARTICLES OF ASSOCIATION AND BYLAWS OF
THE TEXAS REINING HORSE ASSOCIATION**

ARTICLE I.

Title, Objects, and Purposes

Section 1. TITLE. This Association shall be known as the Texas Reining Horse Association and shall at all times be operated and conducted as a non-profit association in accordance with the laws of the State of Texas, providing for such organizations and by which it shall acquire all such rights as granted to associations of this kind.

Notwithstanding any other provisions of these Articles of Association and By-laws said Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt 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).

Section 2. OBJECTIVES OF THE ASSOCIATION.

- A. The promotion of the reining horse.
- B. To offer educational programs in the breeding and development of reining horses and to make the same available at no cost to the youth of the State of Texas.
- 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 promote the marketing of performance horses from Texas breeders and to develop a major futurity and sale program.
- G. To affiliate the Texas Reining Horse Association with the National Reining Horse Association and such other associations 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 of the current Secretary/ Treasurer of TRHA as listed in the NRHA Rule book under 'NRHA Affiliates'.

ARTICLE III

Members

Section 1. Members of the association 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.

Annual dues for a membership shall be in the amount of \$25.00. There shall be dual or family memberships. A family membership will include a husband, wife, and all children of age through eighteen (18) years. A dual membership is for a partnership, a corporation or other like entity, including trust. A dual or family membership shall entitle that membership to one vote at meetings of the members. One representative of a dual or family membership may be elected as an officer or a member of the Board of Directors.

Life memberships in the Association are available and may be purchased for \$200.00.

A person must be a member of the Texas Reining Horse Association to participate in the reining events sponsored by the Texas Reining Horse Association when the association is adding money.

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 by mailing written notice stating the time and place of such meeting to the last known address of each member as it appears on the records of the association 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 the notice, whenever called in writing by the direction of the President or by 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.

Section 4. At any meeting of the members held in accordance with the foregoing provisions as to notice, a 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, the member must be physically present at a meeting, which privilege cannot be delegated by a proxy. 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 association 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 association 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 By-Laws, the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right to vote.

Section 7. Membership dues should be payable in advance of the first day of January. The Board of Directors may authorize the continuance of any membership without the payment in the event that the holder of the membership becomes a member of the Armed Forces of the U.S.A.

ARTICLE IV

Board of Directors

Section 1. The business and property of the association 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 nine (9). Those nine (9) persons shall be elected to serve a three (3) year term. Three (3) of those shall be elected each year with nine (9) elected at the first meeting of the membership in 1985 who shall draw for one (1) year, 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 his, their 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 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.

Section 5. A majority of the number 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 association shall be executed in behalf of the association 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 association, 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 association, 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 be:

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

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). (Amended by vote of the general membership in October, 1999.)

Section 3. All vacancies in the elective offices of the association 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 association.

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

ARTICLE VI

Elective Officers and Duties

Section 1. OFFICERS. The officers of the association 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. (The office of Immediate Past President added by vote of the general membership, October, 1999).

Section 2. PRESIDENT. The President shall be the Chief Executive Officer of the association and shall preside at all meetings of the Board of Directors. He shall see that the By-Laws, rules and regulations of the association 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/TREASURER. The Secretary of the Association 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.

The Secretary who also acts as Treasurer: The Treasurer shall have the custody of all funds, property and securities of the association 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 association, 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 association 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 association. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the association.

The Treasurer shall enter regularly on the books of the association all financial transactions and shall exhibit such books at all reasonable times to any director on application at the offices of the association.

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.

Section 6. REPORTER. The association shall have a Reporter who shall have public relations responsibilities as well as inter-association and other communications responsibilities in behalf of the association. The Reporter shall be responsible to promote broader media recognition of the Texas Reining Horse Association by providing timely releases of information on upcoming TRHA functions to news media, members, sponsors, and other associations. 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 TRHA events and affairs, obtaining specific information from organizers of TRHA events and TRHA sanctioned events for release to the news media, shall be responsible for timely release of promotional "news flashes" in local areas where TRHA sanctioned events are scheduled, shall assist the Secretary in the release of news information concerning TRHA events and TRHA 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 TRHA 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 TRHA events or TRHA sanctioned events. All expenses of the office of Reporter are to be borne by the association with the show sanctioned or sponsored to bear the costs in accordance with an agreement or contract between the association 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 association, 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 association, 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 association will be served thereby. Any officer proposed to be removed shall be entitled to at least five (5) days notice

stating the reasons therefor, 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.

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 association. 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 such officer will be as follows:

The executive secretary or manager shall keep the minutes of all membership and director meetings. He shall be the custodian for the safekeeping of all documents and records of the association. He shall execute the necessary documents demanded and proper to be issued by this association and shall keep a record of the same. He shall collect all moneys due the association and shall report, or turn over the same to the Treasurer. He shall edit and compile newsletters, advertisements and all notices. He shall be ex-officio Secretary of all committees appointed by the President, Executive Committee or Board of Directors. He shall make a report of his 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. SURETY BOND. The Executive Secretary or Manager and any other officers or employees of the association who have as part of the responsibility of the office, the handling of any funds of the association shall give a surety bond to be furnished at the expense of the association for the faithful discharge of his or her duties, if required by the Board of Directors.

ARTICLE VIII

Class Conditions, Point Keeping and Year End Awards

Section 1. CLASS CONDITIONS are as shown in the NRHA handbook with the addition of the following class:

TRHA \$500 NOVICE RIDER - For any horse as in Open and any rider that is Non-Pro eligible who has not earned in excess of \$500 lifetime in reining competition earnings. Must be a member in good standing of TRHA.

Section 2. POINT KEEPING. TRHA year-end rankings shall be computed on a point system, through ten (10) places, based on the number of horses competing in any class rather than the money earned system previously used. (Adopted by vote of the General Membership in January, 1993.)

Section 3. YEAR END AWARDS. The owner (as listed on the registration papers or bill of sale) and rider must be a current TRHA 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 record will be kept for each of the following reining classes: Open - Novice Horse - Non-Pro - Youth - Ladies - Freestyle - \$500 Novice Rider. Recognition in the form of "Year-End Award" will be made to the winners in each category.

The points will be awarded on "one horse/one rider" combination in the Non-Pro, Youth, Ladies, Freestyle and \$500 Novice Rider divisions.

The points will be awarded to the horse in the Open and Novice Horse divisions.

Points will be tabulated with one point for each horse competing through ten (10) places.

The TRHA "point year" begins with the first approved reining following the NRHA Futurity and ends with the NRHA Futurity the following year. Approved reinings must report, to the TRHA secretary, by class as follows:

- a. Total number in class
- b. Name of horse
- c. Name of owner
- d. Name of rider
- e. Score
- f. Points earned
- g. Money earned

This report is to be in the TRHA office not later than fifteen (15) days after show date. Results will be published as record.

All entries are subject to class conditions as prescribed by TRHA. Objections to the validity of entries must be made in writing to TRHA 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 TRHA status of horse/rider.

(Article VIII was approved by vote of the Board of Directors, September 3, 1994)

ARTICLE IX

Calendar Year and Auditing of Accounts

This association 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 the close of each fiscal year and shall be reported at the next

annual meeting of the members following the close of such year. Such accountant shall be a disinterested person and not a member of the association.

ARTICLE X

Contracts and Services by Directors and Officers

The Directors and officers of the association may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the association, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the association notwithstanding that they may also be acting as individuals and receive a remuneration therefor or as trustee of trusts or as agents for the person or operations, or may be interested in the same matters as directors or otherwise; provided, however, that any contract, transaction, or act on behalf of the association 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 association documents against the association'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 association upon reasonable notice and request therefor.

ARTICLE XI

Non-Profit Status and Operations

No part of the net earnings of the association 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 association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association 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 association 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 association, 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 association, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the association, dispose of all of the assets of the association 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 association 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 By-Laws of the association by vote of the majority of the directors at any regular or special meeting of the Board, subject to the right of the members to rescind or amend any such by-law 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 Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Association may adopt.

(These Articles of Association amended January 10, 1987.)

As adopted May 5, 1985, amended January 10, 1987, September 3, 1994, and further amended October 29, 1999.