

**BYLAWS OF
THE NORTH DAKOTA CUTTING HORSE ASSOCIATION**

**ARTICLE I
GENERAL**

Section 1 - Name: This association shall be known as The North Dakota Cutting Horse Association, Inc. (NDCHA) The North Dakota Cutting Horse Association is a non-profit corporation incorporated under the laws of the State of North Dakota.

Section 2 - Term: The term for which The North Dakota Cutting Horse Association shall exist shall be perpetual.

**ARTICLE II
CORPORATE STATUS**

Section 1 - Corporate Status: The purpose of The North Dakota Cutting Horse Association shall be: to encourage and develop public interest in cutting horses; to encourage presentation and participation of cutting horses in shows and exhibitions; to cooperate with show sponsors and officials in securing qualified judges; to encourage the development and breeding of finer cutting horses, and other such activities as the members or Board of Directors may deem appropriate to further the cutting horse tradition.

Section 2 - Non-Profit Status: The North Dakota Cutting Horse Association, Inc. is a non profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

- A: Nonprofit Legal Status. The North Dakota Cutting Horse Association, Inc. is a North Dakota nonprofit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- B: Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 107(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 the Articles of Incorporation and these Bylaws.

- C: Distribution Upon Dissolution. Upon termination or dissolution of the North Dakota Cutting Horse Association, Inc. any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the North Dakota Cutting Horse Association, Inc..

The organization to receive the assets of the North Dakota Cutting Horse Association, Inc. hereunder shall be selected at the discretion of the Board of Directors of the corporation.

ARTICLE III POLICIES

Section 1 - NCHA Rules: The North Dakota Cutting Horse Association shall at all times abide by and conduct contests in accordance with all the rules of the National Cutting Horse Association (NCHA).

Section 2 - Non-NCHA Classes: The Board of Directors may approve classes in addition to NCHA approved classes.

Section 3 - Awards and Points:

- A: Before the first approved show of each season, the Board of Directors shall determine and publish the classes in which the year-end awards will be presented at the close of the season.
- B: A member of the NDCHA must participate in 50% of the NDCHA approved classes held in state to be eligible for year-end awards during the calendar year . This limitation shall not apply to youth classes.
- C: The NDCHA calendar year shall coincide with the NCHA calendar year.
- D: At the discretion of the Board of Directors, a show may offer prizes to an ‘average winner’ of a class. The average winner will be determined by points (the rider would receive one point for each person in the class that a higher score is received on) or money and ties broken by flip of coin.

Section 4 - Dues: The annual dues shall be paid prior to the business session of the annual meeting or at the first cutting, whichever comes first. Money or points earned at NDCHA approved cuttings will not count until dues have been paid. Money or points won prior to payment of annual dues does not count for the final year-end standings.

Section 5 - Show Assessment: The Board of Directors shall determine an assessment to be charged per entry in order to approve a show for NDCHA year-end awards.

ARTICLE IV MEMBERSHIP & DUES

Section 1 - Member Dues: Any individual can become a voting member with all privileges of the NDCHA for one year upon payment of annual dues. Annual dues for single membership and family membership shall be determined at the discretion of the Board of Directors at its annual meeting.

Section 2 - Membership Types: Two (2) types of memberships will be permitted. There will be a single member consisting of one (1) qualified member of the North Dakota Cutting Horse Association. A Family Membership shall also be permitted. Family Memberships shall be defined as the original applicant, together with the applicant's spouse, if any, and shall include any minor children. For the purpose of determination of the eligibility for children to be considered minors, the rules of the National Cutting Horse Association shall apply.

Section 3 - Member Voters: At any election or meeting at which members may vote, single members shall be entitled to one (1) vote and Family Memberships shall be entitled to two (2) votes. Proxy voting is permitted provided an appropriate form is produced at the time of the proxy vote. Such proxy vote must be signed by the member granting the proxy vote and must specifically designate the purpose for the proxy, which may include all matters coming before the election/meeting.

Section 4 - Termination of Membership: A membership may be terminated for any cause which the Board of Directors shall deem sufficient, under the following procedure: The Board of Directors may, by three-fourths vote of those present at a regular Board of Directors meeting, ask for the resignation of a member. If such resignation is not received within 30 days thereafter, said member may be dropped by a three-fourths vote of the Directors present at any regular meeting, providing said three-fourths shall in no case be less than the majority of the whole board. Unanimous vote of those Directors present at any Board meeting may terminate a membership at any time; provided that notice of the proposed action had been mailed to all Board members at least 5 days in advance. Any member suspended from the NCHA is also suspended from the NDCHA during the pendency of the NCHA suspension.

ARTICLE V GOVERNANCE

Section 1 - Management: The entire management and governance of this Association, except as otherwise expressly provided herein, shall be vested in the Board of Directors. The Board of Directors shall speak for the Association.

ARTICLE VI BOARD OF DIRECTORS

Section 1 - Number and Term: The Board of Directors shall consist of nine regular members; each of whom shall serve a term of three years with three members being elected each year. In addition, the Board of Directors shall include additional members who have achieved the status of Director Emeritus. If a member of the Board, including Director Emeritus, is not a member of both the NDCHA and NCHA, then that Director's membership will be declared open following a failure to become a member of the NDCHA and NCHA within 30 days of notification of the deficiency.

Section 2 - Director Emeritus: The North Dakota Cutting Horse Association board of directors shall contain a category of "Director Emeritus", in recognition of an individual who has, in the past, served NDCHA faithfully as an Elected Director, which category shall be designated with lifetime tenure. A Director Emeritus must have reached the age of 65 years, and have served the previous ten (10) consecutive years as a Director. Upon reaching his/her 65th birthday, he/she will continue as an Elected Director, until the next Annual Membership Meeting, whereupon he/she may be elevated to Director Emeritus or may opt to run for re-election as a regular director. If a director elects to accept Director Emeritus status then the vacancy shall be filled by the election of an Elected Director. Directors eligible for Director Emeritus status must notify the Secretary of their election 60 days prior to the annual meeting.

Section 3 - Attendance at Meetings: During his or her term of service, any Director who misses three regular meetings of the board of directors without good cause shall be terminated as a Director. Any Director who fails to attend two consecutive annual meetings or fails to attend two annual meetings within his/her three (3) year term without good cause will be dismissed and will be ineligible to run as a director for the following three (3) years.

Section 4 - Vacancy: Any vacancy on the Board of Directors shall be filled by appointment by the remaining board members until the annual meeting when the membership shall elect a director to fill the unexpired term.

Section 5 - Family Limitation: Only one board member shall be permitted from any family defined as spouse and their minor children.

Section 6 - Quorum: The Board of Directors shall hold meetings at the call of the President of the Association. Five (5) of the members of the Board shall constitute a quorum.

ARTICLE VII OFFICERS & DUTIES

Section 1 - Officers: The Officers of the Association shall be a President and a Vice-President who shall be elected by the Board of Directors from the Board. Also, a Secretary/Treasurer who shall be appointed by the Board and need not be a member of the Board.

Section 2 - President: The President shall preside at all meetings of the Association and the

Board of Directors, and will have general supervision of the affairs of the Association. The President shall be the ex-officio member of all committees with the exception of the nominating committee. The President shall not be authorized to enter into contracts or agreements binding on the North Dakota Cutting Horse Association without the prior approval by a majority vote of the Board of Directors.

Section 3 - Vice President: The Vice-President shall act in the absence of the President and shall perform such other duties as may be assigned by the President of the Board of Directors.

Section 4 - Secretary/Treasurer: The Secretary/Treasurer shall be responsible for keeping corporate records, conducting correspondence, and keeping roll of the members. He/she shall have general charge of the finances of the Association and shall supervise accounts and have available reports for the Board of Directors, and shall make a report to the membership annually. The Secretary/Treasurer shall be responsible for keeping records of the points won in approved cutting horse contests, reporting results of approved contests to the National Cutting Horse Association, and securing national approval for North Dakota Association cutting contests.

ARTICLE VIII ELECTIONS

Section 1 - Directors: The annual election of officers and directors shall be held at the annual meeting. A re-organizational meeting of directors shall be held immediately after the annual meeting at which time the directors shall elect the officers.

Section 2 - Nominating Committee: Approximately 60 days before the annual election, the President shall appoint a nominating committee of three members consisting of one member from the Board whose term is not expiring and two members from the general membership. The nominating committee shall make known its nominations for the Board of Directors to the general membership not less than 30 days before the annual election.

Section 3 - Nomination by Members: Within 10 days of the annual meeting, any member may nominate a prospective Board member by sending notice to the Secretary. Nominations may not be made from the floor at the annual meeting.

ARTICLE IX NOTICE OF MEETINGS

Section 1 - Method for Member Meetings: Notice of special, regular, and annual meetings shall be made by, any legal means as determined by the President, to the members at least seven (7) days prior to the day such meeting is held.

Section 2 - Agenda for Meeting: Notice shall set forth such business to be conducted at member meetings and only such business set forth in the written notice shall be transacted at said meeting. Member meetings shall be called by the President or on the order of the Board of Directors.

Section 3 - Board Meetings: A meeting of the Board of Directors may be called by the President or majority of the Board.

ARTICLE X COMMITTEES

Section 1 - Appointment: The president shall have the power to appoint standing committees and interim committees as he deems proper except as herein otherwise provided. The appointment of the standing committee chairman shall be subject to confirmation of the Board at the next regular meeting.

ARTICLE XI AMENDMENTS TO THE BYLAWS

Section 1 - Methodology: These bylaws may be amended at any meeting of the Association by a simple majority vote of the members present and voting, providing due notice has been given that this will be a part of the order of business, and providing the amendment is not inconsistent with the Articles of Incorporation.

ARTICLE XII CONDUCT OF MEETING

Section 1 - Roberts Rule: Roberts Rule of Order (revised) shall govern all proceedings of all meetings of the Association, of the Board of Directors, and of Committees, insofar as they do not conflict or are not inconsistent with the provisions of these bylaws.

Section 2 - Agenda: The order of business at all membership meetings shall be:

- A: Meeting called to order
- B: Roll call
- C: Reading and approval of minutes
- D: Treasurer's report
- E: Reports of Officers and Committees
- F: Old business
- G: Election of Officers
- H: New business
- I: Adjournment

Section 3 - Quorum of Membership: The membership present shall constitute a quorum. Any business will pass on a simple majority.

Duly adopted by the Board of Directors and/or members this ____ day of

_____ , _____.

Secretary