

**AMENDED AND RESTATED BYLAWS
ARIZONA CUTTING HORSE ASSOCIATION**

THESE AMENDED AND RESTATED BYLAWS are hereby duly adopted and made effective as of this _____ day of _____ 2019 (the “Effective Date”) by the Board of Directors of the Arizona Cutting Horse Association, Inc. (the “Corporation”).

WHEREAS, the Corporation was duly incorporated as a Domestic Non-Profit Corporation in the State of Arizona on or about September 26, 1951; and

WHEREAS, the Corporation’s Articles of Incorporation (the “Articles”) were adopted contemporaneously with its incorporation; and

WHEREAS, Article XII therein allows the Bylaws of the Corporation to be “amended from time to time by a two-thirds (2/3) vote of the members of the Board of Directors (the “Directors”) at any regular or special meeting of the Board;”

WHEREAS, having cast a vote resulting in two-thirds (2/3) or more of the Directors, the Board of Directors now desires to amend and restate the Bylaws of the Corporation as set forth herein.

NOW, the Bylaws of the Corporation last amended as approved on or about February 4, 2004 are hereby amended and restated as follows:

**ARTICLE I
GENERAL**

Section 1. Corporation. The Corporation is organized with the intent to carry out the objectives as defined herein. Active membership in the Corporation is open to any individual (regardless of whether or not he or she owns or rides a cutting horse), firm, partnership, organization, riding club, or sectional group of good character and reputation interested in cutting horses.

Section 2. Objectives. The purposes and objectives for which the Corporation is formed are to be affiliated with the National Cutting Horse Association, and to encourage and develop public understanding and appreciation in livestock and ranching operations and traditions through the promotion and sponsorship of public cutting horse contests; the public exhibition of cutting horses in conjunction with cattle and livestock; the presentation and participation of cutting horse events and/or in general livestock exhibitions, shows and expositions; to promote the development of professional skills, techniques, and to establish and circulate to the general public, upon request, a set of standard rules for cutting horse contests within the State of Arizona; to determine the qualifications for contest judges and to standardize the election and/or appointment of judges or qualified spokesmen for such contests, exhibitions, and expositions; to encourage the development and breeding improvement of finer cutting horses of its members.

Section 3. Dues and Fees. The Corporation shall charge and receive membership dues and such other fees or assessments as may be necessary to carry out the purpose of the Corporation.

Section 4. Non-Profit Status. The Corporation is not organized for a pecuniary profit. No part of the net earnings shall inure to the benefit of any private individual or member, except reimbursement may be made for any expenses incurred for the Corporation by an Officer, Director, agent or any other person pursuant to and upon authorization of the Board of Directors. The Board of Directors shall be diligent in the management of the Corporation's affairs so as to ensure no action of the Corporation interferes with its status as a non-profit corporation under Arizona Law, or its operation under Section 501(C)(5) of the Internal Revenue Code.

Section 5. Political Status. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Section 6. Office. The Corporation shall maintain a principal business office at any location approved by a majority vote of the Board of Directors within the State of Arizona. Upon the designation of a principal business office, the Secretary-Treasurer shall act to effectuate any filings necessary with the Arizona Corporation Commission, and/or any other governing authority or associated organization to ensure the business office is on record as and when appropriate and necessary. The Corporation may, at the discretion of the Officers, maintain one (1) alternate mailing address at any given time, to facilitate the receipt of correspondences if the principal place of business is not reasonably practical for the Secretary-Treasurer to access. If an alternate address is maintained, the Secretary-Treasurer shall ensure that mail sent to the principal place of business is forwarded thereto.

ARTICLE II MEMBERSHIP

Section 1. Eligibility. Persons, firms, companies, partnerships, clubs and sectional groups that have an interest in or are engaged in the cutting horse and/or livestock industry(ies) shall be eligible for membership.

Section 2. Period of Membership. Application for membership may be made at any time. Membership shall begin only at the start of a calendar year. Application for membership should be accompanied by payment of one year's dues and a statement signifying the January when membership should begin.

Section 3. Dues. The Board of Directors shall review and consider adjusting the dues for the following calendar year at the annual meeting of the Board. The dues may be changed by two-thirds (2/3) vote of the Board of Directors' at any regularly scheduled meeting. All membership dues shall be paid to the Secretary-Treasurer.

Section 4. Active Membership. Persons or other entities shall be considered as elected to active membership in the Corporation upon payment of Corporation dues, and shall be evidenced by a membership card. Youth membership shall not be eligible to vote or hold office in the Corporation.

Section 5. Delinquency. Members whose Corporation dues are in arrears on the first day of February shall be declared delinquent and shall be immediately dropped from corporate membership.

Section 6. Expulsion. Any member who shall become a nuisance by constant complaints or fault-finding or by harassing the President or Secretary, any judge or judges during an approved cutting horse event, because of real or fancied grievances, may at the direction of the Board of Directors be expelled from the membership of this Corporation and if such action is taken, said member's membership dues shall be returned and all membership privileges shall thereafter be denied.

Section 7. Notifications. The default notification method shall be by regular mail. Each member shall be given the option when paying its annual dues as to whether or not it wishes to receive notifications from the Corporation by electronic mail as an alternative, and to the extent reasonably practical the Secretary-Treasurer shall act to effectuate the delivery of all notices in conformity with the member's request.

ARTICLE III DIRECTORS AND OFFICERS

Section 1. Number of Directors. The business of the Corporation shall be managed, conducted, and controlled by a Board of Directors elected by a vote of the membership. The Board of Directors shall include the President, Vice President, Secretary-Treasurer, and six Directors at large. The Directors at large should be a geographical representation of the Corporation's membership throughout the State of Arizona insofar as much as that is reasonably practical. The past four (4) Presidents shall automatically become appointed Directors and have full voting privileges upon the expiration of their term as President provided they were not prematurely terminated from the office of President for misconduct. Past Presidents must attend at least fifty percent (50%) of the Association's Board meetings each year to retain their status as a Director. The Board of Directors shall have a minimum of five (5) and a maximum of thirteen (13) members at any given time. If upon the appointment of the most recent past President as a Director there are at that time already thirteen (13) active Directors, the past President who had last served in the office of President shall be excused from his/her status as a Director. All Directors will be required to maintain a current active membership in the Corporation.

Section 2. Term of Directors. The tenure of the President, Vice President, Secretary-Treasurer shall be for one (1) year. The tenure of the six (6) Directors at large shall be for three (3) years, except when elected to fill an unexpired term and their terms shall be staggered so the term of two (2) Directors shall expire each year. At each annual meeting of the members following adoption of these Amended and Restated Bylaws the Secretary will certify and report the results of balloting for Directors. Any Director that has three (3) consecutive absences from Board of Directors meetings unexcused by the President should be considered as having submitted his resignation and the vacancy shall be fulfilled as specified in the Bylaws.

Section 3. Eligibility for Election. Only active members shall be eligible for election as Directors.

Section 4. Vacancy. Vacancies caused by death, resignation, disqualification, or other causes in an unexpired term on the Board of Directors shall be filled from the Corporation membership by a majority vote of the Board of Directors, and such elected Director shall serve for the unexpired term. However, if a vacancy should occur of the Vice President or Secretary-Treasurer, that vacancy shall be fulfilled from within the Board of Directors. An at large Directorship then shall be vacant and the unexpired term shall be filled from the corporate membership by a majority vote of the Board of Directors and such elected Director shall serve for the unexpired term.

Section 5. Committee. The Board of Directors may appoint committees from time to time as the need arises. Committees shall be accountable to the Board of Directors under the general supervision of the President.

Section 6. Depository. The Board of Directors shall designate a chartered bank insured by the Federal Deposit Insurance Corporation conducting business in the State of Arizona to serve as the depository and issuer funds for the Corporation.

Section 7. Audit. An audit shall be made upon order of the Board of Directors. Audits shall not be ordered more than once in any calendar year.

Section 8. Reports. The Board of Directors shall make and file for the Corporation such State and Federal reports and returns as are now or may hereafter be required by law.

Section 9. Show Approval and Rules. The Board of Directors shall be authorized to produce, arrange, supervise, and approve cutting horse contests and/or exhibitions in the State of Arizona and shall publicize a standard set of rules that will apply to all Corporation produced cutting horse events and all approved cutting horse events produced by other groups or individuals in the State of Arizona. All such approved events shall be conducted in accordance with the rules of the National Cutting Horse Association and the Arizona Cutting Horse Association.

ARTICLE IV ELECTION OF OFFICERS AND BOARD OF DIRECTORS

Section 1. Nominations. The President of the Corporation shall appoint a Nominating Committee of no less than three (3) members by August 1st of each year. The Nominating Committee shall prepare a list of candidates for each elective office to be filled for the following year. Such list shall be transmitted to the Secretary-Treasurer at least thirty (30) days prior to the annual meeting.

Section 2. Elections. Election of Officers and Directors shall be by a ballot either electronically on a web-portal maintained by the Corporation with not less than fifteen (15) days' notice to the members, or by paper ballot mailed to the members at least fifteen (15) days prior to deadline for voting. Any additional candidate may be voted for in order to fill any elective office that appears on the ballot in opposition to the ballot nominees. The candidate receiving the largest number of votes for an office shall be declared elected to that office and shall assume the duties of that office at the annual meeting following the election. Ballots of the election shall be counted

under the supervision of the Secretary-Treasurer by the Nominating Committee or members appointed by the President so as to have no less than four (4) members counting ballots.

ARTICLE V DUTIES OF OFFICERS

Section 1. President. The President shall have general supervision of the affairs of the Corporation and shall: (1) Preside over all meetings of the Corporation and its Board of Directors; (2) call special meetings at his discretion or when required by a majority of the Board of Directors or by petition of the general membership; and (3) perform all acts and duties usually performed by the executive officer or any other duties authorized or required by the Board of Directors.

Section 2. Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President provided, however, that in case of death, resignation, or permanent disability of the President, the Board of Directors may declare the office vacant and elect a successor from its membership.

Section 3. Secretary-Treasurer. The Secretary-Treasurer shall: (1) Keep a complete record of all meetings; (2) supervise all records of the Corporation; (3) receive money for dues, fees, assessments, gifts and other revenue, and to pay all bills as presented by these Bylaws or the Board of Directors; (4) make all reports required by law, these Bylaws or requested by the membership roll; (5) make financial reports for Board of Directors and membership meetings; (6) supervise and count election ballots; and (7) perform any further duties that may be especially assigned by the President or Board of Directors.

Section 4. Assignment of Duties. Any of the above duties may be delegated by the Board of Directors to any assistant officer who it may appoint or elect. Any duties delegated and any appointed assistant officer shall serve at the pleasure of the Board of Directors.

ARTICLE VI MEETINGS

Section 1. Number and Kind. A meeting of the members of the Corporation shall be held at least once annually within the State of Arizona at any location within fifty (50) miles of an interstate highway and accessible by paved roads. At such time and date as may be designated by the Board of Directors, for the purpose of electing Officers and Directors, receiving the annual reports and transacting other business. Written notice of such meeting shall be mailed or emailed by the Secretary-Treasurer to each member and posted conspicuously on the Corporation's website at least thirty (30) days prior to each meeting.

Section 2. Quorum & Authority. At any duly noticed meeting of the Board of Directors the presence and participation of a majority of the Board of Directors shall constitute a quorum. If a quorum is present, the Board of Directors shall have the authority to transact business by majority vote. No single Director may act on behalf of the Corporation unless authority to do so has been granted by delegation in accordance with Article V Section 4 herein.

Section 3. Order of Business. Shall be as follows:

The order of business at any meeting of the members

- (a) Roll Call
- (b) Proof of notice or meeting
- (c) Reading and disposal of unapproved minutes of last meeting
- (d) Treasurer's report
- (e) Reports of Officer, Directors and/or Committee
- (f) Unfinished business
- (g) Election matters (if any)
- (h) New business
- (i) Adjournment

Section 4. Special Board Meetings. Special meetings of the Board of Directors may be called by the President, the Vice President or any five (5) members of the board upon not less than ten (10) days written notice to each board member, which notice shall state the purpose of the meeting. Any board meeting may also be held without notice providing all members of the board waive notice thereof in writing. Provided there is quorum present, the board shall have the authority to transact business by a majority vote at a Special Board Meeting.

Section 5. Special Membership Meeting. Special meetings of the membership of the Corporation may be called by the President, Vice President, or any ten (10) members of the Corporation upon not less than fifteen (15) days written notice to Board of Directors. Upon receipt of such notice, the Board of Directors shall act to set the special meeting not less than fifteen (15) days and not more than sixty (60) days in accordance with Section 1 of this Article The members in attendance at the meeting shall have the authority to transact business by a majority vote of the ballots cast.

Section 6. Membership Votes. Each member shall have one (1) vote and only one (1) vote at all meetings of the membership. A firm, partnership, or corporation shall be entitled to one (1) vote, the same as an individual. There shall not by any proxy voting.

ARTICLE VII AMENDMENTS & EFFECT

Section 1. Amendment to the Bylaws Initiated by the Directors. An amendment to these Bylaws may be made at any meeting of the members called by the Board of Directors provided the meeting notice contained a copy of the proposed amendment(s) and at least a two-thirds (2/3) majority vote Directors vote in favor of said amendment(s). The meeting notice shall provide a copy of the proposed amendment(s).

Section 2. Amendments to the Bylaws Initiated by the Membership. Amendments to these Bylaws may be proposed by a written petition, submitted to the Secretary-Treasurer of the

Corporation, bearing the endorsement of members representing at least twenty percent (20%) of the membership rolls calculated as of the close of the Corporation's prior fiscal year. Notice of the petition for amendment(s) to the Bylaws shall be mailed to the membership at least fifteen (15) days prior to the next membership meeting. If notices for the next membership meeting have already been mailed, the Secretary-Treasurer shall resend all electronic notices and update the notice posted on the Corporation's website.

Section 3. Conflict of Terms. In the event of any inconsistency between the provisions of these Amended and Restated Bylaws and the Articles of the Corporation, the terms and provisions of these Amended and Restated Bylaws shall govern and control, unless the laws of the State of Arizona dictate the Articles are to be binding.

IN WITNESS WHEREOF, the Directors of the Arizona Cutting Horse Association, Inc. have hereunto set their hands and seals to adopt these Amended and Restated Bylaws on the Effective Date first referenced above.

Board of Directors

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