

# BYLAWS

## NACHA INC

*Updated April 2011  
Reviewed – No Revisions for 2011*

### ARTICLE I

#### GENERAL

**Section 1. Association.** Membership in the association shall consist of any individual or family (regardless of whether or not he or she owns or rides a cutting horse), of good character and reputation interested in cutting horses may become an active member of this association.

**Section 2. Objectives.** The purpose and objectives for which the Association is formed 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 and techniques. To encourage the development and breeding improvement of finer cutting horses of it's members.

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

**Section 4. Non-Profit Status.** The Association 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 expense incurred for the Association by an Officer, Director, agent or any other person pursuant to and upon authorization of the Board of Directors.

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

## ARTICLE II

### MEMBERSHIP

**Section 1. Eligibility.** Persons shall be eligible for membership that have and interest in or are engaged in the cutting horses and/or livestock industry(ies).

**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.** Annual Association dues shall be Thirty Five dollars (\$35.00) for an individual, Fourty Five (\$45.00) for family and Ten dollars (\$10.00) for arena show help. Association dues may be changed by a two-thirds (2/3) vote of the Board of Directors at any regularly scheduled meeting. All membership dues shall be paid to the Treasurer.

**Section 4. Active Membership.** Persons shall be considered as elected to active membership in the Association upon payment of Association dues, and shall be evidenced by a membership card.

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

**Section 6. Expulsion.** Any member who shall become a nuisance by constant complaints or fault-finding or by harassing any of the officers and/or board members, any Judge or Judges during an approved cutting horse event, because of real or fancied grievances, will be expelled from the membership of this Association and if such action is taken, said member's membership dues shall be returned and all membership privileges shall thereafter be denied.

# ARTICLE III

## DIRECTORS AND OFFICERS

**Section 1. Number of Directors.** The business of the Association shall be managed, conducted and controlled by a Board of nine (9) Directors elected by vote of the membership. The Board of Directors shall include the President, Vice-President, Secretary, Treasurer and five (5) Directors at large. The past President shall also be a member of the Board of Directors and have full voting privileges.

**Section 2. Term of Directors.** The tenure of the President, Vice President, Secretary and Treasurer shall be for one (1) year. The tenure of the Director at large shall be for two (2) years except when elected to fill an unexpired term. Any Director that has three consecutive absences from Board of Directors meetings not excused by the President should be considered as having submitted his/her resignation and the vacancy shall be fulfilled as specified in the By-Laws.

**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 fulfilled from the Association 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, Secretary, or Treasurer that vacancy should be fulfilled from within the Board of Directors. An at large Directorship then shall be vacant and the unexpired term shall be fulfilled from the association membership by a majority vote of the Board of Directors and such elected Director shall serve for the unexpired term.

**Section 5. Committees.** 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 Chase Bank of Prescott, Arizona shall serve as a depository of funds and issue funds upon requisition by the Treasurer until such time as the Board of Directors shall make other arrangements.

**Section 7. Audit.** An annual audit shall be made upon order of the Board of Directors.

**Section 8. Reports.** The Board of Directors shall make and file for the Association 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 Association produced cutting horse events. All such approved events shall be conducted in accordance with the rules of the National Cutting Horse Association.

## ARTICLE IV

### ELECTION OF OFFICERS AND BOARD OF DIRECTORS

**Section 1.** Nominations. The President of the Association shall appoint a Nominations Committee of no less than three (3) members by October 1<sup>st</sup> of each year. The Nominations 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 at least ten (10) days prior to the annual meeting.

**Section 2.** Elections. Election of officers shall be at the annual meeting at which time the chairman of the Nominations Committee will report it's nominations for the offices to be filled to the membership. Any additional candidates may be nominated by the membership for any elective office to be filled at that annual meeting. The candidates 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 by the Nominations Committee or members appointed by the President so as to have no less than three (3) members counting ballots.

# ARTICLE V

## DUTIES OF OFFICERS

**Section 1. President.** The President shall have general supervision of the affairs of the Association and shall:

- (1) Preside over all meetings of the Association 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
- (3) Perform all acts and duties usually performed by the executive officer or any 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 the case of death, resignation, or disability of the President, the Board of Directors may declare the office vacant and elect a successor from its membership.

**Section 3. Secretary.** The Secretary shall:

- (1) Keep a complete record of all meetings
- (2) Supervise all records of the Association
- (3) Make all reports required by law, these By-Laws or the Board of Directors
- (4) Sign all membership cards
- (5) Maintain a current membership roll
- (6) Supervise and count election ballots
- (7) Perform any further duties that may be especially assigned by the President or Board of Directors.

**Section 4. Treasurer.** The Treasurer shall:

- (1) Receive money for dues, fees, assessments, gifts and other revenue and to pay all bills as presented by these By-Laws or the Board of Directors
- (2) Make all reports required by law, these By-Laws or the Board of Directors
- (3) Make financial reports for the Board of Directors and membership meetings
- (4) Perform any further duties that may be especially assigned by the President of Board of Directors.
- (5) The Treasurer is authorized to spend up to \$5000.00 under his/her own authority. From \$5001.00 to \$10,000.00 requires two officer signatures. Over \$10,000.00 requires a board resolution giving the Treasurer authority to spend at that level."

# ARTICLE VI

## MEETINGS

**Section 1. Number and Kind.** A meeting of the members of the Association shall be held annually on or before the first Wednesday of February of each year (at a site selected by the Board of Directors) in Yavapai County, Arizona or at such other time, date or place 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 by the Secretary to each member at least fifteen (15) days prior to meeting.

**Section 2. Order of Business.** The order of business at any meeting of the members shall be as follows:

- (a) Roll call
- (b) Reading of minutes of last meeting
- (c) Treasurer's report
- (d) Unfinished business
- (e) Election matters (if any)
- (f) New business
- (g) Adjournment

**Section 3. Special Board Meetings.** Special meetings of the Board of Directors may be called by the President, Vice-President, or any three (3) 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. The members in attendance at a Special Board Meeting shall have the authority to transact business by a majority vote of the ballots cast.

**Section 4. Special Membership Meetings.** Special meetings of the membership of the Association may be called by the President, Vice-President, or any ten (10) members of the Association upon not less than fifteen (15) days written notice to each member, which notice shall state the purpose of the meeting. The members in attendance at the meeting shall have the authority to transact business by a majority vote of the ballots cast.

**Section 5. Vote.** Each member shall have one vote and only one vote at all meetings of the membership. There shall not be any proxy voting.

## **ARTICLE VII**

### **AMENDMENTS**

Amendments to the By-Laws may be made at any regularly called Board of Directors meeting by a two-thirds majority vote of all ballots cast. The meeting notice shall provide a copy of the proposed Amendment(s). Amendments to the By-Laws may be proposed by a written petition, submitted to the Secretary of the Association, bearing the endorsement of at least ten (10) members. Notice of the petition for Amendment(s) to the By-Laws shall be mailed to the membership at least fifteen (15) days prior to the next membership meeting.