

**BYLAW CHANGE PROPOSALS– PROPOSED FOR VOTE BY THE MEMBERSHIP IN 2008**  
**Final Vote at the General Membership Meeting: August 7, 2008**  
**(To take effect January 1, 2009)**

Procedures: NRHA accepts all Bylaw change proposals submitted by members, committees, staff, legal counsel, or the NRHA Board of Directors. These proposals are voted on by the Membership by absentee ballot and in person at the General Membership Meeting.

**05-01-09** Submitted by Gary R. Pipkin, Catherine Irvin, Judy Caton, and Lisa Cover  
 Change the following: (Reference pages 5-14 of the 2008 NRHA Handbook)

**ARTICLE I: TITLE, OBJECTIVES, LOCATION, DEFINITIONS**

Add new **Section 5. Definitions** to the end of Article I of the Bylaws.

**Section 5. Definitions.** The following definitions are applied to the use of any title or term herein listed when used throughout the NRHA Bylaws, any NRHA Rules and Regulations, and any Policy or Procedure adopted and published as official by NRHA.

- 1) **Association** - A general reference to NRHA.
- 2) **Board of Directors** – That governing body comprised of all Officers and Directors. Also may be generally referred to as the “the Board” or “Board”.
- 3) **Committee Chairs** – Appointed by the President to serve as the presiding member of the respective committee.
- 4) **Committee Members** – Selected by the Committee Chair to serve as a voting participant to the respective committee.
- 5) **Director** - general reference to a Director-At-Large and Regional/NAA Director.
- 6) **Directors-At-Large** – Those six (6) members elected by the entire membership to two-year terms of service. A Director-At-Large is an Officer of the association and a member of the Executive Committee and Board of Directors.
- 7) **Elections Administrator** – Independent company and/or NRHA staff member selected by the Executive Committee to administer annual elections.
- 8) **Executive Committee** – President, Vice President and six Directors-At-Large.
- 9) **Executive Director** – Individual employed by NRHA to manage the day-to-day activities and ongoing functions of NRHA as described in these Bylaws.
- 10) **Ex-Officio Member** – An individual who, by virtue of his office or position, has been appointed to be a member of a committee or board.
- 11) **NRHA** – Abbreviation for the National Reining Horse Association
- 12) **Officer** – The President, Vice President, and six Directors-At-Large are officers of the Association.
- 13) **President** – Elected initially to the office of Vice President by the membership to serve a two-year term, he/she then progresses to the office of President to serve an additional two-year term.
- 14) **Regional Director/NAA Director** – Those members elected to a two-year term by their respective U.S. Region or NAA country.
- 15) **RHSF** – Abbreviation for the Reining Horse Sports Foundation
- 16) **Vice President** – Elected by members for a two-year term after which he/she progresses to the position of President for a two-year term.

*Intent of Proposal:*

To add definitions for consistent application to official terminology used throughout the Bylaws, Rules and Regulations and Policy and/or Procedure manuals.

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**ARTICLE II. OFFICERS AND EXECUTIVE COMMITTEE**

**Section 1.** The officers of the Association shall be a President, a Vice President, and six (6) Directors-At-Large. These officers shall comprise the Executive Committee of the Association. ~~Additionally the Reining Horse Sports Foundation President shall serve as a voting member of the Executive Board of the Association.~~ The salaries of all officers and agents of the corporation shall be fixed by the Board of Directors at the Board’s sole discretion.

*Intent of Proposal:*

**Officially changes the name of the Executive Board to Executive Committee to conform with standard terminology used by Roberts Rules of Order Newly Revised and the American Bar Association’s Guidebook for Directors of Nonprofit Corporations and to eliminate any perception of a “superior” board and an “inferior” board within the Association. Retitles the six elected officers from At-Large Executive Board Members to Directors-At-Large.**

**Eliminates the RHSF President from this Article and Section altogether as the RHSF President is not elected by the general membership of NRHA, nor does that individual have term limits under the NRHA bylaws. The RHSF President is addressed in the Board of Directors Article V. Section 1(g) of these proposed amendments.**

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**ARTICLE III. ELECTION OF OFFICERS.**

**Section 1.** (a) So as to have continuity in the officers of the Association, three Directors-At-Large ~~At-Large Executive Board members~~ shall be elected annually. Every other year a Vice President shall be elected and the existing Vice President shall advance to the President’s chair.

**Section 1.** (c) ~~An At Large Executive Board Member~~ A Director-At-Large shall serve a two year term and shall be eligible for nomination and reelection by the general membership at the end of that term.

**Section 2.** Nominations of candidates for the offices open for election shall be submitted by the Nominating Committee no less than one hundred twenty (120) days prior to the Annual General Membership Meeting.

No change to Section 3.

**Section 4.** Each member of the Association, in good standing at the time of the election shall be entitled to one (1) vote. Absentee ballots bearing the signature of the member in good standing will be accepted provided they are received by the NRHA office Elections Administrator not less than fifteen (15) days prior to the designated general membership meeting. ~~Other than absentee ballots, a member of the Association must be present at the designated general membership meeting in order to vote.~~ There will be no proxy voting accepted by the Association.

**Section 5.** All voting for officers shall be by mail-in absentee ballot or by electronic internet voting and the results shall be counted and reported by an Elections Administrator appointed by the Executive Committee. The term of all newly elected officers of the Association shall commence on January 1 following the elections.

No change to Section 6.

***Intent of Proposal:***

**To change the title to agree with the new definitions contained within the balance of these bylaws amendment proposals. To specify the Nominating Committee as the board level committee who submits officer candidates. To specify the method of voting for officers.**

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**ARTICLE IV. DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE**

Insert new Section 1. Renumber existing Section 1 to Section 2 and renumber remaining paragraphs.

**Section 1.** Executive Committee. The President, Vice President and the six elected Directors-At-Large are the officers of the Association and shall comprise the Executive Committee.

- a) The Executive Committee shall be charged with the daily operational responsibilities of the Association as delegated by the Board of Directors and these bylaws, specifically limited to those decisions necessary, on a daily basis or requiring immediate attention, for continuity as established by the Bylaws, Rules and Regulations, Active Resolutions adopted by the Board of Directors and Policies and Procedures approved by the Board of Directors. Any such decision or action taken by the Executive Committee as allowed herein requires a majority approval of the officers who comprise the Executive Committee.
- b) Any such actions taken under this Section shall be reported in the Executive Committee minutes and in detail at the next regularly scheduled meeting of the Board of Directors.
- c) The Board of Directors has the oversight responsibility for the Executive Committee of this association and can countermand any actions or decisions the Board deems appropriate.
- d) The Officers of the Association shall not, without prior Board of Director’s approval, bind the Association to any long term contractual obligations. For purposes of these Bylaws, long term contractual obligation is defined as any contractual agreement which requires expenditures of funds on behalf of the Association and shall be in effect for a period in excess of two (2) years. Furthermore, the officers shall not have the authority to bind the Association to any agreement, debt, obligation, or expenditure of Ten Thousand (\$10,000) Dollars or more, without the prior approval of the Board of Directors. No cumulative expenditures totaling Ten Thousand (\$10,000) Dollars or more is permitted to any one (1) person, partnership, corporation, or out of the same transaction during the current fiscal year without prior Board of Directors approval.

**Section 2. Duties of the President.**

- a) The President shall be the Executive Officer of the Association. He shall preside at all meetings of the Board of Directors and membership meetings. Within any limitations imposed by the Articles of Incorporation, these Bylaws, or the Board of Directors, he shall have general power to conduct and manage the affairs and business of the Association and shall see that all orders and resolutions of the Board are carried into effect; subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred upon the President, to any other officer or officers of the Association. He shall be ex-officio a member of all committees, with the exception of the Nominating Committee.
- b) The President does not set policy or obligate the organization or its resources independent of the Board of Directors.
- c) He shall execute bonds, mortgages, contracts and other documents approved by the Board of Directors requiring execution on behalf of the Association.
- d) The President shall oversee the activity of the Executive Committee, Standing Committees (with the exception of the Nominating Committee) and other Board created committees to assure they are functioning in accordance with the policies and vision set forth by the Board of Directors.

Re-number Section 3 to replace existing Section 2 & 3.

**Section 3.** It shall be the duty of the Vice-President to perform all of the duties of the President, in the event of his/her absence or incapacity to serve. In the event that both the President and the Vice President are absent or unable to serve, the Board of Directors shall appoint an Executive Committee member to serve in that capacity until either officer has returned to service.

Eliminate existing Section 4 as it was renumbered and titled as Section 1. Executive Committee.

Re-number existing Section 5 to Section 4 and Section 6 to Section 5.

**Section 4. Removal.** Any Executive Committee Member may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby. However, such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 5.** Vacancies. If the office of any officer, or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired time in respect of which such vacancy occurred.

(Section 5 concludes this amended Article IV.)

***Intent of Proposal:***

**Specifically spells out the duties of the President and the Executive Committee. Renumbers paragraphs accordingly. Emphasizes the accountability of the President and the Executive Committee to the full board of directors. Clarify the \$10,000 or more expenditure guidelines.**

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**ARTICLE V. BOARD OF DIRECTORS**

**Section 1.** The business of this Association shall be managed by its Board of Directors. The Board of Directors shall be comprised of the Executive Committee and a number of elected Directors as follows:

(NO CHANGES TO SUB-PARAGRAPHS 1.(a) AND 1.(b) OF ARTICLE V )

- c) The nomination and election of directors by National Association Affiliates shall be governed by the respective NAA. The election of Affiliate Region directors within the U.S. shall occur in conjunction with that respective Region’s Affiliate Finals Championship show. Voting for Elected Directors shall be accomplished by electronic internet voting or by mail-in absentee ballot and the results shall be counted and reported by an Elections Administrator appointed by the Executive Committee. The term of all newly elected directors of the Association shall commence on January 1 following the elections.
- d) Elected members of the board of directors shall:
  - i. be a citizen of the foreign NAA or U.S. Region from which they are elected.
  - ii. be a full-time resident of the country or U.S. region from which they are elected.
  - iii. be a member in good standing with the NRHA.
  - iv. serve for an initial term of two years and may be reelected by NRHA members within their Region or country for additional two-year terms.

ELIMINATE CURRENT SUB-PARAGRAPH (E) AND REPLACE WITH THE FOLLOWING.

- e) At no time shall there be more than one member of an immediate family (as defined within the

General Rules and Regulations of this Association) serving on the board of directors of the Association.

Insert new subparagraph f) as follows:

- f) The President of the Reining Horse Sports Foundation (RHSF) shall be ex-officio a member of the NRHA Board of Directors.

Renumber existing subparagraph f) to g):

g) The nomination of candidates and election procedures to be followed by the Affiliate Regions within the U.S. shall be established by the Board of Directors and published within the General Rules and Regulations of this Association.

**Section 2.** The Board of Directors shall have general charge of the affairs, finances and property of the Association.

- a) The Board of Directors shall make an annual report of the general state of the affairs and finances of the Association to the membership at the Annual General Membership Meeting. A copy of this report shall be published on the Members Only page of the Association's website.
- b) In addition to the responsibilities charged to the Board of Directors by these Bylaws and any applicable state statutes, the Board of Directors shall be responsible for:
- i. Clarification of and commitment to the organization's vision and mission
  - ii. Interpretation of the mission to the general membership through public relationships
  - iii. Establishment of goals, long-range plans, and strategic guidance
  - iv. Setting policies and other major guidelines for operation of the organization
  - v. Ensuring transparency and public accountability
  - vi. Protecting the organization's financial stability and solvency
  - vii. Establishing specific orders, resolutions, policies and procedures for the Executive Committee and staff to perform and/or apply to daily operations between meetings of the full Board of Directors.
- c) If a "Policy Manual" and/or "Procedure Manual" is maintained by the Association, it shall be subject to review and approved by the Board of Directors by January 31 of every even year or more frequently if the Board of Directors deems necessary. The entire contents of Policy and/or Procedure Manuals shall be accessible by all members and staff of the Association through the "Members Only" section of the NRHA website. There shall be no official policy or procedure represented, recognized or enforced by the Association or any representative thereof, other than those documented in a Policy and/or Procedure Manual. No policy or procedure shall supersede the Bylaws or Rules and Regulations of the Association.

**Section 3.** Add Section 3. (a) as follows:

- a) Under the direction of the President of the Association, the Executive Director shall be responsible for the safe keeping and maintenance of the Policy and/or Procedure Manual, and the Corporate Record Book which shall contain the Articles of Incorporation, Bylaws, Active Board Resolutions, Rules and Regulations, Special Rules of Order, Standing Rules, official minutes of Board of Director and Executive Committee meetings, and quarterly and year-end financial statements, all of which shall be available for reference at each Board of Director's Meeting and accessible by all members and staff of the Association through the "Members Only" section of the NRHA website.

**Section 4.** (NO CHANGES)

**Section 5.** (NO CHANGES)

Rewrite Section 6 for clarity as follows:

**Section 6.** Board of Director Meetings.

- a) The Board of Directors of this Association shall have a regularly scheduled meeting during each fiscal quarter. However, in no event should more than 120 days pass before the next regularly scheduled meeting of the Board.
- b) The meeting of the Board of Directors may be held at such place within the state of Oklahoma or elsewhere, as the majority of Directors from time to time may determine, or as may be designated in the notice calling the meeting. Any meeting held outside the state of Oklahoma shall be considered solely for the convenience of the Board of Directors and shall not be considered as conducting business in the jurisdiction where the meeting takes place.
- c) Special meetings of the Board may be held at any time and place on the call of the President or of a majority of the Board, in either case upon ten (10) days' notice by first-class prepaid mail, or five (5) days' notice delivered personally or by telephone or electronic mail. Such notice shall state the date, time and place of the meeting and shall be deemed given at the time when personally delivered, deposited in the mail, sent by electronic mail or orally transmitted to recipient via telephone.
- d) Any action required or permitted to be taken at any meeting of the board of directors, or of any committee thereof may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing or by participation, and the writing or acknowledgment of participation are filed with the minutes of proceedings of the board or committee. Any Director or committee member may waive notice of any meeting. The

attendance of a Director or committee member at a meeting shall constitute a waiver of notice of such meeting, except where a Director or committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted and the purpose of any regular or special meeting of the Board of Directors shall be specified in a notice, or waiver of notice of such meeting. One or more Directors may participate in a meeting of the Board, by means of teleconference or other similar audio/video communications equipment by means of which all persons participating in the meeting can hear and/or see each other.

- e) All Resolutions adopted by the Board of Directors shall be identified by both a numerical and subject index and shall be made a part of the Corporate Record Book. Resolutions may be amended or rescinded at a later date upon a two-thirds vote of the Board of Directors. Active resolutions shall be published on the Members Only section of the Association's website.

**Section 7. Quorum.** A quorum of the Directors in office shall be necessary to transact business of the Association. A quorum for the purposes of these **Bylaws** is defined as a majority of the members of the Board of Directors. Once it is established that a quorum exists, any question that may come before the meeting shall be decided upon by a simple majority of such quorum, unless otherwise stipulated in **Roberts Rules of Order** or in these **Bylaws**, and shall be binding as though the full Board of Directors were sitting.

**Section 8.** (NO CHANGES)

**Section 9.** (NO CHANGES)

**Section 10.** (NO CHANGES)

**Section 11.** (NO CHANGES)

**Section 12.** Change the words "Executive **Board**" to "Executive **Committee**"

**Section 13. Confidentiality** – NRHA will protect its own confidential and proprietary information as well as the information entrusted by financial institutions, members and suppliers. Directors, officers, committee chairs/members, employees of NRHA and/or agents acting on behalf of the Association shall maintain in confidence among themselves all confidential and proprietary information and shall not disclose or distribute any confidential or proprietary information except when authorized by the officers of the Association or compelled by statute. All confidential and proprietary information shall be utilized by those entrusted with it or granted access to it, only for the purpose(s) permitted in connection with their service to NRHA.

Confidential information shall be those matters involving the following: 1.) Any matter concerning NRHA

personnel not otherwise publicly reported; 2.) Issues relating to discipline, grievance and/or granting of Association privileges; 3.) Terms of ongoing contractual negotiations and agreements; 4.) Membership lists and associated personal information; 5.) Communications from legal counsel relating to pending or threatened litigation; 6.) and any other matter that is determined by no less than two-thirds (2/3) majority vote of the Board of Directors to be of a confidential nature. All other matters shall be considered common knowledge among the NRHA membership and staff.

***Intent of Proposal:***

**To further define the responsibilities of the Board of Directors, remove ambiguity on meetings and board actions; support accountability to the membership; and establish a general confidentiality policy within the Bylaws. To clarify citizenship and residency of directors. Add a new Section 3(a) to comply with the customarily acceptable criteria for formal documentation control within a nonprofit corporation which is typically the duties of a Corporate Secretary. To establish specific guidelines for the Policy and/or Procedures Manual to be maintained by the association and accessible to the membership.**

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To insert a new **Article VI. Committees.** (Renumber remaining articles accordingly)

**Section 1.** Standing Committees. The Association shall have the following Standing Committees which shall report directly to the Board of Directors. Standing Committees shall keep minutes of their meetings and other records appropriate to their purposes and provide a quarterly report of their activities to the Board of Directors. With the exception of the Nominating Committee and the Compensation Committee, summaries of standing committee meetings shall be published in the Members Only section of the NRHA website. Standing Committee appointments shall be for the same two-year term as the incoming President.

- a) Nominating Committee. The Nominating Committee shall be comprised of no less than (3) three and no more than (5) members of the Board of Directors of the Association. Members of this committee shall be appointed by a majority vote of the Board of Directors at the first board meeting of the year. The chairperson of this committee shall be selected from within the committee itself by the committee members. No member of the Executive Committee may serve on or ex officio as a member of this committee.
  - i. The Nominating Committee shall develop explicit criteria and qualities for board membership and submit to the full Board for approval.
  - ii. The Nominating Committee shall be responsible for submitting a list of qualified candidates for the annual election of officers by the general membership, having first determined the

candidate meets the eligibility criteria and their willingness to serve as an officer of the association. At least two candidates shall be submitted for the position of Vice President.

- iii. The Nominating Committee shall organize and oversee the Regional Director elections. They shall also assist the NAA Director elections to the extent of a written request for assistance is made by a NAA.
- iv. The Nominating Committee shall develop recommended guidelines for the annual electronic internet vote and mail-in absentee ballots and submit that proposal to the Board of Directors for approval.
- v. The Nominating Committee shall be guided by Roberts Rules of Order Newly Revised and the American Bar Association's Guidebook for Directors of Nonprofit Corporations in executing their duties under this article.
- vi. Additional duties and responsibilities of the Nominating Committee may be enumerated by Board Resolution to be filed with the Active Resolutions in the Corporate Record Book.

b) Finance Committee. The Finance Committee shall be comprised of no less than (3) and no more than (5) members of the Board of Directors of the Association. The chairperson and members of this committee shall be appointed by the President of the Association with approval by the balance of the Board of Directors.

- i. Duties of the Finance Committee. The Finance Committee shall have responsibility over the Association's auditing, accounting and control functions.
- ii. The Finance Committee duties shall include, but are not limited to, choosing services needed in financial management, reviewing financial performance and approving the individual value center budgets prior to submission of the Association's annual budget to the Board of Directors for their approval. The Finance Committee shall monitor cash flow and provide quarterly financial reports to the Board of Directors. The Finance Committee shall be responsible to publish in the Members Only section of the NRHA website a quarterly financial report within 15 days after review by the Board of Directors and the annual audited financial statement within 4 months after the end of the fiscal year. The Committee shall ensure that the annual financial statement is presented to the general membership at the next Annual General Membership Meeting.
- iii. Additional duties and responsibilities of the Finance Committee may be enumerated by Board Resolution to be filed with the Active Resolutions in the Corporate Record Book.

- c) Compensation Committee. The Compensation Committee shall be comprised of three (3) members of the Executive Committee of the Association. The chairperson and members of this committee shall be appointed by the President of the Association with approval by the Board of Directors.
- i. Duties of the Compensation Committee. The Compensation Committee shall have the responsibility to recommend salaries for the Executive Director, the Chief Financial Officer and any other staff positions as determined by the Board of Directors.
  - ii. The Compensation Committee's duties shall include completion of an annual performance evaluation on those positions determined in (i) above and make a report including necessary recommendations to the Board of Directors.
  - iii. Additional duties of the Compensation Committee may be enumerated by Board Resolution to be filed with the Active Resolutions in the Corporate Record Book.
- d) Investment Committee. The Investment Committee of the Association shall be comprised of the Executive Committee with the Reining Horse Sports Foundation President and the Chief Financial Officer of the Association serving as advisors to this committee.
- i. The duties of the Investment Committee shall be to evaluate the Association's short-term, mid-term and long-term financial needs relative to the investment of the Association's cash assets and to present an investment policy for approval to the Board of Directors. The Investment Committee shall consult with professional investment counsel in this endeavor. Following approval of the investment policy by the Board of Directors, the Investment Committee shall proceed with the investment decisions made, monitor closely the performance of the investments and make necessary adjustments to achieve the overall investment goals of the Association. The Investment Committee shall keep minutes of their meetings and provide quarterly reports of their activities to the Board of Directors. Summaries of current Investment Committee activity shall be published on the Members Only section of the NRHA website.
  - ii. Additional duties of the Investment Committee may be enumerated by Board Resolution to be filed with the Active Resolutions in the Corporate Record Book.
- e) Bylaws Committee. The President, at the beginning of his/her term of office shall appoint a Bylaw Committee whose duties and responsibilities shall be:

- i. To receive and review all bylaw amendment proposals that may be submitted by any member, committee or board
- ii. To work with the author of any bylaw amendment proposal submitted to determine the desired intent of the proposed amendment and further refine the wording if necessary to achieve the desired result.
- iii. To work with the author of any bylaw amendment proposal submitted to assure the language is in proper form as it relates to the governance, operations and functions of the association
- iv. To assure any bylaw amendment proposal being submitted complies with the Articles of Incorporation, Oklahoma State Statutes, Federal law, and does not conflict with Roberts Rules of Order Newly Revised or any Special Rules of Order of this Association.
- v. To recognize duplicate or similar bylaw amendment proposals submitted and work with their authors to consolidate, modify or otherwise reduce the number of proposals addressing the same or similar issue.
- vi. To collect from the authors or proponents of the proposed bylaw amendment, a statement in support of the amendment that presents the benefit(s) of this amendment to the association and, with the approval of its authors, edit this statement so that it is suitable for publication and presentation to the voting membership.
- vii. To accept from opponents of the proposed bylaw amendment, a statement against the amendment that presents the negative impact this amendment would make upon the association and, with the approval of its authors, edit this statement so that it is suitable for publication and presentation to the voting membership.
- viii. To compile proposed bylaw amendments and statements for and against each into a publication or presentation format that can be attached to an email, reproduced in the Reiner, posted on the NRHA website, and incorporated into electronic and paper ballots.
- ix. The Bylaw Committee shall work from an unbiased position toward any proposed bylaw amendment received. They shall not edit any proposed amendment or statement except with the permission of the author, nor shall they continue edits after the author has approved a final version of the proposed amendment or statement. The committee does not have the authority to approve or deny the submission of any proposed amendment unless its intent or the result of its application is contrary to the NRHA Articles of Incorporation, Oklahoma State Statutes, or Federal law.

**Section 2:** Additional Committees. The Board of Directors may authorize additional committees to be utilized for assistance in the operation and management of the Association. Such committees shall be

formed by board resolution which shall define the committee name, the purpose of the committee and committee guidelines to be followed. This resolution shall become an Active Resolution to be filed in the Corporate Record Book and may be modified or rescinded by the Board of Directors.

- a) Upon direction of the Board of Directors, the President shall appoint a committee Chairperson of such committee. Regional or NAA Directors shall be given first consideration for Chairperson positions.
- b) The Chairperson shall appoint the members of their respective committee. The Committee shall consist of the Chairperson, a Vice-Chairperson and a minimum of three (3) additional members. All appointments shall be made for a two (2) year term which shall coincide with the term of the incoming President. Should a Chairperson vacancy occur for any reason, the President shall appoint a new Chairperson to fill the remainder of the term, giving first consideration to those current members of the respective committee. If a vacancy appears among committee members, the chairperson shall appoint a new member to fill the remainder of the term. All chairperson and committee member appointments are subject to the approval of the Executive Committee.
- c) Responsibilities, tasks and projects may be assigned to a committee by the President, Executive Committee or Board of Directors. The committee Chairperson shall preside over the activities of the committee.
- d) Committees shall each be assigned a member of the Association staff to serve the committee in a liaison capacity. The Staff Liaison shall be a non-voting support person functioning under the direction of the committee Chairperson.
- e) Committees shall keep minutes of their meetings and provide quarterly reports of their activities to the Board of Directors. When Committees are engaged in matters that involve presenting a recommendation to a higher authority, they shall submit a Committee Recommendation Report on the issue at hand to the respective higher authority. This report shall become a part of and published with the permanent minutes of the meeting in which it is presented. Summaries of current individual committee activity shall be published on the NRHA website.
- f) No person shall be involved, as Chairperson or member, with more than three (3) committees simultaneously during their term in office.
- g) Officers may only be involved in committees ex-officio as a member with the exception that no officer shall serve on or ex-officio as a member of the Nominating Committee.
- h) Advance selection of committee chairs and committee members shall be accomplished during the last quarter of the preceding term year by the incoming Executive Committee in order to

accomplish education and orientation for all newly elected chairpersons prior to the first official board meeting of the new calendar year.

**Section 3:** Task Force – The Board of Directors, President, or Executive Committee may commission a Task Force which shall be utilized for a specific purpose of limited scope and duration.

- a) The Task Force shall be active only until the assigned task is completed and a formal written report has been prepared at which time the Task Force shall be dissolved.
- b) A Task Force shall consist of at least five (5) but no more than nine (9) members and one (1) Chairperson, all appointed by the President. Should a Chairperson vacancy appear for any reason, the President shall appoint a new Chairperson for the duration of the Task Force, giving first consideration to those current members of the Task Force. If a vacancy appears among members, the President may appoint a new member for the duration of the Task Force.
- c) All appointments shall be subject to the approval of the Board of Directors.
- d) The task, project, and responsibility of the Task Force shall be directed by the authority calling for the appointment of the Task Force.
- e) The Chairperson shall preside over the activities of the Task Force.
- f) A Task Force shall be assigned a member of the Association staff to serve in a liaison capacity. The Staff Liaison shall be a non-voting support person functioning under the direction of the Chairperson.
- g) The Task Force shall keep minutes of their meetings and provide a monthly report of their activities to the Board of Directors. Findings and recommendations of the Task Force shall be published in the “Member’s Only” section of the association’s website unless it has been determined by a two-thirds majority vote of the Board of Directors that the activities, findings and recommendations of subject Task Force are to be considered confidential.

***Intent of Proposal:*** To formally establish five Standing Committees and provide authorization for the creation of additional committees and temporary task forces.

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**ARTICLE VII. MEMBERSHIP.**

**Section 1.** Change the words “Executive Board” to “Executive Committee”.

Add new **Section 7** as follows:

**Section 7.** A voting Member is a Member who is nineteen (19) years of age or older as of January 1 of the calendar year, and who is a member in good standing prior to receiving notice of a general membership meeting at which association business, voting on the bylaws or election of officers and/or directors will take place.

**Add a new Section 8 as follows:**

**Section 8. Voting by the Membership**

- a) The membership of this Association shall annually and/or biannually elect the officers and directors under the procedures called for within these Bylaws and the NRHA Handbook of Rules and Regulations. A majority of the ballots cast shall determine the outcome of officer and director elections. In the case of a tie vote, the Board of Directors shall vote to break the tie.
- b) The members of this Association may vote on such additional issues that appear on the election ballot as follows:
  - i. Bylaw amendments under the procedures governed by Article XII.
  - ii. Other Association issues as determined by the Board of Directors that may be placed on the ballot for the vote of the general membership.
- c) The casting of ballots by members shall be by electronic internet vote established with a commercial internet voting service selected by the Board of Directors. For members who do not have computer access or elect not to use the electronic internet voting alternative, the Association shall, upon request, provide that member with a mail-in paper ballot.
- d) Procedures for the electronic internet vote and the mail-in paper ballot shall be established by Nominating Committee with approval by the Board of Directors.
- e) There shall be no official paper election ballots accepted at the Annual General Membership Meeting. All voting by mail-in paper ballots shall be sent directly to an elections administrator appointed by the Executive Committee of the Association.
- f) The results of the internet voting shall be combined with the tally of the mail-in ballots and announced by the elections administrator within one week after the cut-off date/time for voting.

***Intent of Proposal:***

**To establish the voting age for members. This Article addresses voting by the general membership, updating the balloting procedures and allowing additional issues to be placed on the annual election ballot.**

Change the wording “Executive **Board**” to “Executive **Committee**” in both places it is used.

***Intent of Proposal:***

**To change the title to agree with the new definitions contained within these Bylaw amendment proposals.**

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**ARTICLE IX. MISCELLANEOUS PROVISIONS**

**Revise Section 2. To read:**

**Section 2.** Whenever written notice is required to be given to any person, it shall be given in writing to and delivered by first-class, prepaid mail, telecopy, personal delivery, overnight courier, or electronic mail. Any notice given must be given to the last address, telecopy number or electronic mail address of the member shown on the Association's records. Notice shall be deemed given at the time of delivery through the means of delivery utilized, and, if for meetings, shall state the date, place and hour of the meeting and the purpose or purposes for which the meeting is called.

Delete Section 4. as it has been moved to the Board of Directors Article V.

**Section 5:** Add the following sentence to the end of the section: Minutes of meetings called for within this section shall be published no more than 120 days after the respective meeting for which they pertain.

Renumber Section 5 to Section 4 and change the words “Executive **Board**” to “Executive **Committee**” in both places.

**Intent of Proposal:**

**To update methods of notice and shorten paragraph. To change “Board” to “Committee”. To move Board related section to Article V. To require timely publishing of committee/board meeting minutes to the general membership.**

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**ARTICLE XII. AMENDMENTS**

**Section 1.** Proposed amendments to the Bylaws may be submitted by any member, committee or board and must be properly stated on the official Bylaw Amendment Form, signed by two members, and submitted to the NRHA office at least 120 days prior to the date of the annual elections established by the Board of Directors. Written notice of the proposed amendments shall be listed in detail on the NRHA website and in the NRHA official publication or by a special mailing to the membership at least thirty (30) days prior to the annual elections. These amendments shall be considered and voted on during the annual elections, and must be passed by two-thirds of the members voting.

***Intent of Proposal:***

To agree with the voting procedures established in Article VII, proposed Section 8. To increase from a majority to two-thirds the number of total votes cast to pass a Bylaw amendment, thus protecting the minority of the association’s members eligible to vote.

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***Proposed Change:***

To renumber and reorganize the presentation of the articles of the entire bylaws to conform to the standardized structure for Bylaws recommended by the American Bar Association and Roberts Rules of Order which prioritizes the articles by topic.

**Currently in the 2008 Handbook:**

**Proposed for 2009 Handbook:**

- Article I. Title, Objective, Location
- Article II. Officers
- Article III. Election of Officers
- Article IV. Duties of Officers
- Article V. Directors
- Article VI. Membership Meeting
- Article VII. Membership
- Article VIII. NRHA Affiliates
- Article IX. Miscellaneous Provisions
- Article X. Annual Statements
- Article XI. Indemnification
- Article XII. Amendments
- Article XIII. Contracts, Loans, Checks And Deposits

- Article I, Title, Objective, Location
- Article II. Membership
- Article III. Membership Meeting
- Article IV. Officers
- Article V. Election of Officers
- Article VI. Duties of Officers
- Article VII. Board of Directors
- Article VIII. Committees
- Article IX. NRHA Affiliates
- Article X. Parliamentary Authority
- Article XI. Annual Statements
- Article XII. Indemnification
- Article XIII. Contracts, Loans, Checks & Deposits
- Article XIV. Miscellaneous Provisions
- Article XV. Amendments

***Intent of Proposal:***

This proposed reorganization of Articles is solely contingent upon the membership approving all other bylaw amendment proposals being submitted in 2008 for 2009.

**06-01-09** Submitted by James T. Morgan and Lance Griffin

Change **ARTICLE III. Section 2.** (Reference page 6 of the 2008 NRHA Handbook)

**Section 2.** Nominations of candidates for the offices open for election, shall be submitted by the committee appointed by the President, and submitted to the President no less than on hundred twenty (120) days prior to the designated membership meeting. All candidates for officer positions must have a minimum of 1 year previous experience on the NRHA Board of Directors.

***Intent of Proposal (include additional pages as necessary):***

To ensure the membership is represented by people with experience, knowledge and have the foresight to help NRHA prosper in the future.

**07-01-09** Submitted by the Professionals Committee

Change **ARTICLE V. Section 1 (f)** (Reference page 7 of the 2008 NRHA Handbook)

Section 1

Add new (f) and re-letter subsequent:

(f) The Chair and Vice Chair of the NRHA Professionals Committee will be elected by NRHA Professionals in good standing. The Chair of the NRHA Professionals Committee will serve as a member of the Board of Directors.

***Intent of Proposal*** (include additional pages as necessary):

To give the Professional Committee greater continuity by allowing the Professionals to elect a Chair and Vice Chair rather than having the position filled by Appointment.

**10-01-09** Submitted by Gary R. Pipkin, Catherine Irvin, Judy Caton, and Lisa Cover  
Change **ARTICLE VI. Section 1** (Reference page 10 of the 2008 NRHA Handbook)

**ARTICLE VI. MEMBERSHIP MEETINGS**

**Replace Section 1 as follows:**

Section 1. The Annual General Membership Meeting of the Association shall be held on a date and at a time and place designated by the Board of Directors. Notice of the annual meeting shall be published in the Reiner magazine and on the Association's website at least 6 months prior to the date of the meeting. A detailed agenda shall be published in the Reiner magazine and on the Association's website at least 60 days prior to the date of the meeting. Members desiring to place items on the agenda or resolutions to be considered at the meeting shall submit same in writing to the Association's office at least 120 days prior to the annual scheduled meeting.

NO OTHER CHANGES TO ARTICLE VI.

**Intent of Proposal** (include additional pages as necessary):

To establish a formal Annual General Membership Meeting. To allow for member originated issues to be placed on the agenda. It is at this meeting that the Directors give their annual report to the members of the association pursuant to Article V. This article may be renumbered if the other bylaw amendment proposals are approved.

**11-01-09** Submitted by the NRHA Finance Committee

Change **ARTICLE VII. Section 4.** (Reference page 11 of the 2008 NRHA Handbook)

**Section 4.** Life Memberships in the National Reining Horse Association is considered an individual membership and will no longer be available subsequent to 12/31/08. ~~is also available. Dues for a life membership shall be set by the Board of Directors.~~ Life memberships sold and issued prior to 12/31/08 will be honored for the duration of the life of the life member.

***Intent of Proposal*** (include additional pages as necessary)

Existing lifetime memberships will not be impacted by this proposal.

Many associations and other entities are moving away from lifetime memberships due to the financial commitment of servicing such a membership over such a long period of time. NRHA lifetime memberships have an estimated useful life of 30 years currently, and this membership must be serviced for at least this estimated time frame, without any additional source of membership funding to cover the actual cost of supporting the lifetime membership for its entire life, in an economy that has consistent and unpredictable inflation and rate of return on investments. All of the factors that determine the proper valuation of a current lifetime membership, such as forecasted future costs (membership and Reiner portion), rate of return on investments, internal cost of capital, and inflation rate are very hard to predict decades in advance.

For example, who could have accurately predicted 30 or 40 years ago the cost of a gallon of gas or milk?

Elimination of lifetime memberships will insure annual members will not be asked to cover the cost of a funding deficit resulting from underfunded lifetime membership costs due to an under priced lifetime membership sold decades earlier that became under funded due to economic assumptions that changed from the date the original lifetime membership was sold.

**11-02-09** *Submitted by the International Affiliate Committee*

Change **ARTICLE VII. Section 6.** (Reference page 11 of the 2008 NRHA Handbook)

**Section 6.** No exhibitor or owner may be required to be a member of any organization other than the National Reining Horse Association in order to compete in an approved reining event or class. Exception: NRHA/US National Equestrian Federation or Fédération Equestre Internationale dual approved events and National Association Affiliate of the country the member resides in.

**Intent of Proposal** (include additional pages as necessary):

To allow National Association Affiliates to charge membership dues and/or fees in order to be aligned with their National Federation or when mandated by their federal law.

**11-03-09** *Submitted by the NRHA Affiliate Committee*

Change **ARTICLE VIII. Section 1.** (Reference page 11 of the 2008 NRHA Handbook)

**Section 1.** NRHA recognizes the following types of affiliates:

3. Regional Affiliates

a. Must have ~~ten (10)~~ twenty-five (25) members that are in good standing with the NRHA

**Intent of Proposal** (include additional pages as necessary):

After review, the committee determined that Regional affiliates should be required to have 25 NRHA members in order to apply for affiliate status.

**11-04-09** *Submitted by the NRHA Affiliate Committee*

Change **ARTICLE VIII. Section 1.** (Reference page 11 of the 2008 NRHA Handbook)

**Section 1.** NRHA recognizes the following types of affiliates:

3. Regional Affiliates

b. No more than one Regional Affiliate will be sanctioned within a ~~50~~ 250 –mile radius. Affiliates in good standing have first priority.

**Intent of Proposal** (include additional pages as necessary):

Increase the distance between new affiliates in order to avoid saturation and over-crowding in the future. This will only apply to new affiliate applications, or ones that have expired that re-apply.

**11-05-09** *Submitted by the NRHA Affiliate Committee*

Change **ARTICLE VII. Section 3.** (Reference page 11 of the 2008 NRHA Handbook)

**Section 3. Regional Affiliates**

c. Renewing Affiliates shall submit a complete and correct annual renewal application listing officers who are NRHA members in good standing and dues, for the current year to NRHA by January 31 of each year. Affiliates failing to submit completed and correct renewal applications by January 31 or whose renewal applications remain incomplete or incorrect after January 31, will realize all NRHA business including show approval, will be held in a suspended status until a complete and correct renewal application has been presented to NRHA or until March 1 whichever comes first. If a complete and

correct renewal application is still outstanding by March 1 of the current year Affiliate status will be annulled. If the Affiliate Officers are not current members of NRHA in good standing by March 1 of the current year, Affiliate status will be annulled. Annulment of Affiliate status will be published in the *NRHA Reiner*.

After March 1, an annulled Affiliate may re-apply for renewal by paying a re-instatement fee of \$50 and re-submitting a complete and correct affiliate application representing officers who are current members of NRHA in good standing.

- e. d. If annual dues are not received by the NRHA office by March 1 of the current year and the affiliate did not hold reining events the previous year, that geographical area will become available for the formation of a new affiliate.

**Intent of Proposal** (include additional pages as necessary):

Set a deadline for submission of completed affiliate applications and current officers.

**13-01-09** Submitted by the NRHA Finance Committee

Change **ARTICLE X. Section 1.** (Reference page 13 of the 2008 NRHA Handbook)

**Section 1.** An annual audit of the NRHA financial statements shall be performed by a an independent certified public accountant accounting firm at the close of each fiscal year. Results of said audit will be reported at the next annual general meeting of the members membership following the completion of said audit close of such fiscal year and published on the NRHA website within 150 days of the close of the fiscal year in a timely manner. Such accountant accounting firm shall be an independent as defined by the AICPA (American Institute of Certified Public Accountants) Independence guidelines.

**Intent of Proposal** (include additional pages as necessary)

NRHA's fiscal year-end use to be 12/31, with annual statements presented at the General Membership meeting held annually in Ohio in October. NRHA changed its fiscal year-end to 6/30 several years ago, combined with the planned move of the annual General Membership to August, requires a by-law change that will allow the current fiscal year-end, completion of our annual audit, and reporting to the general membership to work together in harmony. In addition, this will allow the annual statements to be presented immediately at the next General Membership meeting once the audit is completed, and will give the organization the ability to move General Membership meeting dates if needed to better serve the membership and to not violate this article when doing so.

**14-01-08** Submitted by Gary R. Pipkin, Catherine Ivin, Judy Caton, and Lisa Cover

Add **ARTICLE XIV. Section 1.** (Reference page 14 of the 2008 NRHA Handbook)

Section 1. 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 bylaws and any special rules of order the Association may adopt. Any Special Rules of Order must be approved within a bylaw amendment pursuant to Article XII.

**Intent of Proposal** (include additional pages as necessary):

To specifically denote the parliamentary authority that shall be used in meetings of the Association. The inclusion of an article such as this is recommended by the American Bar Association's Guidebook for Directors of Nonprofit Corporations and by the Roberts Rules of Order Newly Revised, 10<sup>th</sup> Edition.

**53-01-09** Submitted by the NRHA Youth Committee

Change the following **YOUTH BYLAWS**:

## ARTICLE I. NRHyA YOUTH MISSION STATEMENT

To provide a character and leadership building program that will enable youth to become better citizens and the future leaders of the Reining horse industry.

## ARTICLE II. TITLE, OBJECTIVES, LOCATION

**Section 1. Title.** This organization shall be called the National Reining Horse Youth Association (NRHyA) and will serve as a division of the National Reining Horse Association, and shall operate within NRHA Handbook by-laws, rules and regulations.

**Section 2. Objectives.** The objectives and purposes of the ~~National Reining Horse Youth Association~~ NRHyA shall be as follows:

1. To ~~improve and~~ promote the sport of Reining.
2. To improve and develop the capabilities of youth members, both individually, and through group participation. ~~, and in the competition of Reining horses.~~
3. To develop and improve leadership skills, scholarship opportunities, and participation in the sport of Reining.
4. To establish a means whereby youth members may work in conjunction with the ~~NRHyA Advisory Board and the~~ NRHA Board of Directors.
5. ~~To assist NRHA Affiliate associations comprised of members of the NRHA and NRHyA.~~
6. 5. To acquaint youth members and affiliates with the structures and functions of the ~~parent organization, NRHA~~ NRHyA.

**Section 3. Place of Business.** The place of business of the association shall be the NRHA headquarters in Oklahoma City, Oklahoma. ~~The correspondence regarding NRHyA Executive Committee shall be directed by the NRHA Youth Department of the NRHA office in Oklahoma City, Oklahoma.~~

## ARTICLE III. NRHyA EXECUTIVE COMMITTEE

**Section 1.** The officers of the organization shall be the President, Corresponding Vice President, Secretary, Treasurer, and ~~Sentinel~~ Historian, who shall be elected at the annual meeting from those selected as Regional Delegates or existing Officers. Such Officers shall hold office for a period of one year and/or until their successors are elected or qualified. Officers and Delegates must be 18 years of age or younger as of January 1 of the year they are elected to serve.

## ARTICLE IV. ELECTION OF OFFICERS

**Section 1. Regional Elections:** Four (4) Regional Delegates – two (2) 13 & Under and two (2) 14-18 - will be voted in from each Region based on a majority vote. Candidates must have achieved the Silver Level of the Varsity or Junior Varsity Reining Club. Existing NRHyA Officers will not be considered Regional Delegates. ~~An adult leader will also be chosen as a liaison to the NRHyA Advisory Board from each region.~~

**Section 2. National Officer Elections:** ~~All Regional Delegates~~ NRHyA Executive Committee members will be eligible for National Office must have served as a Regional Delegate or Officer the previous year. All candidates must have achieved the Platinum Level in the Varsity or Junior Varsity Reining Club. Additionally, all candidates must be a minimum of 14 years of age and no older than 18 years of age on January 1 of the year they are elected to serve. Youth members will vote for National Officers through the ballot process. The election of officers shall be held at a general membership meeting of the Association at the time and place designated by the NRHA Executive Board of Directors. Any youth wishing to serve as President or Vice President must have served a minimum of one year on the NRHyA ~~Officer Team~~ Executive Committee prior to being elected for President or Vice President.

**Section 3.** The remaining Regional Delegates will serve ~~on~~ in an advisory capacity to the NRHyA Executive Committee. ~~in non-voting, advisory capacity.~~

## ARTICLE V. DUTIES OF OFFICERS

**Section 1. President:** The President shall be the Chief Executive Officer of the association and shall have general supervision of the affairs of the association, subject to the direction of the NRHyA Youth Executive Committee, and shall preside at all meetings of the Members and of the NRHyA Executive Committee. The President shall appoint all committees of the association subject to the approval of the Youth Executive Committee. The President shall submit to the members of the meeting a report of the status of the association and its activities during the preceding year. No President may serve two terms ~~unless there is not an eligible candidate.~~ The President shall have other duties and authority as may be prescribed elsewhere in the ~~By-Laws constitution~~ or by the NRHA Youth ~~Advisory~~ Committee.

**Section 2. Corresponding Vice President:** The ~~Corresponding~~ Vice President shall have the responsibility of reporting on the activities of the NRHyA ~~Youth~~ Executive Committee to the *NRHA Reiner* magazine. The Vice President shall have the responsibility of maintaining order at all meetings of the NRHyA Executive Committee and the membership meetings in accordance with parliamentary procedure, in addition to preparing meeting rooms and facilities for the meeting of the NRHyA Executive Committee. In addition the ~~Corresponding~~ Vice President shall, in the absence, disability or inability to act of the President, perform the duties and activities of the President ~~or the NRHyA Executive Committee.~~

**Section 3. Secretary:** The Secretary shall attend all meetings of the NRHyA Executive Committee and shall record all votes taken and the minutes of all proceedings in a secretary's notebook. He or she shall perform like duties for all the committees when requested to do so. The Secretary shall have the principal responsibility to give notice of all meetings of the NRHyA ~~Youth~~ Executive Committee and the members, but this shall not lessen the authority of others to give such notice as provided by the ~~constitution~~ ~~By-Laws~~. The Secretary shall maintain communication between the NRHyA Executive Committee and the ~~NRHyA NRHA Youth Coordinator Program Supervisor~~, and in the event the ~~Corresponding~~ Vice President is unable to fulfill his or her duties, in relation to monthly reports to the *NRHA Reiner*, the Secretary will assume those duties.

**Section 4. Treasurer:** The Treasurer shall be responsible for examining the financial need of projects and the financial needs of the NRHyA and reporting these costs to the NRHyA ~~Youth~~ Executive Committee.

**Section 5. Sentinel-Historian:** The ~~Sentinel~~ ~~Historian~~ shall have the responsibility of ~~developing and maintaining order at all meetings a historical record of the NRHyA. Executive Committee and the members in accordance with the parliamentary procedure, in addition to preparing meeting rooms and facilities for the meetings of the NRHyA Executive Committee.~~ The ~~Sentinel~~ ~~Historian~~ may also be required to fill those duties that may from time to time be assigned by the President.

**Section 6. Powers of the NRHYA Executive Committee:** ~~The NRHyA Executive Committee shall have the power and authority to direct the affairs of the organization, including, but not limited to, the right to make, amend and repeal the constitution of the organization, as they may deem expedient concerning the conduct, management, and activities. Suspension and expulsion of members, removal of officers, expenditure of money and other details relating to the general purposes of the organization, are subject to the approval of the NRHA Executive Board.~~

**Section 7. Quorum:** ~~The quorum of the NRHyA Executive Committee shall be four members.~~

**Section 8 6. Vacancy:** ~~In the case of a vacancy in the NRHyA Executive Committee, the President shall appoint a successor to fill the unexpired term of the open position~~ All vacant Offices of the organization shall be filled by the NRHyA Executive Committee from the Regional Delegates for the unexpired term, and those so appointed shall serve until the election and acceptance of their duly qualified successors.

## ARTICLE VI. DELEGATES GENERAL GOVERNANCE

**Section 1.** ~~The business and property of the organization shall be managed and controlled by the NRHA Executive Board, the Reining Horse Sports Foundation, the NRHA Youth Advisory Board and the NRHyA Executive Committee.~~ **Powers of the NRHyA Executive Committee:** ~~The NRHyA Executive Committee~~

shall have the power and authority to direct the affairs of the organization as they may deem expedient concerning the conduct, management, and activities. Removal of officers, expenditure of money and other details relating to the general purposes of the organization, are subject to the approval of the NRHA Youth Committee and NRHA Executive Board of Directors.

**Section 2.** All vacancies in the elective offices of the organization shall be filled by the NRHyA Executive Committee from the Regional Delegates for the unexpired term, and those so appointed shall serve until the election and acceptance of their duly qualified successors. The NRHA Youth Committee shall work in conjunction with the NRHA Executive Board to oversee the affairs of the NRHyA.

**Section 3.** The NRHyA Executive Committee shall meet whenever and wherever called by direction of the NRHyA President, NRHA Youth Committee Chairperson, the NRHA Youth Program Supervisor or four (4) members of the NRHyA Executive Committee acting jointly, of which meeting the Secretary shall give ~~15~~ two (2) days written notice, which may be written or electronic, but such notice may be waived by any member. During the interim between annual meetings, or special meetings, the NRHyA Executive Committee is empowered to direct the affairs of the organization.

**Section 4.** A majority of the NRHyA Executive Committee shall constitute a quorum for the transaction of business, but if at any meeting the board has less than a quorum present, a majority of those present may adjourn the meeting.

#### **ARTICLE VII. MEMBERSHIP MEETING**

**Section 1.** The annual meeting shall take place at the NRHA Futurity as designated by the NRHA Executive Board of Directors for the purpose of such business as may be brought before the meeting. Special meetings of the NRHyA Executive Committee 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 a majority of the NRHyA Executive Committee.

#### **ARTICLE VIII. MEMBERSHIP AND REGIONS**

**Section 1. Individual Members:** Any Youth 18 years of age or younger as of January 1 who holds a valid NRHA membership card is automatically considered a member of the NRHyA Program.

**Section 2. Voting Rights:** Any NRHyA member in good standing has the opportunity to vote in NRHyA elections. ~~International youth members are eligible to vote at the closest regional Affiliate Finals competition and are eligible to hold a position as a Regional Delegate on the NRHyA Executive Committee.~~

**Section 3. Membership Fees:** (See NRHA Handbook Youth Membership and Show Conditions - ~~Section 2~~)

**Section 4.** ~~Each affiliate shall exercise its voting privileges in the organization through its Regional Delegates and Youth Representatives annually elected by the resident members in good standing of each affiliate organization.~~

**Section 5. Regions of the Organization:** ~~North America shall be divided into regions as determined by the Affiliate Program Conditions. Youth programs in international countries shall be determined by country or region with the recommendation of the NRHyA Executive Committee and subject to approval of the NRHA Executive Board.~~

#### **ARTICLE IX. TERMINATION OF MEMBERSHIP AND REMOVAL OF OFFICERS**

**Section 1.** Membership and election to the office of the NRHyA Youth Executive Committee is a privilege, not a right, which may be terminated or refused for cause detrimental to the interest of the organization. ~~of which it is a division of its programs, policies, objectives, and harmonious relationship of its members. A member may be removed from the membership role or an officer may be removed from office.~~

#### **ARTICLE X. NRHyA ADVISORY BOARD**

~~The NRHYA Advisory Board of the organization shall consist of the NRHA President, NRHA Executive Director, RHSF President, NRHA Executive Board Representative, Chairperson of the NRHA Financial~~

~~Committee, Chairperson of the NRHyA Activities Committee, the NRHA Manager of Youth Activities, and any additional members of the NRHA Board of Directors.~~

**ARTICLE XI X. AMENDMENTS**

The by-laws of the organization may be amended by following the rules found in Article XII of the NRHA Handbook.

*Intent of Proposal (include additional pages as necessary):*

The Youth Committee and the NRHyA Executive Committee have reviewed the By-Laws They have recommended the following changes to make them current with actual process and to remove conflicting language.