

# TEXAS REINING HORSE ASSOCIATION

## 2025 Amended and Restated Bylaws



### **ARTICLE 1. TITLE AND OBJECTIVES**

#### ***Association Title***

This organization shall be known as the Texas Reining Horse Association (TRHA).

#### ***Association Objective(s)***

- a) to have fun and promote reining horse shows, events and clinics designed to enhance the skills of member riders and their horses
- b) to encourage participation in shows and other events by riders of all levels of experience
- c) to promote a spirit of cooperation and collegiality among all participants

### **ARTICLE 2. GOVERNANCE**

#### ***Governing Body***

The governing body of this organization shall be an elected Board of Directors consisting of the following officers: President, Vice President, Secretary, Treasurer, and up to three (3) additional officers.

#### ***Director and Officer Terms***

All director and officer positions shall be elected for two-year terms.

There shall be a limitation of the number of terms which officers and directors are allowed to serve. The limitation shall be two (2) consecutive two-year (2) terms unless unanimously voted on by both directors and other officers in which case an officer or director may continue to serve additional terms.

### **ARTICLE 3. ELECTION OF OFFICERS**

#### ***Nominations & Nomination Committee***

Nominations for officers and directors due for election shall be submitted by a committee appointed by the President from members of the Board of Directors. This Nomination Committee, consisting of a minimum of three (3) committee members will submit to the President not less than 30 days prior to the annual meeting a list of persons able and willing to stand for the positions due for election.

At the written request of three (3) members, the name of any other candidate may be placed in nomination and notice shall be immediately given to the membership provided said written request is placed in the hands of the Secretary not less than 21 days before the annual election.

Each membership in good standing shall be entitled to one vote at the annual meeting or by absentee ballot. No proxy voting will be allowed.

## **ARTICLE 4. DUTIES OF OFFICERS**

### ***President***

The President shall:

- a) preside at all meetings of the Association
- b) appoint all special and standing committee chairpersons and conduct the business of the Association in accordance with the bylaws and rules and regulations
- c) be an ex officio member of all committees
- d) serve as Chairman of the Board of Directors and manage the affairs of the Association

The President may sign, with the Secretary or any other proper officer of the Association there unto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Association or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors and Officers from time to time.

### ***Vice President***

The Vice President shall perform all the duties of the President in case of the President's absence or disability. The Vice President may submit committee nominations for Board approval as necessary for functions within the association to include but not be limited to fund raising and events, Youth, nominations, awards, and social media.

### ***Secretary***

The Secretary shall:

- a) keep the minutes of the proceedings of the members and the Board of Directors in one or more books provided for that purpose
- b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law
- c) be custodian of the Association records
- d) keep a register of the post office and email addresses of each member, which address shall be furnished to the Secretary by such member
- e) attend to all correspondence and present to the Board of Directors at its meetings all communications received
- f) in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President of the Board of Directors

### ***Treasurer***

The Treasurer shall:

- a) have charge and custody of and be responsible for all funds and securities of the Association
- b) receive and give receipts of monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association in such banks,

trust companies or other depositories that shall be selected in accordance with the provisions of these bylaws

- c) keep accurate books of account of the Association's business and transactions which shall be subject to an annual audit by the audit committee
- d) render a report in a format defined by the Board of Directors of the condition of the finances of the Association at each Board of Directors meeting and at such other times as required and shall make a full financial report to the annual membership meeting
- e) in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board of Directors.

### ***Officer Removal***

Any officer or director 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.

### ***Vacancies***

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## **ARTICLE 5. DUTIES OF THE BOARD OF DIRECTORS**

### ***Board of Directors***

The Board of Directors shall have general charge of the affairs, finances, and property of the Association to which they shall report at the annual meeting.

The Board of Directors shall be empowered to fill vacancies occurring in said board. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired portion of the predecessor's term in office.

The Board of Directors shall hold regular meetings at such time and place as they shall determine.

Notice of any special meeting shall be given at least two days previous thereto by written notice delivered personally or mailed to each director or officer or by e-mail or by telephone conversation. Any may waive notice of any meeting. The attendance of the director or officer at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. A quorum of the Board of Directors and Officers shall consist of a majority of members, which decide upon any question that may come before the meeting.

Meetings of the board of directors may be conducted in person or by telephone conference call or by other electronic means including online computer meetings. Votes on issues that arise

between board meetings may be taken by telephone or by email or other electronic means. Any member of the Board of Directors must recuse themselves from voting on issues that present a conflict of interest.

Initial approval and adoption of bylaws by a two-thirds majority vote of the entire Board of Directors.

Upon dissolution, assets will be distributed to another non-profit organization voted on by the Board of Directors at that time.

## **ARTICLE 6. MEETINGS OF MEMBERS**

### ***Annual Meeting***

The annual meeting of the Association shall be at a time and place designated by the Board of Directors. Notice will be given to each member at least 30 days prior to the meeting.

### ***Special Meetings***

Special meetings of the members may be called by the Board of Directors to be held at a time and place designated by the Board of Directors. Notice will be given by e-mail to each member at least 10 days prior to such meeting or via email ten (10) days prior to a meeting.

At any meeting of the members held in accordance with the foregoing provisions as to notice, the members attending such meeting shall constitute a quorum.

## **ARTICLE 7. MEMBERSHIP**

Any individual of good character and reputation interested in reining horses may become a member of the Association. Members shall be admitted and retained in accordance with the bylaws and rules and regulations of the Texas Reining Horse Association and the National Reining Horse Association. Each member shall pay annual membership dues set by the Board of Directors. Said dues are payable at the commencement of the Association's fiscal year which runs from January 1 through December 31. Each membership shall be entitled to one vote.

The types of membership shall be determined annually by the Board of Directors.

All money paid to the Texas Reining Horse Association shall be in U.S. funds.

## **ARTICLE 8. FINANCIAL**

The TRHA will maintain a minimum amount necessary to equal to the average yearly obligation of awards, to be reviewed each year by the Board of Directors.

The reserve fund and any interest or dividends cannot be drawn upon or dispersed for any purpose other than re-investment without the consent of majority vote of the entire Board of Directors.

Upon dissolution of the Association, the reserve fund and all other assets will be distributed to another non-profit organization voted on by the entire Board of Directors at that time, and by a simple majority vote.

#### **ARTICLE 9. AMENDMENTS**

Amendments to the bylaws must be presented to the Secretary at least 60 days prior to the annual meeting and written notice of the proposed amendments shall be distributed to the membership by mail at least 30 days prior to the annual meeting. These amendments will be considered and voted on at the annual meeting and must be passed by a majority of the members voting in person.

#### **ARTICLE 10. INDEMNIFICATION**

The Association shall indemnify each of its Directors, Officers, employees, and committee members whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she was a director, officer, or employee of the Association. The individual shall no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Association for negligence or misconduct in the performance of his or her duties, or was derelict in the performance in his or her duty as a director, officer or employee by reason of willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of his or her office or employment. The right to indemnity for expense shall also apply to expense of suits which are comprised or settled if the court having jurisdiction of this matter shall approve such settlement. The foregoing right of indemnification shall be an addition to, and not exclusive of, all other rights which such director, officer, or employee may be entitled.

#### **ARTICLE 11. RULES AND REGULATIONS**

Rules and Regulations of the TRHA shall be formulated by the Board of Directors and shall consist of items deemed necessary to the normal conduct of the business of the Association which are not specifically designated in the Association bylaws.

Such Rules and Regulations may be adopted or rescinded by a majority vote of the Board of Directors at any meeting held under the conditions enumerated in Article V.