BYLAWS

OF

Colorado Reined Cow Horse Association
a Colorado Nonprofit Corporation

(RESTATED 9-26-2024)

ARTICLE I
NAME AND PURPOSE

Section 1. Name of Corporation. The name of the Corporation is: Colorado Reined Cow Horse Association.

Section 2. Purpose. The Corporation is organized under the Colorado Revised Nonprofit Corporation Act to serve and promote the cattle ranching and the raising and management of livestock through the the training and exhibition of, and interest in, working reined cow horses among members of the Association including, without limitation, the following particular objects and purposes:

1. To use and encourage the use of standard rules for holding and judging contests for reined cow horses and their riders and for humane methods of working cattle from horseback;

2. To perpetuate the early traditions of highly-trained and well-reined working cow horses;

3. To promote humane exhibitions and reined cow horse events and contests in expositions and horse shows; and

4. To develop and improve better techniques for the training and use of reined cow horses through a system of awards using income from entry fees, gate receipts, and donations to meet the necessary expenses of upkeep and operation of the Association.

Section 3. Nonprofit Corporation - Agricultural Organization. The Corporation is a Colorado nonprofit corporation subject to the Colorado Revised Nonprofit Corporation Act (C.R.S. 7-121-101 *et seq*. an is intended to be organized and operated as a tax-exempt agricultural organization under Sections 501(a) and 501(c)(5), of the Internal Revenue Code and such operations shall be subject to the following restrictions:

1. The Corporation shall not conduct or carry on any activities which would make the corporation in eligible for recognition as a tax-exempt organization under Section 501(c)(5) of the Internal Revenue Code and regulations promulgated under said statute, as they now exist or may hereafter be amended.

2. No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or member of the Corporation, other than reasonable compensation for services rendered to or for the benefit of the Corporation, and no director, officer, or member of the Corporation shall be entitled to share in any distribution of corporate assets upon dissolution of the Corporation.

3. If the Corporation engages in efforts to influence legislation related to the purposes of the Corporation, it shall provide notice to members regarding the percentage of dues paid, if any, applicable to such lobbying efforts.

4. The Corporation shall not engage directly or indirectly in political campaigns on behalf of or in opposition to any candidate for public office.

ARTICLE II
MEMBERSHIP

Section 1: Application for Membership: Membership shall be open to all persons seven years of age and older. Each application for membership shall provide that the applicant agrees to abide by these bylaws and other reasonable regulations as may be adopted by the board of directors for participation in activities and events of the Corporation. Upon application for membership, each prospective member shall pay dues for the current year. Membership shall not be open to any individual convicted of cruelty to animals.

Section 2. Dues. Membership dues shall be set by the board of directors from time to time.

Section 3. Powers and Privileges. Members shall have the right to vote for directors of the Corporation, but no other voting rights. Members shall be entitled to all other privileges and benefits of membership as the same are determined by the board of directors from time to time. Members may take action at member meetings to recommend action to the board of directors.

Section 4. Meetings of Members. The members shall meet at least once a year for the election of directors on a date and at a time and place as determined by the board of directors. Attendance of 10 members at any meeting shall constitute a quorum for the transaction of membership business. If a quorum is not present at any meeting, such meeting may be adjourned for a period not to exceed sixty (60) days at any one adjournment. The act of a majority of members in attendance at a meeting at which a quorum is present shall be the act of the members. Members shall be deemed present at a meeting of the members convened by means of conference telephone, video conference, or similar communications equipment by which all persons participating in the meeting can hear each other in the same manner as if the meeting had been convened in person.

Section 5. Voting. Members shall elect directors annually. Cumulative voting shall not be allowed. Proxy voting shall not be allowed. A member shall be deemed in good standing and entitled to vote at any meeting if, an only if, such member shall have paid all dues and assessments made or levied against the member. If the meeting is conducted by conference telephone, video conference, or similar communications equipment, voting shall be recorded by email sent to the email address of the Secretary or other email email address designated in the notice of the meeting.

Section 6. Notice of Meetings of Members. Notice of the time and place of any meeting of the member shall be given by the board of directors not less than 10 days nor more than 30 days prior to the meeting. Such notice shall be in writing, but may be given by U.S. Mail, postage prepaid effective on the date of mailing, or by electronic mail (E-mail) effective upon sending, to a mailing address or E-mail address provided by the member to the Corporation.

ARTICLE III
DIRECTORS

Section 1: Board of Directors. The business and affairs of the Corporation shall be managed by its board of directors. The directors shall in all cases act as a board and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, provided that such rules and regulations are consistent with the Articles of Incorporation, these Bylaws, and the laws of the State of Colorado.

Section 2. Qualifications of Directors. Directors shall be members of the corporation and shall be at least eighteen (18) years of age.

Section 3: Number and Term of Directors. The board of directors shall be comprised of not less than six (6) members nor more than twelve (12) members as determined from time to time by the board of directors. All directors shall be elected for two-year terms at the annual meeting of the Corporation. Director’s terms of office shall be staggered so that one-half of the directors will be elected each year. A director’s term shall begin immediately upon his or her election by the membership and shall continue until his or her successor is elected and qualified or until his or her death, resignation, or removal.

Section 4. Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring on the board for any reason may be filled by a vote of a majority of the directors then in office, although less than a quorum is present. A director so appointed by the board to fill a vacancy shall be elected to hold office for the unexpired term of his or her predecessor.

Section 5. Resignation. A director may resign at any time by giving written notice of resignation to the board, the president, or the secretary of the corporation.

Section 6. Compensation. No compensation shall be paid to directors for their services as such.

Section 7. Meetings of Directors. A majority of the members of the board of directors shall constitue a quorum for the transaction of business at any meeting of the board. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors. The members of the board of directors shall be deemed present at a meeting of the board convened by means of conference telephone, video conference, or similar communications equipment by which all persons participating in the meeting can hear each other in the same manner as if the meeting had been convened in person.

Section 8. Notice of Director's Meetings. Notice of the time and place of any meeting of the board of directors shall be given by the secretary of the corporation not less than three (3) days prior to the meeting. Such notice shall be in writing, but may be given by U.S. Mail, postage prepaid effective on the date of mailing, or by electronic mail (E-mail) effective upon sending, to a mailing address or E-mail address provided by the director to the Corporation. A director who attends a meeting of the board of directors shall be deemed to have waived any requirement of notice of the meeting.

ARTICLE IV
OFFICERS

Section 1: General. The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer. At the first meeting to the board of directors following the annual meeting of members at which new directors are elected, the board of directors shall elect officers to serve a one-year term. Officers should be, but are not required to be, elected from directors who have served as a director for at least one year. The board of directors may appoint such other officers and assistant officers as it may consider necessary and appropriate.

Section 2: President. The president, subject to oversight by the board of directors, shall in general supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the directors and members. Transactions and other matters which are in the ordinary course of the corporation's business shall be conducted by the president. The president shall perform all duties as may be assigned to him or her by the board of directors from time to time.

Section 3: Vice-President. The vice-president of the corporation shall exercise such powers, duties and authority as is delegated to him or her either by the president or by the board of directors of the corporation. The vice president shall generally assist the president and other officers of the corporation to promote the prosperity of the corporation. The vice-president shall act as president during the absence or incapacity of the president.

Section 4: Secretary. The secretary shall keep regularly entered and proper books of record, true and accurate minutes of all acts, resolutions and proceedings of the corporation and of the board of directors, and shall prepare and serve all notices required by the Articles of Incorporation and by the Bylaws of the Corporation; and shall keep the corporate seal and affix it to all documents of the corporation as required by law, and attest to the same by signature; shall have charge of all books and documents of the corporation as the board of directors may direct; and shall perform such other duties as are consistent with the office of secretary.

Section 5: Treasurer. The Treasurer shall receive and deposit all monies and liquid assets of the corporation in such bank or banks as the board of directors may designate, and shall disburse the same, subject to such rules as the board of directors may prescribe within the limits of these bylaws; shall be responsible for the efficient and economical conduct of the financial affairs of the corporation; shall be primarily responsible for handling the credit, billing and collection of accounts receivable of the corporation; shall keep the board of directors advised of the financial condition of the corporation by rendering a financial report at each annual meeting of the board of directors; and shall perform such other duties as are consistent with the office of treasurer. Ministerial duties such as periodic deposit of funds received and payment of accounts may be delegated by the treasurer to the executive director or other staff employed by the corporation.

Section 6: Contracts. The board of directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances; provided, however, that two officers with authority of the board of directors are required to bind the corporation on any loan.

Section 7 Vacancies in Office. All vacancies in any office shall be filled by a majority vote of the board of directors without undue delay, at its next regular meeting or at a meeting specially called for that purpose.

ARTICLE V
ADMINISTRATIVE PROVISIONS

Section 1. Contracts. The board of directors may authorize or delegate to any officer or agent the authority to enter into any contract or to execute and deliver any instruments in the name of or on behalf of the corporation , and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances. In no event shall the corporation lend money to, or guarantee the obligation of, a director or officer of the corporation.

Section 3. Bank Accounts. The funds of the corporation shall be deposited in such banks, trust funds or depositories as the board of directors may designate and shall be withdrawn upon the signature of the president or upon the signatures of such other person or persons as the directors may by resolution authorize.

Section 4. Books and Records. The corporation shall keep as permanent records minutes of all meetings of its board of directors, a record of all actions taken by the board of directors by consent in writing in lieu of a meeting, and a record of all actions taken by committees of the board of directors. In addition, the corporation shall maintain appropriate accounting records The corporation shall keep a copy of the following records at the principal office:

(a) The Articles of Incorporation and all amendments currently in effect;
(b) The Bylaws and all amendments currently in effect;
(c) A list of the names and business or home addresses of its current directors and officers;
(d) Maintain and confirm at least annually an electronic delivery address for each director and address for each director and committee member.
(e) Its most recent biennial report delivered to the Secretary of State; and
(f) Any standing rules of the corporation.

Section 5. Board Minutes. Minutes of all meetings shall be prepared by the person appointed to take the minutes of the meeting and submitted in draft form to those persons entitled to attend such meeting within three (3) weeks of the date such meeting is held. Final drafts of the minutes shall be approved at the next meeting of the applicable body. The approved minutes shall be certified by the secretary and placed on file in the records of the corporation.

Section 6. Executive Session Minutes. Minutes of any executive session of the board of directors shall be prepared as in the case of other minutes, provided however, that the board shall direct, at the conclusion of the session, the extent such minutes are to remain confidential and any special handling that may be required. If the minutes of the session contain information deemed confidential, such minutes shall be sealed and clearly annotated in writing as to those officers of the corporation authorized to gain access to such records. The approved minutes shall be placed in a locked file at the principal office of the corporation with access to such file restricted appropriately.

Section 7. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern in all cases to which they are applicable and when they are not inconsistent with these Bylaws and any special rules of order the meeting body may adopt. Violation of such rules shall not invalidate any action taken at a meeting unless the objecting party shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation on the next business day after the adjournment of the meeting. Such right to dissent shall not apply to a person who voted in favor of such action. A current edition of such rules shall be made available at the place of meeting during any proceeding governed by these Bylaws.

Section 8 Non-Discrimination and Civil Rights Assurance. It shall be the policy of this corporation that no person, on grounds of race, color, age, sex, religion, handicap or national origin, shall be excluded from participation in, be denied the benefits of, be denied employment by, or be otherwise subjected to discrimination under any program or activity of this corporation; consideration of race, color, sex, age, religion, handicap, or national origin shall not influence the conduct of any aspect of the corporation's activities.

Section 9. Conflict of Interest. Every director, officer, employee and agent of the corporation shall be subject to the Conflict Of Interest Policy approved by the board of directors.

ARTICLE VI
AMENDMENT OF BYLAWS

Section 1. Authority. These Bylaws may be amended or repealed by the directors of the corporation at any regular or special meeting of the board of directors.

Section 2. Notice. The Secretary of the board of directors shall provide notice to the directors of any meeting at which an amendment is to be voted upon. The notice shall be given at least seven (7) days prior to the meeting, unless notice is waived. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and shall provide an accurate summary or a copy of the proposed amendment with the notice.

ARTICLE VII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall, to the extent legally permissible, indemnify every director and officer, their heirs, personal representatives, and successors against all loss, costs and expenses, including attorneys fees reasonably incurred by him in connection with any action, suit or proceeding at which he/she may be made a party by reason of his/her being or having been a director or officer of the corporation, provided, however, no indemnification shall be provided for any such person with respect to matters which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. The foregoing rights shall not be exclusive of the other rights to which such director or officer may be entitled. All liability, loss, damage, costs and expenses incurred or suffered by the corporation by reason of or arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the Board as a common expense.

ARTICLE VIII
Amendments

Section 1. How Amended. These Bylaws may be altered, amended, repealed or added to by a majority vote of the board of directors at the annual meeting of the board of directors or at a special meeting called for that purpose, provided that a written notice shall have been delivered to each director at least ten (10) days prior to said meeting, which notice shall state the alterations, amendments or changes which are proposed to be made in such Bylaws. Only such changes as have been specified in the notice shall be acted upon.

THE FOREGOING BYLAWS WERE ADOPTED by the board of directors of **Colorado Reined Cow Horse Association, a Colorado non-profit corporation**, at a meeting of the board of directors regularly convened on the 26 day of September, 2024.

Laurel [signature]

Secretary