



**WCHA Board Meeting
September 10, 2018
6:00 pm CST
Meeting Minutes**

Agenda:

Roll Call

- I. Old Business
 - a. Review and approve meeting minutes from the August 8th, 2018 Board of Directors meeting.
 - b. Any other Old Business items.
- II. New Business
 - a. Bylaw Rev 09072018 Review
 - i. Discussion
 - b. Past President Vacancy
 - i. Discussion

Minutes:

Roll Call

- I. Roll Call
 - a. Members present.
 - i. Kerry Aycock, Region I
 - ii. Luke Castle, WCHA Executive Committee Advisor
 - iii. Don Falcon, Interim Executive Director
 - iv. Dan Fox, Region I
 - v. Rebekah Herrmann, Region III
 - vi. Anna Horn, Region IV
 - vii. Kate Jackson, PR & Marketing Committee Chair
 - viii. Randy Jacobs, Region III
 - ix. Laura Manuel, WCHA Treasurer
 - x. Ralph Manuel, Foundation Committee Chair
 - xi. Jeffrey Pait, Judges Committee Chair
 - xii. Dawn Shafer, Region III
 - xiii. Kathy Smallwood, Region II
 - xiv. Kelley Stone, Region II
 - xv. Ronald Stratton, Region III
 - xvi. Thomas Coon, Region II
 - xvii. Greg Holden
 - xviii. Kristy Vanderwende, Region IV
 - b. Members Not Present
 - i. Debby Brehm, WCHA Executive Officer
 - ii. Mike Clites, WCHA President Elect

- iii. Jim Groff, Region IV
- iv. Bill Huckabee, WCHA Executive Officer
- v. Beth Johnson Dunlap, Region IV
- vi. Candace Jussen, Youth Program & Events Chair
- vii. Dan Mannion, Region I
- viii. Andrea Olson, Finance Committee Chair
- ix. Sally Sullivan, Region II
- x. Mark Williams, Region I

II. Old Business

- a. At the start of business it was established there were 17 members of the Board of Directors on the call. It was verified that a quorum was established.
- b. The meeting minutes from the August 8th, 2018 Board of Directors meeting were presented. A motion was made to accept the minutes. This motion was seconded and carried.
- c. There was no other old business.

III. New Business

- a. Since the August 8th meeting there were some additions to the Bylaw Proposal. The new proposal presented was Bylaw Rev 09072018.
 - i. Additions included were submissions by membership regarding term limits as well as the eligibility of voting rights of past presidents. The establishment of a quorum was addressed as well.
 - ii. The floor was opened from discussion.
 - iii. The first point of discussion addressed Section III. Term of Office on page 6, end of the first sentence, "may be re-elected to a second term."
 - 1. The concern was that some offices may be limited to a two-term limit.
 - 2. It was noted that this line differed from what the governance committee originally suggested. It was noted that the Executive Committee discussed this at length and it was additionally discussed in the August 8, 2018 meeting. Clarification of these discussions were provided.
 - 3. The chair of the governance committee noted that on any of the revisions are recommendations and that the Board of Directors vote will be what changes the document. A recommendation doesn't necessarily mean that the Board needs to endorse it.
 - 4. Mike Clites clarified the desire of the Executive Committee in regards to the term of office was to create some consistency within the WCHA Board.
 - 5. Mark Williams joined the call and requested to cast his vote on the bylaws. His vote was documented before he excused himself from the call.
 - iv. There was further review of the redline insertions in the document.
 - 1. One pertained to Article II. Purpose & Powers, where the word "western" was included into the phrase, "enthusiast of the western conformation horse."
 - 2. The next was Article VI, Section I. Board of Directors.
 - a. This clarifies who serves on the Board of Directors.
 - 3. Following that was Article VI, Section II. Officers.
 - a. There is a statement clarifying the position of officers specifically the Secretary and Treasurer in regards to their voting capacity.

4. Another redline was Article VI. Section III. Term of Office.
 - a. This clarifies term limits for the Executive officers, including the exemptions specifically for the Secretary and Treasurer.
5. Another further down in Article VI.
 - a. This was the clarification that the President-Elect shall be elected by the general membership at the annual meeting.
6. The next redline to the document was Article VI. Section 14.
 - a. This clarifies the right and eligibility in which past presidents have the right to vote.
7. A statement was inserted in Article VIII. Section III.
 - a. This clarified what constitutes a quorum.
- v. There was a call for any further questions or comments. None were raised.
- vi. There was a call for a motion.
 1. A motion was made to approve the document with the red line modifications in Bylaw Rev 09072018 as presented.
 2. The motion was seconded.
 3. There was a call for any further discussion.
 - a. A question was raised if this document called for Executive Officers to be will be elected by the general membership where a previous version called for them to be elected by the Board of Directors. There was clarification of when and why this change was made between the previous version and the Bylaw Rev 09072018 document.
 - b. It was noted that electronic, call-in, and mail-in votes are accepted in other elections.
 - c. Rebekah Herrmann, suggested removing the wording that requires members to be present at the general membership meeting in order to allow absentee voting.
 4. The original motion was modified to allow for absentee voting by removing the wording "at the annual meeting" so that the organization may conduct the voting in an absentee manner if necessary.
 5. The motion carried and passed unanimously.
- b. Past President Vacancy
 - i. There has been a vacancy since March, and Luke Castle has been serving in that capacity since the vacancy opened. It was requested that the Board of Directors officially acknowledge Luke in that role as acting Past President.
 - ii. A motion was made to approve Luke Castle as the acting Past President on the Executive Committee.
 - iii. The motion was seconded and carried.
- IV. A motion was made to adjourn the meeting. This was seconded and the meeting was adjourned.

THE WORLD CONFORMATION HORSE ASSOCIATION

ARTICLE I NAME

Section 1. Corporation. The name of this organization shall be the World Conformation Horse Association. The business of the Corporation may be conducted as World Conformation Horse Association, herein referred to as the Association or “WCHA”.

ARTICLE II PURPOSES AND POWERS

Section 1. The WCHA is a non-profit Association and shall be operated to unite for the purpose of stimulating interest in and competitive opportunities for enthusiasts of the western conformation horse, while protecting the integrity of the horse through responsible stewardship within the meaning of Section 501(c) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

WCHA strives to preserve and promote the value of correct conformation in the equine industry.

WCHA believes that correct conformation serves as the foundation to the horse's ability to successfully perform in any discipline.

WCHA is committed to protecting, preserving, and promoting the conformation standard of the horse and constantly pursuing growth in our industry.

To maximize impact on current efforts, WCHA may seek to collaborate with other non-profit organizations which fall under the 501(c) section of the internal revenue code and are operated exclusively for educational, agricultural, and/or charitable purposes.

At times, per the discretion of the Executive Committee, WCHA may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

Section 2 Powers. The WCHA shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the purposes for which the Association is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Association may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 3 Nonprofit Status and Exempt Activities Limitation.

- a. Nonprofit Legal Status.** WCHA is a Texas non-profit public benefit Association, recognized as tax exempt under Section 501(c) of the United States Internal Revenue Code.
- b. Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no Director, officer, employee, member, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170c.(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Association shall inure to the benefit or be distributable to any Director, officer, member, or other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- c. Distribution Upon Dissolution.** Upon termination or dissolution of the WCHA, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Association.

The organization to receive the assets of the WCHA hereunder shall be selected in the discretion of a majority of the managing body of the Association, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the WCHA, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Texas.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the WCHA, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.

ARTICLE III BREED ASSOCIATION ELIGIBILITY

Section 1. Breed Eligibility. The Executive Committee reserves the right to determine if a particular breed or color registry exemplifies the standard of the Western Conformation Horse and, consequently, maintains the right to approve or disapprove eligibility of a particular breed. Any horse registered with an approved western conformation equine breed or color horse association is eligible to exhibit in WCHA events.

ARTICLE IV MEMBERSHIP

Section 1. Membership. Membership in WCHA is a privilege and not a right.

Section 2. Membership Categories. Memberships shall be of three (3) categories; Annual Members (open, non-pro and youth), Life Members, and Founding Life Members.

In addition, the Executive Committee may bestow a non-voting honorary membership, free of fees on any person or business at its discretion.

Section 3. Membership Terms, Obligations and Rights. Membership shall be open to any person of any state or country interested in promoting the conformation horse. The Executive Committee may deny membership to anyone deemed to be of not of good character.

Any person having joined this association shall thereby become subject to the rules and bylaws then in force or later adopted by the association, and shall be subject to discipline, fines, suspension or expulsion from the organization as provided in these bylaws and rules. Any expelled member may be reinstated with the approval of the Executive Committee.

Members shall be entitled to vote, attend the Annual Meeting and special meetings as well as participate in any WCHA events, subject to payment of any associated fees. To exhibit in any WCHA event, the exhibitor must have an individual membership.

- Founding Memberships established in the name of a joint, assumed or trade names, corporate, partnership (general or limited), syndicate or joint venture or decedent's estate, trust, guardianship or other custodial legal entity shall have the right to designate one individual to vote and exhibit as if they had an individual membership. Such designation is for the life of the membership.

Section 4. Transferability. A joint, assumed or trade names, corporate, partnership (general or limited), syndicate or joint venture or decedent's estate, trust, guardianship or other custodial legal entity membership shall have the right of survivorship to spouses.

Section 5. Membership in Good Standing, Due Diligence and Disciplinary Action. For voting privileges, member in good standing is defined as one having paid dues for the current membership year, or founding or life member, and has not been

suspended or expelled.

Members of the Association shall be admitted, denied, retained, disciplined, fined, suspended and expelled in accordance with such rules as the Executive Committee may, from time to time adopt.

When any member(s) of the association shall be accused of any acts or practices which may be deemed just cause for discipline, fine, suspension or expulsion from the association, said person(s) shall be entitled to a full, fair and impartial hearing before the Judicial Committee of the organization where she/he shall be faced by his accuser or be permitted to examine all evidence offered in support of the charge by the accuser or others and where she/he shall be given full opportunity to refute such evidence, but upon being adjudged guilty of the practice as charged and worthy of discipline, fine, suspension or expulsion by affirmative vote of a majority of the Judicial Committee eligible to vote, she/he shall forthwith be so expelled.

Section 6. Failure to Pay. Any member or non-member may be suspended and denied privileges of the WCHA by the Executive Committee of the WCHA for failure to pay when due any obligation owing to the WCHA or to an approved event or for giving a worthless check for entry fees, stall fees, office charges, feed bills incurred at the WCHA approved event or any fees or charges including bank charges for returned check connected with the exhibition of WCHA entries; provided, however, that fifteen (15) days before action by written notice of account due and the intention to suspend or withholding privileges of the WCHA shall be mailed to such member or non-member. Upon suspension, the name of the member or non-member may be published in the WCHA newsletter or other such publication beginning with the next available issue from date of suspension. Any suspension and denial of privileges under this section shall terminate upon full payment of the obligation due the WCHA or WCHA approved event management. Event management must notify the WCHA office of any uncollectible accounts due within 30 days of the closing of the show.

Section 7. Right to Use Likeness. As reciprocal assistance to WCHA for privilege of membership, and participation in approved events, the WCHA may use any photograph or other form of likeness reproductions of a member, event participant, horse owner, or their horses including names of such, to promote WCHA's objectives and activities including, but not limited to, use by third parties with authorization from WCHA.

Section 8. Non-Voting Affiliates. The Executive Committee may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Association. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Executive Committee, affiliates may be given endorsement, recognition and media coverage at

fundraising activities, clinics, other events or at the Association website. Affiliates have no voting rights, and are not members of the Association.

- a. Any dues for affiliates shall be determined by the Executive Committee.

ARTICLE V MEMBERSHIP APPLICATION, EFFECTIVE DATE AND DUES

Section 1. Effective Date. Memberships begin the day the membership is received in the WCHA office or at a WCHA event, unless clearly designated that the membership is for an upcoming year. Annual memberships are effective until the end of the calendar year for which the membership has been paid.

Section 2. Dues. Membership fees are set by the Executive Committee. It is the responsibility of the members to read all rules and to understand when the membership becomes effective. Annual Membership dues to be set and published as appropriate and are subject to change as determined by the Executive Committee.

Section 3. Additional Fees. The Executive Committee may set other fees associated with membership at their discretion.

ARTICLE VI BOARD OF DIRECTORS & OFFICERS OF THE WCHA

Section 1. Board of Directors. The Board of Directors shall be comprised of Regional Directors, voting members of the Executive Committee and eligible Past Presidents as described herein. All corporate powers shall be exercised by or under the authority of the Board of Directors and the affairs of the WCHA shall be managed under the direction of the Board, except as otherwise provided by law.

Section 2. Officers. The elected officers of the Association shall be a President, President-Elect, Immediate Past-President, 2nd Past President, ~~Secretary, Treasurer,~~ and two (2) duly elected members of the Board of Directors, all of whom shall be chosen by, and serve at the pleasure of the Board of Directors, herein known as the Executive Committee. Additionally, the Secretary and Treasurer shall be appointed by the President and approved by the EC and will serve as non-voting officers of the Executive Board. The day-to-day business and property of the WCHA shall be managed by the Executive Committee.

- a. The Director vacancies created by electing two (2) Directors to the Executive Committee will be backfilled by a special vote of the membership

Each Executive Committee officer, unless stated otherwise, shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional officers as it deems expedient for the proper conduct of the business of the Association, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.

Section 3 Term of Office. Each officer (exception: Secretary, Treasurer) shall be elected by the Board of DirectorsGeneral Membership to serve a one-year term of office, and may be re-elected to a second term. Each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

Section 4 Removal and Resignation. The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the Association without prejudice to the rights, if any, of the Association under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 5 President/Board Chairperson. The President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors. The President will vote only in the event of a tie vote by either the Board of Directors or the Executive Committee.

Following the President's term in office the President Elect will automatically be elevated to President at the designated Annual Meeting.

Section 6 President-Elect. In the absence or disability of the Board President, the President-Elect shall perform the duties of the Board President. When so acting, the President-Elect shall have all the powers of and be subject to all the restrictions upon the Board President. The President-Elect shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board President. The President-Elect shall normally accede to the office of Board President upon the completion of the Board President's term of office. The President-Elect will retain full voting privileges during a Board of Directors meeting and during an Executive Board meeting, unless presiding over said meeting.

The President Elect shall be recommended by the Executive Committee and elected by majority vote of the Board of DirectorsGeneral Membership present at the designated Annual Meeting.

Section 7 Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to

determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board President. The Secretary may appoint, with approval of the Board, a Director to assist in performance of all or part of the duties of the Administrative Consultant. The Secretary is not given the right to vote during a Board of Directors meeting nor during an Executive Board meeting.

Section 8 Immediate Past President. The Immediate Past President shall offer consistency and guidance to the President, and shall have all rights as other duly-elected Executive Committee Members and shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board President. Immediate Past President will retain full voting privileges during a Board of Directors meeting and during an Executive Board meeting.

Section 9 2nd Past President. The 2nd Past President shall offer consistency and guidance to the Executive Board, and shall have all rights as other duly-elected Executive Committee Members and shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board President. 2nd Past President will retain full voting privileges during a Board of Directors meeting and during an Executive Board meeting.

Section 10 Treasurer. The Treasurer shall be responsible for the oversight of the financial condition and affairs of the Association. The Treasurer shall oversee and keep the Board informed of the financial condition of the Association and of audit or financial review results. In conjunction with other Directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Association, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the President. The Treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer. The Treasurer, unless an elected Board Member, is not given the right to vote during a Board of Directors meeting nor during an Executive Board meeting.

Section 11 Non-Director Officers. The Board of Directors may designate additional officer positions of the Association and may appoint and assign duties to other non-Director officers of the Association. Non-director Officers are not given the right to vote during a Board of Directors meeting nor during an Executive Board meeting.

Section 12. Regional Representation. The Board of Directors will be elected from four (4) regional geographical areas outlined below.

Region I: WA, ID, OR, NV, CA, AK, HI, UT, AZ, MT, WY, NM, CO, Saskatchewan, Alberta and British Columbia, Canada

Region II: SD, ND, TX, LA, Mexico, NE, KS, OK, AR, MS, AL

Region III: WI, IL, MO, IN, MI, OH, KY, TN, IA, MN, PA, Manitoba, Canada

Region IV: FL, GA, SC, NC, WV, PA, ME, VT, NH, MA, RI, NY, NJ, DE, MD, CT, DC, VA and Ontario, Canada

Consideration to establishing an International Region will be given upon reaching critical mass as determined by the Executive Committee and recommended to the Board of Directors for approval.

Section 13. Regional Director Representation. Each region will be represented by four (4) Directors: no less than one (1) Owner/Breeder, and no less than one (1) Professional/Judge/Industry Service Provider.

- a. Owner/Breeder.** The Owners/Breeders should own at least one (1) horse, or breed at least one (1) horse per year, and not train or breed horses for the public or receive remuneration for instructing individuals, or hold an accredited judges card with a major equine breed association, such as WCHA, Quarter Horse, Paint, Pinto, Buckskin or Palomino. The Executive Committee reserves the right to make the final determination as to what constitutes a major equine breed association or an Industry Service Provider.
- b. Professional/Judge/Industry Service Provider.** The Professional/Judge/Industry Service Provider should make a living training or breeding horses for the public or instructing individuals for remuneration and/or hold an accredited judges card with a major equine breed association, such as WCHA, Quarter Horse, Paint, Pinto, Buckskin or Palomino or work in an industry related business, such as veterinarian, farm manager, etc. The Executive Committee reserves the right to make the final determination as to what constitutes a major equine breed association or whose occupation is industry service provider related and approved by the Executive Committee.

Section 14. Past Presidents. After serving their term on the Executive Committee, a Past President shall automatically become a Lifetime Director-at-Large with all the rights of a member of the Board of Directors providing they participate in no less than fifty percent of regularly held meetings each calendar year of the Board of Directors.

Section 15. Director Classification. The Nominating Committee will determine the classification of any present or future Board Member as described in Article VI, Section 13.

Section 16. Terms

- a.** All directors shall be elected to serve no less than a three-year term, however the term may be extended until a successor has been elected. (exception: Past Presidents)

b. Director terms shall be staggered so that approximately one third of the number of directors will end their terms in any given year.

c. The term of office shall be considered to begin immediately following the General Membership Meeting and end immediately following the General Membership meeting after the third year in office, unless or until such time as a successor has been elected.

Section 17. Qualifications and Election of Directors. To be eligible to serve as a director on the Board of Directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the Board of Directors. The individual must reside within the region they will represent.

Section 18 Vacancies. The President may fill vacancies due to resignation, death, or removal of Directors or may appoint a Director to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

Section 19 Removal of Directors. A director may be removed by two-thirds vote of the Board of Directors then in office, if:

a. the Director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The Board President is empowered to excuse directors from attendance for a reason deemed adequate by the Board President. The President shall not have the power to excuse him/herself from the board meeting attendance and in that case, the Board President-Elect shall excuse the President. Or:

b. for cause or no cause, if before any meeting of the board at which a vote on removal will be made the Director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

Section 20 Compensation for Board Service. Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities.

Section 21. Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided to the Association. Such remuneration shall be reasonable and fair to the Association and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE VII

NOMINATIONS AND ELECTION

Section 1. Nominating Committee. The Executive Committee shall appoint a Nominating Committee from the Board of Directors at least ninety (90) days prior to the designated Annual Meeting. The Nominating Committee should consist of no more than five (5) people, and no less than three (3) people.

Section 2. Membership Nominating Recommendations. The Nominating Committee will accept recommendations, and applications from all members interested in being considered for the Board of Directors, starting ninety (60) days prior to the designated Annual Meeting. The Nominating Committee, will nominate one (1) Director candidate for each vacancy, and one (1) candidate designated as a back-up should the first candidate selected turn down the opportunity to be nominated or a newly elected Director becomes elected to the Executive Committee.

Ballots: Each nomination will be accompanied by a write-in opportunity on the voting ballot.

Section 3. Proposed Slate of Board of Directors. All current members will be eligible to vote for the Board of Directors. Ballots will be prepared with the nominee for each open position and will be accompanied by a write-in opportunity on the voting ballot. Ballots will be distributed by US mail and/or electronically 45 days in advance of the designated Annual Meeting date and must be returned to the WCHA office within fifteen (15) days of the designated Annual Meeting date. Each member will be able to vote for open Director vacancies in all regions.

The voting results will be reported by the Secretary to those members in attendance at the Annual Meeting.

ARTICLE VIII ORDER OF BUSINESS

Section 1. Business Meeting Protocol. The business meetings of the WCHA shall be conducted under “Robert’s Rules of Order, newly revised”. Parliamentary procedure shall be used as outlined by “Roberts Rules of Order, newly revised” in all cases where applicable; however, failure to follow parliamentary procedure shall not invalidate any action of the organization.

Section 2 Types of Meetings

- a. Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days’ notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours’ notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall

specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

b. Special Meetings. Special meetings of the board may be called by any member of the Executive Committee, or any two (2) Directors of the Board of Directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not necessarily the purpose, of the meeting.

c. Waiver of Notice. Any director may waive notice of any meeting, in accordance with Texas law.

Section 3. Manner of Acting.

a. Quorum. A quorum shall consist of a simple majority of the voting members of the Board of Directors. majority of the Directors ~~A quorum must be~~ present during roll call at a duly called meeting ~~shall constitute a quorum~~ for the transaction of business at that meeting of the board. No business shall be considered by the Board at any meeting at which a quorum is not present.

b. Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

c. Hung Board Decisions. On the occasion that Directors are unable to make a decision based on a tied number of votes, the President or presiding officer shall have the power to swing the vote based on his/her discretion.

d. Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

ARTICLE IX COMMITTEES

Section 1 Committees. The Executive Committee may, by the resolution adopted by a majority then in office, designate one or more additional ad-hoc or standing committees, each consisting of two or more Directors. Any committee, to the extent provided in the resolution of the Board, shall have autonomy to conduct committee business, except that no committee, regardless of Board resolution, may:

- a. take any final action on matters which also requires Board members' approval or approval of a majority of all members;
- b. fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- c. amend or repeal Bylaws or adopt new Bylaws;
- d. amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- e. appoint any other committees of the Board of Directors or the members of these committees;
- f. expend corporate funds to support a nominee for Director; or
- g. approve any transaction;
 - (i) to which the Association is a party and one or more Directors have a material financial interest; or
 - (ii) between the Association and one or more of its Directors or between the Association or any person in which one or more of its Directors have a material financial interest.

Section 2 Meetings and Action of Committees. Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article VIII of these Bylaws concerning meetings of the Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Executive Board or the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

Section 3 Informal Action By The Board of Directors. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

ARTICLE X

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

Section 1. Contracts and other Writings. Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Association shall be executed on its behalf by the Treasurer or other persons to whom the Association has delegated authority to execute such documents in accordance with policies approved by the Board.

Section 2. Checks, Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board.

Section 3. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

Section 4. Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

Section 5 Indemnification

a. Mandatory Indemnification. The Association shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Association against reasonable expenses incurred by him or her in connection with the proceedings.

b. Permissible Indemnification. The Association shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Association, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

c. Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the Director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association in these Bylaws.

d. Indemnification of Officers, Agents and Employees. An officer of the Association who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The Association may also indemnify and advance expenses to an employee or agent of the Association who is not a Director, consistent with Texas Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE XI MISCELLANEOUS

Section 1. Books and Records. The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the Association shall keep a copy of the Association's Articles of Incorporation and Bylaws as amended to date.

Section 2. Fiscal Year. The fiscal year of the Association shall be from January 1 to December 31 of each year.

Section 3. Conflict of Interest. The Board shall adopt and periodically review a conflict of interest policy to protect the Association's interest when it is contemplating any transaction or arrangement which may benefit any Director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

Section 4. Nondiscrimination Policy. The officers, Directors, committee members, employees, and persons served by this Association shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of WCHA, not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Section 5. Bylaw Amendment. These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors at a meeting of the Board, provided, however,

- a.** that no amendment shall be made to these Bylaws which would cause the Association to cease to qualify as an exempt Association under Section 501(c) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- b.** that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a two-thirds vote of a quorum of Directors at a Board meeting.
- c.** that all amendments be consistent with the Articles of Incorporation.

ARTICLE XII COUNTERTERRORISM AND DUE DILIGENCE POLICY

Section 1. In furtherance of its exemption by contributions to other organizations, domestic or foreign, WCHA. shall stipulate how the funds will be used and shall require the recipient to provide the Association with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury’s publication the “Voluntary Best Practice for US. Based Charities” is not mandatory, WCHA willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

WCHA shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XIII CODES OF ETHICS AND WHISTLEBLOWER POLICY

Section 1. Purpose. WCHA requires and encourages Directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the Association must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of WCHA to adhere to all laws and regulations that apply to the Association and the underlying purpose of this policy is to support the Association’s goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

Section 2. Reporting Violations. If any Director, officer, staff or employee reasonably believes that some policy, practice, or activity of WCHA is in violation of law, a written complaint must be filed by that person with the President or the President Elect.

Section 3. Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

Section 4. Retaliation. Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of WCHA and provides the WCHA with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

WCHA shall not retaliate against any Director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of WCHA or of another individual or entity with whom WCHA has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

WCHA shall not retaliate against any Director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of WCHA that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

Section 5. Confidentiality. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 6. Handling of Reported Violations. The Secretary shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days of receipt of notification. All reports shall be promptly investigated by the appropriate committee(s) and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all Directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIV AMENDMENT OF Articles of Incorporation

Section 1 Amendment. Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.