



WCHA Executive Committee Meeting
May 30, 2018
6:00 pm CST
Meeting Minutes

Agenda:

- I. Roll Call
- II. Old Business
 - a. Approve the May 16th Meeting Minutes. Prior Meeting Minutes will be provided upon completion of requested revisions.
- III. New Business
 - a. PR & Marketing Chair Recommendations
 - i. General Accepted Practices
 - ii. Interim Policies
 - b. Governance Chair
 - i. Proposed By Laws
 - c. Staffing
 - i. APHA - Day to Day Responsibilities
 - 1. Answer Phones
 - 2. Receive Mail
 - 3. Support Staff to Krissy
 - ii. Interim Executive Director
 - d. Additional items
- IV. Adjourn

Minutes:

- I. **Roll Call**
 - a. Robin Klover called the meeting to order.
 - b. Members Present.
 - i. Robin Klover
 - ii. Michael Clites
 - iii. Bill Huckabee
 - iv. Debby Brehm
 - v. Laura Manuel, Treasurer – Non Voting
 - vi. Luke Castle, Advisory
 - vii. Krissy Colbath, Administrative Consultant
- II. **Old Business**
 - a. Approve the May 16th Meeting Minutes. Prior Meeting Minutes will be provided upon completion of requested revisions.
 - i. There was discussion regarding the separation of the Finance, Nominating and Foundation committees.

- ii. There was a motion to amend the May 16th minutes to recognize the dual role of Ralph Manuel to serve as the Nominating Committee Chair and the Foundation Committee chair.
 1. The motion was seconded and carried unanimously. (Mike/Debby)
- iii. There was a motion to approve the meeting minutes from May 16, 2018.
 1. The motion was seconded and carried unanimously.

III. New Business

- a. PR & Marketing Chair Recommendations
 - i. General Accepted Practices
 - ii. PR & Marketing Requests
 1. Approval to reach out to WCHA Stallion and Mare Owners for candid (copy write free) photographs for use in WCHA marketing and promotional initiatives (waiver will be required)
 2. Review Suggested Interim Protocol for WCHA Information and Communication (attached)
 3. Review WCHA Interim Policies for Public Relations and Marketing Guidelines (attached)
 4. Take the Lead as per the Presidents direction contact with Carmco and Carmen Cofrancesco has been initiated. No reply has been received to date.
 - a. There was discussion as to whether or not Take the Lead is a copyrighted phrase. There is no indication in the publication, however, there will be a review of the contract to ensure there are no conflicts.
 5. Approval for WCHA Breeders Directory page on WCHA website – similar to WCHA Trainer Directory Fundraiser initiative for the WCHA Foundation (in collaboration with the Financial Committee).
 6. Development has been initiated on a WCHA Member Survey (email) and WCHA Halter Enthusiasts Survey (Facebook). Approval to move forward to start networking with all WCHA Committees for input and suggested survey questions stemming from their respective initiatives.
 7. Suggest that our Administrative Consultant attend the Terry Bradshaw Quarter Horses Production Sale to assist in the set up and manning of the WCHA booth.
 8. Being relatively new to the Halter Horse Industry attending this premiere event would be highly enlightening and informative. Meeting Directors and Members in person would be beneficial as well as using the opportunity to take candid photos for future WCHA use.
 9. Approval to remove the “Store” page on our WCHA website.
 - a. A huge amount of data is being used for a page that has received little to no interest.
 - b. There was a discussion regarding the store front and the data usage to determine if there was a way to leave the store front up while minimizing the data usage. There will be further discussion between committees as to other possible solutions.
- iii. Interim Policies

1. There was discussion that this needs to be addressed in a policies and procedures manual, and that this is an acceptable interim set of practices.
 2. Following the bylaws project there will be a movement for the Governance Committee to address these policies and procedures.
- iv. A motion was made and seconded to approve the proposal for the PR & Marketing Committees recommendations with the exclusion of item 9, to remove the store front from the website.
1. The motion carried.
- v. Governance Chair
1. The proposed bylaws presented by the Governance Committee, document WCHA Bylaws_BOD_05142018, to the Executive Committee.
 2. There was discussion of the comparison between the previous bylaws by SpencerFane to this document.
 - a. There was a request for an Executive Summary of the document to help identify these changes and the reasoning behind them.
 - b. The Terms of Office were discussed and questions were posed on the qualification of the terms as to whether or not the President, Past-President and Present Elect would each be considered one year or three consecutive years as an “officer” in general without reference to which office they filled.
 - c. The question was presented as to whether or not the Executive Committee felt that the previous bylaws needed to evolve or would it be better to start with a fresh document.
 - d. There was a note that the bylaws are part of a legal document, and the reason for the changes are to promote transparency for the organization.
 - e. The group was in a consensus that an evolution of the bylaws posted on the website is the direction that would be most advantageous for the association.
 - f. The committee will reach out to the Governance Committee to convey the discussion surrounding the proposed bylaws.
- b. Staffing
- i. APHA - Day to Day Responsibilities
 1. There was a discussion as to the accurate routing of financial, entry, and membership data.
 2. The current negotiations are a monthly accounting and documentation of entries.
 3. Different members of the committee shared their experiences of staffing partnerships between associations and the difficulties involved with the partnerships.
 4. There was a distinction between the day-to-day support and the Futurity support, and that these will be two different contracts handling different job duties.
 5. The contracts will be forthcoming for the Executive Committee to review.
 - ii. Interim Executive Director
 1. It was noted that there are so many opportunities for WCHA to grow. Discussion regarding our alliance agreements,

corporate sponsorships, and the new opportunity of The Chronicle. It is a concern that during this time without an Executive Director we may be missing out those opportunities.

2. The floor was opened for names of individuals that have worked tirelessly to better WCHA.
 - a. It was noted that previously the Board of Directors did not feel included.
 - b. It was discussed that following the appointment of an interim position the Board would become involved in filling the full time position.
 - c. There was a discussion of potential candidates.
 - d. There was a motion that the Executive Committee engages with Don Falcon to serve as the Interim Executive Director, and the Executive Committee Communicates with the Board of Directors regarding the job description in finding a candidate to permanently fill the position.
 - i. The motion was seconded and carried.

IV. Adjourn

- a. There was a motion to adjourn the meeting. The motion was seconded and the meeting was adjourned.

Respectfully Submitted By: Krissy Colbath
WCHA Administrative Consultant



WCHA Finance Committee Meeting
Wednesday, March 28, 2018
5:00 pm CST

Roll Call and

Members Present:

Robin Klover
Michael Clites
Bill Huckabee
Debby Brehm

Luke Castle, advisory
Krissy Colbath, Administrative Consultant

Agenda

- I. Roll Call
- II. Old Business
 - a. Review, Discuss and Approve March 14th, March 28th & April 11th meeting minutes.
- III. New Business
 - a. Standing Committees, Executive Committee & Officers and Board of Directors
 - i. Review & Discuss Standing Committees
 - ii. Officers:
 - 1. Treasurer - Laura Manuel (see resume)
 - 2. Secretary - Vacancy
 - iii. New Directors: Region I - Kerry Aycock & Region II - Sally Sullivan
 - b. Executive Director Report of Activities
 - i. Review & Discuss
 - c. PR & Marketing Chair Recommendations
 - i. General Accepted Practices
 - ii. Interim Policies
 - d. Board of Director Dan Fox Letter
 - i. Statement from Veterinarian
 - e. Administrative Consultant
 - i. Krissy Colbath (April Invoice)
 - f. Governance Chair
 - i. Proposed By Laws
 - g. Additional items

Next Meeting Date: To Be Announced!

Adjourn

Minutes

I. Roll Call

Robin Klover
Michael Clites
Bill Huckabee
Debby Brehm

Luke Castle, advisory
Krissy Colbath, Administrative Consultant

II. Old Business

- a. There was discussion that once minutes are approved they will be presented to the Board of Directors and posted on the website. Approval of minutes was tabled until the next meeting.

III. New Business

- a. Standing Committees, Executive Committee & Officers and Board of Directors
 - i. There was a discussion of the current and standing committees.
 - ii. It was noted that Mark Williams, Landon Furman, ??, ?? not currently on a committee. Robin will reach out to these individuals to determine which committee they would like to serve.
 - iii. Additionally Ralph Manuel has agreed to chair the Nominations Committee. He has also agreed to put together an online auction for the benefit of the Foundation.
 - iv. Candace Jussen has historically been interested in working with the Youth, and be an asset as the chair of the Youth Committee.
 - v. Alliance Partners
 1. PtHA – Potentially Katie Mitchell
 2. ARHA – Potentially Don Falcon
 3. ApHC – Potentially Kathy Smallwood
 4. ABRA – Potentially Barbara Hoffer
 5. Robin will reach out to these potential liaisons.
 - vi. Officers:
 1. There was discussion that when the vacancies for the Past President and Secretary positions are filled the officers will be reposted, but can continue as they currently stand.
 - vii. The New Director for Region I is Kerry Aycock & Region II is Sally Sullivan
 - viii. There was a motion, pending the finalization of the Alliance Partner positions, to approve the standing committees, the executive committee, the officers as well as the board of directors. The motion was seconded. The motion carried unanimously.
- b. Executive Director Report of Activities
 - i. The past Executive Director provided the committee with a report of activities. This report was received, and one WCHA was in receipt of the report final payment on the account was made.
- c. PR & Marketing Chair Recommendations
 - i. The Marketing & PR chair, Laurie Takoff, submitted a list of recommendations to be reviewed there was brief discussion of various items on the request. The request was tabled until next week's meeting so that the Committee members have more time to thoroughly review the document.
- d. Board of Director Dan Fox Letter
 - i. Dan Fox requested the executive committee review invoices for another WCHA member. There was discussion surrounding the code

of ethics, and where WCHA should stand in situations like this. At this time the Executive Committee felt that the situation had not progressed to a point where the current Code of Ethics would allow WCHA to intervene. The request was made to respond to Dan to let him know the committees discussion on the issue.

ii. Krissy Colbath (April Invoice)

1. Krissy Colbath gave an overview of her activities for April which included:
 - a. Set up Constant Contact for email marketing
 - b. Sent e-blasts as requested
 - c. Organize Virtual Office
 - d. Begin to organize paper files
 - e. Design Trailer raffle ad
 - f. Design Sponsorship brochure
 - g. Set up committee conference calls
 - h. Design Breeder's & Big Money Futurity Forms
 - i. Day to day operations: correspondence, payment processing, etc.
2. A motion was made to approve the April invoice, and then seconded. The motion passed unanimously.

e. Governance Chair

i. Proposed By Laws

- ii. Discussion of the proposed bylaws was tabled until next meeting.

f. Additional items

i. The Chronicle

1. Robin Klover was in communication with Tom Gravy at the Chronicle where Tom offered to provide an advertising opportunity of 4 free pages in their monthly publication as a mix of advertising and an article or informative piece about WCHA.
2. He also offered the publishing Take the Lead magazine as a removable insert in the Chronicle. In this deal there would a 16 page minimum for the Take the Lead at \$550/page.
3. In addition Tom offered each membership gets a free annual subscription to The Chronicle.
4. In return, it was requested that a mutual relationship be established where WCHA recognizes the Chronicle as the official publication of the Association.
5. The Executive Committee discussed creating a Publishing Committee to pursue this deal. It was decided to reach out to Kristy Vanderwende in regards to chairing the committee.
6. With the exception of reaching out to Kristy, action on this item was tabled to be discussed at the next Executive Committee meeting.

ii. There was discussion on items for Monday's agenda.

1. Items to include were:
2. The Executive Director position.
3. The committees are going to report on where they currently are in their processes.

Next Meeting Date: Wednesday, May 23rd 2018.

Adjourn

Respectfully submitted by Krissy Colbath

May 7, 2018

To: WCHA Executive Committee

From: Public Relations and Marketing Committee

Re: Current Items for EC approval/input

1. Approval to reach out to WCHA Stallion and Mare Owners for candid (copy write free) photographs for use in WCHA marketing and promotional initiatives (waiver will be required)
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3. Review WCHA Interim Policies for Public Relations and Marketing Guidelines (attached)
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~ Being relatively new to the Halter Horse Industry attending this premiere event would be highly enlightening and informative. Meeting Directors and Members in person would be beneficial as well as using the opportunity to take candid photos for future WCHA use.
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May 7, 2018

To: World Conformation Horse Association Executive Committee

From: WCHA Public Relations and Marketing Committee

Re: Suggested Interim Protocol for WCHA Information and Communication

As WCHA grows and develops guidelines for how the flow of information and communications are to be executed and implemented will help to provide clear direction to all WCHA Directors, Committees, Volunteers, Contract and or Employed Personnel, etc. on what WCHA considers appropriate for our Association. This will increase transparency within our Association and instill confidence in our Members and those who represent WCHA.

The below charts are suggested as interim guidelines for implementation until WCHA is able to develop Policy and Procedure protocols. There will be times and instances when these processes and flow will need to be adjusted however it is suggested the General Accepted Practice for flow of Information and General Communications should always be followed.

As an overview, it is generally considered accepted protocol to provide an organisation's Board of Directors with as immediate as possible communication and information notice before items are presented to the Membership. This is can be done via email and is provided at least 12 hrs, if not more acceptable, 24 hrs, before Membership notification. This will allow time for Directors to obtain further information and clarity, if needed, to offer support and detailed information to WCHA Members. Members are then notified, via email, a minimum of 12 hours prior to items being posted on the WCHA website and FP page. Other Social Media venues and media sources outside WCHA are then notified a minimum of 12 hours after all WCHA venues have been circulated. Again, this will instill confidence in our Members that WCHA is functioning in a transparently open manner and provide information to our Members in a timely and professional manner.

General Accepted Practice for flow of Information and General Communications:

Executive Committee

to

Board of Directors (Committee Chairs)

to

Members

to

WCHA Facebook and Website

to

General Public and other Media sources

WCHA Committee Initiative Information and Projects:

Committees (Task Forces, etc.)

to

Committee(s) that would be involved or need support from and/or are related

back to

Original Committee

to

Executive Committee

and/or back to

Committees related or needing input from (and at times to the BOD)

back to

Executive Committee and original Committee

to

Public Relations and Marketing Committee

back to

Original Committee and or Executive Committee (for final approval)

to

Board of Directors (Committee Chairs)

to

Members

to

WCHA Facebook and Website

to

General Public and other Media sources

WCHA News Releases and Announcements:

Originating Committee (Task Force, etc.)

to

Executive Committee

to

Public Relations and Marketing

back to

Original Committee and or Executive Committee (for final approval)

to

Board of Directors (Committee Chairs)

to

Members

to

WCHA Facebook and Website

to

General Public and other Media sources

May 7th, 2018

To: World Conformation Horse Association Executive Committee

From: WCHA Public Relations and Marketing Committee

Re: WCHA Interim Policies for Public Relations and Marketing Guidelines

To ensure that WCHA's integrity is upheld and image is protected it is imperative that anyone who aids in the promotion and representation of the Association do so in a manner that reflects positively on WCHA. To ensure this, clear and concise guidelines are suggested below for WCHA to implement. These will help to provide clear direction to WCHA Directors, Committees, Volunteers, Contract and or Employed Personnel, etc. on what WCHA considers appropriate material and content used on in advertising, promoting and or corresponding on behalf of the Association.

These guidelines will include but are not limited to all WCHA Social Media posts, WCHA Website, eBlasts, eMagazine, Newsletters, all other Media venues and general WCHA correspondence. These are suggested as interim policies for implementation until WCHA is able to develop a Policy and Procedure protocols.

Suggested Interim Guidelines:

~ All correspondence and interactions on behalf of WCHA is to be executed in a businesslike manner using accepted professional protocol and methods. All verbiage should be free of spelling mistakes, grammatical and keypunch errors. Copies of any and all correspondence, advertising, etc. while representing or conducting business on behalf of WCHA shall be provided to the Administrative Consultant and filed in the virtual office for future reference. This includes but is not limited to any item(s) and or correspondence using the WCHA logo and or name.

~ Accuracy of information is paramount. Every effort to provide factual and correct information shall be made. Any information that might be perceived as misleading or inaccurate shall be avoided at all times

~ No images will be used or shared that do not promote a healthy lifestyle; i.e. Images of children involved in inappropriate or perceived by the "Average Non Equine Industry Person" as questionable or inappropriate activities including but not limited to such as consuming or serving alcohol, smoking and or engaging in physical activities that might be perceived as dangerous or potentially harmful. WCHA should be represented as a welcoming family oriented and friendly organization.

~ All main/featured images of people will note the person's full name, particularly in the case of WCHA Members. In particular, any photos or images where WCHA Sponsors are present the full name of the person and company should be noted. Photos or images containing WCHA EC Members or Directors should be note as such. Photos of Founding and or Lifetime Members should be noted as such.

~ Timely WCHA events, news, etc. directed to Members or potential Members will take priority over all other Social Media posts. WCHA Affiliate or WCHA Approved Events will also take priority over non-WCHA related or associated events. Posting “fun” days like Futurity Friday and Throwback Thursday on Social Media WCHA events, news, etc. will be done only when immediate timely WCHA items are not in a priority status.

~ All changes, additions, etc. to the WCHA website will be submitted to the WCHA Admin Team and will be passed on to the PR&M Committee to post. Prior approval of the related Committees and or EC will be required in some cases where major changes are requested or needed. All such noted items will be submitted via email to: support@conformationhorse.com

~ In the case of lengthy verbiage and or any and all WCHA advertising and communications will be submitted to the Public Relations & Marketing Committee and from there will go to the appropriate Committee for approval and or, in some cases, go to the Executive Committee for final approval before being posted, printed and or sent.

~ WCHA Nominated Stallions when featured on Social Media venues will be listed singularly with full registered name and all contact information (and links). Ads will be approved and or provided by the Owner and the Futurity Committee Chair/Coordinator prior to posting. All FB posts will be done through the WCHA Admin Team via email: support@conformationhorse.com

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~ All horses used in photographs must clearly be of stock horse type and of good or better quality with no visual excessive conformation faults. Wherever possible all horses will be identified by owner and full registration name and if possible sire and dam noted particularly in the case of WCHA Breeders Futurity nominated sires and dams.

~ All images of horses must conform to Industry acceptable handling – i.e. in the case where a horse’s image shows the animal being presented or handled with a lip chain or lip cord WCHA will avoid the use of photos depicting horse’s exposed gums, drooling, tongue hanging out or any image that someone from outside the Industry could perceive the horse being in any kind of discomfort.

~ Waivers for photos or images used in advertising must be obtained before being used or published by WCHA. In particular photos or images depicting children where the child is clearly identifiable must have a parental waiver completed. Waivers may be obtained from the Administrative Consultant or the PR&M Committee. All waivers must be filed with WCHA via email: support@conformationhorse.com

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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 conformation horse, while protecting the integrity of the horse through responsible stewardship within the meaning of Section 501 c. (3) 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 501c. (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the Board of Directors, 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 charitable 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 501c.(3) 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 501c.(3) 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 501c.(3) 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 Board of Directors may deny membership to anyone deemed to be of not good character and reputation.

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 Board of Directors.

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 Board of Directors 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 Board of Directors 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 Board of Directors, 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 Board of Directors.

ARTICLE V MEMBERSHIP APPLICATION, EFFECTIVE DATE AND DUES

Section1. 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 Board of Directors. 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 Board of Directors.

Section3. Additional Fees. The Board of Directors may set other fees associated with membership at their discretion.

ARTICLE VI DIRECTORS OF THE WCHA

Section 1. Board of Directors. 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 officers of the Association shall be a President, President-Elect, Immediate Past-President, 2nd Past President, Administrative Consultant, 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. 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 shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the Board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, 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 Board President. The Board 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.

The President's term will be one (1) year, and at the end of that term, 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 Directors at the designated Annual Meeting and will serve a one (1) year term.

Section 7 Administrative Consultant. The Administrative Consultant 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 Administrative Consultant shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. The Administrative Consultant shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board President. The Administrative Consultant 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 Administrative Consultant 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 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 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 Board 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.

Section 15. Director Classification. The Nominating Committee will determine the classification of any present or future Board Member.

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 ELECTION AND TERM LIMITS

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 candidates 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 Administrative Consultant 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 majority of the Directors in office immediately before a 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 Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, 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 of 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 IV 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 for the Board of Directors 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 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 then in office 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.(3) 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 vice President or the Board President.

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 Administrative Consultant 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.