



**WCHA Executive Committee Meeting**  
**June 6, 2018**  
**6:00 pm CST**  
**Meeting Minutes**

**Agenda:**

- I. Roll Call
- II. Old Business
  - a. Approve the March 14th, March 28th, April 11th & May 30th Meeting Minutes
- III. New Business
  - a. Judges Committee Recommendations
    - i. Approve
  - b. Governance Chair
    - i. Proposed By Laws
      - 1. Website Markup
      - 2. Spencerfane model
  - c. Additional items
- IV. Adjourn

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**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. Don Falcon, Interim Executive Director
    - vi. Laura Manuel, Treasurer – Non Voting
    - vii. Luke Castle, Advisory
    - viii. Krissy Colbath, Administrative Consultant
- V. Old Business
  - a. Don Falcon was welcomed to the meeting as the Interim Executive Director.
  - b. Approve the March 14th, March 28th, April 11th & May 30th Meeting Minutes
    - i. A motion was made to approve the meeting minutes.
      - 1. The motion was seconded and carried.
- VI. New Business

- a. Judges Committee Recommendations
  - i. Approve
    - 1. The judges committee recommended to approve Steve Heckaman and Clark Scoggins as WCHA judges from the most recent judge's seminar.
    - 2. There was a discussion of the selection process that the Judge's Committee uses to make their recommendations.
    - 3. A motion was made to approve the two candidates, Steve Heckaman and Clark Scoggins.
      - a. The motion was seconded and carried.
  - b. Governance Chair
    - i. Proposed By Laws
    - ii. At 6:26pm Rebekah Herrmann, Chair of the Governance Committee joined the call.
      - 1. Website Markup
        - a. The Governance Chair presented the history behind the previous bylaw updates and revisions that brought WCHA to this current need for revision.
        - b. A redline markup of the bylaws, WCHA Bylaws\_BOD\_06212016\_06\_22\_2018.docx, proposed by the Governance Committee was presented. This is a markup of the bylaws that were originally adopted on 10/17/2007 then updated 4/21/2016.
      - 2. Spencerfane model
        - a. There was discussion on the reasoning and action taken by the Governance Committee years prior to reach out to Spencerfane. It was also discussed why the Board of Directors chose not to adopt the Spencerfane model.
        - b. The Governance Committee expressed that they felt like voting to amend the bylaws line by line would not be as effective as repealing and replacing the bylaws in their entirety. This was the reasoning for the direction they took in preparing the bylaws presented at the May 30<sup>th</sup>, 2018 Executive Committee Meeting.
        - c. There was a discussion of the timeline in regards to creating the proposed bylaws as well as the timeline required to rework the document in its' entirety.
    - iii. Rebekah Herrmann left the call at 6:43pm.
      - 1. Further Discussion
        - a. There was further discussion on the role of the Executive Committee in directing the Governance Committee.
        - b. Based on historical operations the committee felt that it was their role to give guidance to the Governance Committee prior to presentation to the Board of Directors.
        - c. There was a motion that each Executive Committee Member review the document presented by the Governance Committee, develop recommendations to then return to the Governance Committee. The Governance Committee will then use that guidance to develop a document to present to the Board of Directors.

- c. Additional items
  - i. The proposed agreement with The Equine Chronicle was discussed.
    - 1. Page 2, of the agreement was brought up where the 16 pages of advertising was discussed, and further clarification is that the WCHA can either take a percentage of the revenue, or can take some of the pages at cost.
    - 2. It was noted that the first deadline is next Tuesday, June 12<sup>th</sup>. Content for the first four pages was discussed.
    - 3. The slogan will be *Taking the Lead* instead of *Take the Lead*.
    - 4. The amenities that WCHA will receive were discussed and clarified.
    - 5. There was discussion on unveiling the new WCHA logo with the first ad in The Equine Chronicle.
      - a. The motion was made to adjust the timeline was to unveil the logo in The Equine Chronicle instead of waiting until the Breeder's Futurity.
        - i. The motion was seconded and carried.
  - ii. The WCHA will have a booth at the Bradshaw Sale, and we currently do not have banners that represent the Breeder's or Big Money Futurity. New banners will be ordered to use at this event and other events.
  - iii. An update was given regarding the APHA staffing agreement, and other potential candidates to fill the staffing needs of WCHA.
    - 1. Members of the committee will build a recommendation to address the staffing needs.

VII. Adjourn

- a. A motion was made to adjourn the meeting.
  - i. The motion was seconded and the meeting was adjourned.

Respectfully Submitted By: Krissy Colbath  
WCHA Administrative Consultant



**WCHA Executive Committee Meeting**  
**March 14, 2018**  
**6:00 pm CST**  
**Meeting Minutes**

**Agenda:**

- I. Roll Call
  - II. Old Business
    - a. Approve previous committee reports - I will forward to you as I am in receipt of any reports that need committee approval.
  - III. New Business
    - a. 2017 Annual Financial Report
      - i. Discuss & Approve
    - b. 2018 Members of the Executive Committee & Board of Directors
      - i. Discussion
    - c. 2018 Standing Committees
      - i. Discussion
    - d. Bylaw Invoice from Spencerfane
      - i. Review Supplemental Information
      - ii. Discussion
      - iii. Approve for Payment
    - e. Logos
      - i. Discussion
    - f. Futurity Committee
      - i. Sponsorships
  - IV. Additional items.
  - V. Adjourn
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**Minutes:**

- I. **Roll Call**
  - a. Robin Klover, President, called the meeting to order.
  - b. Members Present:
    - i. Robin Klover
    - ii. Michel Clites
    - iii. Tim Finkenbinder

- iv. Anne Prince
- v. Dick Donnelly
- vi. Bill Huckabee
- vii. Wayne Halvorson
- viii. Debby Brehm
- ix. Jodi Sullivan
- x. Dava Benyak, Secretary

## **II. Old Business**

- a. No prior reports have been submitted that needed approval.

## **III. New Business**

- a. 2017 Annual Financial Report
  - i. The highlights of the Year End Report were submitted to the Executive Committee by the 2017 treasurer.
  - ii. A motion was made to accept the report and seconded. The motion was unanimously approved and carried.
- b. 2018 Members of the Executive Committee & Board of Directors
  - i. There was discussion of the presentation of Wayne Halvorson's position as described as "rescinded while under contract" for his status with the Executive Committee.
  - ii. It was also discussed as to refer to Peter Confrancesco Jr. as "In Memorium" for his current status relative to the Executive Committee.
    - 1. The decision was made to share with the membership their status in the similar verbiage as explained in the Annual Meeting.
    - 2. A motion was made to approve the reference as stated at the Annual meeting. The motion was seconded. The motion was unanimously approved and carried.
  - iii. The next discussion was of the Board of Directors. The conclusion was the list of the Board of Directors was not accurate and required further clarification and update. Members of the committee agreed to review and provide the Executive Committee with an updated list.
- c. 2018 Standing Committees
  - i. It was stated that the previous year committee chairs all agreed to continue with their position for 2018. Three committees would need new chairs appointed.
    - 1. PR & Marketing
    - 2. Governance
    - 3. Finance
  - ii. Candidates to fill the committee chair positions were discussed. Amid that the discussion the role of the Governance Committee and the proposed bylaws was further reviewed.
  - iii. Final appointments were tabled pending further research into the bylaws and historical practice as to who has the authority to appoint committee chairs. At the time of voting 2 members had left the meeting, and a majority was not able to be obtained.
- d. Bylaw Invoice from Spencerfane

- i. Supplemental information for the Spencerfane Invoice was reviewed.
  - ii. There was discussion regarding final wording of the proposed bylaws. Additionally it questioned whether the bylaws posted on the WCHA website, current practices and approval of the April 16, 2017 bylaws were consistent. Further discussion surrounding this ensued. Recognition of the effort of the Executive Committee members involved with the By Laws was acknowledged and appreciated.
  - iii. Payment in the amount of \$7,000 for Spencerfane's services was approved.
- e. Logos
  - i. There was a brief review of the proposed logos. A suggestion was made to postpone a decision on the future agenda items until the next meeting. The motion was seconded and carried.
- f. Futurity Committee
  - i. Sponsorships
    - 1. Tabled until next meeting by vote on previous item.

#### **IV. Additional items**

#### **V. Adjourn**

- a. Everyone was thanked for their participation. A motion was made to adjourn the meeting and seconded.

Respectfully Submitted By: Dava Benyak  
WCHA Secretary  
& Krissy Colbath  
WCHA Administrative Consultant



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

**Agenda:**

- I. Roll Call
- II. Old Business
  - a. Review and Approve March 7<sup>th</sup> meeting minutes.
- III. New Business
  - a. Director Vacancy / Attendance / Resignations
  - b. Executive Director Vacancy
  - c. Futurity Committee Items
    - i. Logos
    - ii. Sponsorships
    - iii. Processing Entries & Futurity Administration
    - iv. Contract Expenses
- IV. Additional items
- V. Adjourn

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**Minutes”**

**I. Roll Call**

- a. Robin Klover called the meeting to order.
- b. Roll was called.
  - i. Members Present:
    - 1. Robin Klover
    - 2. Michael Clites
    - 3. Bill Huckabee
    - 4. Debby Brehm
    - 5. Luke Castle, advisory
    - 6. Krissy Colbath, Administrative Consultant

**II. Old Business**

- a. Review and Approve March 7<sup>th</sup> meeting minutes.

- b. There was discussion regarding past presidents who have fulfilled their requirements and their eligibility to vote. The resolution was that if a past president attends the annual meeting they maintain their voting eligibility. If they do not attend the meeting they are ineligible to be considered a voting Director at Large.

### III. New Business

- a. Director Vacancy / Attendance / Resignations
  - i. The Region 3 Director resigned last week. He cited personal reasons as he does not have a time to participate. This creates a vacancy in Region 3.
    - 1. There was one alternate for this region. Additional candidate prospects were discussed, and the Executive Committee will reach out to determine their interest.
  - ii. The director for Region 1 is in violation of the attendance policy, due to a continual scheduling conflict with meetings.
    - 1. There were no alternates for Region 1. Potential candidates were discussed, and members of the Executive Committee will reach out to the candidates to determine their interest.
      - a. There were no alternates in this region.
  - iii. There will also be a vacancy for Region 2.
  - iv. Debby Brehm's roll will be vacant as well, and this will affect Region 2.
    - 1. This vacancy will need to be an owner/breeder, and must be determined by an election.
- b. Executive Director Vacancy
  - i. The question was posed as whether or not that position should be filled or should those responsibilities be filled through task forces.
    - 1. The incumbent will no longer be employed in three more weeks.
  - ii. There was discussion for the pros and cons in filling the position. The discussion culminated in an agreement to look at the job duties and responsibilities of the position, and in the interim fill those with task forces and committees. As the needs of the position are determined there may be a later decision to hire someone to fill the position.
  - iii. The administrative consultant gave a synopsis of the first 30 days of tenure with WCHA.
- c. Futurity Committee Items
  - i. Logos
    - 1. The Futurity Committee has been working on logos to use in the futurity.
      - a. There was discussion regarding the versatility of the logos for representing other breeds, and whether or not to use this as a generic logo for WCHA. There was agreement that if this logo was to be used as a WCHA logo the sorrel horse would be ideal as the official logo.
      - b. It was determined that use of the breed associated logos would need WCHA approval.
        - i. This will be up to the Futurity Committee.
      - c. A motion was made to move forward to the Board of Directors then if passed, take the vote to the membership. The motion was seconded and passed.
- d. Sponsorships
  - i. The Futurity Committee has had concerns on sponsorships that are earmarked for the Futurity then subjected to a 20% back to the general account. They have requested that cash sponsorships are not subjected to the 20%.
    - 1. Last year there were around \$23,000 in cash sponsorships and about \$4,000 went back to the association.
    - 2. There was discussion that if 100% of the sponsorship went into the purse that would in turn grow the futurity which would increase memberships, so the association would recoup the money elsewhere.



3. A motion was made and seconded that the 2018 Futurity Sponsorships will go 100% into the purse. The motion passed.
- e. Processing Entries & Futurity Administration
- i. Currently, there are contractual agreements with APHA that are coming to deadline for the taking and processing of entries and providing other supports.
  - ii. APHA would like to see \$50 per entry to provide that support.
  - iii. There was a suggestion to look at bundling the facility rental and the support services to a fixed rate.
    1. The decision was made to allow the Futurity Committee to handle the negotiations then bring the deal back to the EC to review and approve it.
- f. Contract Expenses
- i. Currently, the Futurity Coordinator is under contract, an
  - ii. d is paid half of the fee up front and the remainder upon completion of the event. The Futurity Coordinator would like those contract expenses to be booked towards the WCHA general account instead of being booked to the Futurity to help in increasing the purse.
    1. There was discussion about whether or not that would tax the association after already waiving the 20% fee for the sponsorships.
    2. A motion was made to leave the contract expenses for the Futurity for the Coordinator remain a line item for the Futurity. The motion was seconded and passed.

#### IV. Additional items

- a. To provide transparency there was a discussion about posting the Board of Directors, Executive Committee and Futurity Committee meeting minutes once approved.
  - i. There was discussion that this was already voted on and approved by a prior EC.

## V. Adjourn

- a. A motion was made and seconded to adjourn the meeting.

Submitted by: Krissy Colbath  
WCHA Administrative Consultant



**WCHA Executive Committee Meeting**  
**Wednesday, April 11, 2018**  
**5:00 pm CST**

**Agenda:**

- I. Roll Call
- II. Old Business
- III. New Business
  - a. Committee Chair – Don Falcon
    - i. Versatility Stakes Futurity
    - ii. APHA Contract Negotiations
  - b. Committee Chair – Laurie Takoff
    - i. Logo/Trademark
    - ii. Constant Contact
    - iii. Marina Schwarz
    - iv. Trainer Referral to Trainer Directory
    - v. Member Newsletter
  - c. Region1
    - i. Ryan Kail Replacement
  - d. Region II
    - i. Debbie Brehm Replacement
  - e. Administrative Consultant
    - i. Krissy Colbath Contract
- IV. Additional items
- V. Adjourn

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**Minutes:**

- I. Roll Call
  - a. Robin Klover called the meeting to order.
  - b. Roll was called.
    - i. Members present:
      - 1. Robin Klover
      - 2. Michael Clites
      - 3. Debby Brehm
      - 4. Luke Castle, Advisor
      - 5. Dava Benyak, Secretary

6. Laurie Takoff, guest presenter
7. Don Falcon, guest presenter
- ii. Members absent:
  1. Bill Huckabee - excused

## **II. Old Business**

- a. Review and Approve March 7<sup>th</sup> and 28<sup>th</sup> meeting minutes as available.
- b. None presented at this time

## **III. New Business**

- a. Committee Chair – Don Falcon
  - i. Versatility Stakes Futurity
  - ii. APHA Contract Negotiations
- b. Committee Chair – Laurie Takoff
  - i. Logo/Trademark
    1. The PR & Marketing Committee chair explained that changing the logo at this time of year due to stallion owner and member ads already done are a concern. Changing the logo now would mean additional work and cost for those ads.
    2. Discussion occurred around the logo, typo and overall presentation of the logo. In the prior EC Committee meeting, the logo was approved. It was suggested the PR and Marketing Committee could review and help in a professional launch of the new logo.
    3. The EC Committee agreed to review, research and launch at the futurity so new ads in November and December and new forms would reflect the new logo.
  - ii. Constant Contact
    1. Currently, Mail Chimp, a free email service is utilized by WCHA. Up to 30% of Mail Chimp emails are recognized as junk mail and don't make it to people. We hear from people they don't receive emails from WCHA. We can fix by going back to Constant Contact.
    2. Constant Contact was presented as a very professional service at a cost of \$70/month. The \$70 rate allows sending emails to over 500 recipients and WCHA wants to reach 2000 people. Constant Contact can be a month to month or a contract for a year which lowers the cost a little. WCHA used Constant Contact in the past but had been discontinued as a cost savings in the past. Emails from Constant Contact have an 80-90% success rate in not going to junk mail, thus reaching many more members.
    3. The new Administrative Consultant, Krissy Colbath and Marina Schwarz are very well versed in and recommend using Constant Contact.
    4. Question arose on alternative products which are in the same cost venue along with the number of contacts that could be reached. Constant Contact has many more professional and business look for the cost of the monthly fee thus the recommendation.
- iii. Marina Schwarz
  1. The PR & Marketing Committee Chair discussed the extensive amount of work and support given by Marina in both the website design and Facebook. The amount of additional work being taken on for the Facebook support results in daily support from Marina.
  2. WCHA agreed to pay \$150/month for the website design and \$25/month for the Facebook page.
  3. There was discussion of what a high traffic month and low traffic month could look like. A request was made for a recommendation that would be equitable to both Marina and WCHA on a seasonal basis. It was

recommended \$200 normal month and \$300 on a high traffic month. Also, both the PR & Committee and the Administrative Consultant could now assist whereas in the past, there was no assistance.

- iv. Trainer Referral to Trainer Directory
  - 1. Concern was raised from the Committee as Referral being the language in Trainer Referral and a potential liability concern. It was recommended the wording to be changed to Directory instead of Referral.
- v. Member Newsletter
  - 1. We are looking to send out a proposal of all member newsletter. The PR & Marketing committee will present a cost to send out an all member newsletter.
  - 2. Facebook is used by us to promote a Stallion or a Futurity. We don't use it as a means of communication. It was explained that we would look to use Facebook in a different way to gain people to come and look at our Facebook. She highlighted the increase of the views inclusive of a recent message by the WCHA President.
- c. Region1
  - i. The current Region 1 Director requested to resigned from the duties due to a lack of time. There were discussions for an alternate candidate.
  - ii. There was a motion was made by for Kerry Aycock to serve in the position with Matt Henderson as an alternate.
    - 1. The motion was seconded and carried.
- d. Region II
  - i. For this region, the alternate from the previous election was Sally Sullivan whom was spoken to about the open position. The motion was made to approve Sally Sullivan as the Region III Director.
    - 1. The motion was seconded and carried.
- e. Administrative Consultant
  - i. The new Administrative Consultant contract is tailored after the contract for the position previously. Krissy has been working on Virtual Office, Quick Book entries and other activities.
  - ii. The bill from March was \$615 for the work performed.
  - iii. There was a motion to approve the contract.
    - 1. The motion was seconded and carried.

#### IV. Additional Items

- a. Futurity Committee Chair, Don Falcon
- b. Versatility Stakes Class
  - i. It was opened to any questions based on the information already sent to the EC Committee.
  - ii. Don stated he had 7 verbal commitments to the class from Wayne. His committee decided to do 2 classes with 10 entries in each class. The slot can be purchased with the deadline of August 15 to name the horse. There is significant interest and want to be able to promote it by Monday.
  - iii. Timing of the deadlines was discussed. Questions arose if the 2 classes could be combined if not enough entries. The classes could be combined for the 2 and 3 year old class but would need to make sure everyone would be on board with this (people who purchased a slot).
  - iv. Don re-emphasized this would be a new way to market WCHA and bring in new members.
- c. APHA Contract Negotiations
  - i. Don shared info of inaccuracies in last year's information
  - ii. The first offer from APHA was \$50/entry. This could be very costly as the quantity of entries rise, so Don requested a flat rate from APHA. APHA came up with a \$10,000 flat rate for up to 150 horses. This rate includes arena, announcer, ring stewards, paddock management, etc. If there are more than 150

- horses, then the rate goes to \$12,500. Concern was expressed that the rate for over 150 horses then it should be a fee per head of horse. A suggestion was made to propose \$75 per head over the 150 horses. This also includes the stall deal as prior year where the stall fees were split.
- iii. Don expressed he felt this was a good deal for the entire package. It also is for 2 years and includes an additional day. Don will talk to APHA more about the horses over 150.
  - iv. Another BOD asked about having a registry. The full nomination program does not accomplish the same thing as another registry as it's only for the futurity. We have other breed alliances/partners and would not want to conflict with them.

## **V. Open Discussion**

- a. The EC Committee opened up the floor for discussion regarding the Committee Chair discussions.
- b. Committee Chair for PR and Marketing, Laurie Takoff
  - i. Logo
    - 1. Conclusion was the logo was already voted on but did need clean up/correction of errors. The implementation date should be the futurity or banquet.
  - ii. Constant Contact
    - 1. The EC Committee agreed with the proposal presented.
  - iii. Marina Schwarz
    - 1. The EC Committee discussed of and agreed to a \$25/month raise and to further evaluate for peak season.
  - iv. Trainer Referral
    - 1. It was requested to run the word change by Don Falcon as he had worked on this. Pending Don's approval, the EC Committee stated it could be approved.
  - v. A motion was made to move forward to implementation of the logo, the change to Constant Contact, raise for Marina Schwarz, and change of the wording of Trainer Referral to Trainer Directory pending Don's approval of the wording change.
    - 1. The motion was seconded and passed.
- c. Committee Chair for Futurity Committee, Don Falcon
  - i. There was no further discussion regarding the Versatility Stakes Class.
  - ii. APHA Negotiations
    - 1. The EC agreed to set up the contract for 2 years with the option to always be able to extend an additional year. It was agreed to next set up the renewal as an option but not a contract.
    - 2. A motion was made to approve the Versatility Stakes Futurity as presented, and to negotiate the APHA contract as presented for \$10,000 flat rate for up to 150 horses with the negotiation of additional horses over 150 with overall costs not to exceed \$12,500 for those horses thereafter for the next 2 years along with an option to renew for an additional year.
      - a. The motion was seconded and passed.
- d. WCHA Registry
  - i. A question was to the Executive Committee through a Board of Director member that they wanted to look at establishing a task force for a registry. The Executive Committee will respond to the Board Member and express the concern of a conflict with the alliance partners.

## **VI. Adjourn**

Submitted by: Dava Benyak  
WCHA Secretary  
&  
Krissy Colbath  
WCHA Administrative Consultant



**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

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**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 16<sup>th</sup> 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

# **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, 2<sup>nd</sup> 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. 2<sup>nd</sup> 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.

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Original adopted – 10/17/2007

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THE WORLD CONFORMATION HORSE  
ASSOCIATION ~~(WCHA)~~

**Commented [RRH1]:** Declared in Section 1

~~Effective October 17, 2007~~

**Commented [RRH2]:** Nonessential information

Article I  
Name

Section 1. Corporation. The name of this organization shall be the World Conformation Horse

Association, ~~referred to as WCHA hereafter. The business of the Corporation may be conducted as~~  
~~World Conformation Horse Association, herein referred to as the Association or “WCHA”.~~

**Commented [RRH3]:** Clearly define the reference as Association or WCHA

~~World Conformation Horse Association shall be a non-profit organization exempt under section~~  
~~501 (c) (6) of the internal revenue service.~~

**Commented [RRH4]:** This statement is in under an incorrect Article

Article II ~~Mission~~ **PURPOSES AND POWERS**

**Commented [RRH5]:** Expand Article II

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.~~

**Commented [RRH6]:** Expand original

~~Mission- Its mission shall be 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.~~

~~We WCHA~~ strive to preserve and promote the value of correct conformation in the equine industry.

**Commented [RRH7]:** “We” is not recognized as WCHA as described in Article I

~~We WCHA~~ believe that correct conformation serves as the foundation to the horse’s ability to successfully perform in any discipline.

~~We WCHA~~ are 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.~~

**Commented [RRH8]:** Current and future purpose of the WCHA described herein.

~~At times, per the discretion of the Board of Directors, WCHA may provide internships or~~

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volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

**2.02 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.

**Commented [RRH9]:** Expand the description of the scope of power of the WCHA

**2.03 Nonprofit Status and Exempt Activities Limitation.**

**Commented [RRH10]:** Clear description of the 502c.(3), exempt activities, dissolution

**a. Nonprofit Legal Status.** World Conformation Horse Association 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 World Conformation Horse Association, 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 World Conformation Horse Association 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 World Conformation Horse Association, 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

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generally, includes a purpose similar to the World Conformation Horse Association, 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. ~~Any horse registered with an equine breed horse association is eligible to exhibit in WCHA events. The Executive Committee reserves the right to determine if a particular breed registry exemplifies the standard of the Western Conformation Horse and, consequently, maintains the right to approve or disapprove eligibility of a particular breed.~~

**Commented [RRH11]:** Reworded for clarity

**Commented [RRH12]:** Color breed registry (PHBA) should be included

**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 (no longer available for purchase) and founding life members (no longer available for purchase).

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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 ~~Executive~~ 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 ~~Executive~~ 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

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Commented [RRH13]: Must be a separate entity from the Executive Committee to ensure objectivity in rulings

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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.

**Commented [RRH14]:** We should confirm the legality of the arbitrary use of identifying photos without express permission.

~~Section 8. Member Access to Information. Membership in the association does not entitle any member to examine, review or copy any information that the Executive Committee deems to be proprietary in nature.~~

**Commented [RRH15]:** Unless an action is approved in Executive Session, all activities of the WCHA should be available for scrutiny by any member of the Association.

**4.09. 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.

**Commented [RRH16]:** Define the rights of affiliate memberships

a. Any dues for affiliates shall be determined by the Board of Directors.

### 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. ~~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.~~

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.~~ Founding Lifetime Membership - \$500, only available until September 1, 2007; Lifetime Membership (no longer available) and Annual Membership dues to be set and published as appropriate and are

**Commented [RRH17]:** Moved to appropriate Section

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subject to change as determined by the Board of Directors.

Section 3. Additional Fees. The Board of Directors may set other fees associated with membership at their discretion.

### ARTICLE VI DIRECTORS OF THE WCHA

**6.01. 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.

**6.02. Officers.** The officers of the Association shall be a President, President-Elect, Immediate Past-President, Administrative Consultant, treasurer, and two (2) duly elected members of the Board of Directors, and up to five (5) Founding Ex Officio members may be appointed to the Executive Committee, 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

b. The additional up to five (5) Founding Ex Officio members will serve for three (3) years beginning January 1, 2016 after which time each term may be renewed for a period of time as defined by the Board of Directors.

i. The Founding Ex Officio Executive Committee members will have the same responsibilities and voting rights as elected Executive Committee members, as long as they participate in at least 50 percent combined of the regularly scheduled Executive Committee and Directors meetings, as well as participate in the meeting in which they are voting.

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.

**6.03 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.

**Commented [RRH18]:** Define roles, responsibilities, election, retention, remove of of directors,

**Commented [RRH19]:** Removed names of the members. Individual names should not be reflected in the bylaws but rather in the minutes of the meeting that approved the individuals.

**Commented [RRH20]:** Limit time as an officer of the EC in order to encourage promotion of members of the BOD to the EC



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**6.04 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.

**6.05 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.

**6.06 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, .

**Commented [RRH21]:** Reworded for clarification. Original wording does not clarify who actually votes the President Elect into office.

**6.07 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

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Administrative Consultant. The Administrative Consultant is not given the right to vote during a Board of Directors meeting nor during an Executive Board meeting.

**6.08 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.

**6.09 Treasurer.** The treasurer shall be the lead Director for 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.

**Commented [RRH22]:** Clarification of voting rights of a duly elected EC member who serves as the treasurer.

**6.10 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.

**6.11. 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.

**6.12. Regional Director Representation.** Each region will be represented by two (2) Directors: one (1) Owner/Breeder, and one (1) Professional/Judge/Industry Service Provider.

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**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.

**6.13. At-Large Director Representation.** If deemed necessary by the Executive Committee, up to eight (8) At-Large Directors who will represent all four (4) Regions may be elected to the Board of Directors. The Nominating Committee will make recommendations to the Board of Directors for the At-Large Director nominees and will endeavor to maintain 50/50 Owner/Breeder and Professional/Judge/Industry Service Provider representation as well as Geographical Region focus if the opportunity presents itself in the At-Large Director Nominations. The election of each At-Large Director will be recognized upon a majority vote by the Board of Directors.

**6.14. Past Presidents.** After serving their term on the Executive Committee, all Past Presidents shall automatically become a Lifetime Director-at-Large. A Past President will maintain voting rights as long as they are in attendance at the previous year's Annual Meeting.

**6.15. Ad Hoc Directors.** The Board of Directors and/or the Executive Committee, upon majority vote, may recommend to the current Board of Directors to add up to six (6) Ad Hoc Directors to the Board. The Board of Directors, upon a majority vote, must ratify the recommendation. Each Ad Hoc Director will be allowed to serve out the term of either Professionals/Judges/Industry Service Providers or Owners/Breeders, whichever signifies their appointment and coincides with the length of the term of other Professionals/Judges/Industry Service Providers and Owners/Breeders on the Board of Directors. Each Ad Hoc Director is eligible to be appointed twice to serve the equivalent of two (2) terms, the length of which is determined by the point in the term cycle upon which the appointment as an Ad Hoc Director takes place. Ad Hoc Directors may have already served the combined maximum of two (2) terms as either a Regional or At-Large Director and are still eligible to serve as an Ad Hoc Director.

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

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**6.17. Terms**

a. All directors shall be elected to serve no less than a two -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 half the number of directors will end their terms in any given year.

c. Directors may serve terms in succession.

d. The term of office shall be considered to begin January 1 of the first year in office and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

**6.18. 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.

**6.19 Vacancies.** The Board of Directors may fill vacancies due to the expiration of a Director's term of office, resignation, death, or removal of Directors or may appoint new Directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

a. Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced.

**6.20. 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

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Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

**6.21. 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, such as travel expenses to attend board meetings.

**6.22. 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**

**7.01. Nominating Committee.** The Executive Committee shall appoint a Nominating Committee from the Board of Directors at least sixty (60) 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.

**7.02. 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 (90) 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. The slate of nominated Board of Directors will be presented to the Executive Committee for approval. The Executive Committee will discuss nominations with the Board of Directors for input prior to providing final approval.

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

**7.03. 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 Executive Committee to those members in attendance at

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the Annual Meeting.

**ARTICLE VII  
ORDER OF BUSINESS**

**7.01. 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.

**Commented [RRH23]:** Further describe the order of business of the WCHA

**Commented [RRH24]:** Add “newly revised” to clarify which Robert’s Rules of Orders are to be followed

**7.02 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.

**7.03. 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

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Original adopted – 10/17/2007

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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 VII Election and  
Term Limits

Section 1. Nominating Committee. The Executive Committee shall appoint a Nominating Committee sixty (60) 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, inclusive of one Executive Committee member to lead the committee.

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, excluding nominations for Executive Committee Members, starting ninety (90) days prior to the designated Annual Meeting. The Nominating Committee will present the proposed slate of Board of Directors to the Executive Committee for approval sixty (60) days prior to the designated Annual Meeting. The Executive Committee will discuss nominations with the Board of Directors for input prior to providing final approval.

– The Nominating Committee shall nominate one (1) Director for each vacancy. Each nomination will be accompanied by a write-in opportunity on the voting ballot.

- The Nominating Committee, shall however, list two (2) Director candidates for each vacancy, one (1) designated as a back-up candidate should there be a candidate selected who turns down the opportunity to be nominated or a newly elected Director becomes elected to the Executive Committee, when presenting the Slate of Board of Directors to the Executive Committee for approval.

Section 3. Proposed Slate of Board of Directors. All current members will be eligible to vote for the Board of Directors. 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. At the designated Annual Meeting referenced in section 1 and 2, the voting results will be reported by the Executive Committee to those members in attendance at the Annual Meeting.

Section 4. President's Term of Office. 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 5. President Elect's Term of Office. The President Elect shall be recommended by the Executive Committee and elected from the Executive Committee and will serve a one (1) year

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term, and be elected by majority vote of the Board of Directors at the designated Annual Meeting.

Section 6. General Board Members on Executive Committee. The two (2) General Board Member seats on the Executive Committee must come from the Board of Directors and shall serve for the term of the Director's position they are filling. The Executive Committee Members shall be recommended for election by the Executive Committee and elected by majority vote of the Board of Directors at the designated Annual Meeting.

- The Director vacancies created by electing two (2) Directors to the Executive Committee will be backfilled by a special vote of the membership.
- The Nominating Committee will revert to the approved back-up candidates from the affected region(s) in which the Directors elected to the Executive Committee reside. Should for some reason the back-up candidates not be available, then the Nominating Committee shall identify candidates and present to the Executive Committee for approval. The Executive Committee will discuss nominations with the Board of Directors for input prior to providing final approval.
- A vote and results should take place within thirty (30) days of the created vacancy and the newly elected Directors will serve out the remainder of the vacated term.
- The two (2) Directors elected to the Executive Committee will serve both the needs of the Executive Committee as well as any of their outstanding Non-Executive Committee Director responsibilities until the new Directors have been elected.

Section 7. Treasurer's Term of Office. The Treasurer will serve a two (2) year term and is eligible to serve up to three (3) consecutive terms if continuously appointed by the President.

Section 8. Board of Director Terms. Directors may serve two, three (3) year terms. Owner/Breeders and Professionals/Judges/Industry Service Providers will be elected in alternate years so to preserve some continuity on the Board of Directors.

Any member of the Board of Directors can serve up to two (2) terms consecutively.

**ARTICLE VIII**  
**RULES OF THE WCHA**

**8.01. Establishing Rules.** From time to time the Board of Directors shall establish rules for the presentation and judging of the WCHA events. The rules so adopted shall be changed, modified or repealed only by a two-thirds (2/3) vote of the Board of Directors.

**8.02. Changes.** Any changes in rules adopted during any year will be effective on January 1 of the following year, or at an earlier date should it appear imperative for the well-being of the WCHA.

**Commented [RRH25]:** Clarification of the implementation of rule changes



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Membership will be notified of any rules changes prior to their implementation.

**8.03. Annual Meeting Changes.** Any proposed changes in rules proposed from the floor of any Annual Meeting must be considered and voted upon by the newly elected Board of Directors within fifteen (15) days after said Annual Meeting and if adopted by the Board of Directors will be effective on January 1 of the following year, or at an earlier date should it appear imperative to the well-being of the WCHA. Membership will be notified of any rule or regulation changes prior to their implementation.

**8.04. Infraction.** Any charges of infraction of the rules of the WCHA shall be registered in writing, signed, and filed with the WCHA Executive Director who will investigate said charge and make subsequent recommendations for the handling of such matter to the Executive Committee for review and/or hearing.

**8.05. Judges Receipt.** Each WCHA approved judge shall receive a current complete set of Bylaws and Rules each year. Upon request, WCHA will furnish each member a current Official handbook annually. The current official handbook is also available online at [www.conformationhorse.com](http://www.conformationhorse.com).

**8.06. Show Management.** Show Management will receive one (1) current, complete set of Rules in the show packet provided to them by the WCHA.

**Commented [RRH26]:** Bylaws do not need to be shared with show management.

**ARTICLE IX**  
**COMMITTEES**

**Commented [RRH27]:** Define the role of the Committees

**9.01 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

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**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.

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**9.2 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.

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**9.3 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**

**10.01. 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.

**10.02. 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.

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**10.03. 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.

**10.04. 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.

**10.05 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.

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**ARTICLE XI**  
**MISCELLANEOUS**

**11.01. 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

**Commented [RRH29]:** Record retention rules are clarified in this new Article

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Association's Articles of Incorporation and Bylaws as amended to date.

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

**11.03. 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.

**11.04. 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 World Conformation Horse Association. 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.

**11.05. 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.

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**ARTICLE XII**  
**COUNTERTERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, World Conformation Horse Association, 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, World Conformation Horse Association. 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.

**Commented [RRH30]:** Added protection against divergence of monies

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World Conformation Horse Association. 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 XII**  
**DOCUMENT RETENTION POLICY**

**Commented [RRH31]:** New Policy regarding document retention

**12.01 Purpose.** The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of World Conformation Horse Association. records.

**12.02 Policy.**

a. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, World Conformation Horse Association. may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

b..Exception for Litigation Relevant Documents. World Conformation Horse Association. expects all officers, Directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, Directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the World Conformation Horse Association. informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

c. Minimum Retention Periods for Specific Categories

(i) Corporate Documents. Corporate records include the Association's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the

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Form 1023 be available for public inspection upon request.

(ii) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Association's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(iii) Employment Records/Personnel Records. State and federal statutes require the Association to keep certain recruitment, employment and personnel information. The Association should also keep personnel files that reflect performance reviews and any complaints brought against the Association or individual employees under applicable state and federal statutes. The Association should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(iv) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the Association's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Association.

(v) Press Releases/Public Filings. The Association should retain permanent copies of all press releases and publicly filed documents under the theory that the Association should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Association.

(vi) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(vii) Marketing and Sales Documents. The Association should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(viii) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Association and are protected as a trade secret where the Association:

(ix) derives independent economic value from the secrecy of the information; and

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(x) has taken affirmative steps to keep the information confidential.

The Association should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(xi) Contracts. Final, execution copies of all contracts entered into by the Association should be retained. The Association should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(xii) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(xiii) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(xiv) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(xv) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

**d. Electronic Mail. E-mail that needs to be saved should be either:**

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

**ARTICLE XIII**

**Transparency and Accountability**

**Disclosure of Financial Information With The General Public**

**Commented [RRH32]:** Transparency and accountability clearly defined in this Article

**13.01 Purpose.** By making full and accurate information about its mission, activities, finances, and governance publicly available, World Conformation Horse Association. practices and encourages transparency and accountability to the general public. This policy will:

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- a. indicate which documents and materials produced by the Association are presumptively open to staff and/or the public
- b. indicate which documents and materials produced by the Association are presumptively closed to staff and/or the public
- c. specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

**13.02. Financial and IRS documents (The form 1023 and the form 990).** World Conformation Horse Association. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

**13.03. Means and Conditions of Disclosure.** World Conformation Horse Association. shall make “Widely Available” the aforementioned documents on its internet website: [www.motorcyclememoir.com](http://www.motorcyclememoir.com) to be viewed and inspected by the general public.

- a. The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- b. The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- c. World Conformation Horse Association. shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- d. World Conformation Horse Association. shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

**13.04. IRS Annual Information Returns (Form 990).** World Conformation Horse Association shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the Association’s Form 990 shall be submitted to each member of the Board of Director’s via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

**13.05. Board**

- a. All Board deliberations shall be open to the public except where the Board passes a



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motion to make any specific portion confidential.

b. All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.

c. All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

**13.06. Staff Records**

a. All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

b. No staff records shall be made available to any person outside the Association except the authorized governmental agencies.

c. Within the Association, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that

d. Staff records shall be made available to the Board when requested.

**13.07. Donor Records**

a. All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.

b. No donor records shall be made available to any other person outside the Association except the authorized governmental agencies.

c. Within the Association, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;

d. donor records shall be made available to the Board when requested.

**ARTICLE XIV**  
**CODES OF ETHICS AND WHISTLEBLOWER POLICY**

**Commented [RRH33]:** New Article to protect whistleblowers and a new description of the WCHA's Code of Ethics

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**14.01. Purpose.** World Conformation Horse Association 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 World Conformation Horse Association 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.

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**14.02. Reporting Violations.** If any Director, officer, staff or employee reasonably believes that some policy, practice, or activity of World Conformation Horse Association is in violation of law, a written complaint must be filed by that person with the vice President or the Board President.

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**14.03. 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.

**14.04. Retaliation.** Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of World Conformation Horse Association and provides the World Conformation Horse Association 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.

World Conformation Horse Association 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 World Conformation Horse Association or of another individual or entity with whom World Conformation Horse Association 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.

World Conformation Horse Association 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 World Conformation Horse Association 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.

**14.05. Confidentiality.** Violations or suspected violations may be submitted on a confidential

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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.

**14.06. Handling of Reported Violations.** The Board President or vice President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed committee 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.

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**ARTICLE XV**

**AMENDMENT OF Articles of Incorporation**

**Commented [RRH34]:** This section is in place, assuming the WCHA has a recognized "Articles of Incorporation."

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

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**CERTIFICATE OF ADOPTION OF BYLAWS**

**Commented [RRH35]:** All changes to the Bylaws are to be signed and dated as noted.

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I do hereby certify that the above stated Bylaws of World Conformation Horse Association were approved by the World Conformation Horse Association's Board of Directors on (date) \_\_\_\_\_ and constitute a complete copy of the Bylaws of the Association.

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Administrative Consultant Printed Name \_\_\_\_\_

Administrative Consultant Signature \_\_\_\_\_

Date: \_\_\_\_\_

**CONFIDENTIAL NOT TO BE DISTRIBUTED OTHER THAN TO WCHA BOARD OF DIRECTORS**

Original adopted – 10/17/2007

Updated as of – 04/21/2016

~~Article VI~~  
~~Governance~~

~~Section 1. Governing Body. The Governing Body will consist of an Executive Committee and Board of Directors. Executive Committee Members are active, voting members of the Board of Directors.~~

~~Due to the amount of work and responsibility required to grow the WCHA, the business and property of the WCHA shall be managed and controlled by the Executive Committee, (consisting of up to a ten (10) member Executive Committee, the five (5) traditional members, President, Past President, President Elect and Two Board Members elected from the Board of Directors, plus up~~

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~~to five (5) Ex Officio members, consisting of the Founding five (5), Cofranceseo, Halvorson, Donnelly, Sullivan and Finkenbinder) who will govern as a team. The President will serve as a coordinator to efficiently and effectively conduct business within the team. The roles and responsibilities, consistent with those outlined in the bylaws, will be split as appropriate amongst the Executive Committee, so not to overburden any one role or individual. Each member of the Executive Committee shall have voting rights on the Executive Committee.~~

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~~— The additional Founding five (5) Ex Officio members will serve for three (3) years beginning January 1, 2016 through December 31, 2018, at which time their term may be renewed for a period of time defined by the Board of Directors, or they will revert back to Lifetime Ex Officio Directors At Large and retain their lifetime Director voting privileges as long as they are in attendance at the previous year's Annual Meeting. In addition, the five (5) Ex Officio Directors At Large referenced in the paragraph above will participate as Advisors on an on-going basis in a non-voting capacity to the Executive Committee. Should the Founding five (5) Executive Committee members not be renewed after December 31, 2018, then the Executive Committee will consist of the President, Past President, President Elect, and two Board Members elected from the Board of Directors.~~

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~~▲ The Founding Ex Officio Executive Committee Members will have the same responsibilities and voting rights as elected Executive Committee Members, as long as they participate in at least 50 percent combined of the regularly scheduled Executive Committee and Directors meetings, as well as participate in the meeting in which they are voting. Each member of the Executive Committee is entitled to only one (1) vote.~~

~~Executive Committee Members will be elected from the Board of Directors as described in Article VII, Election and Term Limits, Sections 4, 5 and 6, respectively.~~

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~~Section 2. Past Presidents. After serving their term on the Executive Committee, all Past Presidents shall automatically become a Lifetime Director at Large. Any Past President will maintain voting rights as long as they are in attendance at the previous year's Annual Meeting.~~

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~~3. Treasurer. A Treasurer may also be appointed by the President to serve a two (2) year term, with the right to serve three (3) consecutive terms. The Treasurer shall serve on the Executive Committee in a non-voting capacity as well as be responsible for implementing appropriate auditing standards and activities.~~

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~~In the absence of the appointment of a Treasurer, the Chairman of the Finance Committee will perform the responsibilities of the Treasurer.~~

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

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

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~~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 5. Regional Director Representation. Each region will be represented by two (2) Directors; one (1) Owners/Breeders, and one (1) Professionals/Judges/Industry Service Providers.~~

~~Section 6. At Large Director Representation. In an attempt to fill Director slots with volunteers who will actively engage and work for the betterment and growth of the organization; in addition, there will be eight (8) At Large Directors who will represent all of the four (4) Regions. The Nominating Committee will endeavor to maintain 50/50 Owners/Breeders and Professionals/Judges/Industry Service Providers representation as well as Geographical Region focus if the opportunity presents itself in the At Large Director Nominations.~~

~~Section 7. Owners/Breeders. The Owners/Breeders discussed in section 5, 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.~~

~~Section 8. Professionals/Judges/Industry Service Providers. The Professionals/Judges/Industry Service Providers discussed in section 5 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 9. Director Classification. The Executive Committee will have complete authority in determining the classification of any present or future Board Member.~~

~~Section 10. Ad Hoc Directors. In addition, to the Regional Directors, the Executive Committee, upon majority vote, for good business rationale, may recommend to the current Board of Directors to add up to six (6) Ad Hoc Directors to the Board. The Board of Directors, upon a majority vote, must ratify the recommendation.~~

~~Each Ad Hoc Director will be allowed to serve out the term of either Professionals/~~

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~~Judges/Industry Service Providers or Owners/Breeders, whichever signifies their appointment and~~

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~~coincides with the length of the term of other Professionals/Judges/Industry Service Providers and Owners/Breeders on the Board of Directors. Each Ad Hoc Director is eligible to be appointed twice to serve the equivalent of two (2) terms, the length of which is determined by the point in the term cycle upon which the appointment as an Ad Hoc Director takes place. Ad Hoc Directors may have already served the combined maximum of two (2) terms as either a Regional or At Large Director and are still eligible to serve as an Ad Hoc Director.~~

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### ~~Article VII Election and Term Limits~~

~~Section 1. Nominating Committee. The Executive Committee shall appoint a Nominating Committee sixty (60) 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, inclusive of one Executive Committee member to lead the committee.~~

~~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, excluding nominations for Executive Committee Members, starting ninety (90) days prior to the designated Annual Meeting. The Nominating Committee will present the proposed slate of Board of Directors to the Executive Committee for approval sixty (60) days prior to the designated Annual Meeting. The Executive Committee will discuss nominations with the Board of Directors for input prior to providing final approval.~~

~~• The Nominating Committee shall nominate one (1) Director for each vacancy. Each nomination will be accompanied by a write in opportunity on the voting ballot.~~

~~• The Nominating Committee, shall however, list two (2) Director candidates for each vacancy, one (1) designated as a back up candidate should there be a candidate selected who turns down the opportunity to be nominated or a newly elected Director becomes elected to the Executive Committee, when presenting the Slate of Board of Directors to the Executive Committee for approval.~~

~~Section 3. Proposed Slate of Board of Directors. All current members will be eligible to vote for the Board of Directors. 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. At the designated Annual Meeting referenced in section 1 and 2, the voting results will be reported by the Executive Committee to those members in attendance at the Annual Meeting.~~

~~Section 4. President's Term of Office. 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 5. President Elect's Term of Office. The President Elect shall be recommended by the Executive Committee and elected from the Executive Committee and will serve a one (1) year~~



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~~term, and be elected by majority vote of the Board of Directors at the designated Annual Meeting.~~

~~Section 6. General Board Members on Executive Committee. The two (2) General Board Member seats on the Executive Committee must come from the Board of Directors and shall serve for the term of the Director's position they are filling. The Executive Committee Members shall be recommended for election by the Executive Committee and elected by majority vote of the Board of Directors at the designated Annual Meeting.~~

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

~~— The Nominating Committee will revert to the approved back up candidates from the affected region(s) in which the Directors elected to the Executive Committee reside. Should for some reason the back up candidates not be available, then the Nominating Committee shall identify candidates and present to the Executive Committee for approval. The Executive Committee will discuss nominations with the Board of Directors for input prior to providing final approval.~~

~~— A vote and results should take place within thirty (30) days of the created vacancy and the newly elected Directors will serve out the remainder of the vacated term.~~

~~— The two (2) Directors elected to the Executive Committee will serve both the needs of the Executive Committee as well as any of their outstanding Non Executive Committee Director responsibilities until the new Directors have been elected.~~

~~Section 7. Treasurer's Term of Office. The Treasurer will serve a two (2) year term and is eligible to serve up to three (3) consecutive terms if continuously appointed by the President.~~

~~Section 8. Board of Director Terms. Directors may serve two, three (3) year terms. Owner/Breeders and Professionals/Judges/Industry Service Providers will be elected in alternate years so to preserve some continuity on the Board of Directors.~~

~~Any member of the Board of Directors can serve up to two (2) terms consecutively.~~

### Article VIII

#### Executive Committee, Officers and Board of Directors Duties & Responsibilities

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~~Section 1. Executive Committee Responsibilities. The Executive Committee shall conduct, manage and control the policy, property, affairs and business of the WCHA, including interpretation of the bylaws, charting direction of the Association and managing of the day-to-day operations. The Executive Committee is responsible to recommend to the Board of Directors or general membership, as appropriate, for approval such bylaw changes and rules, including presentation and judging of the WCHA events, as they may deem best for the association.~~

~~The Executive Committee will serve as the base for the hearing committee for all disciplinary~~

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~~actions and will also serve as the strategic planning committee to allow for advance planning and smoother transition of business and goals between incoming and out-going Presidents and Executive Committee Members.~~

~~To select, terminate and adjust the roles and responsibilities of all the employees of the WCHA, prescribe their responsibilities and duties, fix their compensation, and require from them dedication and good performance with respect to the responsibilities and duties they perform.~~

~~Any Executive Committee Member may attend meetings of Standing Committees, Other Committees, Task Forces, etc., of which they are not a formal member in a non-voting capacity.~~

~~Section 2. Presidential Responsibilities. The President shall preside as well as have voting rights at all general meetings and the meetings of the Executive Committee, and Board of Directors.~~

~~The President shall also serve as an ex-officio member of all committees.~~

~~= The President shall only have tie breaking voting rights on committees.~~

~~Section 3. President Elect Responsibilities. The President Elect shall serve as assistant to the President and act in his absence at all meetings indicated in Sections 1 and 2.~~

~~Section 4. Executive Committee General Board Members and Ex-Officio Committee Members Responsibilities. The two (2) Executive Committee General Board members and the Ex-Officio Committee Members shall serve as assistants to the President and President Elect, and also work as members of the Executive Committee to carry out the business of the association.~~

~~Section 5. Past President Responsibilities. The immediate Past President shall offer consistency and guidance to the President, and shall have all rights as other Executive Committee Members.~~

~~Section 6. Board of Directors' Responsibilities. The Board of Directors is responsible for representing the needs and ideas of the general membership, assistance in supporting the operations and growth of the Association through volunteerism and active participation on the standing committees/other committees/task forces, as well as, voting on proposed bylaw changes and other recommendations brought to the Board for approval. All powers of the Board of Directors, except the power to unilaterally change bylaws and rules, are vested in the Executive Committee. The Executive Committee must follow the procedures outlined in the Bylaws to recommend changes to the Bylaws and Rules.~~

~~In addition to acting on recommendations presented by the Executive Committee and/or general membership, the Board of Directors is responsible to recommend to the Executive Committee such Bylaw changes, Rules, committees/task forces (including member nominations), and activities/events, as they may deem best for the organization including presentation and judging of~~

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~~the WCHA events. Such changes must be recommended in compliance with the procedures outlined in the Bylaws.~~

~~Each Director is obligated to act as an Advocate for the general memberships' interests and needs in their respective Region, to include activities such as, soliciting input from membership and prospective members, communicating business and information as appropriate to both the membership and the Executive Committee and other Board Members as appropriate, as well as, actively participating in the coordination and delivery of WCHA activities/events.~~

~~Collectively, the Non Executive Committee Board of Directors are responsible to become experienced in the business of WCHA and the needs of the membership and industry so to become strong viable candidates for Executive Committee General Board Member consideration in the future.~~

~~Section 7. Treasurer Responsibilities. The Treasurer shall be responsible for all Fiscal Oversight, including, auditing, budgeting, taxation, and advising the Executive Committee and other Committees as appropriate on spending and capital appropriations.~~

~~=The Treasurer will assist in supplying an independent auditing firm (appointed by the Executive Committee and ratified by the Board of Directors) with requested support items to verify and substantiate the correctness of the financial reports. The independent auditing firm will then report the results and findings to the Executive Committee to be shared with the Board of Directors.~~

~~In the absence of the appointment of a Treasurer, the Chairman of the Finance Committee will perform the responsibilities of the Treasurer.~~

~~Section 8. Executive Director Responsibilities. The Executive Director of the WCHA will report to the Executive Committee and primarily be responsible for the performance of the day-to-day actions and activities as well as serve on the Executive Committee in a non-voting capacity.~~

~~Section 9. Resignation, Termination and Absences. Resignation from the Executive Committee and/or Board of Directors must be in writing and received by the President.~~

~~Each member of the Executive Committee and Board of Directors shall accept the responsibility of attending all meetings. In the event an Executive Committee member or Board member fails to attend two (2) consecutive meetings without a valid excuse, that fact shall be brought to the attention of the Executive Committee for whatever action is deemed appropriate by the Executive Committee, including removal from office.~~

~~=The President has the power vested in them to determine whether an absence is excused or not.~~

~~Any Director may be removed at any meeting but only by a two-thirds vote of all other Directors.~~

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~~A removal may only be with justified cause. Prior to removal, however, a Director shall have received a copy of the charges against him/her, and be given an opportunity for defense at a meeting of the Board of Directors.~~

~~Section 10. Indemnification. WCHA shall indemnify and hold harmless any officer, director, employee, their personal representatives and heirs, against reasonable legal expenses, judgment, and expenses of settlement which WCHA previously approves, actually and reasonably incurred in connection with an actual or threatened legal proceeding. If such person acted legally, in good faith and was duly authorized to act on behalf of WCHA in the transaction from which legal liability arose which was official WCHA business (except in relation to matters as to which she/he shall have been guilty of negligence or misconduct in respect to the matter in which indemnity is sought.) To preserve the right of indemnity, such litigation, whereupon WCHA shall have the right to direct defense thereof, including, but not limited to, selection of counsel, and direction of settlement negotiations.~~

~~WCHA shall purchase Directors and Officers Liability Insurance for each current Member of the Board of Directors.~~

### ~~Article IX Voting~~

~~Section 1. Members. For voting privileges, member in good standing is defined as one having paid dues for the current year, and has not been suspended or expelled.~~

~~Section 2. Quorum at Executive Committee, Board of Directors and Membership Meetings. Executive Committee — There must be majority participation by the Executive Committee Members to conduct business and a majority vote by the Executive Committee to effect decision making.~~

~~Board of Directors — There must be majority participation by the Board of Directors to conduct business and a majority vote of the Board of Directors to effect decision making.~~

~~Membership — The number of voting members of the WCHA required to constitute a quorum to conduct business in any membership meeting or vote shall be as determined from time to time by the Executive Committee.~~

~~Section 3. Voting Means. When voting takes place at a Board of Directors, or General Membership meeting or other need for a general membership vote, the Chairperson shall decide how the vote is taken.~~

~~US Mail or electronic service shall also serve as a means to deliver voting ballots. Guidelines for such shall be determined by the Executive Committee.~~

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### ~~Article X Vacancies~~

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~~Section 1. Past President Vacancy. In the event a Past President vacancy occurs on the Executive Committee that vacancy shall not be filled.~~

~~Section 2. President Vacancy. If a vacancy occurs in the President's position, the President Elect shall automatically fill that position.~~

~~Section 3. President Elect Vacancy. If a vacancy occurs in the President Elect position, the Executive Committee shall recommend a successor from the Executive Committee to the Board of Directors for approval by majority vote.~~

~~Section 4. Executive Committee General Board Member Vacancy. If a vacancy occurs in either of the two (2) General Board member positions on the Executive Committee, the Executive Committee shall recommend successors from the Board of Directors to the Board of Directors for approval by majority vote.~~

~~Section 5. Board of Director Vacancy. If a vacancy occurs on the Board of Directors, the President shall appoint a replacement until the next general election, with the exception of a Board of Director(s) vacancy created by the election of a Director(s) to the Executive Committee in which case the vacancy will be filled as outlined in Article VII, Election and Term Limits, Section 6.~~

### Article XI

#### Standing Committees, Committees/Task Forces

~~Section 1. Standing Committees, Committees and Task Forces. Based on recommendations submitted by members and Board of Directors, the Executive Committee shall designate standing committees and other committees/task forces as appropriate as well as appoint members to such for the purpose of conducting business. Initiation or continuation of all committees/task forces, including standing committees, will be dependent on committee/task force needs and decided by the Executive Committee. The Executive Committee will determine the length of committee/task force member assignments. Committee/task force appointments will be dependent on committee/task force needs with the intent to continuously provide a number of experienced and new members to ensure consistency as well as foster new ideas and membership involvement.~~

~~Continuation of standing committee member appointments, including Committee Chairs and Vice Chairs, will be determined by the Executive Committee on an annual basis. Written notice will be sent by the President to those standing committee members who are being reappointed at the beginning of each calendar year advising of renewed appointment on current committee or re-appointment to another standing committee. Task forces and other committees will be appointed as needed and disbanded upon decision by the Executive Committee.~~

~~The President shall also serve as an ex-officio member of all committees.~~

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~~—The President shall only have tie breaking voting rights~~

~~All Committees are required to submit Committee recommendations to the Executive Committee for approval.~~

~~Any Executive Committee member may attend committee/task force meetings not formally assigned to, however, attendance in a committee/task force meeting not formally assigned to is in a non-voting capacity.~~

~~Section 2. Chairpersons. All appointed Chairpersons either will be Board Members of the WCHA or have already served a term as a Board Member. Standing Committee Chairpersons shall serve no more than a term of three (3) years.~~

~~All standing committees will have a Vice Chair appointed who typically will fill the Chairperson role upon vacancy.~~

~~Section 3. Committee Procedures. All Committees/Task Forces are to follow the latest WCHA “Committee Procedures” as approved by the Executive Committee.~~

~~Section 4. Committee Focus and Direction. All Committees/Task Forces shall be presented a “written objective”, which can be changed at the direction of the Executive Committee.~~

### ~~Article XII Meetings~~

~~Section 1. Annual Meeting. The regular Annual Meeting of the WCHA shall be held at a time and place designated by the Executive Committee.~~

~~Section 2. Notice of Annual Meeting. Notice of the Annual Meeting shall be given at least thirty (30) days in advance of such, by written notice, as well as being posted on the WCHA website.~~

~~Section 3. Regular Executive Committee and Board of Director Meetings. Regularly scheduled meetings will be scheduled by the President and a calendar published at the beginning of the current calendar year. Such meetings can be held via teleconference at the discretion of the President.~~

~~Section 4. Special Meetings. Special meetings of the Executive Committee and Board of Directors may be called at any time by the President, any two (2) members of the Executive Committee or, any three (3) members of the Board of Directors may request the need for a special meeting by submitting such request to the WCHA Office, such meetings can be held via teleconference, and reasonable notice shall be given for such meeting. The Executive Committee shall determine what reasonable notice is, and what constitutes a special meeting.~~

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~~5. Special Meeting Notification. Special meetings of the general membership may be called by the Executive Committee by giving thirty (30) days written notice in writing, including notice by e-mail.~~

~~Section 6. Emergency Meetings. Emergency meetings of the Executive Committee and/or Board of Directors can be called by the President, or requested by any two (2) Executive Committee Members, such meeting can be held via teleconference, and reasonable notice shall be given for such meeting. The Executive Committee shall determine what reasonable notice is, and what constitutes an emergency meeting.~~

~~Section 7. Voting. In all cases should an Executive Committee Member or Board of Director not be present at a meeting they shall not be eligible to vote.~~

~~—The only exception shall be in the case of an emergency such as, serious illness or injury of the Executive Committee member or Board of Director, death of a family member, etc., and must be approved by the President.~~

### ~~Article XIII Order of Business~~

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

### ~~Article XIV Rules~~

~~Section 1. Establishing Rules. From time to time the Board of Directors shall establish rules for the presentation and judging of the WCHA events. The rules so adopted shall be changed, modified or repealed only by a two thirds (2/3) vote of the Board of Directors.~~

~~Section 2. Changes. Any changes in rules adopted during any year will be effective on January 1 of the following year, or at an earlier date should it appear imperative for the well-being of the WCHA. Membership will be notified of any rules changes prior to their implementation.~~

~~Section 3. Annual Meeting Changes. Any proposed changes in rules proposed from the floor of any Annual Meeting must be considered and voted upon by the newly elected Board of Directors within fifteen (15) days after said Annual Meeting and if adopted by the Board of Directors will be effective on January 1 of the following year, or at an earlier date should it appear imperative to the well-being of the WCHA. Membership will be notified of any rule or regulation changes prior to their implementation.~~

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~~Section 4. Infraction. Any charges of infraction of the rules of the WCHA shall be registered in writing, signed, and filed with the WCHA Executive Director who will investigate said charge and make subsequent recommendations for the handling of such matter to the Executive Committee for review and/or hearing.~~

~~Section 5. Judges Receipt. Each WCHA approved judge shall receive a current complete set of Bylaws and Rules each year. Upon request, WCHA will furnish each member a current Official handbook annually. The current official handbook is also available online at [www.conformationhorse.com](http://www.conformationhorse.com).~~

~~Section 6. Show Management. Show Management will receive one (1) current, complete set of Bylaws and Rules in the show packet provided to them by the WCHA.~~

### ~~Article XV Amendments~~

~~Section 1. Amendments to Bylaws by the Membership at the Annual Meeting. Suggestions for new, repeal, modification or amendment of the bylaws may be made by two thirds (2/3) vote of all founding, lifetime and regular members in good standing and voting at the Annual Meeting. Such changes may be adopted by two third (2/3) vote of the Board of Directors at any regular or special called meeting of the Board of Directors. Such changes and amendments to the bylaws so voted by the Board of Directors shall become effective on January 1 of the following year.~~

- ~~—All suggested changes to the bylaws must be submitted in writing to be received by the WCHA office no later than December 31<sup>st</sup> of the year prior to any given year's Annual Meeting.~~
- ~~—A proposed change to the bylaws may not be submitted collectively by a group of members but must be submitted by each individual member.~~
- ~~—Each proposed change to the Bylaws must be submitted on a separate form and signed by the party submitting the change.~~
  - ~~○ The rationale for the change, the specific language impacted, with reference to language to be deleted as well as any specific new language proposed and the Articles and Sections where the changes are proposed must be identified to be considered for adoption.~~

~~Section 2. Amendments to Bylaws by the Board of Directors. Bylaws may also be changed or amended by two thirds (2/3) vote of the Board of Directors at two (2) consecutive meetings provided that such proposed changes be published in the WCHA newsletter or e-mail blast to the membership, and web site thirty (30) days prior to the second of the two (2) consecutive meetings where after founding, lifetime and regular members in good standing of the WCHA may express written opinion of the proposed changes to the Executive Director of the Association who shall inform the Board of Directors of such objections. The Board of Directors shall consider these objections in its decision to ratify or further modify or amend such bylaw changes as voted upon at~~



**CONFIDENTIAL NOT TO BE DISTRIBUTED OTHER THAN TO WCHA BOARD OF DIRECTORS**

Original adopted – 10/17/2007

Updated as of – 04/21/2016

~~the second of such two (2) consecutive meetings. Such changes and amendments to the bylaws so voted by the Board of Directors shall become effective on January 1 of the following year.~~

~~— A proposed change to the bylaws may not be submitted collectively by a group of Board of Directors but must be submitted by each individual Board member with the exception of those changes being submitted by the Executive Committee to the Non Executive Committee Board of Directors for consideration for change and/or ratification.~~

~~— Each proposed change to the Bylaws must be submitted on a separate form and signed by the party submitting the change.~~

~~○ The rationale for the change, the specific language impacted, with reference to language to be deleted as well as specific new language proposed and the Articles and Sections where the changes are proposed must be identified to be considered for adoption.~~

~~Article XVI  
Dissolution~~

~~Section 1. Personal Liability. No member shall be personally liable to any creditor of the WCHA for any indebtedness or liability of the WCHA, and creditors shall look only to its assets for payment.~~

~~Section 2. Dissolution. In the event of dissolution, the Executive Committee, and Board of Directors shall, after paying or making a provision for payment of all liabilities of the WCHA, distribute the net assets to one or more organizations operating as a 501 (c) (3), under the internal revenue code.~~