

CoWN-SH Association, Inc.
BYLAWS

These Bylaws (referred to as the “bylaws”) govern the affairs of the **CoWN-SH Association, Inc.**, a non-profit corporation (referred to as the “Association”) organized under the Colorado Revised Non-Profit Corporation Act (referred to as the “Act”).

ARTICLE I – NAME, PURPOSE, LOCATION AND CORPORATE SEAL

Section 1. Name. This Association shall be known as CoWN-SH (“Association”) and shall at all times be operated and conducted as a non-profit corporation in accordance with the laws of the State of Colorado, providing for such organizations and by which it shall acquire all such rights as granted to associations of this kind.

Section 2. Purpose. The purpose of this Association shall be: to promote education for western stock horse enthusiasts to ride and train a versatile western stock horse; to teach rider knowledge and skills to maximize horse trainability, performance and safety; to offer affordable, fun, and standardized versatile western stock horse educational programs and competitions; to perpetuate and preserve the western tradition and heritage of working stock horse and ranch horses; to encourage the use of standard rules for conducting and judging contests for the western all-around stock horse; to define, promote and improve the quality of the versatile western stock horse; and to encourage honesty, integrity, respect, sportsmanship and family values.

Section 3. Location. The Association shall include (cover) the following areas: Colorado, Wyoming, and Nebraska, but members may be residents of any state.

Section 4. Place of Business. The principal place of business shall be established by the Board of Directors.

Section 5. The Association shall conduct its affairs on a calendar year basis. A financial audit may be made and be reported to the next annual meeting of the members.

ARTICLE II – MEMBERS

Section 1. Membership. Members of the Association shall be admitted, retained, suspended and expelled in accordance with such rules and regulations as the Board of Directors may, from time to time, adopt. In all matters governed by Members, each Member given the right to vote, shall be in good standing and shall have been a paid Member for at least (90) days. Each such Member shall be entitled to one vote.

Section 2. Whenever in these Bylaws, the term Member or Members shall be used, unless otherwise, specified, it shall mean a Member, having the right to vote, that is in good standing.

Section 3. There shall be only one class of members and membership shall be open to all persons who subscribe to be aims of the Association, abide by the Associations’ rules and regulations, and assist in furthering its purposes.

Section 4. An annual meeting of the members shall be held at such time and place as may be fixed by the Board of Directors. At such annual meeting, Members shall install Directors for the ensuing year. Notice of the Annual Meeting, including ddate, time, place, and agenda shall be published in the Association’s publications and on the Association’s website as least 20 days prior to the meeting.

Section 5. Special meetings by Members may be held at such time and place as may be designated in a notice, whenever called, by direction of the President, by a majority of the Board of Directors, or by notice signed by not less than twenty five percent (25%) of Members. Notice of the meeting shall meet the requirements stated under Annual Meeting.

Section 6. At any meeting of the members held in accordance with the foregoing Notice provisions, members attending such meeting shall constitute a quorum for all purposes unless the representation of a large number should be required by law. In that case the representation so required shall constitute a quorum. To vote, a member must be physically present at a meeting or on video/ phone conference. No absentee ballot or proxy votes are allowed.

Section 7. Any office of the Association may call a meeting of the members to order and may act as chairman of such meeting, precedence being given as follows: President, Vice-President, and Secretary. In the absence of all such officers, members present may appoint or elect a chairman.

Section 8. Membership in the Association does not entitle any member to examine, review or copy any information that the Board of Directors deems to be proprietary in nature.

ARTICLE III – DIRECTORS

Section 1. The business and property of the Association shall be managed and controlled by the Board of Directors which shall elect an Executive Committee hereinafter created and empowered to run the day to day affairs of the Association.

Section 2. The Board of Directors shall consist of members elected by the membership to hold office for three years, with at least one director being a representative of an equine education entity. This director cannot be a college student to satisfy the requirement and this director may be appointed by the President, with the approval of the Executive Committee, if the election does not include an educational entity representative. In addition to the directors elected or appointed, all members of the Executive Committee, all past presidents, directors-at-large, and Honorary Directors shall be members of the Board of Directors. The President shall serve as Chairman of the Board.

Section 3. In addition to Directors elected or appointed, all members of the Executive Committee, all past presidents and directors-at-large shall be voting members of the Board of Directors.

Section 4. Each Director elected shall be a bona fide resident within the described boundaries of the association and no more than two members of any family or firm may sit on the Board of Directors. Persons elected to the Board of Directors must have been members of the Association for two years before taking office and be a current member in good standing. Exception: a person who has been disqualified from their position of Director/Alternate by non-attendance in the current term is considered ineligible for nomination for two (2) years. No member shall hold a directorship without being at least twenty one (21) years of age. Directors who have distinguished themselves by length of service and/or accomplishments and members who are serving or have served as liaisons to other organizations may be appointed by the President as a Director-at-Large. All past presidents of the Association shall automatically be appointed as a Director-at-Large. In addition, members who are serving or have served as Association liaisons to other organizations may be appointed as a Director-at-Large for a specified time by the President, with the advice and consent of the Executive Committee.

Section 5. The Honorary Director designation is for directors who have distinguished themselves by length of service and/or accomplishments. Honorary Directors may be appointed by the President, with the advice and consent of the Executive Committee.

Section 6. In case of any vacancy on the Board of Directors by death, resignation, unauthorized absences, disqualification, or other cause, the President, with the advice and consent of the Executive Committee, shall appoint new or additional directors.

Section 7. No more than 9 Directors shall be elected annually and shall hold office for a term of three (3) years or until their successors are elected and have taken office.

Section 8. Each Director, before taking his position, shall disclose in writing to the President, all businesses or other organizations of which he/she is an officer, trustee, shareholder, member, owner, or employee of for which he acts as an agent and with which the Association has or might reasonably in the future enter into a relationship or a transaction in which the Director would have conflicting interests. This includes businesses and interests of family members with which the Association might reasonably in the future enter into a relationship or transaction. Also, each Director, before taking his position, shall sign and agree to the Conflict of Interest Policy.

Section 9. A Director/Alternate must attend one-half (1/2) of the meetings on a running 12 month period, and answer roll call at the time it is taken to record their attendance. Failing to do this, the Director/Alternate may be replaced at the discretion of the President.

Section 10. The annual meeting of the Board of Directors shall be held immediately following the annual members' meeting and no notice shall be required for this meeting. The Board, by rule, may provide for other regular meetings at stated time and places, of which no notice shall be required. Absentee or vote by proxy is not allowed in any meeting of the Board of Directors.

Section 11. Special meetings of the Board of Directors shall be held whenever called by the President, or by two-thirds of the Directors in office. The President shall give notice of each special meeting by mailing or telephoning the same to each Director at least twenty (20) days before the meeting. But such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. Any business may be transacted at any meeting at which every Director may be present, even if the meeting was called without any notice.

Section 12. One half the number plus one of the directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there may be less than this number present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present.

Section 13. At meetings of the Board of Directors, business shall be transacted in such order as the President may determine.

Section 14. The Board of Directors includes the officers and all are elected at the annual meeting and voted in by the membership.

Section 15. The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to law or the Articles of Incorporation as they may deem expedient concerning the conduct, management and activities of the Association, the admissions, classification, qualification, suspension and expulsion of members, removal of officers, the rules and regulations governing the procedure of such suspension and expulsion and removal, the fixing and collecting of dues and fees, the expenditure of money, the auditing of books and records, rules regarding awarding of championships and awards, the conducting of clinics, educational programs, seminars, shows, contests, exhibitions, sales and social functions and all other details relating to the general purposes of the Association.

Section 16. However, actions of the Board of Directors are subject to revision or amendment by the Members at any regular or special meeting of the Members, providing that written notice of any intention to revise or amend any rule or regulation shall have been mailed to all Members at least twenty (20) days in advance of the meeting.

Section 17. The Board of Directors, from time to time, may create and empower committees, general or special. A committee shall have only those powers specifically granted to it by the Board of Directors. At the time a committee is established by the Board of Directors, the Board shall define its responsibilities in writing. In designating powers and responsibilities to committees, the Board shall not entrust any committee with any of the powers and duties specific to the Board.

Section 18. An officer, director, employee, or staff member other than the President, attending an Association approved or sponsored event, shall not attend in any official capacity unless authorized by the Executive Committee.

Section 19. No Director of the Association shall be liable to the Association or its members for monetary damages for an act or omission in such director's capacity as a director of the Association except that this Article shall not eliminate or limit the liability of a director of the Association for:

- A. A breach of such director's duty of loyalty to the Association or its members,
- B. An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law,
- C. A transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office or,
- D. An act or omission for which the liability of a director is expressly provided for by statute.

Any repeal or amendment of this Article by the members of the Association shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Association existing at the time of such repeal or amendment. Anything herein to the contrary notwithstanding, if the Colorado Revised Non-Profit Corporation Act is amended after approval by the members of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Colorado Revised Non-Profit Corporation Act, as so amended from time.

ARTICLE IV – ELECTION OF DIRECTORS

Section 1. A Directors Nominating Committee, which must be comprised of elected Directors, shall be appointed by the President with the advice and consent of the Executive Committee.

Section 2. Members may make recommendations to the Directors Nominating Committee of individuals they would like to serve as Directors. The Directors Nominating Committee will receive all nominations, and determine which nominated individuals meet the qualifications for directors outlined in these Bylaws. Submission of a recommendation does not guarantee that an individual will be on the ballot. If an individual is not qualified pursuant to these Bylaws to serve as Director, then the Directors Nominating Committee will not include that name on the ballot.

Section 3. The Directors Nominating Committee may also include individuals on the ballot that have not been recommended by the membership, but that it believes are suitable to serve as directors. The Directors Nominating Committee should also seek out individuals for nomination that the committee believes will: be an ambassador of good will by holding the Association in a positive light to members and the general public at all times, actively participate in Board and Association meetings, accept and carry out specific responsibilities as assigned by the President and/or the Board, act at all times in the best interest of the Association and its members, not in self-interest, exercise good faith in all transactions in exercising their duties to the Association and its property. In addition, Directors must adhere to a strict rule of honest dealing in all matters with and on behalf of the Association.

Section 4. The Directors Nominating Committee shall prepare a ballot, taking into consideration nominations from member recommendations, director recommendations and recommendations of the nominating committee. There may be at least one and a maximum of two nominees per directorship position.

Section 5. The nominee(s) receiving the highest number(s) of votes will be designated director(s) after which the alternate(s) will be designated according to the remaining number of votes in descending order. In the event of a Director vacancy, the alternate director with the highest number of votes will be appointed to the Director position. If an alternate is not available, then the President may appoint an alternate with the advice and consent of the Executive Committee. Directors shall take office at the next Annual Meeting

ARTICLE V – EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee consisting of the President, Vice-President(s), Secretary, Treasurer, and immediate Past President and any other such officers as may be authorized by the Board of Directors. These officers shall be elected by and from the membership of the Board of Directors. This committee shall serve as the hearing committee for all disciplinary actions and shall also serve as a planning committee to allow for a smoother flow of business and goals between incoming and outgoing Presidents. Recommendations from the Executive Committee shall be brought before the Board of Directors for final review and approval.

Section 2. The Officers shall be elected at a meeting designated by the Board with a twenty (20) day notice given to Board members, each for a term of one year and until the selection and qualification of his/her successor. These Executive Committee members will continue to be voting members of the Board of Directors. The new Executive Committee will be installed and take office at the annual meeting.

Section 3. Election: The President shall appoint and publicly announce a Nominating Committee for Officers and the Executive Committee, separate from the nominating committee for Directors, which must be comprised of elected Directors, Past Presidents or Directors-at-Large, by March 1 or as soon as practical thereafter of the election year. This slate of nominations shall be presented to the Board of Directors prior to their regular meeting that is designated for election of officers and elected at that regular meeting. The Officers of the Association shall be elected by the majority vote by the Board of Directors.

Section 4. The President, with the advice and consent of the Executive Committee, shall fill all vacancies in the Executive Committee occurring between annual meetings of the Association.

Section 5. Unless otherwise specified in any employment contract approved by the Executive Committee, the Executive Committee members of the Association shall hold office for a period of one (1) year or until their successors are elected and have taken office at the Annual Meeting.

Section 6. No officer or member of the Executive Committee, with the exception of paid staff, may serve on the Executive Committee in excess of 8 consecutive years.

Section 7. The Executive Committee shall meet whenever and wherever call by direction of the President or three members of the Committee acting jointly, of which meeting, the President shall give ten (10) days written notice, but such notice may be waived by a member.

Section 8. The Committee may act, without convening in meeting, by written resolutions signed by all members thereof. Members of the Committee may participate in a meeting through is on conference telephone, electronic video screen communications, or other communications equipment provided all members participating in the meeting are able to hear one another. Records of the meeting and decisions by written resolution and/or electronic means shall be duly entered in the Association records.

Section 9. All powers of the Board of Directors are hereby vested in the Executive Committee. All actions of the Executive Committee with the exception of disciplinary actions resulting from hearings are subject to ratification, revision or amendment by the directors at any regular or special meeting of the Directors.

Section 10. It shall be the responsibility of the Executive Committee to direct all Association business matters, to furnish liaison members to the Standing Committees, to report to the Board of Directors at its regular meetings, to interview persons for staff positions and employ persons as needed to support the business of the Association.

Section 11. The Executive Committee shall be responsible for interpreting and deciding all questions or ambiguities that may arise in connection with the meaning, intent or purpose of any by-law, rule, regulation or other Association document.

Section 12. One half the number plus one of the Executive Committee shall constitute a quorum for the legal transaction of business, but if at any meeting of the Committee there may be less than this number present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present.

Section 13. The written contracts of the Association shall be executed on behalf of the Association by the President and/or his designee upon approval by the Executive Committee.

Section 14. All vacancies of the officers of the Association, except where provided elsewhere, shall be filled by and from the Board of Directors for the unexpired term and those so appointed shall serve until the election and acceptance of their duly qualified successors.

Section 15. Should a member of the Executive Committee fail to be re-elected to the Executive Committee, he/she must be nominated as prescribed in the Bylaws and run for an open Directors position, if available, as prescribed in Article III.

ARTICLE VI – OFFICERS AND DUTIES

Section 1. Duties of Elected Officers:

PRESIDENT: The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Executive Committee, Board of Directors and General Membership. The President shall see that the Bylaws and Rules and Regulations of the Association are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors. The President shall be an ex-officio member of all committees.

VICE-PRESIDENT: In the absence of the President, the First Vice-President shall have the powers and perform the duties of the President. The First Vice-President shall be Chairman of a committee specified by the Board of Directors, and perform other duties as may be prescribed by the Board of Directors.

SECRETARY: The Secretary shall record minutes of all Executive Committee, Board of Directors and general membership meetings including member attendance at meetings. The Secretary shall submit all official reports as required and perform all other such duties and responsibilities assigned by the President or Board of Directors.

TREASURER: The Treasurer shall collect, deposit and disburse monies of the Association as prescribed by the Board of Directors. The Treasurer shall also present financial reports at all board and membership meetings, accounting for all funds generated by the association and see that a budget of estimated income and expenditures is prepared and adopted prior to the upcoming year. He/She shall perform all such other duties and responsibilities as assigned by the President or Board of Directors.

Section 2. Vacancies. All vacancies in the offices shall be filled by the Board of Directors for the unexpired term, and those appointed shall serve until the election and acceptance of their duly qualified successors.

Section 3. The Association shall conduct its affairs on a calendar year basis. A financial audit shall be made and be reported to the next annual meeting of the members. Officers or employees of the Association who may handle any funds of the Association shall give a surety bond to be furnished at the expense of the Association for the faithful discharge of his or her duties if so required by the Board of Directors.

ARTICLE VII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules or order the Association may adopt.

ARTICLE VIII – DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the Assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(5) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such Assets not so disposed of by the Court of Common Pleas of the county exclusively for such purpose or to such organization or organizations of said court determines, which are organized or operated exclusively for such purposes.

ARTICLE IX – RULES

The Board of Directors is responsible for establishing the rules consistent with and supplementary to the Certificate of Formation and Bylaws for the general administration of the business of the Association. The rules shall be published by the Board of Directors, with revisions published when sufficient changes to the rules warrant a new publication.

ARTICLE X – AMENDMENTS

These Bylaws may be altered, amended, or repealed by a vote of the Board of Directors or by a vote of the Members. In order for the Board of Directors to alter, amend or repeal the Bylaws, two-thirds of the total number of Directors on the Board (not just 2/3 of the number present at the meeting) must vote for the alteration, amendment or repeal at a regular or special meeting of the Board. The Members may alter, amend or repeal the Bylaws at a regular or special meeting of the Members by a majority vote of the Members present at the meeting, if at least 25% of the total membership is present at the meeting and participate in the vote. A vote to alter, amend or repeal the Bylaws may only take place at a meeting of the Board of Directors or of the Members where prior notice of the meeting was sent to all Directors or Members, as appropriate. The notice must be mailed via postal mail or email at least 21 days prior to the day of the meeting to the last address of record for the Director or Member in the records of the Association. The notice must include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed, or the notice may include a fair summary of those provisions. Any action taken by the Board of Directors to alter, amend or repeal the Bylaws may be rescinded or amended by the members by following the procedure outlined in Article III Section 11 for Members to vote to alter, amend or repeal the Bylaws. Notification of proposed bylaw amendments will be posted on the Association website prior to meetings of the Board of Directors.

ARTICLE XI – INDEMNIFICATION

No director or officer of the Association shall be liable to the Association or its members for monetary damages for an act or omission in such director's capacity as a director of the Association; except that this Article shall not eliminate or limit the liability of a director or officer of the Association for: a breach of a duty of loyalty to the Association or its members; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which a director or officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the office; or an act or omission for which the liability of a director is expressly provided for by statute. To the extent permitted by law, the Association will indemnify a director, officer, committee member, employee, or agent of the Association who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Association. For the purposes of this article, an agent includes one who is or was serving at the Association's request as a director, officer, partner, employee, contractor or trustee. The Association will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Association's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Association will not indemnify a person who is found liable to the Association or is found liable to another on the basis of improperly receiving a personal benefit from the Association. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Association. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Association, the indemnification is limited to reasonable expenses incurred by the person in connection with the proceeding. Before the Association may pay any indemnification expenses (including attorney's fees), the Association must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable. The Association may make these determinations and decisions by any one of the following procedures: (i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding. (ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding. The Board of Directors is authorized to obtain such insurance coverage as it determines are necessary to accomplish the foregoing. Any repeal or amendment of this Article by the members of the Association shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Association existing at the time of such repeal or amendment. Anything herein to the contrary notwithstanding, if the Code is amended after approval of an action of this Association to further eliminate or limit the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited fully permitted by the Code, as so amended from time.

ARTICLE XII – AFFILIATIONS

The Association may enter into affiliation agreements with other like-minded organizations as the Executive Committee with approval of the Board of Directors may determine. These agreements will be made for a specified duration of time.

Bylaws revised Jul, 2017.