

NON-PROFIT BYLAWS
OF
WYOMING QUARTER HORSE ASSOCIATION

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Wyoming and the Articles of Incorporation of WYOMING QUARTER HORSE ASSOCIATION. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Wyoming, said Non-Profit Corporation Act shall be the prevailing controlling law of these Bylaws and the Articles of Incorporation. The Corporation/Organization has not been formed for the purposes of personal financial gain or making a profit. The assets and income of this organization shall not be distributed to or for the benefit of the trustees, directors, or any officers. The Corporation/Organization shall not endorse any candidate or contribute to or work for or otherwise support or oppose any candidate for public office. This Corporation/Organization shall not carry on any activities not permitted to be carried out by a non-profit organization exempt from federal income tax. This Corporation/Organization has been created exclusively for the purposes subsequent to section 501(c)(5) of the Internal Revenue Code of 1986.

ARTICLE 1 – NAME

The legal name of the Non-Profit Corporation/Organization shall be known as WYOMING QUARTER HORSE ASSOCIATION and shall herein be referred to as the “Corporation/Organization”.

ARTICLE 2 – PURPOSE

The general purposes for which this Corporation/Organization has been established are as follows:

The purpose for which the Non-Profit Corporation is formed is set forth in the attached Articles of incorporation.

The WYOMING QUARTER HORSE ASSOCIATION abides by all AMERICAN QUARTER HORSE ASSOCIATION (AQHA) rules and regulations as stated in the AQHA Handbook. As an AQHA state affiliate the Association has representation of directors on the AQHA Board of Directors.

The Corporation/Organization is established within the meaning of IRS Publication 557 Section 501(c)(5) Organization of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code and shall be operated exclusively for members of the WYOMING QUARTER HORSE ASSOCIATION for the purpose of the preservation of Quarter Horse records; promotion of activities related to quarter horses (including but not limited to horse shows, sales and clinics); breeding and ownership of Quarter Horses; education related to the Quarter Horse industry and to insure the welfare and human treatment of Quarter Horses.

In addition, this Corporation/Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the

Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any non-profit organization by the laws of the State of Wyoming and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Organization. At no time and in no event shall the Corporation/Organization participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c)(5) of the Internal Revenue code of 1986 (the "Code").

ARTICLE 3 – OFFICES

The principal office of the Corporation/Organization shall be located at the address of the selected agent and must have a Wyoming physical address.

The Corporation/Organization may have other such offices as the board of Directors may determine or deem necessary, or as the affairs of the Corporation/Organization may find a need for from time to time.

ARTICLE 4 – DEDICATION OF ASSETS

The properties and assets of the Corporation/Organization are irrevocable dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation/Organization. On liquidation or dissolution, after all debts are paid in full, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c)(5) of the Code.

ARTICLE 5 – BOARD OF DIRECTORS

General Powers and Responsibilities

The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Wyoming. The Board shall establish policies and directives governing business and programs of the Corporation/Organization and shall delegate to the President and Corporation/Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to **nine (9)**, but no fewer than **five (5)**, Board members. A Board member must be a current member in good standing of the Corporation/Organization and need not be a resident of the State of Wyoming. The Board will review the number of directors on an annual basis.

In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be Ex-Officio Board Members, which will have the same rights and obligations, including voting power, as the other directors. Ex-Officio Board members shall include the Youth Advisor and AQHA National Director(s).

Board Compensation

The Board shall receive no compensation for service on the Board. Board members may receive compensation for reasonable expenses if approved by a two-thirds vote of the full Board. However, provided the compensation structure complies with Sections relating to “Contracts involving Board Members and/or Officers” as stipulated under these Bylaws. Nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation/Organization in any other capacity and receiving compensation for services rendered.

Board Elections

The current Board shall present nominations for new and renewing Board members to the general membership at the annual meeting/convention. Nominations may be taken from the floor. New and renewing Board members shall be approved by a simple majority of the membership present at the annual meeting/convention. Immediately following the general membership meeting, the Board shall convene for the purpose of electing officers and transacting any business properly brought before the Board.

Term of Board

Appointments to the Board shall be for a term of **three (3)** years. No person shall serve more than **three (3)** consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to **one (1)** additional year. No person shall serve more than **ten (10)** consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after **one (1)** year has passed since conclusion of Board member’s service.

AQHA National Directors serving on the Board as Ex Officio Board members may serve their entire tenure of their AQHA directorship. The Youth Advisor may serve the entire term of their appointment.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgement of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director;
- c) The director has missed two (2) consecutive meetings of the Board of Directors or general membership meetings, or failure to respond to two (2) consecutive board decisions made by email contacts in one calendar year;
- c) An increase in the authorized number of directors; or
- e) The failure of the membership, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the President of Corporation/Organization, the secretary of Corporation/Organization, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes

effective. Unless the Attorney General of Wyoming is first notified, no director may resign when the Corporation/Organization would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by vote of two thirds majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the President and/or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

The Board of directors, by way of affirmation vote of a majority of the directors then currently in office, may remove any director with or without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in **Article 5 – Meetings** that such action would be considered at the meeting.

Meetings

The Board of Directors meetings and general membership meetings may be held at such time and place as shall be determined by the Board of Directors and the President. The President or any majority of regular Board members may call a special meeting of the Board with **15 days** written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. A special meeting may be conducted through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting through conference call or videoconference; or interact via email discussions.

The person(s) authorized to call such special meetings of the Board may also establish the place and time the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board. Meetings may also be conducted via email in the event a location is not feasible, and decisions are time sensitive which voting will also be conducted by email. The Board may waive by unanimous consent the fifteen (15) day requirement for time sensitive decisions.

General membership meetings shall provide **30** days written notice of such meeting. General membership meetings shall **not** be conducted through conference call or videoconference.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization to be placed in the minute

books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, email, or fax within **ten (10)** business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by 90 percent of Board members. The number of directors in office must constitute a quorum for an action taken by 90 percent written consent. Such consent shall be placed in the minute book of the Corporation/Organization and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures, electronic signatures or other electronic "consent click" acknowledgements shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of a majority of persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone, web conferencing or email interaction with the other Board members participating in the meeting.

Membership

Membership in the WYOMING QUARTER HORSE ASSOCIATION is a privilege, not a right. Membership is open to any person, family, corporation, partnership or ranch and shall be entitled to **one (1)** vote for said membership. While in good standing, all members shall have equal rights, interests, and responsibilities with respect to the Corporation/Organization. Annual membership dues shall be set by the Board of Directors at the annual meeting/convention. Membership coincides with the calendar year and shall commence on the date paid and shall continue until the last day of the year.

Voting

Each Board member and general membership shall have one vote. A family, corporation, partnership or ranch membership constitutes **one (1)** vote unless multiple memberships are purchased.

Proxy

Board members or general membership shall not be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who is absent from **two (2)** consecutive regular meetings of the Board during a fiscal year shall be encouraged to re-evaluate with the President their commitment to the Corporation/Organization. The Board may deem a Board member who has missed **two (2)** consecutive meetings without such a re-evaluation with the President to have resigned from the Board of Directors.

ARTICLE 6 – OFFICERS

Officers and Duties

The Board shall elect officers of the Corporation/Organization which shall include a President, Vice President, Secretary, and Treasurer, and such other office as the board may designate by resolution. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The President and Vice President term shall be **two (2)** years in their respective office. The President and Vice President may serve **two (2)** terms for a total of **four (4)** years. They may serve more than **two (2)** terms after a period of **one (1)** year has lapsed after their service.

No member shall be elected President or Vice President until they have served a minimum of **two (2)** years on the Board.

The Secretary and Treasurer may serve multiple **one (1)** year terms at the discretion of the Board. All vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed bylaws for regular appointments to such office. The compensation, if any of the officers shall be fixed or determined by resolution of the Board of Directors.

President

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation/Organization, subject to the control, advice and consent of the Board of Directors. The President shall preside over all meetings of the Board of Directors and members. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation/Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Corporation/Organization between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse, and account for all funds of the Corporation/Organization, to execute in the name of the Corporation/Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation/Organization, and to negotiate any and all material business transactions of the Corporation/Organization.

Vice President

In the absence of the President, or in the event of their inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and shall be subject to all of the restrictions as the President.

Secretary

The Secretary, or their designee, shall be the custodian of all records and documents of the Corporation/Organization, which are required to be kept at the principal office of the Corporation/Organization, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. They shall attend to the giving and serving of all notices of the Corporation/Organization.

Treasurer

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation/Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation/Organization, as may be ordered by the Board of Directors, and shall render to the President, and directors, whenever they request it, and account of all the Treasurer's transactions as Treasurer and of the financial condition of the Corporation/Organization.

The Treasurer shall give the Corporation/Organization a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation/Organization of all its book, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation/Organization shall pay the cost of such a bond.

ARTICLE 7 – COMMITTEES

Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of **two (2)** or more directors and may also include persons who are not on the Board but whom the Directors believe to be reliable and competent to serve on the specific committee.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Corporation/Organization in a contract or agreement or expend Corporation/Organization funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with the provision of **Article 5 – Board of Directors** of these bylaws concerning meetings and actions of the directors, with such changes in the context of these 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 committees 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 Corporation/Organization records. The Board of Directors may not adopt rules inconsistent with the provisions of these bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of the Corporation/Organization whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

ARTICLE 8 – STANDARD OF CARE

General

A director shall perform all the duties of a director, including but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation/Organization and with such care, including reasonable inquiry, as an ordinary prudent, and reasonable person in a similar situation may exercise under similar circumstances.

Except as herein provided in Article 8 – Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation/Organization, or assets held by it, are dedicated.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Corporation/Organization and is not intended as an exclusive interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to the non-profit.

Restriction on Interested Persons

Not more than one person serving on the Board of Directors at any time may be an interested person. An interested person is (1) any person currently being compensated by the Corporation/Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, significant other, brother-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered in to by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Corporation/Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation/Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgement of Conflict of Interest Policy

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that the Corporation/Organization is charitable, and to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Interested Director(s) may be counted in determining the present of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the Corporation/Organization shall indemnify its “agents”, as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgements ,fines, settlements, and other amounts actually and reasonable incurred by them in connection with any “proceeding”, and including any action by or in the right of the Corporation/Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Act. Such right of indemnification shall not be deemed exclusive or any other right to which such person may be entitled apart from this Article.

The Corporation/Organization shall have the power to purchase and maintain insurance on behalf o any agent of the Corporation/Organization , to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9 – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at is discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation/Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation/Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation/Organization, other corporation/organization instruments or

documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation/Organization shall be executed signed, and/or endorsed by the President.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation/Organization, or in special accounts of the Corporation/Organization, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation/Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation/Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.

ARTICLE 10 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Corporation/Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the Directors/members at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation/Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Corporation/Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation/Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation/Organization shall turn over to their successor or the President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation/Organization as have been in the custody of such officer, employee, or agent during their term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation/Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Corporation/Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be submitted to the Board of Directors for review and final

approval. The Corporation/Organization shall make these financial statements available to the Wyoming Attorney General and members of the public for inspection no later than 30 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 30 days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year;
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c) The expenses or disbursements of the Corporation/Organization for both general and restricted purposes during the fiscal year;
- d) The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be verified and certified for accuracy by an authorized officer of the Corporation/Organization that such statements were prepared without audit from the books and records of the Corporation/Organization.

ARTICLE 11 – FISCAL YEAR

The fiscal year for this Corporation/Organization shall end on October 31.

ARTICLE 12 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended or repealed by the vote of two-thirds majority of the membership in attendance at the annual meeting/convention. The proposed by-law revisions with explanations shall be presented to the general membership 30 days prior to the Annual meeting/convention via mail, email, newsletter or published in the official publication of the Corporation/Organization.

ARTICLE 13 – CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Corporation/Organization. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 14 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and

possible (1) the remainder of these bylaws, shall be considered valid and operative, and (2) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

ARTICLE 15 – AQHA NATIONAL DIRECTOR

All persons interested in being nominated by the WYOMING QUARTER HORSE ASSOCIATION to the AMERICAN QUARTER HORSE ASSOCIATION (AQHA) as a National Director must be a legal resident of Wyoming. Openings for National Director will be announced upon notification from AQHA, either by posting to WQHA website or advertised in the official magazine. Persons wishing to be considered shall present their name and credentials to the President. All such persons shall make their submittals to the President by October 1 of each year. The President and Board shall review each candidate and their credentials and present the qualified candidates to the general membership at the annual meeting/convention. In evaluating qualified candidates, the following factors shall be considered:

- a) Active WQHA membership for minimum two (2) consecutive years required.
- b) Involvement and support in all facets of the American Quarter Horse Association and the Wyoming Quarter Horse Association.
 - i. Participation at the local WQHA shows as either a volunteer to assist with managing the shows or as an exhibitor will be a factor for consideration.
- c) Involvement of the candidate in Quarter Horse industry including but not limited to breeding, ownership, showing, racing, clinics and education, etc.

The general membership shall vote on the candidate(s) at the annual meeting/convention. The candidate being nominated shall receive a majority affirmative vote of the membership present at the annual meeting/convention for the state to endorse and recommend the person(s) to AQHA.

All person nominated by the WYOMING QUARTER HORSE ASSOICIATION to AQHA for National Directorships are expected to attend ALL annual AQHA meetings, except in exigent circumstances.

In the event there are no qualified candidates, an unforeseen vacancy, AQHA changes the number of directors allocated to Wyoming, the Corporation/Organization shall rely on the guidelines and recommendations set forth by the AQHA concerning filling these positions.

Each AQHA National Director attending the WQHA convention, shall submit a year end summary/report of their activities as a director with AQHA, to the general membership at the annual meeting/convention.

The National Director with AQHA **may not** hold a director/board member/officer position with WYOMING QUARTER HORSE ASSOCIATION. Instead will be an Ex-Officio Board Member, which will have the same rights and obligations, including voting power, as the other directors.

ARTICLE 16 – RULES OF ORDER

Rules of Order

Roberts Rules of Order shall govern the corporation/organization in all cases to which they are applicable and not inconsistent with the bylaws of the corporation/organization.

ARTICLE 17 – DISCIPLINARY PROCEDURE

Failure to Pay

Any member of the WYOMING QUARTER HORSE ASSOCIATION may be suspended and denied privileges of the Corporation/Organization for failure to pay any financial obligation including but not limited to worthless check/funds for entry fees, office charges, stock charges, stalling fees, advertising fees or any other fees and charges associated with the exhibition of horses, participation in clinics, sales or other horse related activities approved by the WYOMING QUARTER HORSE ASSOCIATION, provided however, that fifteen (15) days before such action by the Secretary, written notice of the account due to and the intention to suspend or withhold privileges of the Corporation/Organization shall be delivered to such member of nonmember. Any suspension and denial of privilege under this section shall terminate upon full payment of the obligation due to the Corporation/Organization.

Suspension of Membership

A member may have their WYOMING QUARTER HORSE ASSOCIATION membership suspended if said member has received a suspension of membership from the AMERICAN QUARTER HORSE ASSOCIATION. The period of suspension shall run concurrent with the suspension imposed by AQHA and reinstatement shall occur when reinstated with AQHA.

CERTIFICATE OF PRESIDENT

I, _____, certify that I am the current elected and acting President of the benefit Corporation/Organization, and the above bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Directors on _____, _____, and that they have not been amended or modified since the above.

EXECUTED on this day of _____, in the County of _____, the State of Wyoming.

(Duly Elected President)