

**TEXAS AMERICAN SADDLE HORSE ASSOCIATION
AMENDED AND RESTATED BYLAWS**

EFFECTIVE October 21, 2007 as revised September 5, 2018

Membership in the Texas American Saddle Horse Association (the "Association") is open to any person who has indicated an interest in furthering the purposes of the Association.

ARTICLE I

DUES AND MEMBERSHIP

The membership year will begin on December 1 and expire on November 30 of the following year. Memberships must be renewed each year. A member may join at any time. Association high points will only count from the date the membership dues are received.

The categories of membership available are:

1. Adult Individual - \$ 25.00
2. Lifetime Adult - \$250.00
3. Juvenile - \$ 15.00 4. Family -
\$ 35.00
5. Barn - \$50.00

The dues for each category of membership may be adjusted from time to time by the Board of Directors (the "Board").

Each Adult member, current on dues, and in good standing, is entitled to one vote on any matter submitted to a vote of the general membership. A Family membership shall have one vote. A Barn membership will entitle one adult Barn employee to one vote.

A delinquent member may be reinstated to good standing by paying the membership dues for the current year provided that such payment is received within the membership year in which such member became delinquent.

Membership in the Texas American Saddle Horse Association ("TASHA") is required to accumulate points toward TASHA High Point Awards.

ARTICLE II

MEMBERSHIP MEETINGS

1. ANNUAL MEETING:

One annual meeting of the general membership of the Association shall be held each fiscal Year, on such a date as may be fixed by the Board (the "Annual Meeting"). The Board may allow a general membership meeting date after the end of the Fiscal Year due to timing issues as long as procedures are followed, as if the meeting was held within the Fiscal Year. The Secretary of the Association will mail, fax, or provide electronic notification of said meeting to all members in good standing at least twenty-one (21) days prior to the date and time fixed by the Board.

2. SPECIAL MEETING:

Special meetings of the membership may be called by the president, the Board, or by not less than twenty-five (25%) of the adult members (Family membership = one vote) in good standing.

3. A QUORUM:

The members of the Association present at the Annual Meeting or any special meeting shall constitute a quorum.

4. SIMPLE MAJORITY:

A simple majority vote is necessary to transact such business as may come before the Association membership.

ARTICLE III

BOARD OF DIRECTORS

All property and affairs of the Association shall be managed by the Board. The Board shall consist of eight (8) active adult members of the Association and one Trainer Representative (the "Trainer Representative"). Only members in good standing, as reflected by the records of the Treasurer and/or records of the Secretary, shall be eligible to maintain a position on the Board. Other than the Board position of Trainer Representative, no person who is a bona fide professional horse trainer, that is to say, a person who has been a professional horse trainer for at least one year prior to seeking a position on the Board, or a person, the majority of whose financial income comes from the profession of horse training or riding instruction, shall be eligible for a position on the Board. The Board has the exclusive right to determine if a person is a bona fide professional horse trainer and its decision is final.

Eight members of the Board shall be elected by the membership. The eight general membership directors shall serve for terms of three (3) years and shall serve for such term or until successors are elected. There shall be two classes of Board of Directors seats, Class A and Class B. There shall be four Class A seats, known as seats A1, A2, A3 and A4. Class A seats will be open for election every three years (2019 is the next scheduled year). There shall be four Class B seats, known as seats B1, B2, B3 and B4), and Class B seats will also be open for election every three years (2018 is the next scheduled year).

The ninth directorial seat will be occupied by a Trainer Representative and shall be open to Houston area trainers. The Trainer Representative must be a member of TASHA and have submitted his/her request to serve in the ninth Board seat. This Trainer Representative seat is the only Board position that may be filled by a professional trainer. The Trainer Representative Board seat will be elected by a majority vote of the Board and all TASHA members who would themselves be eligible to serve as the Trainer Representative. The vote shall take place by December 1 of each Fiscal Year. The Trainer Representative shall serve on the Board for a one-year term but is not eligible to hold an officer position during that term. The Trainer Representative will have 1 equal vote as a board member. Should no area professional trainer desire to hold or qualify for the Trainer Representative seat in any one year, that seat will be filled from general membership through the standard election process.

The Trainer Representative shall act as the direct liaison between the Board and all professional trainers. He or she shall be responsible for polling area professional trainers regarding judge selections, show officials selection, show facility location, and class schedule needs. Polls taken by Trainer Representative should be in written form (email acceptable) and forwarded to the Executive Committee for recording. Importance should be given to majority opinions regarding these selections. Communication and interaction between area trainers and the TASHA Board are the key

responsibilities of the Trainer Representative.

Five (5) or more members of the Board who are present at any meeting shall constitute a quorum for the transaction of any business including, but not limited to, the amendment of Bylaws, the election of officers, and the expenditure of funds. Any such act shall be considered the act of the Board, unless the act of a greater number is required by law or these Bylaws.

The full Board shall meet at least twice each year, and as often as may be deemed necessary. Within a reasonable time frame following the annual meeting (not to exceed two weeks), a meeting of the Board must be held to elect officers. Meetings of the Board may be called at any time and place by the President, or upon request (in writing or electronically) of a majority of the Board. All members of the Board shall be duly notified of any and all meetings of the Board by the Secretary of the Association, or such other person as may be designated by the President. Absent an emergency, notification should be in writing or by electronic method at least seven (7) days prior to the meeting date. In the event of any "emergency meeting," notification may also be made by telephone.

Removal from the Board. Any Board member may be removed from his or her seat and relieved of duties by majority vote of the Board, for due cause. "Due cause" includes the following:

- Actions deemed to be detrimental to the interest of the Association, its policies, programs, objectives and harmonious relationships among its members;
- Failure to properly discharge the duties and responsibilities of his or her office;
- Failure to maintain his or her membership status in good standing after notice;
- Failure to attend at least 50% of the duly called meetings of the Board.

Any adult member in good standing may request the removal of any Board member for due cause. The burden of proof falls on the person(s) requesting the removal. The request must be made in writing to the President of the Association. The President must then determine whether or not there is sufficient cause to bring the matter before the Board, whose determination is final and binding. If the President finds sufficient cause, a special meeting of the Board shall be called. The person(s) making the request should be present at the meeting to answer any questions by the Board. The Board member who is the subject of inquiry has the right to, but is not required to, be present at the meeting. Said Board member must be notified of the purpose of the meeting and be apprised of the charges brought against him/her. Failure to respond to the charges or to provide by proxy a statement in defense will be deemed by the Board to constitute a statement of "no contest" (which does not in and of itself constitute an automatic vote for dismissal by the Board). Should the Board vote to remove any Director from the office and relieve him or her of their duties, the President shall appoint a successor (subject to approval of a majority of the Board) who shall serve out the remainder of the term.

Any Board member wishing to resign from his/her seat prior to the end of their elected term of office shall provide a written notice of resignation to the President. Thereafter, the President, subject to the approval of a majority of the Board, shall appoint a member of TASHA in good standing to serve out the remainder of the term of the resigning Board member. A Board member who resigns from his/her seat prior to the end of their term is not eligible for nomination to board for one full calendar year following resignation.

ARTICLE IV

EXECUTIVE COMMITTEE

The Executive Committee of this Association shall consist all duly elected officers of the Association (the "Executive Committee"). The Executive Committee shall, in the absence of specific directions from the Board or unless otherwise specified in these Bylaws, have the power to authorize the execution of any contract on behalf of the Association, and authorize the expenditure of any funds.

Meetings may be called by the President or upon request of a majority of Executive Committee members.

The Executive Committee shall keep minutes of its proceedings and report the same to the Board at the next regularly scheduled meeting of the Board. In addition, the minutes from an Executive Committee meeting shall be provided to the entire Board within two weeks of said meeting.

The presence of three (3) Executive Committee members at any meeting shall constitute a quorum.

ARTICLE V

OFFICERS OF THE ASSOCIATION

Subject to the other terms of these ByLaws, officers are elected by a majority of the Board and shall serve in their respective offices for a term of one (1) year or until their successors are elected. There is no limit to number of terms a person may serve as an elected officer.

All officers are required to be members in good standing of the American Saddlebred Horse Association (ASHA) per the ASHA Charter Club requirements.

PRESIDENT:

The President shall be the Chief Executive Officer and Chairman of the Board. He or she shall preside at all meetings of the members and directors. The President shall have general active management of the Association and see that all orders and resolutions of the Board are carried into effect.

The President shall execute, or cause to be executed, all contracts of the Association upon appropriate approval. The President shall have the power to make individual expenditures needed by the Association of no more than \$500 per expenditure pending the next meeting of the Board, whereupon the Board may ratify those expenditures. The President shall appoint any and all committees which in his/her discretion are necessary or proper, and shall be an ex-officio member of all said committees. Unless inconsistent with specific provisions of these Bylaws, the President shall have the general power of supervision and management usually vested in the office of the President.

VICE PRESIDENT:

In the absence of the President, or in case of disability of the President, the Vice President shall perform the functions of the office of the President.

SECRETARY:

The Secretary shall attend all sessions/meetings of the Board and general membership and act as clerk thereof and record all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall perform like duties for any standing committee when required. If the Secretary cannot attend a meeting, an

interim Secretary may be appointed by the meeting chair and/or the meeting may be digitally recorded for later transcribing. He/she shall give or cause to be given notice of all meetings of the members and the Board and perform all other secretarial/administrative duties as shall be prescribed by the President and/or the Board. The Secretary shall be an *ex-officio* member of all committees. The Secretary shall keep a written record of all methods of selecting judges and method of tabulating High Point Awards. .

TREASURER:

The Treasurer shall keep full and accurate accounts within an accounting software program and be able to produce reports at any time. He/or she shall deposit all monies and other valuable effects in the name of and to the credit of the Association, in such depositories as may be designated by the Board in a timely manner, and all monies shall have proof of receipt kept on file for seven years. The Treasurer is authorized to make, write and negotiate checks on the Association's bank accounts as ordered by the Board, Executive Committee, or per the annual budget, and all disbursements shall have full invoices or receipts kept on file for seven years. At every meeting, or upon request of any board member, the Treasurer shall distribute current financial reports including all account transactions of the association since the last report was presented. This reporting shall include the beginning and ending balances of the association. The Treasurer shall also provide bank account reconciliation reports upon request. He/she shall, if required, by the Board, give the Association a bond to be paid by the Association in the sum and with such sureties as may be satisfactory for the faithful performance of the duties of his or her office, and the restoration to the Association in case of his or her death, resignation, or removal from office, all books, papers, vouchers, money and other property of whatever kind in his or her possession that belong to the Association. The Treasurer shall file the annual federal tax return and provide the President and Secretary with a copy by the annual due date. The Treasurer shall prepare a financial report to present at the annual general meeting and be prepared to answer any financial questions that members may present.

The Treasurer shall also keep and maintain all membership records of the association.

ARTICLE VI

ELECTION OF BOARD OF DIRECTORS AND OFFICERS

BOARD OF DIRECTORS:

Nominations for members of the Board for a regular term shall be made by the nominating committee and submitted to the Board for approval at least twenty (20) days prior to the Annual Meeting. Any such nominee may be rejected by a majority vote of the Board at any time prior to sending the slate of nominees to the membership. The ballot with the slate of nominees will be sent to the members along with the notification of the Annual Meeting not less than ten (10) days prior to the Annual Meeting. The nomination committee should place emphasis on equal representation from all area barns whenever possible in their recommendation of Board candidates.

The Board shall decide the manner and means of the election of members of the Board, whether by holding the election at a general membership meeting, through electronic process, or by mail-in ballot. Each adult member in good standing will receive a voting ballot listing candidates for upcoming Board positions. Members may vote by giving his or her written proxy to another voting member, provided that in order to validly vote by proxy, that proxy must accompany the voted ballot. The ballot will contain a line for a "write-in" candidate. No nominations will be taken from the floor. The votes will be tabulated as soon as possible after the vote, not to exceed ten (10) days. Should the vote take place after the end of the Fiscal Year, only active adult members as of the end of the preceding Fiscal Year will be eligible to vote. The nominees receiving highest number of votes shall be Directors of the Association for the three (3)

Fiscal Years following the election. The results of the election shall be announced at the Annual Meeting, or as soon as possible thereafter and shall take effect immediately. Newly elected Directors shall assume their positions with the ongoing Board prior to the meeting to elect officers.

OFFICERS OF THE ASSOCIATION:

Officers of the Association shall be elected by the Board as soon as possible following the vote but in no event later than the first Board meeting following the elections of the Board. Newly elected officers shall assume their duties effective immediately following the election.

TERMS OF OFFICE

Directors shall serve a term of three (3) years. Officers shall serve a term of one (1) year. There shall be no limit for the number of terms served as Director or Officer.

ARTICLE VII

AMENDMENTS

The Board may, by a majority vote, amend, change or repeal any and all rules, regulations, provisions and Bylaws of the Association. Any active voting member may propose an amendment or change in the Bylaws of the Association. Such proposed amendment or change must be submitted in writing to the Board at least thirty (30) days prior to the meeting at which such change is to be presented.

ARTICLE VIII

LIMITATIONS UPON ACTION

No money or property received or held by or for the Association, whether as principal, income or otherwise from whatever source derived, shall ever directly or indirectly insure to the private benefit of any person; but this shall not limit the power of the Association to disburse funds to its Officers, Directors, employees or others for services actually preformed, or in payment of charges for goods and services rendered, or by way of reimbursement for expenses actually incurred in carrying out the work of the Association.

No money or property held by the Association, whether derived from the contributions of members or otherwise, shall revert to the members directly or indirectly upon the dissolution of the Association. In the event of such dissolution by its members or otherwise, the net assets of the Association shall be paid to an entity qualified under Section 501(c)(3) of the Internal Revenue Code of the United States (the "IRC"), which serves to benefit equines or the equine industry.

Except as prohibited by the IRC, activities and resources of the Association may be devoted to carrying on propaganda or attempting to influence legislation beneficial to equines or the equine industry.

ARTICLE IX

FISCAL YEAR

The Fiscal Year of the Association shall begin on February 1st and end on January 31st. The Association board shall approve a detailed budget no later than within 30 days of the beginning of the Fiscal Year. No expense

or disbursement may be made that exceeds the approved budget amount without a budget amendment approved by the board prior to the expense. The approved budget shall be compared to actual income and expenditures at regular intervals. The budget carryover shall not exceed \$15,000 annually unless a special project allocation of cash is approved by the Board.

ARTICLE X

STANDING RULES

The Executive Committee may promulgate whatever standing rules that are necessary and proper for the efficient operation of the Association. Any such rule must not be inconsistent with law or any provision of these Bylaws, and in any event may be vetoed by a majority of the Board. All standing rules are to be kept in a book of the Association maintained for that purpose by the Secretary.

ARTICLE XI

ADOPTION OF BYLAWS

These Amended and Restated Bylaws are effective upon their adoption by the Board, superceding the original or any interim amended Bylaws of the Association.

IN WITNESS WHEREOF the above revised Bylaws are accepted by majority vote of the Board:

DocuSigned by:

Kelly Marco McQuerry

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President

DocuSigned by:

Anne Ray

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Secretary

9/17/2018 8:22:25 AM PDT

Date