

FOREWORD – Approved May 6, 2005

The Michigan Reining Horse Association is an affiliate of the National Reining Horse Association and was founded for the purpose of promoting the reining horse in the state of Michigan. It is our aim to advance the sport to a well-organized and an equally well-conducted event that everyone can enjoy. It is also our purpose to insure every contestant desiring to rein, a fair and equal chance. Therefore, a uniform set of bylaws, rules, and regulations governing a reining event was considered necessary.

Article I: Bylaws Title and Objectives

Section 1: This organization shall be known as the Michigan Reining Horse Association (MRHA) and is a non-profit organization in accordance with the laws of the State of Michigan.

Section 2: Objectives: To promote and encourage the showing of reining horses; the development of suitable and proper standards of performance and judging intended to govern all reining horse contests sponsored by the Michigan Reining Horse Association and to develop and disseminate informational material deemed desirable to provide contestants and spectators a better understanding of a proper performance of the reining horse in the show arena.

Article II: Officers and Board of Directors

Section 1: Only members who reside in the State of Michigan and are over the age of 21 as of the fiscal year may become Officers or serve on the Board of Directors.

Section 2: The elected Officers and Directors of the Association will be the President, First Vice President, Second Vice President, Immediate Past President, and four (4) board members. The elected board may appoint up to four (4) more directors if they choose to do so.

Section 3: The business of this association shall be managed by its Officers and its Board of Directors.

Article III: Elections of Officers and Directors

Section 1: Nominations for the elected Officers and Directors of the Association will be named by a nominating committee, selected by the President, and composed of members of the Board of Directors. There will be at least one (1) nomination for each elected position. The nominating committee will report their nominations to the President no less than ninety (90) days prior to the annual meeting of the Association.

Section 2: At the written request of ten (10) members in good standing with the Association, the name of any other candidates for elected Officers or Directors will be placed in nomination and notice shall be immediately given to the membership, provided said written request is placed in the hands of the Secretary not less than sixty (60) days prior to the annual meeting of the Association.

Section 3: Each member in good standing shall be entitled to one vote. Absentee ballots, bearing the signature of the member in good standing who is not at the annual meeting of the Association, will be received in hand to be counted at the annual meeting of the Association. No proxy voting will be allowed.

Section 4: The election of Officers and Directors at the Annual Meeting shall be by closed ballot.

Section 5: All elected members of the Officers and Board of Directors will serve a term of two-years. Appointed Directors will serve a term of one year and may be reappointed. The immediate Past President will serve a one-year term immediately following his/her term as president.

Article IV: Duties of Officers

Section 1: The President will preside at all meetings of the Association. The President will appoint all special and standing committees and conduct the business of the Association in accordance with the bylaws, rules, and regulations. The President will be an ex-officio member of all committees. Furthermore, he or she may also head a committee if deemed necessary by the Board of Directors. The President will serve as Chairperson of the Board of Directors and manage the affairs of the Association. He/she may sign, with the secretary or any other proper officer of the Association thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed and in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President may only vote on matters before the Board of Directors in the event of a tie vote.

Section 2: It will be the duty of the First Vice-President to perform all duties of the President in the case of the President's absence, disability, resignation, or removal.

Section 3: It will be the duty of the Second Vice-President to perform all duties of the President, and First Vice-President in case of their absence, disability, resignation, or removal.

Section 4: It will be the duty of the Immediate Past President to bring continuity to the newly elected Officers and Board Members and is a voting member of the board.

Section 5: The officers shall be in charge of the daily operational responsibilities of the Association, including but not limited to decisions necessary for continuity and those requiring immediate attention. All other matters of concern will be brought before the Board of Directors at a regular meeting. The Officers shall not involve the Association in long-term contractual agreements exceeding one-hundred dollars (\$100) without the consent of the Board of Directors. All Officers of the Association are ex-officio members of the Board of Directors.

Section 6: Any officer elected by the membership may be removed by 2/3 vote of the Board of Directors. Whenever, in its judgment, the best interest of the Association would be served thereby, such removal shall be without prejudice in the contract rights, if any, of the person so removed.

Section 7: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise will be filled by means of succession for the remaining term of said office with the exception of the Immediate Past President. In the event that all Officer positions become vacant, an Executive Director will be appointed by the Board and perform the duties of the Officers until an election is held at a special or the Annual Meeting of the Association. In the event that the Board is unable to appoint an Executive Director, it will become the responsibility of the membership to appoint an Executive Director.

Article V: Duties of the Board of Directors

Section 1: The Board of Directors shall have general charge of the affairs and finances and property of the Association, to which they shall report at the annual meeting.

Section 2: The Board of Directors will appoint a Secretary and a Treasurer. The Secretary and Treasurer may be the same person or two separate people. Secretary and Treasurer must be a current member of MRHA in good standing.

Section 3: The Board of Directors will be empowered to fill vacancies occurring in said Board. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Officers and Directors of the Association. Said appointee must still come under the criteria of Article 2, Section 1 of these bylaws. A director appointed to fill that vacancy will continue to hold this position for the unexpired term of his predecessor in office.

Section 4: The Board of Directors shall hold regular meetings at such time and place as they shall determine, and every director will receive an agenda and notice not less than seven (7) days prior to every regular meeting. Notice and purpose of any special meeting shall be given at least five (5) days previously thereto by mail, phone, fax, or email to each Director. The "attendance" of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. A quorum of the Board of Directors shall consist of two thirds (2/3) of the Officers and Board members, a majority of such quorum shall decide upon any question that may come before the meeting.

Section 5: Any Board of Director member that misses more than three (3) unexcused meeting per year will be replaced by the remaining Board of Directors. Unexcused shall be defined as without prior notice to the President or Secretary.

Section 6: A youth member will be appointed to the Board of Directors as a Michigan Youth Reining Horse Association representative without voting privileges.

Section 7: Each Director and officer shall be indemnified by the Association against any liability and/or expenses reasonably incurred by him/her in connection with the defense of any action suit, or proceeding instituted in which he/she may be made party defendant by reason of his/her being or have been a Director or officer of the Association. Liability and/or expense shall include the cost of reasonable settlement made with a view of avoiding the cost of litigation and the payment of any judgment or decree entered in such action, suit, or proceeding. The Association shall not, however, indemnify such Director or officer with respect to matters as to which he/she shall be finally adjudged in any such action suit, or proceeding to have been derelict in the performance of his/her duties as such officer or Director, and in no way shall anything herein be so construed as to authorize the Association to indemnify as such director or officer against any liability he/she would be subject to by reason of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his/her office. The foregoing right of indemnification shall not be exclusive of other rights to which any Director or officer may be entitled as a matter of law. Said indemnity shall also ensure to the benefit of the heirs, executors, and administrator of such person.

Article VI: Secretary and Treasurer

Section 1: The duties of the Secretary will be defined by the Board of Directors and shall report and function in close harmony with the President. Duties will be defined by the Board of Directors to which the Secretary shall report.

Section 2: The duties of the Treasurer will be defined by the Board of Directors. The Treasurer shall report and function in close harmony with the President. The Treasurer will be responsible for the financial business of the Association and will present financial reports to the Board of Directors at each board meeting. The Treasurer

will maintain a checking account and, if finances allow, a savings account for the Association with signature cards completed for both the Treasurer and the President. Additional duties will be defined by the Board of Directors to which the Treasurer will report.

Article VII: MRHA Youth Association

Section 1: There shall be a division of the Michigan Reining Horse Association and shall operate within the scope of the bylaws, rules, and regulations of the MRHA and shall herewith also be referred to as the Michigan Youth Reining Horse Association (MYRHA).

Section 2: Objectives of the MYRHA are

- a. To develop sportsmanship, leadership, and other desirable traits
- b. To promote pride in ownership of reining horses among youth members
- c. To teach and learn safe horsemanship, both care and handling of horses
- d. To improve and develop the ability of youth members through group participation
- e. To be of service to MRHA

Section 3: Membership. Members of MYRHA shall consist of and be limited to those members of MRHA who are not yet nineteen (19) years old by January 1st of current year. Initial membership to the MYRHA shall be accompanied by a birth certificate or NRHA youth card to establish birth date for eligibility to accumulate show points in the correct age division. All MYRHA members shall abide by the rules of the National Reining Horse Association and the MRHA. A member in good standing of the MYRHA shall be entitled to all rights and privileges for the Youth Association which includes the right and privileges for members of the MRHA>

Article VIII: Meeting of the Members of the Association

Section 1: The annual meeting of the Association shall be held at a time and place designated by the Officers and Board of Directors. Notice will be given to each member no less than thirty (30) days prior to the Annual meeting of the Association, together with a form of absentee ballot for the election of officers, directors, and by law amendments. A Special meeting of the Members of the Association may be called by the Officers and Board of Directors with no less than thirty (30) days notice regarding items needing immediate attention.

Article IX: Membership

Section 1: An individual of good character and reputation interested in reining horse may become a member of this Association.

Section 2: Members shall be admitted and retained in accordance with the rules and regulations of the Michigan Reining Horse Association.

Section 3: Each member of the Association shall pay annual membership dues to the MRHA. Said dues are due and payable at the commencement of each calendar year. The calendar year of the Association will be January 1 through December 31 of each year.

Section 4: Life membership in the Michigan Reining Horse Association is considered an individual membership and is also available.

Section 5: All dues to the association shall be set by the Officers and Board of Directors

Section 6: All monies paid to MRHA must be in US funds.

Article X: Annual Statements

Section 1: The Officers and Board of Directors shall present at each annual meeting of the Association a full and complete statement of the business and affairs of the Association for the preceding year. Such statements shall be prepared and presented in whatever manner the Officers and Board of Directors deem advisable and need not be verified by certified public accountant, unless the Board of Directors feels that such verification of the statement is warranted.

Article XI: Amendments

Amendments to the bylaws must be presented to the MRHA Officers and Board of Directors by the Rules Committee Chairperson at the fall (current year) MRHA Board of Directors meeting. At this time, the rules will be discussed. Any recommended changes or additions to the Bylaws will be sent back to the Rules Committee Chairperson for revision. At the following meeting, the revised Bylaw Amendments will then be voted on by the Officers and Board of Directors. All approved bylaw changes will then be sent by written notice to the General Membership via ballot, for final approval, no less than thirty (30) days prior to the annual meeting of the Association.

Dissolution Bylaw

In the event of the dissolution of this club/Association, any assets remaining after club liabilities have been met will be turned over to the National Reining Horse Association or another organization having similar nonpartisan, non-profit objectives as determined by a majority vote of the remaining members of the Association (MRHA). In such an event, a special meeting of the remaining members of the Association will be called with no less than thirty (30) days notice of said meeting.