

1 **Amended and Restated Bylaws of the**
2 **WYOMING CUTTING HORSE ASSOCIATION,**
3 **INCORPORATED**

4
5 **Bylaws of the Association initially adopted January 13, 1988.**
6 **Bylaws previously amended in parts on January, 2006 (Article 3.5); and January 13, 2007**
7 **(Article 5.1)**

8
9 **Bylaws Amended and Restated this date: _____, 2023**
10 **(date of adoption of these Bylaws)**
11

12
13 **Article I. Name and Purpose of the Organization**
14

15 The name of the Association is the **Wyoming Cutting Horse Association, Incorporated**, whose
16 abbreviation is “**WYCHA**” (referred to hereafter as the “Association”). The Association is a
17 nonprofit corporation in good standing, originally incorporated under the Wyoming Nonprofit
18 Corporation Act and the laws of the State of Wyoming on January 14, 1988.

19 The Association is organized for the promotion of the sport of cutting and showing cutting horses.

20
21 This Association is an affiliate of the National Cutting Horse Association (the “NCHA”).

22
23 These Bylaws are hereby amended, restated and adopted, as provided by the Wyoming Nonprofit
24 Corporation Act and by Article IV of the Association’s Articles of Incorporation.
25

26 **Article II. Offices and Records**
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28 2.1 The Association shall maintain a registered office within the State of Wyoming, at the
29 residence of the current year’s secretary and/or treasurer, to keep its books, documents and records.
30

31 **Article III. Members.**

32 3.1 Membership in the Association is a privilege, not a right. Application for membership
33 shall be made by complying with procedures prescribed by the Association from time to time and
34 by payment of annual membership fees. A person becomes a member by paying the annual dues
35 no later than the first Association approved show at which the person shows a horse, and
36 complying with the Association’s rules and membership requirements.

37 (a) Membership may be rejected, suspended or terminated by the Board of Directors
38 for cause detrimental to the interests of the Association, or to its programs, policies, objectives, or
39 the harmonious relationship of its members, as determined by a majority of the Board of Directors
40 present at a meeting held for such purpose.

41 (b) Cause for suspension, rejection or termination of membership includes, but is not
42 limited to:

43 (i) presenting a check or other form of payment for dues, entry fees or other
44 charges, that is returned by the maker's financial institution for insufficient funds
45 or lack of credit, and failing to make payment good within fifteen (15) days;

46 (ii) being suspended by the National Cutting Horse Association (NCHA), or any
47 NCHA affiliate, or any other national cutting organization;

48 (iii) acting in a manner detrimental to the interests of the Association, as determined
49 by the Board of Directors.

50 3.2 **Membership.** Membership shall be on an annual basis. A member's voting rights shall
51 be effective upon payment of the Association's annual membership fees. A member shall be in
52 good standing if the member is not in arrears with respect to the payment of fees and is not
53 suspended from membership for violation of the Association's rules.

54 3.3 **Voting rights.** Each adult individual Member in good standing with the Association shall
55 have one (1) vote at any meeting of the members. Members under the age of eighteen (18) years
56 of age shall have no voting privileges. A family membership shall have only one (1) vote per
57 family membership.

58 3.4 **Member Meetings.** An annual meeting of the membership shall be conducted each
59 calendar year at such time and place as may be designated by the Board of Directors. Meetings of
60 the members shall be held within the State of Wyoming.

61 (a) Annual meeting. The annual meeting shall include the election of Directors for the
62 next year, and any other business that may be brought before the members.

63 (b) Special meetings. Special meetings of the members may be called by the President, a
64 majority of the Directors, or twenty five percent (25%) of the members at any time.

65 3.5 **Voting.** Each individual member will have one (1) vote. A family membership shall have
66 only one (1) vote per family membership. Voting shall be in person, online, electronically, by mail
67 ballot or by other means as prescribed by the Association. Only ballots meeting the foregoing
68 requirements shall be accepted and counted. All questions shall be decided by a majority of the
69 votes cast.

70 3.6 **Notice of meetings.** The Association will notify members of the time and place of each
71 meeting of the members. Notice shall include the time and place for the meeting, and an agenda
72 of business to be conducted at the meeting. Notice shall be sent to each member no later than ten

73 (10) days before the meeting date. Notice may be by regular mail, or by electronic means such as
74 email, text or fax.

75 3.7 **No member liability.** The Association is a legal entity separate from its members for the
76 purposes of determining liability in contract and tort. A person’s status as a member, director or
77 officer, or his participation in the management of the affairs of the Association, does not impose
78 liability upon him for any act attributed to the Association.

79 **Article IV. Board of Directors**

80 4.1 **Directors.** As provided by the Articles of Incorporation, the Board of Directors shall
81 govern the affairs and manage the property and business of the Association. All Directors shall be
82 paid-up members of the Association in good standing. The Board of Directors shall have the
83 power and authority to make, amend, repeal and enforce such rules and regulations, not contrary
84 to law or the Articles of Incorporation of this Association, as they determine necessary concerning
85 the management and activities of the Association, qualification and expulsion of members,
86 removal of directors or officers, establishing dues and fees, expenditure of money, auditing of
87 books and records, conducting shows, and such other details relating to the purposes of the
88 Association.

89 4.2 **Number of Directors.** There shall be not less than three (3) nor more than twelve (12)
90 members of the Board of Directors (the “Directors”). At the annual meeting of membership, the
91 members shall elect new Directors. However, a vacancy on the Board of Directors, created by
92 resignation, removal or other cause, may be filled at any time by a majority vote of the Board of
93 Directors, although less than a quorum.

94 4.3 **Terms.** Each Board member shall hold office three (3) years, unless a Board member
95 resigns, dies, or is removed by a majority vote of the Board. At the annual meeting of the Board
96 member's third year, the member's term will expire. At the annual meeting of the Association for
97 the year 2023, the Board of Directors shall be reorganized, and Directors shall be assigned
98 staggered terms of office. Two members of the Board will serve for terms expiring at the 2024
99 annual meeting. Two members of the Board will serve for terms expiring at the 2025 annual
100 meeting, and the remaining members of the Board will serve terms expiring at the 2026 annual
101 meeting of the members. Thereafter, Directors shall serve staggered three (3) year terms. A Board
102 member elected by the Board to fill a vacancy shall be elected to fill the unexpired term of the
103 person he or she replaces.

104

105 4.4 **NCHA Representatives.** Each current NCHA Representative from Wyoming, whether
106 one or more, shall also be an ex-officio member of the Association Board of Directors. As of the
107 date these Amended and Restated Bylaws are adopted, there are two (2) Representatives to the
108 NCHA from the state of Wyoming. If an NCHA Representative from Wyoming is not elected by
109 the members to serve as a Director, the Board of Directors shall appoint said NCHA Representative
110 to serve as a Director for a term to coincide with his or her term as an NCHA Representative. In
111 order to be eligible to vote as a Director of the Association, an NCHA representative must be a
112 paid-up member of the Association. An NCHA Representative may decline to serve on the Board

113 of Directors. An NCHA Representative who serves as a Director shall serve subject to these
114 Bylaws and shall be subject to the same rules as any other elected Director.

115 **4.5 Election.** Directors shall be elected by a majority of the votes cast, whether in person,
116 online, by mail ballot or by other electronic means prescribed by the Association. at a member
117 meeting for the purpose of electing Directors. Current members entitled to vote are those members
118 in good standing, who have paid their annual membership dues at the time of the annual election,
119 and have not been suspended or disqualified for other reason.

120 **4.6 Required Meeting Attendance.** Each member of the Board of Directors is required
121 to attend two-thirds (2/3) of the scheduled regular Board meetings each year. The President
122 may excuse attendance by a Director for illness or other good cause. Any Board member who
123 fails to attend two (2) scheduled Board meetings, without being excused by the President, will
124 automatically relinquish his or her position and be replaced by the Board. Attendance at a
125 meeting may be in person, by phone or video connection.

126
127 **4.7 Resignation.** A Director may resign at any time by delivering written notice, signed either
128 manually, electronically or in facsimile, to the Board of Directors as a whole, to the President or
129 to the Secretary. Resignation may be sent by regular mail or electronic means, such as email, text,
130 or fax. A resignation is effective when the notice is effective, unless the notice specifies a later
131 effective date.

132
133 **4.8 Removal.** Any Director who engages in conduct which is, or may be, detrimental to the
134 interests of the Association, shall be removed from office upon the affirmative vote of a majority
135 of the Directors present at any meeting of the Board of Directors called for that purpose at which
136 a quorum is present. The determination of whether a Director has engaged in conduct which is, or
137 may be, detrimental to the Association, shall be within the complete discretion of the Directors in
138 attendance.

139
140 **4.9 No Compensation.** No Board member, President, or Vice-President of the Association
141 shall be paid or receive directly or indirectly any profit or pecuniary advantage. The Secretary
142 and/or Treasurer may be paid an amount agreed upon by the Board. The Board may authorize the
143 payment of reasonable expenses incurred by Board members in the performance of their duties.

144 **4.10 Powers.** On behalf of the Association, the Board of Directors may exercise all powers of
145 a nonprofit corporation as set forth in the Wyoming Nonprofit Corporation Act, and the Articles
146 of Incorporation of this Association. Those powers include, but are not limited to, the powers:

147 (i) To sue and be sued, complain and defend, in its corporate name;

148 (ii) To make and amend bylaws not inconsistent with this Association's articles of
149 incorporation and the laws of the state of Wyoming;

150
151 (iii) To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use and
152 otherwise deal with, real or personal property, or any legal or equitable interest therein, wherever
153 situated;

154 (iv) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or
155 any part of its property;

156 (v) To make contracts and guaranties, incur liabilities, borrow money, issue notes,
157 bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any
158 of its property, franchises or income;

159 (vi) To conduct its activities, locate offices, and exercise the powers granted by the state
160 of Wyoming, within or without the state;

161
162 (vii) To elect or appoint directors, officers, employees and agents of the Association,
163 define their duties and fix their compensation;

164
165 (viii) To make donations not inconsistent with law for the public welfare or for charitable,
166 religious, scientific or educational purposes that further the Association's interest;

167
168 (ix) To establish conditions for admission of members, admit members and issue
169 memberships;

170
171 (x) To carry on a business;

172
173 (xi) To do all things necessary or convenient, not inconsistent with law, to further the
174 activities and affairs of the Association;

175
176 (xii) To indemnify any Board member or Officer or former Board member or Officer of
177 the Association against liability and expenses actually and necessarily incurred by the Board
178 member or Officer in connection with the defense of any action, suit or proceeding in which he is
179 made a party by reason of being or having been such Board member or Officer, except in relation
180 for misconduct in the performance of duty; but such shall not be deemed exclusive of any other
181 rights to which such Board member or Officer may be entitled, under any bylaw, agreement, vote
182 of Board of Directors or members, or otherwise.

183 **Article V. Meetings of Directors**

184 5.1 The Board of Directors shall meet regularly. A regular meeting schedule shall be set
185 by the Board at times and places to be determined by the Board. Meetings may be conducted
186 in person, by phone, teleconference, audio or video conference.

187 5.2 The Secretary shall provide notice of any meeting to all Directors. Notice may be sent
188 by regular mail, or electronic means, such as email, text or fax. The President shall set the
189 agenda. The agenda and notice of any Director's meeting will be sent to each Director before
190 the meeting date. The Secretary will send the notice, which will include date, time, place, call
191 in number, and at the minimum, a general agenda for the meeting.

192 5.3 Special meetings may be called at any time by the President, or a majority of the Board.

193 5.4 For the purpose of conducting business, a majority of the Directors present in person, by
194 proxy sent to another member of the Board who is entitled to cast the proxy vote, or by electronic
195 connection shall constitute a quorum. All decisions shall require the vote of a majority of the
196 Directors present in person, by phone, electronically, or by proxy.

197 5.5 Minutes of all meetings, and actions or decisions taken at a meeting, shall be recorded by
198 the Secretary, or a person acting as secretary of the meeting.

199
200 **Article VI. Officers**

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202 6.1 **Officers.** As required by the Articles of Incorporation, there shall be four (4) officers:
203 President, Vice President, Secretary and Treasurer. The Directors shall elect Officers. The
204 President and Vice President must be elected from the members of the Board of Directors. The
205 Board may elect persons who are not Directors to serve as Secretary and Treasurer. Officers who
206 are not Directors shall not have a vote.

207
208 6.2 **Term of Office.** Each Officer shall hold office for one (1) year, or until a successor has
209 been elected by the Board, unless the Officer resigns, dies, or is removed by the Board. Any
210 Officer may be reelected to consecutive terms. Any Officer or Director may be removed at any
211 time, with or without cause, by an affirmative vote of a majority of the Board in office.

212 6.3 **Multiple Officeholders.** The same individual may simultaneously hold more than one (1)
213 office in the Association, except that the offices of President and Secretary must be held by
214 separate individuals.

215 6.4 **President.** The President is the chief executive officer and has general supervision and
216 direction of the business of the Association and sees that all orders and resolutions of the Board
217 are carried out. The President shall preside at all meetings of the Board of Directors and shall be
218 an ex-officio member of any and all committees appointed by the Board. The President shall have
219 such other powers and perform such other duties as may be prescribed from time to time by the
220 Board.

221 6.5 **Vice President.** The Vice President has such powers and performs such duties as may be
222 prescribed from time to time by the Board or President. In the absence or disability of the President,
223 the Vice President assumes all powers to perform the duties of President and such other duties
224 designated by the Board.

225
226 6.6 **Secretary.** The Secretary has such powers and performs such duties as may be prescribed
227 from time to time by the Board or the President. The Secretary attends all meetings of the Board,
228 records all votes, and keeps the minutes of each meeting. The Secretary notifies the Directors and
229 Members of all meetings as required by these Bylaws.

230 6.7 **Treasurer.** The Treasurer is the chief financial officer of the Association and has custody
231 of all the Association's funds and securities. The Treasurer keeps full and accurate accounts of
232 receipts and disbursements in books belonging to the Association and deposits all monies and other
233 valuable effects in the name and to the credit of the Association, in such depositaries as may be
234 designated by the Board.

235 (a) The Treasurer disburses the funds of the Association as ordered by the Board. The
236 Treasurer shall cause all bills of the Club to be paid and disburse the funds of the Club only as
237 ordered by the Board or its President. The Treasurer shall keep the books and banking transactions
238 current and shall present a full and detailed account of all transactions for the year to date at each
239 regular meeting of the Board, and upon request of any Director or Officer. The Treasurer shall
240 cause to be prepared a consolidated financial report to be presented to the Members at the annual
241 meeting. The Treasurer has such other powers and performs such other duties as may be prescribed
242 from time to time by the Board or the President.

243 **6.8 Duties of Officers May be Delegated.** In case of the absence of any Officer of the
244 Association or for any other reason that the Board may deem sufficient, the Board may delegate,
245 for the time being, the powers or duties, or any of them, of such Officer to any other Officer, or to
246 any Board member, provided a majority of the Board then in office concurs.

247
248 **6.9 Removal of Officer.** The Board by majority vote may Remove any Officer at any time
249 with or without cause.

250
251 **Article VII. Conduct of Business**

252 7.1 All checks and other demands for money and notes and other instruments for the payment
253 of money shall be signed on behalf of the Association by such Officer or Officers, or by such other
254 person or persons as the Board may from time to time designate.

255 7.2 The Secretary shall attest to all contracts, deeds, and other instruments signed by the
256 President, Vice-President, or by such person or persons as the Board may from time to time
257 designate.

258 7.3 No loans shall be contracted for on behalf of the Association and no evidence of
259 indebtedness shall be issued in the name of the Association unless authorized by a resolution of
260 the Board of Directors. No loan shall be made by the Association to any Board member or Officer
261 of the Association.

262 7.4 The Board of Directors may accept on behalf of the Association any donation, gift, bequest
263 or devise for the general purposes or for any special purpose of the Association.

264 7.5 **Fiscal Year.** The Fiscal Year of the Association shall be the calendar year.

265
266 7.6 **Conflicts of Interest.** No Officer or Director of the Association shall be interested directly
267 or indirectly in any contract relating to the operations conducted by the Association, including the
268 producing of any cutting horse competition or event, or furnishing of cattle, services or supplies to
269 the Association, unless the same is authorized in advance by a majority of the Board of Directors
270 at a meeting, at which the presence of such interested Board member is not necessary for the
271 purposes of a quorum or for the purposes of such majority, and the fact and nature of the Director's
272 interest is fully disclosed or known to the Board members present at the meeting at which such
273 contract is to be authorized.

274
275

276 **Article VIII. COMMITTEES**

277
278 8.1 The Board of Directors may create committees and appoint Directors and members to serve
279 on them. Any non-Director member who serves on a committee shall have the same
280 responsibilities and duties with respect to such committee as would a Director who serves on such
281 committee. With approval from the Board of Directors, a committee may act without having a
282 meeting.

283
284 **Article IX. RULES**

285
286 9.1 **Rules.** The Board of Directors shall adopt and make such rules as it deems necessary for
287 the conduct of cutting events, and other rules necessary for the operations of the Association. At
288 any time, the Board of Directors shall have the right to amend such rules or make additional rules,
289 in order to conduct its affairs and to promote fair competition.

290
291 9.2 **Cutting Competition Rules.** The rules of the National Cutting Horse Association
292 (NCHA) shall apply to all members and cutting horse competitions, unless the Board of Directors
293 make specific exception to such rules. Although the Association is an affiliate of the NCHA, the
294 Board of Directors shall have the right to alter the cutting competition rules and classes for specific
295 cutting horse competitions in order to conduct cutting competitions in connection with other
296 associations for the overall benefit and enjoyment of the Association and its members.

297 9.3 **Notice of Rules.** Rules shall be made available to Members at the beginning of each
298 cutting competition. The show secretary shall also be provided with copies of rules. Judges shall
299 be informed of any rules different than NCHA rules.

300 **Article X. AMENDMENTS**

301 10.1 As provided by Article IV of the Articles of Incorporation of the Wyoming Cutting Horse
302 Association, Incorporated, these bylaws may be altered, amended or repealed by the Board of
303 Directors at any regular or special meeting of the Board of Directors by the affirmative vote of a
304 majority of the members present.

305 **Amended and Restated Bylaws**
306 **of the**
307 **Wyoming Cutting Horse Association, Incorporated**

308
309 **Adopted by the Directors at their regular meeting**
310 **on _____, 2023.**

311
312
313 _____
314 Secretary
315

316 **Amended and Restated Bylaws**
317 **of the Wyoming Cutting Horse Association, Incorporated**

318
319 Approved by:

320 DocuSigned by:
321 *Justin Johnson*
322 BA673A3E87FF463...
322 President: Justin Johnson

323 DocuSigned by:
324 *Shaun Musselman*
325 B81CBE70A11E4E5...
325 Vice President: Shaun Musselman

326 DocuSigned by:
327 *Lynn Moore*
328 6DAAF94122C6477...
328 Treasurer: Lynn Moore

329 DocuSigned by:
330 *Doyle M Fritz*
331 22AFC8EDD7344A1...
331 Director: Doyle Fritz

332 DocuSigned by:
333 *Royce V Oliver*
334 B2BC29FF688D410...
334 Director: Roy Oliver

335 DocuSigned by:
336 *Wylie Fraser*
337 1944A8B999BE47C...
337 Director: Wylie Fraser

338 DocuSigned by:
339 *Nancy LaCounte*
340 7649BE53FC9345D...
340 Director: Nancy LaCounte

341 DocuSigned by:
342 *Carie James*
343 8E82F667F932404...
343 Director: Carie James

344 DocuSigned by:
345 *John Murdock*
346 8DC48E710E84FD...
346 Director: John Murdock

347 DocuSigned by:
348 *Kristen York*
349 F28B5138CD71403...
349 Director: Kristen York

350 DocuSigned by:
351 *John Enright*
352 78F06095FE48454...
352 Director: John Enright

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355 Director