Northern Arizona Cutting Horse Association – NACHA, Inc.

Bylaws

*Approved by the Board of Directors on August 14, 2019*

# Article I

## General

### Section 1. Association Membership

Membership in the association is open to any individual or family interested in the sport of cutting. Members must be of good character and reputation and are not required to own or ride cutting horses.

### Section 2. Objectives

The purpose and objectives for which the association is formed, is to be affiliated with the National Cutting Horse Association (NCHA) and to encourage and develop public understanding and appreciation in livestock, ranching operations and traditions through the promotion and sponsorship of public cutting horse contests. The association seeks to provide opportunities for public exhibition of cutting horses . The association further seeks to promote the development of professional skills and techniques and to encourage the development and breeding improvements of fine cutting horses of its memberships.

### Section 3. Dues and Fees

The Association shall charge and receive membership dues and such other fees or assessments as may be necessary to carry out the purpose of the Association.

### Section 4. Non-Profit Status

The Association is not organized for a pecuniary profit. No part of the net earnings shall inure to the benefits of any private individual or member, except that reimbursement may be made for any expense incurred for the Association by an Officer, Director, Agent or any other person pursuant to and upon authorization of the Board of Directors.

### Section 5. Political Status

No substantial part of the activities of the Association shall consist of carrying on propaganda or lobbying activities or otherwise attempting to influence legislation. The Association shall not participate or intervene in any political campaign on behalf of any candidate for public office.

# Article II

## Membership

### Section 1. Eligibility

Persons shall be eligible for membership that have an interest in or are engaged in the cutting horse and/or livestock industry.

### Section 2. Period of Membership

Application for membership may be made at any time. Membership shall run concurrent with the calendar year and shall begin at the time dues are paid in full. Application for membership should be accompanied by payment of one year’s dues and a signature on the “acknowledgement of risk, release of sponsors, covenant not to sue, assurances and binding effect” form.

### Section 3. Dues

Annual Association dues shall be $35.00 for an individual; $45.00 for a family; $15.00 for a youth and $10.00 for arena show help. The Association dues may be changed by a two-thirds vote of the Board of Directors at any regularly scheduled meeting, at least 30 days before the first contest of the year. All membership dues shall be paid to the Treasurer.

### Section 4. Active Membership

Persons shall be considered as elected to active membership in the Association upon payment of Association dues.

### Section 5. Delinquency

Members whose Association dues are in arrears shall be declared delinquent and shall be immediately dropped from the Association membership.

### Section 6. Expulsion

Any member who shall become a nuisance by constant complaints, ~~or~~ fault-finding, or by harassing any of the officers and/or board members, any judge or judges during an approved cutting horse event, because of real or fancied grievances, will be expelled from the membership of this Association upon a two-thirds vote of the Board of Directors, and if such action is taken, all membership privileges shall thereafter be denied, including any points earned during that calendar year.

# Article III

## Directors and Officers

### Section 1. Number of Directors

The business of the Association shall be managed, conducted and controlled by a Board of Directors elected by a vote of the membership. The Board of Directors shall include the President, Vice-President, Secretary, Treasurer, and eight (8) Directors at large. The past President shall also be a member of the Board of Directors and have full voting privileges.

### Section 2. Term of Directors

The tenure of President, Vice-President, Secretary, and Treasurer shall be for 2 years. The tenure of the Director(s) at large shall be for 2 years except when elected to fill an unexpired term.

Any Director that has three consecutive absences from the Board of Director meetings, not excused by the President, shall be considered as having submitted his/her resignation and the vacancy shall be fulfilled as specified in the By-Laws.

### Section 3. Eligibility

Only active members shall be eligible for election as Directors.

### Section 4. Vacancy

Vacancies caused by death, resignation, disqualification or other causes in an unexpired term on the Board of Directors shall be fulfilled from the Association membership by a majority vote of the Board of Directors, and such elected Director shall serve for the unexpired term. However, if a vacancy should occur of the Vice-President, Secretary, or Treasurer that vacancy should be fulfilled from within the Board of Directors. An at large Directorship then shall be vacant and the unexpired term shall be fulfilled from the association membership by a majority vote of the Board of Directors and such elected Director shall serve for the unexpired term.

### Section 5. Committees

The Board of Directors may appoint committees from time to time as the need arises. Committees shall be accountable to the Board of Directors under general supervision of the President.

### Section 6. Depository

The financial institute should be recommended by the current Treasurer and approved by the current Officers and Board of Directors. The Association Treasurer along with the President and Secretary shall be signatories on the Association’s bank accounts. Such signatories will be changed at any time that these officers shall change. The Association will provide the bank with the required notice per the bank’s policies.

### Section 7. Audit

An annual audit may be made upon order of the Board of Directors.

### Section 8. Reports

The Board of Directors shall make and file for the Association such State and Federal reports and returns that are now made, and hereafter be required by law. The Association Treasurer shall provide the Board of Directors with listings of annual requirements along with proof of compliance.

### Section 9. Show Approval and Rules

The Board of Directors shall be authorized to produce, arrange, supervise, and approve cutting horse contestants and/or exhibitors in the State of Arizona and shall publicize a standard set of rules that will apply to all Association produced cutting horse events. All such approved events shall be conducted in accordance with the rules of NCHA.

# Article IV

## Board of Officers and Board of Directors

### Section 1. Nominations

The President of the Association shall appoint a Nominations Committee of no less than three (3) members by October 1st of the year. The Nominations Committee shall prepare a list of each elective office to be filled for the following year. The Nominations Committee shall prepare a list of candidates for each elective office to be filled for the following year. Such list shall be transmitted to the Secretary at least ten (10 days prior to the annual meeting.

### Section 2. Elections

Election of officers shall be at the annual meeting or the last contest of the show year as directed by the Board of Directors.at which time the chairman of the Nominations Committee will report its nominations for the offices to be filled to the membership. Any additional candidates may be nominated by the membership for any elective office to be filled at that annual meeting. The candidates receiving the largest number of votes for an office shall be declared elected to that office and shall assume the duties of the office at the annual meeting following the election. Ballots of the election shall be counted under the supervision of the Secretary by the Nominations Committee or members appointed by the President so as to have no less than three (3) members counting ballots.

# Article V

## Duties of Officers

### Section 1. President

The President shall have general supervision of the affairs of the Association and shall:

1. Preside over all meetings of the Association and its Board of Directors.
2. Call special meetings at his/her discretion or when required by a majority of the Board of Director or petition of the general membership.
3. Performs all acts and duties usually performed by the executive officer or any duties authorized or required by the Board of Directors.

### Section 2. Vice-President

In the absence or disability of the President, the Vice-President shall perform the duties of the President provided, however, that in the case of death, resignation, or disability of the President, the Board of Directors may declare the office vacant and elect a successor from its membership.

### Section 3. Secretary

The Secretary shall:

Keep a complete record of all meetings.

1. Super vise all records of the Association.
2. Make all reports required by law, these By-Laws or the Board of Directors, including the taking of meeting minutes at any Association meetings.
3. Maintain a current membership role.
4. Supervise and count election ballots
5. Perform any other duties that may be especially assigned by the President or Board of Directors.

### Section 4. Treasurer

The Treasurer shall:

1. Receive money for dues, fees, assessments, gifts and other revenue and to pay all bills as presented by these By-Laws or the Board of Directors.
2. Make all reports garnered by law, these By-Laws or the Board of Directors.
3. Make financial reports for the Board of Directors and membership meetings.
4. Perform any further duties that may be especially assigned by the President or the Board of Directors.
5. The Treasurer is authorized to spend up to $5,000 under his/her own authority. From $5,001.00 to $10,000 requires two officer signatures. Over $10,000.00 requires a board resolution giving the Treasurer authority to spend at that level.

# Article VI

## Meetings

### Section 1. Number and Kind

Regular Meetings:

Regular meeting shall be scheduled throughout the year for the purpose of organizing the Association’s cutting horse contests and to conduct business as may be required. The first meeting of the year shall be convened with adequate time to select show dates for the year. Additional meetings will be scheduled to review show results and to conclude business necessary to continue the year’s planned events (usually monthly). Written notice of such meeting shall be e-mailed by the Secretary to each member at least 3 days prior to the meeting. All such meetings shall be at a date, time and site selected by the Board of Directors, in Yavapai County. Meetings are open to general membership.

Annual Membership Meeting:

The annual meeting of the Association shall take place at the end of the show season as part of the annual awards banquet. Such meeting shall be at a site selected by the Board of Directors, in Yavapai County, Arizona. Notice of such meeting shall be at least 30 days in advance of the meeting and will be provided to membership in written form. The purpose of the annual meeting shall include the election of Officers and Directors, providing financial reports to the general membership and transacting other business.

### Section 2. Order of Business

The order of business at any meeting of the members shall be as follows:

1. Roll call
2. Reading of minutes of last meeting
3. Treasurer’s report
4. Unfinished business
5. Election matters (if any)
6. New Business
7. Adjournment

### Section 3. Special Board Meetings

Special meetings of the Board of Directors may be called by the President, Vice-President, or any three (3) members of the Board upon not less than ten (10) days written notice to each Board member, which notice shall state the purpose of the meeting. Any Board meeting may also be held without notice providing all members of the Board waive notice thereof in writing. The members in attendance at a Special Board Meeting shall have the authority to transact business by a majority vote of the ballots cast.

### Section 4. Special Membership Meetings

Special meetings of the membership of the Association may be called by the President, Vice-President, or any (10) members of the Association upon no less than (15) fifteen days email notice to each member, which notice shall state the purpose of the meeting. The members in attendance shall have the authority to transact business by a majority vote of the ballots cast.

### Section 5. Vote

Each member shall have one vote and only one vote at all meetings of the membership. There shall not be any proxy voting.

# Article VII

## Amendments

Amendments to the By-Laws may be made at any regularly called Board of Director’s meeting by a two-thirds majority vote of ballots cast. The meeting notice shall provide a copy of the proposed Amendment(s). Amendment the By-Laws may be proposed by a written petition submitted to the Secretary of the Association, bearing the endorsement of at least ten (10) members. Notice of the petition for Amendments(s) to the By-Laws shall be emailed to the membership at least fifteen (15) days prior to the next Annual meeting of the membership or a Board of Directors meeting, prior to the first cutting show of the year.