

Bylaws of
Region VI North American Trail
Ride Conference, Inc.

Article I – Purpose

The purpose of the corporation shall be to encourage horse owners to test the ultimate skills of their horses through competitive trail riding, to demonstrate the rider's sense of fair play, to improve through selective breeding practices the more durable athletic horse, to teach new competitors the safe way to compete, and to provide assistance to those wishing to manage and/or sponsor rides.

Article II – Corporate Powers

The corporate powers of the Region VI North American Trail Ride Conference, Inc. shall be vested in its Board of Directors, (hereafter called BOD), each of whom shall be a voting member in good standing of NATRC, Inc. and as to the criteria for membership in Region VI North American Trail Ride Conference, Inc. as stated hereinafter. (3-13-99)

Article III – Seal

The official seal of said corporation shall have on its common insignia the words [Region VI North American Trail Ride Conference, Inc. 1983. The seal shall be in the custody of the corporation secretary and shall be affixed on all legal and binding documents pertaining to this corporation to the extent required by law. (3-13-99)

Article IV – Principal Office

Region VI North American Trail Ride Conference, Inc. shall have its principal office located at such location as the BOD may from time to time establish, but shall be allowed to do business in other cities or states other than the State of Kansas as subject to approval from the BOD. (3-13-99)

Article V – Board of Directors

Section A. General Power

Subject to limitations of the Articles of Incorporation or the Bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of the conduct and affairs of the corporation shall be controlled by the BOD.

Section B. Number, Tenure and Qualifications

Until changed in accordance with the Bylaws, the number of directors shall consist of the national directors and two, (2) representative elected from and by the membership of each active state in the region for a two, (2) year term on alternate years. An active state shall be defined as any state in NATRC Region VI that has eight or more members of NATRC and at least one NATRC sanctioned competitive trail ride.

Section C. Regular Meetings

A regular meeting of the BOD may be held without other notice than this Bylaw, immediately after, and at the same place as, the annual meeting of members. The BOD may provide by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section D. Notice

Notice of any special meetings shall be given at least ten (10) days previous thereto by written notice delivered personally or mailed to each member of the BOD at his address as shown on the corporate records. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed with postage thereon prepaid. The transaction of any meeting of the BOD, however called and noticed or wherever held, shall be as valid as though had a meeting been duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to hold such meetings, or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with corporate records or made a part of the minutes of the meeting. Members of the BOD of the corporation, or any committee designated by such BOD, may participate in a meeting of the BOD by means of a conference telephone or a similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section E. Quorum

A majority of the number of members of the BOD shall constitute a quorum for the transaction of business at any meeting of the BOD, but if less than such majority is present, a majority of those directors present may adjourn the meeting from time to time, without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. The directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section F. Manner of Acting

The act of the majority of the members of the BOD present at a meeting at which a quorum is present shall be the act of the BOD.

Section G. Vacancies

Any vacancy occurring in the BOD may be filled from the state by appointment of the President. A member of the BOD appointed to fill a vacancy shall serve for the unexpired term of their predecessor in office.

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Article VI – Contracts, Loans, Checks and Deposits

Section A. Contracts

The BOD may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver an instrument in the name of the corporation, and such authority may be general or confined to specific instances. Any such contract, however, which shall involve the expenditure by, or obligation of, the corporation in the amount of money exceeding Five Hundred Dollars (\$500) shall be required to be authorized by a resolution of the members. Such authorization may be specific or general. This requirement may be waived in any transaction or series of transactions, and this authority of the membership may be delegated to the BOD.

Section B. Loans

No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the BOD. Any such loan or evidence of indebtedness which shall exceed Five Hundred Dollars (\$500) shall be required to be authorized by a resolution of the members. Such authorization may be specific or general. This requirement may be waived in any transaction or series of transactions, and this authority of the membership may be delegated to the BOD.

Section C. Checks

All checks, drafts, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers of the corporation and in such manner as shall be determined by resolution of the BOD.

Section D. Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation, in such bank as the BOD may select.

Article VII – Membership

Section A. Membership

Membership starts January 1 and ends December 31. Each member of the corporation must: (1) Be a member in good standing with NATRC, Inc. (2) Pay such dues as may be assessed.

Section B. Dues

Members shall pay dues as set by resolution at a general meeting of the membership.

Section C. Termination of Membership

Membership shall be terminated if the annual dues of said membership have not been paid by March 31. In the event of termination of membership for failure to pay dues said membership may be reinstated upon the payment of dues as set out in Section B of this article. A member may be expelled for just cause by a unanimous vote of the BOD.

Section D. Resignation of Membership

A resignation from membership shall be presented to the BOD, but shall not relieve any member from any liability for any dues, assessments or other obligations to the corporation which are unpaid at the time such resignation is filed, or which may arise prior to the acceptance of the resignation, nor shall any refund of prepaid dues be made.

Section E. Transfer of Membership

Memberships in the corporation shall be non-transferable. There shall be no transfer or alienation by inter vivos or testamentary devise or otherwise.

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Article VIII – Meeting of the Membership

Section A. Annual Meetings

The annual meeting of the members shall be held in the first calendar quarter of each year, beginning with the year 1983 for the purpose of electing members of the BOD, and for the transaction of such other business as may come before the meeting. The newly elected directors shall be installed and shall commence their term of office immediately. (3-13-99)

Section B. Special Meetings

Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the President, Vice-President or by call of three members of the BOD, except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify the place, day and hour of such meeting, and the general nature of the business to be transacted.

Section C. Place of Meeting

The place of any annual, regular or special meeting of the corporation may be designated by vote of the membership, or in the absence of such a vote, said place of meeting may be designated by the President, Vice-President, or BOD.

Section D. Notice of Meetings

Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at his address appearing on the books of the corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given if sent by mail or other means of written communication addressed to the place where the principal office of the corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each member entitled thereto not less than ten (10) days nor more than fifty (50) days before each annual meeting, and shall specify the place, the day and the hour of such meeting. If this bylaw as to the time and place of election of directors is changed, such notice shall be given to the members at least twenty (20) days prior to such meeting.

Section E. Quorum

The voting members present at a meeting shall constitute a quorum at the meeting. The voting members present at a duly organized meeting at which a quorum is present may continue to transact business until adjournment, not withstanding the withdrawal of enough members to leave less than a quorum.

Section F. Nominating Committee

The President shall appoint a Nominating Committee. The Nominating Committee shall consist of one or more regular member(s) from each active state. (See Article V, Section B for definition of “active state”.) At the annual meeting the Chairman of the Nominating Committee shall submit the committee slate of candidates for those representatives that are to be elected. Nominations shall also be accepted from the floor. Said committee shall serve the full year if needed.

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Article IX – Officers

Section A. Officers

The officers of the corporation shall be President, Vice-President, and Secretary-Treasurer, each of whom shall be a qualified voting member of the corporation and be 21 years of age. The BOD may appoint such assistants to the officers as may be desirable or convenient.

Section B. Election and Term of Office

The officers of the corporation shall be elected for a one (1) year term by the BOD at their annual meeting. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. The President and Vice-President shall be elected from the members of the BOD. The Secretary-Treasurer may be elected from the BOD or the membership at large. No officer may serve more than two (2) successive terms in the same office with the exception of the Secretary-Treasurer which office shall have no limit of terms.

Section C. Removal

Any officer may be removed by an affirmative vote of a majority of the members present at any annual or special meeting of the members, at which a quorum is present, providing however, that written notice of the purpose of said meeting shall have been given at least ten (10) days and no more than twenty-five (25) days prior to said meeting, in the manner provided for in Article VIII, Section D of these bylaws.

Section D. Vacancy

A vacancy in any office may be filled, for the unexpired portion of the term of said office, by the BOD at any regular or special meeting of the BOD.

Section E. President

The President shall be the principal executive officer of the corporation and, subject to the control of the BOD, shall in general supervise all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and of the BOD, and in general shall perform all the duties as may be prescribed by the BOD, from time to time. The President shall be an ex-officio member of all committees.

Section F. Vice-President

In the absence of the President or in the event of death, inability, or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time shall be assigned by the President or BOD.

Section G. Secretary-Treasurer

The Secretary-Treasurer shall:

- 1. Keep the minutes of the members' meetings and of the Board of Directors meetings.**
- 2. Be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents of which the execution on behalf of the corporation, under its seal, is duly authorized.**
- 3. In general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or BOD.**
- 4. Have charge and custody of and be responsible for all funds and securities of the corporation.**
- 5. Receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such bank as shall be selected in accordance with the provisions of Article VI of these bylaws.**
- 6. In general, perform all the duties incident to the office of the Treasurer and such other duties as may from time to time be assigned by the President or the BOD.**
- 7. Request annual audit of Treasurer by the BOD in January prior to the annual meeting.**

Nothing herein contained, however, shall be construed so as to limit the powers of the BOD to act in accordance with Article VI hereof, or to limit their power of supervision over the Secretary-Treasurer and said BOD may from time to time authorize or direct persons other than the Secretary-Treasurer to perform some or all of the duties prescribed herein.

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Article X – Dissolution

In the event of the dissolution of the corporation, either voluntarily or otherwise, any assets remaining after the payment of debts and obligations, if any, shall be conveyed and transferred to NATRC, Inc. or its designee.

Article XI – Committees

Committees may be named or appointed from time to time by the membership or by the President or BOD, for such a term and for such purposes as shall be determined at the time of appointment.

Article XII – Parliamentary Authority

All matters arising in the conduct of the meetings of the corporation shall be governed by the provisions of the Bylaws, and all matter not provided for in the Bylaws shall be governed by the provisions of Roberts Rules of Order, as amended. The Vice-President shall serve as parliamentarian and have a copy of Roberts Rules of Order at each meeting.

Article XIII – Amendments

These Bylaws or Articles of Incorporation may be altered, amended or repealed, and new Bylaws or Articles of Incorporation may be adopted by a vote of the majority of the members present at any annual or special meeting of the members, at which a quorum is present, providing that a copy of said proposed amendment shall have been sent along with a notice of said meeting, at least thirty (30) days prior to the date of said meeting, to all members of the corporation entitled to vote at the meeting. Said notice shall be mailed in accordance with the provisions governing the mailing of notices of members as set out in Article VIII, Section D of these Bylaws.

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Article XIV – Miscellaneous

Section 1. Indemnification of Directors and Officers

When a person is sued, either alone or with others, when acting as a director or officer of the corporation, or of another corporation serving at the request of this corporation, in any proceeding arising out of that person's alleged misfeasance or nonfeasance in the performance of duty or out of any alleged wrongful act against the corporation or by the corporation, shall be indemnified for reasonable expenses, including attorneys' fees incurred in the expense of the proceeding, if both of the following conditions exist:

- a. The person sued is successful in whole or in part, or the proceeding is settled with the approval of the Court;
- b. The Court finds that the person's conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the corporation, its' receiver, or its' trustee, by the Court in the same or in separate proceeding shall be so much of the expenses including attorney's fees incurred in the defense of the proceeding, as the Court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services in connection with the defense, and the Court may order the fees and expenses to be paid directly to the attorney or other person, although not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its' receiver, or its' proceeding. The Court may order notice to be given also to the members in the manner provided in the Bylaws in such form as the Court directs.

I, the undersigned Director of the Corporation, do certify that the above Bylaws were adopted and approved as the Bylaws of Region VI North American Trail Ride Conference, Inc. at a meeting of the members on March 12, 1995.

Updated 10/8/2001