

**2nd AMENDED AND RESTATED BYLAWS
OF
WESTERN NEVADA CUTTING HORSE ASSOCIATION**

**ARTICLE 1
Identification**

Section 1.01. This Association shall be known as WESTERN NEVADA CUTTING HORSE ASSOCIATION (the “Association”). The Association is a non-profit corporation incorporated under the laws of the State of Nevada.

Section 1.02. The term for which it will exist shall be perpetual.

Section 1.03. The Association is formed to encourage the development of, and public interest in promoting and sponsoring public cutting horse contests, public exhibition of cutting horses in conjunction with cattle and livestock; to present and participate in cutting horse events and other general livestock exhibitions, shows, and expositions; to establish standard rules for cutting horse contests; to standardize selection of equipment, judges and directors or spokespersons for such contests; and to encourage the development and breeding of finer cutting horses. To do everything necessary, appropriate or proper to fully implement the objectives and purposes of this Association.

Section 1.04. There shall be no capital stock of the Association. In lieu of stock certificates, membership cards signed by the duly appointed Association Secretary shall be issued to all members. Said membership cards shall be non-transferable.

**ARTICLE 2
Membership**

Section 2.01. Membership in the Association is a privilege, not a right, application for which shall be made on forms and by fees and procedures prescribed from time to time by the Association. Membership, or application therefore, may be terminated or rejected by the Board of Directors for cause detrimental to the interest of the Association, or to its programs, policies, objectives or the harmonious relationship of its members, as determined by the Board of Directors.

Section 2.02. This Association shall consist of the following types of members:

- (A) Senior (adult) members (over eighteen [18] years of age) – shall have full Association privileges and are entitled to vote at all general membership elections.
- (B) Family members – A family membership is defined as husband and wife, a husband and wife and their child (children) eighteen (18) years

of age and under, a single parent and his/her child (children) eighteen years of age and under, or a legal guardian and his/her child (children) eighteen (18) years and under. Family members shall have full rights and privileges of Senior members.

- (C) Youth members (eighteen [18] years of age and under) must be part of a Family membership. Youth members must also have a release signed by a parent or guardian on file before they will be allowed to participate at a show.

Section 2.03. Each new member of this Association shall pay a membership due of \$50.00, plus \$10.00 for each additional family member. DUES MUST BE PAID PRIOR TO PARTICIPATING IN ANY SHOW PUT ON BY THIS ASSOCIATION. MEMBERSHIP DUES ARE REQUIRED FOR ALL PERSONS RIDING IN THE PRACTICE AREA AND/OR SHOW PEN WITH THE EXCEPTION OF CATTLE HELPERS WHO ARE EMPLOYEES OF THE SHOW FACILITY.

ARTICLE 3 The Board of Directors

Section 3.01. This Association shall have a Board of Directors consisting of no less than seven (7) and no more than eleven (11) members, to be elected from the members in good standing.

Section 3.02. The minimum and maximum number of directors may be increased or decreased from time to time at a meeting of the Board of Directors pursuant to a resolution adopted by the unanimous vote of the total number of authorized directors (whether or not there exists any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption). This section of the Bylaws may be amended only by the affirmative vote, at a meeting of the Board of Directors, pursuant to a resolution adopted by the unanimous vote of the total number of authorized directors (whether or not there exists any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption) or by a written consent signed by all of the members of the Board.

Section 3.03. Members of the Board of Directors of this Association shall be elected from members in good standing with this Association and shall participate in at least one-half of the activities of the Association's approved shows. Cards, letters or emails shall be sent to all current members on or about November 1 of each calendar year, soliciting those people willing to serve as board members for the upcoming show year. Solicitations must be returned to a specific street or email address, postmarked no later than December 1st. Written nominations may also be made to any Director and may be presented at a Board meeting.

Once the nominations have been received, ballots will be compiled from the names solicited. The ballots will be mailed to all members in good standing with the Association no later than December 15th. Ballots shall be returned to a specific street or email address on or before December 31st. **NO LESS THAN THREE (3) MEMBERS OF THE BOARD OF DIRECTORS OF THIS ASSOCIATION SHALL COUNT THE BALLOTS.** All members will be elected for a one (1) year term. The retiring President shall be carried over for an additional year as a member of the Board of Directors, thus leaving a total of eight (8) new board members to be elected to this Association's Board of Directors.

The elected Board of Directors shall hold office until the annual meeting of the Board of Directors or until their successors have been elected and qualified. The Directors shall hold office until the time for the next succeeding annual meeting. If any such annual meeting is not held and a written consent in lieu of an annual meeting is not filed, or the Directors are not elected, the Directors may be elected at any special meeting of the Board of Directors held for that purpose or by the filing of a special written consent. Each Director shall hold office for the term for which the Director is elected or until the Director's successor shall be elected and qualified.

Section 3.04. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors was present, or by a sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased, or if the Directors fail at any annual or special meeting of the Board of Directors at which any Director or Directors are elected to elect the full authorized number of Directors to be voted for at that meeting, or if a vacancy is declared by the Board of Directors for any reason permitted by law.

If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board of Directors shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 3.05. The annual meeting of the Board of Directors shall be at such place as may be provided in a notice thereof. The Board of Directors shall meet each year for the purpose of organization, election of officers, and consideration of any other business that may properly be brought before the meeting.

Section 3.06. Regular meetings of the Board of Directors shall be held at the times and places as may be designated from time to time by the Board of Directors.

Section 3.07. A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. A quorum of the Board of Directors for the Association shall not be less than six (6) of the Directors. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by the Articles of Incorporation, these Bylaws or applicable law. If the number of Directors is one or two, the unanimous consent of the Directors shall be necessary for Board of Directors' action.

Section 3.08. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors.

Section 3.09. Any action required or permitted to be taken by the Board of Directors under the Articles of Incorporation, these Bylaws, or under applicable law, may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent, in writing, before or after the action, to the action. Any action by written consent shall have the same force and effect as a unanimous vote of all Directors. All written consents must be filed with the Secretary.

Section 3.10. Directors shall not receive any stated salary for their services as Directors or as members of committees. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefor.

Section 3.11. Indemnification of Directors and Officers.

(a) The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that the person is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid or owed in settlement actually and reasonably paid or incurred by the person or rendered or levied against the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests

of the Association, or, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

(b) The Association may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that the person is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably paid or incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for misfeasance or nonfeasance in the performance of the person's duty to the Association unless and only to the extent that, despite the adjudication of liability but in view of all circumstances of the case, such person fairly and equitably merits indemnification.

(c) To the extent that a person who may be entitled to indemnification by the Association under this section is or has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses, including attorneys' fees, actually and reasonably paid or incurred by the person in connection therewith.

(d) Any indemnification under subsections (a) and (b) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in subsection (a) or (b). Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable or, even if obtainable, a quorum of disinterested Directors so directs, by either independent legal counsel in a written opinion, or (iii) if required by law, by the court in which such action, suit or proceeding was brought or another court of competent jurisdiction.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding if such payment is authorized in the manner provided in subsection (d) upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Association as authorized in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw,

agreement, vote of disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

(g) The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this section.

(h) For the purposes of this section, references to "the Association" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as the person would if the person had served the resulting or surviving corporation in the same capacity.

(i) The provisions of this section shall apply to the estate, executors, administrators, heirs, legatees or devisees of a person entitled to indemnification hereunder and the term "person," where used in the section shall include the estate, executors, administrators, heirs, legatees or devisees of such person.

Section 3.12. Subject to limitations of the Articles of Incorporation, of these Bylaws, and of applicable law and subject to the duties of Directors as prescribed by these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

First: To select and remove all officers, agents and employees of the Association, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or these Bylaws, and require from them security for faithful service.

Second: To conduct, manage and control the affairs and business of the Association and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation or these Bylaws, as they may deem best.

Third: To appoint committees to assist the board. The Board of Directors shall have the power to prescribe the manner in which proceedings of the committees shall be conducted. The Committees must be composed of one (1) or more Directors.

ARTICLE 4 The Officers

Section 4.01. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and each of them shall be appointed by the Board of Directors. These Officers shall hold office for a period of one (1) year until their successors are duly elected.

Section 4.02. The officers of the Association, except those officers as may be appointed in accordance with the provision Section 4.05 of this Article, shall be chosen annually by the Board of Directors, and each shall hold office until the officer shall resign or shall be removed or otherwise disqualified to serve, or the officer's successor shall be elected and qualified; provided that officers may be appointed at any time by the Board of Directors, or, as permitted by the President, for the purpose of initially filling an office or filling a newly created or vacant office.

Section 4.03. Any officer may be removed, either with or without cause, by a majority of the Directors in office at the time, at any regular or special meeting of the Board of Directors, or, except in case of an officer chosen by the Board of Directors, by the President or any other officer upon whom the power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the Association. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Section 4.04. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

Section 4.05. The President shall preside over all meetings of the Association and meetings of the Board of Directors. The President shall be ex officio a member of all the standing committees, if any, and shall have the general powers and duties of management usually vested in the office of president of an Association, and such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President shall notify the Vice-President whenever the President is unable to attend any meeting.

Section 4.06. In the absence or disability of the President, the Vice Presidents shall perform all 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 have such other powers and perform such other duties as may be prescribed for them respectively by the Board of Directors, the President, or these Bylaws.

Section 4.07. The Secretary shall keep or cause to be kept, at the registered office, the principal business office or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors' meetings and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors and written consents in lieu thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the President or these Bylaws.

Section 4.08. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall at all times be open to inspection by any Director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and Board of Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the President or these Bylaws.

Section 4.09. Bank accounts in the name of the Association may be opened without the approval of the Board of Directors if opened with the consent of both the President and Treasurer of the Association. The Treasurer shall inform the Board of Directors of any bank account opened by the President and Treasurer of the Association pursuant to the authority granted in this section at the next meeting of the Board of Directors.

Section 4.10. In case of the absence of any officer of the Association, or for any reason that the Board of Directors may consider sufficient, the Board of Directors may transfer the powers or duties of that Officer to any other officer or to any Director or employee of the Association, provided a majority of the full Board of Directors concurs.

Section 4.11. A Points Keeper shall be appointed by the Board of Directors from among the general membership for the purpose of keeping and safeguarding the point system and competition records of the Association. The member chosen to act as Points Keeper for the Association must be a member in good standing with the Association.

ARTICLE 5
Members

Section 5.01. An Annual Meeting of the members of the Association shall be held each year at a time and place designated by the Board of Directors. Notice of the annual meeting shall be given to each member stating the date, time and place of the meeting not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. The annual meeting of the Board of Directors shall be held immediately following the annual membership meeting of the members.

Section 5.02. Special meetings of the members may be held whenever called in writing by a majority of the Board of Directors. The notice shall state the date, time, place and purpose of the meeting and shall be given not less than ten (10) days nor more than sixty (60) days prior to the date of the special meeting. Only such business as set forth in the written notice of the special meeting shall be transacted at the special meeting.

Section 5.03. Fifty percent (50%) of the general membership shall constitute a quorum needed to decide any question that may arise at any meeting. All general membership meetings may be adjourned from day to day and from time to time until a quorum appears.

Section 5.04. The order of business at any regular meeting of the members and/or Board of Directors shall be as follows:

1. Roll Call
2. Proof of Due Notice
3. Meeting called to Order
4. Reading and disposing of minutes
5. Reports of Officers and/or Committees
6. Election (if any)
7. Unfinished Business
8. New Business
9. Adjournment

ARTICLE 6
Miscellaneous

Section 6.01. Checks, Drafts, etc. All checks, drafts, bonds, bills of exchange, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Association shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 6.02. Contracts, etc., How Executed. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument or document in the name of and on behalf of the Association, and the authority may be general or confined to specific instances. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts, promissory notes and other evidences of indebtedness, deeds of trust, mortgages and corporate instruments or documents requiring the corporate seal, shall be executed, signed or endorsed by the President (or any Vice President) and by either the Secretary or the Treasurer. The Board of Directors may, however, authorize any one (1) of these officers to sign any of such instruments, for and on behalf of the Association, without necessity of countersignature; may designate officers or employees of the Association, other than those named above, who may, in the name of the Association, sign such instruments; and may authorize the use of facsimile signatures for any of such persons. No officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount except as specifically authorized in these Bylaws or by the Board of Directors in accordance with these Bylaws.

Section 6.04. Inspection of Bylaws. The Association shall keep in its registered office for the transaction of business the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members of the Board of Directors at all reasonable times during office hours.

ARTICLE 7 Amendments

The Board of Directors of the Association shall have the power to repeal, revise, modify or amend the Bylaws of the Association at any annual, regular or special meeting of the Board of Directors, subject to approval, revision or amendment by the members at any annual, regular or special meeting of the members called in accordance with the Bylaws. The notice of any meeting of the Board of Directors or members of the Association at which the repeal, revision, modification or amendment of the Bylaws is to be considered shall include the proposed changes to be made to the Bylaws, and shall be mailed to the Board of Directors or the members at least thirty (30) days in advance of such meeting.

**CERTIFICATE OF SECRETARY
OF
WESTERN NEVADA CUTTING HORSE ASSOCIATION**

I, Nikki Chandler, hereby certify:

1. That I am the duly elected Secretary of Western Nevada Cutting Horse Association

2. That the foregoing 2nd Amended and Restated Bylaws, comprising ten (10) pages, excluding this page, are the 2nd Amended and Restated Bylaws of WESTERN NEVADA CUTTING HORSE ASSOCIATION as duly adopted by the unanimous consent of the Board of Directors thereof dated the 24th day of January, 2022.

IN WITNESS WHEREOF, I have subscribed my name this 10th day of February, 2022.



Nikki Chandler, Secretary