



## BYLAWS AS AMENDED NOVEMBER 2019 OF THE NORTH AMERICAN TRAIL RIDE CONFERENCE, INC.

### ARTICLE I. CORPORATE POWERS

The corporate powers of the North American Trail Ride Conference, Inc. (**NATRC™**) shall be vested in the board of directors, each of whom shall be a voting member in good standing in the conference.

### ARTICLE II. SEAL

The said North American Trail Ride Conference, Inc. shall have a common seal having on its circumference the words NORTH AMERICAN TRAIL RIDE CONFERENCE INCORPORATED A.D. 1963, DAVIS, CALIFORNIA.

### ARTICLE III. PRINCIPAL OFFICES

The said North American Trail Ride Conference, Inc. shall maintain its principal office and transact business in such places within or without the State of California as the board of directors thereof may from time to time decide.

### ARTICLE IV. BOARD OF DIRECTORS

**Section 1.** The board of directors shall consist of two members from each of the six regions, a total of 12. The term of each member shall be for a period of three (3) years. The term of office for directors shall begin on January 1 following their election and end on December 31 of the final year of their term. The terms shall be staggered so that four regions elect one member at the fall meeting of the board of directors in years when a term expires.

**Section 2.** Each region shall elect an alternate director. This election shall be held concurrent with the normal election of directors and shall be for a term of three (3) years. The terms shall be staggered so that two regions elect one member at the fall meeting of the board of directors in years when a term expires. This alternate director will automatically be seated whenever a sitting director is unable to attend a meeting.

**Section 3.** One more than half the members of the board shall constitute a quorum at any meeting of the board of directors.

**Section 4.** Should a member of the board of directors cease to be a voting member in good standing of the corporation, or should he/she miss more than one regular board meeting per elected year, or shall move his/her residence out of the region from which he/she was elected, he/she shall cease to be a director, but no act of the corporation, its officers or directors shall be invalidated by reason of such vacancy in the board. By the vote of two-thirds of the board members present and voting, a quorum being present, any board member may be removed for cause provided that at least ten (10) days written notice shall be first given to such board member stating the case for which it is intended he/she shall be removed and affording him/her the opportunity to be present and to be represented, if he/she so chooses, by any person at said meeting. The hearing of the matter shall be conducted as a formal proceeding in a board meeting under the direction of the president, with both sides having a full opportunity to present their views. Any continuance requested by either side may be granted in the discretion of the board or on a ruling of the president. Removal of a board member shall not deprive him/her of membership in the association.

**Section 5.** Vacancies in the board shall be filled in the following manner:

- (a) Director: The alternate will fill the remainder of the term that was vacated.
- (b) Alternate Director: The president of the respective region shall nominate a member to serve the remainder of that term and shall submit such nomination to the national board of directors at any duly constituted meeting. A majority vote of the board members at such meeting, a quorum being present, shall be required for the appointment of such nominee.

**Section 6.** All meetings of the board of directors shall be held at the office of the corporation or at such other place as the president of the corporation or the board of directors may designate.

**Section 7.** The regular meetings of the board of directors shall be scheduled annually by a majority vote of the board at the convention meeting.

**Section 8.** Special meetings of the board of directors may be called at any time by the president or by three directors, provided that the call for such a meeting be sent to each director, by mail or such other communication as may be chosen. Such call shall state the purpose of the meeting and shall be given not less than ten (10) days preceding the meeting. Special meetings may be held via teleconference, videoconference, or other electronic means deemed acceptable by the board and approved by California Corporations Code.

**Section 9.** The board of directors shall have power to conduct, manage and control the affairs and business of the corporation and to make rules not inconsistent with its articles of incorporation, or with the laws of the State of California or with these bylaws for the guidance of the officers and for the management of the affairs of the corporation.

**Section 10.** The board of directors shall have power to incur indebtedness, the terms and amounts of which shall be entered in the minutes of the board, and a note or obligation, if any, given for such indebtedness, bearing the official signature of the president and/or the secretary/treasurer of the corporation, shall be binding on the said corporation.

**Section 11.** The board of directors shall be responsible for payment of all bills of the corporation. Approval of bills and their payment shall be done in such manner as the board may direct.

**Section 12.** The board of directors shall cause an audit of the books and accounts of the said corporation to be made when such audit may appear necessary to the board.

**Section 13.** The board of directors shall determine the time and place of the regular meetings of the membership of the corporation and shall have authority to call any special meeting of the said membership whenever the board deems it to be necessary. The regular meetings of the membership shall be held at least annually at a place selected by the board of directors.

**Section 14.** The board of directors shall have power to appoint, at its pleasure, all agents and employees of the corporation and shall prescribe their duties and fix their compensation, if any.

**Section 15.** The immediate past president of the corporation, if not a member of the board of directors, shall automatically become an ex-officio member for a period of one (1) year.

**Section 16.** Any action to be taken at a meeting of the directors, or any action that may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the directors, and such consent shall have the same force and effect as a unanimous vote. A director's consent may be communicated by email or a scanned and transmitted document.

## ARTICLE V. OFFICERS

**Section 1.** The officers of the said corporation shall be a president, a vice-president, a secretary/treasurer, and such assistants thereto or other officers as the board of directors may appoint. One person may not hold more than one of these offices at one time.

**Section 2.** Immediately following the annual election, there shall be nominated and elected by the current board from the members of the new board, candidates for the offices of the corporation; namely, a president, a vice-president, and a secretary/treasurer, and if the board deems it advisable, there may be other officers elected from the membership of the board for the ensuing year.

**Section 3.** The terms for officers will begin January 1 following their election and end the following December 31.

#### ARTICLE VI. PRESIDENT

**Section 1.** The president shall preside over all meetings of the members and of the board of directors. In the absence of the president and the vice-president, the members of the board of directors may elect a presiding officer for such meetings from the membership of the board of directors.

**Section 2.** The president shall sign all contracts and other instruments in writing which have been first approved by the board of directors and shall draw checks on the treasury when thereto directed by the board of directors provided, however, all checks executed by said corporation must be signed by the president, secretary/treasurer, or executive director of the said corporation.

**Section 3.** The president shall call special meetings of the membership when requested in writing by a majority of the directors or by a majority of members of the corporation, designating in said call the time, place, and purpose of such meeting.

#### ARTICLE VII. VICE-PRESIDENT

In the absence of the president, or his/her inability to act, the vice-president shall act as president.

#### ARTICLE VIII. EXECUTIVE DIRECTOR

**Section 1.** An executive director selected by the board, who need not be a member of the organization, shall keep a full and complete record of the proceedings of the board of directors and of the meetings of the membership of the corporation; shall keep the seal of the said corporation and affix the same to such papers and instruments as may be legal in the regular course of business; shall make service of such notices as may be necessary or proper; shall have possession of the records and archives of the corporation; conduct official correspondence; attest documents; and to discharge such other duties as pertain to that office or as prescribed by the board of directors.

**Section 2.** The executive director, if so directed by the board, the secretary/treasurer, or the executive committee may collect or dispose corporation funds. If directed to handle funds, the executive director may be bonded and the cost of such bond shall be borne by the corporation.

**Section 3.** The executive director shall collect and receive all moneys that may be paid to him/her by virtue of his/her office, account for the same, and deposit said moneys as said executive director.

#### ARTICLE IX. SECRETARY/TREASURER

**Section 1.** The secretary/treasurer may deposit or cause to be deposited at his/her direction all moneys belonging to said corporation in such bank or banks as may be designated by the board of directors. Such funds shall be paid out only on checks of the said corporation duly signed by the president, secretary/treasurer, or executive director of the said corporation.

**Section 2.** The secretary/treasurer may give a bond for the faithful discharge of his/her duties, in such sum, and with such surety, as may be required by the board of directors. The premium on the said bond shall be paid by the said corporation.

## ARTICLE X. MEMBERSHIP

**Section 1.** Any person interested in the purposes and objectives of this organization may be eligible for membership, and upon proper application and payment of any required dues, may be accepted in membership.

**Section 2.** There shall be Junior, Adult, and Family competing memberships, Adult and Family Lifetime memberships, and Supporting memberships. The board may add non-voting memberships. The board will determine the specific classifications and privileges of each and cause the rule book to so state. The board will also determine the dues for each classification.

**Section 3.** Lifetime Members will be either paid or honorary. Regardless of the type of lifetime membership, in years the corporation is profitable, a portion of this membership fee will be deposited into the NATRC Foundation funds.

**Section 4.** Each Adult competing, Adult Lifetime, and Supporting membership is entitled to one vote. Each Family competing and Family Lifetime membership is entitled to two votes. No member shall be entitled to vote unless he/she is current on all dues and in good standing at the time when such voting takes place.

## ARTICLE XI. RESIGNATION AND REMOVAL

**Section 1.** The resignation of any member shall become effective upon written notice to the president or executive director of the corporation.

**Section 2.** By a vote of two-thirds of the board members present and voting, a quorum being present, any member may be removed for cause provided that at least ten (10) days written notice shall be first given to such member stating the cause for which it is intended he/she shall be removed and affording him/her the opportunity to be present and to be represented, if he/she so chooses, by any person at said meeting. The hearing of the matter shall be conducted as a formal proceeding in a board meeting under the direction of the president, with both sides having a full opportunity to present their views. Any continuance requested by either side may be granted in the discretion of the board or on a ruling of the president.

## ARTICLE XII. FISCAL YEAR

The fiscal year of the corporation shall end on December 31 of each year.

## ARTICLE XIII. COMMITTEES

### **Section 1. Executive Committee:**

- (a) The executive committee shall consist of the president, vice-president and secretary/treasurer. For the purpose of making decisions, two members shall be in agreement, but no decision shall be made without notice having been given to all three members.
- (b) The executive committee shall during periods between meetings of the board, exercise the duties and functions of the board within the limitations set forth by said board.
- (c) The executive committee shall prepare the agenda for the meetings of the board, which agenda may be added to at the board meeting.

### **Section 2. Judges Committee:**

- (a) The committee shall consist of a minimum of five NATRC approved judges in good standing. At least two of its members shall be veterinary judges, and at least three shall be horsemanship judges. There shall be two co-chairs: one a veterinary judge and one a horsemanship judge, both being members of the committee.
- (b) The committee and its co-chairs shall be appointed annually by the president of NATRC and confirmed by the board of directors.
- (c) The committee, with the approval of the board, shall be responsible for setting standard qualifications for recognized judges.

- (d) The committee shall review all applications for judges' cards and shall screen each candidate.
- (e) The committee shall advise the board of directors of its recommendations regarding the issuance of an approved judge's card for each candidate. The board of directors shall make the final decision as regards approval for an approved judge's card.
- (f) On receipt of a concern, complaint or protest that a judge has failed to judge according to the rules of the current NATRC Rule Book, the guidelines of the Judge's Manual, or the philosophies of NATRC, the committee shall be responsible for an investigation by appropriate means. The board of directors shall make the final decision on action, such as a letter or revocation of the judge's card, after the committee has found that the judge no longer exhibits required qualifications.
- (g) The committee shall hold meetings either by phone, mail, electronic means or in person. The decision of a majority of the entire committee shall be required for any action taken.

### **Section 3. Protest Committee:**

- (a) The president shall appoint annually a protest committee that shall consist of one member of the board of directors of NATRC, one NATRC judge in good standing, one competitor member in good standing, and the president as an ex-officio member. The president shall appoint a chair of this committee.

#### **(1) Protests**

A protest may be made against any NATRC ride for violation of any of the rules pertaining to such a ride that could affect the final awards. Such protest may be initiated by a competitor, an agent, or a parent of a junior competitor.

A protest must be in writing, signed by the person initiating the protest and be accompanied by a fee as established by the board of directors (cash, certified check or money order) and be mailed (postmarked) to the executive director not later than ten (10) days following the conclusion of the ride.

The executive director shall send copies of the protest to the protest chair, NATRC president, ride chair, ride judges, rules interpreter and any other involved official or competitor. These people will have fourteen (14) days in which to respond to the executive director. The executive director shall send copies of all replies to the protest committee. The protest committee shall review all information pertinent to the protest.

A written judgment shall be rendered by the protest committee to the executive director within fourteen (14) days of receipt of all information. Within ten (10) days of receipt of the written judgment by the executive director, he/she shall use this written judgment to notify the parties to the protest.

A judge's decision shall be incontestable unless an infraction of the rules has occurred.

#### **(2) Appeals**

The decision may be appealed by any affected party. The appeal shall be in writing, signed by the person initiating the appeal, and be mailed (postmarked) to the executive director not later than ten (10) days after receipt of the protest committee's decision. The appeal shall be heard by the board of directors. The decision of the board is final.

If the protest is allowed, the fee shall be returned to the party making the protest. If the protest is disallowed, the fee shall be retained by NATRC. The fee for a protest, which has been filed, processed, then withdrawn, will not be refunded.

#### **(3) Complaints**

A complaint must be in writing, signed by the complainant and mailed (postmarked) to the executive director not later than ten (10) days following the conclusion of the ride.

The executive director shall send a copy of the complaint to the ride personnel involved. The ride personnel will have twenty-one (21) days in which to reply to the executive director who shall forward the information received to the chair of the committee he/she deems most appropriate to receive the complaint. Copies shall be sent to the president and the chair of the sanction committee. The committee to which the complaint has been referred shall have fourteen (14) days to render a written judgment on the complaint and forward it to the executive director, who shall thereupon use this written judgment and promptly notify all affected parties and all persons receiving copies of the complaint as set forth above.

#### **Section 4. Nominating Committee:**

- (a) Each region shall appoint a nominating chair and, if deemed advisable, a nominating committee. This chair shall nominate annually, sufficient individuals to fill the positions of national board members/alternates whose terms expire at the end of the year.
- (b) Nominees must be and have been voting members for at least two (2) full fiscal years previous to the year of nomination. Nominees must, in the opinion of this chair, be active as a competitor, as a judge, in ride management or NATRC management.
- (c) The chair shall give due consideration to geographical areas and states, and to different categories of occupation, so that the board of directors is widely representative of NATRC and is a true composite of the leadership thereof.
- (d) At least thirty (30) days before the fall meeting of national board of directors, the regions shall submit to the voting members of their region a slate of nominees for the vacancies to occur on the national board of directors. Such ballots shall also provide space for nominees to be written in by the members.
- (e) Each region's nominating chair shall report the results to the president of NATRC who shall cause an announcement of the election to be made at the fall meeting of the national board of directors.

#### **ARTICLE XIV. PARLIAMENTARY PROCEDURE**

The business of the corporation shall be conducted in accordance with the bylaws of the corporation in all of its meetings of directors, committees or membership and, where no provisions are found in the bylaws for any specific proceeding, then the proceeding shall be conducted in accordance with Roberts' Rules of Order.

#### **ARTICLE XV. AMENDMENTS**

The board of directors shall provide proposed amendments to the NATRC general membership. After at least a 30-day review by the NATRC membership and a majority ballot vote of the responding membership is received, these bylaws may be amended by the board of directors as follows:

- (a) Vote by mail. The executive director shall notify each board member within ten (10) days of the closing date for ballots with the results of membership responses. Each board member must be provided at least ten (10) days for review and must respond not later than the date on which such ballot must be returned to the executive director. An affirmative vote of two-thirds of the board members is required for adoption of the amendment(s).
- (b) Vote at board meeting. The executive director will notify each board member prior to the board meeting with the results of membership responses. An affirmative vote of two-thirds of the board members present at the board meeting, a quorum being present, is required for adoption of the amendment(s).

#### **ARTICLE XVI. ORDER OF BUSINESS**

**Section 1.** The following is a recommended order of the business of a regular meeting of the board of directors and of the membership of the corporation:

- (a) Reading of Minutes
- (b) Executive Reports
  - (1) President
  - (2) Executive Director
  - (3) Secretary/Treasurer Financial Report
- (c) Communications
- (d) Reports of Committees
  - (1) Standing
  - (2) Special
- (e) Old Business
- (f) New Business
- (g) Speakers and Entertainment

(h) Adjournment

**Section 2.** At each meeting of the membership, the minutes of the meetings of the board of directors shall be made available to the membership present.

These revised bylaws, when adopted, under the provisions herein set forth, shall replace any and all bylaws or amendments thereto heretofore adopted by the corporation and shall be the bylaws governing the North American Trail Ride Conference, Inc.

The above bylaws were duly adopted at a regular meeting of the board of directors of the North American Trail Ride Conference, Inc., on the 9<sup>th</sup> day of November, 2019, after due notice had been given in accordance with the provisions of said bylaws, and I, Sarah Rinne, the executive director of said corporation, certify thereto.

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Sarah Rinne, Executive Director