

BYLAWS

-of-

ROCKY MOUNTAIN BREEDERS ASSOCIATION

Article I.

Name, Seal, and Offices

1. **Name**. The name of this Association is the **ROCKY MOUNTAIN BREEDERS ASSOCIATION**, hereinafter referred to as the Association.
2. **Seal**. The Association shall have no seal, unless the Board of Directors adopts a seal for the Association by resolution duly authorized by the Board.
3. **Offices**. The principal office of the Association shall be at the address listed for the Registered Agent with the Montana Secretary of State.

Article II.

Members

1. **Membership**. The Association shall have Members. Membership is open, but not limited to breeders and owners of registered Quarter, Appaloosa and Paint horses and others wishing to improve these breeds, improve performance horse market conditions, encourage education of horse owners and support the Association's annual sale. The Association shall further support the education, training and showing of versatility ranch horses. A breeder or owner, a couple (husband and wife) or a farm or ranch shall each be considered one Member.

With respect to sale consignments, there shall be four (4) levels of Membership:

- (a) Charter – the twenty original Members. If a Charter Member does not pay dues for any one year, then that Charter Membership is lost and cannot be regained.
- (b) Preferred – those Members who sold horses in the prior year's sale.
- (c) Select – those Members who have two or more years of present and concurrent Membership.
- (d) General – all other Members.

2. **Dues**. Annual dues shall be \$50.00 for an adult membership; \$20.00 for a youth membership; \$60.00 for a family/business/ranch membership; \$70.00 for a trainer with directory membership. Dues must be paid before a member can enter a show. Dues are payable upon becoming a Member of the Association and shall expire on December 31 of each year. Dues may be changed from time to time by the Members. Renewal of Membership is due by April 1 of the current year in order to retain Membership and Membership level.
3. **Voting Power**. Each Member that has paid the current year's dues shall be entitled to one vote for each item of business at a Membership meeting.

Article III
Member Meetings

1. **Annual Meeting.** The annual meeting of the Members shall be held before the end of each calendar year. Notice of the annual meeting shall be given at least seven (7) days prior to the meeting. Notice may be given by telephone, in person, by e-mail or in writing sent by regular U.S. Mail.
2. **Special Meetings.** A special meeting of the Members may be called by the President or the Directors. Notice of any such meeting shall be given as provided above for the annual meeting.
3. **Quorum.** A quorum at a Member or committee meeting shall consist of those Members present. Except as otherwise provided in these By-laws, a simple majority of those present shall be sufficient for any decision.

Article IV.
Board of Directors

1. **Duties.** The property, affairs and concerns of the Association shall be managed and controlled by a Board of Directors, who shall bear full and complete responsibility for the Association as a corporate entity.
2. **Number and Election.** The Association shall have at least five (5) Directors, which Directors shall be elected by the Members at its annual meeting for two-year terms or until their successors are elected and qualified. In order to be elected as a director, the member's dues must be current. Two (2) of the Directors shall be elected in even numbered years and three (3) of the Directors shall be elected in odd numbered years. In addition to the officer listed below, there shall be one (1) Director At Large who shall serve a two-year term.
3. **Vacancies.** Any vacancy on the Board of Directors shall be filled by an appointment of the remaining Directors.
4. **Resignations.** Any Member of the Board may resign at any time by giving written notice to the Board, and any such resignation shall take effect prospectively at the time specified therein, or if no time is so specified, shall take effect when accepted by the Board.
5. **Removal.** Any Member of the Board may be removed by an affirmative vote of a majority of the Members of the Board at any regular meeting or special meeting called for that purpose, for conduct detrimental to the interests of the Association, for acts not in sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any Member proposed to be removed shall be entitled to at least five (5) days' notice in writing of any meeting at which his or her removal is to be discussed, and shall be entitled to appear before and be heard at such meeting.
6. **Director Meetings.** There shall be meetings of the Board of Directors at such time and place as shall be called by the President of the Association. Notice may be given by telephone, in person, by e-mail or in writing sent by regular U.S. Mail, at least seven (7) days before the time for such meeting.
7. **Quorum.** The presence in person, or via online meeting platform of three (3) of the Directors of the Board shall be necessary to constitute a quorum for the transaction of business. Except where otherwise provided in these By-laws, a simple majority vote of those present shall be sufficient for any decision.

8. **Compensation.** No director shall receive any stated salary for his services as such, but by resolution of the Board a fixed reasonable sum for expenses may be allowed for the attendance at any regular or special meeting of the Board. The Board shall have power in its discretion to contract for and to pay to directors rendering unusual or exceptional services to the Association special compensation consistent with the value of such services and appropriate under the circumstances.
9. **Other Committees.** Committees may be designated and appointed by the Board of Directors to the extent authorized by law. Standing committees shall be appointed by the President with approval of the Board.

Article V. **Officers**

1. **Number.** The Officers of the Association shall be the President, First Vice-President, Second Vice-President, Secretary and Treasurer.
2. **Election, Term of Office, and Qualification.** The Membership shall nominate and elect officers. Nominations should be received by the Secretary one (1) month before the annual Member meeting of the election year so that ballot can be prepared and presented to the Members at the annual Member meeting. All officers shall serve for a two-year term. The term shall run from November 1 of the current year through October 31 of the subsequent year. The elections shall be held during the annual meeting. The President, First Vice-President and Treasurer shall be elected in odd numbered years. The Second Vice-President, Secretary and the Director-at-Large shall be elected in even numbered years. All officers must be Members of the Board of Directors.
3. **Vacancies.** A vacancy of the President shall be filled by the First Vice-President for the unexpired term. A vacancy of any other office shall be filled by appointment by the remaining officers to fill the unexpired term.
4. **Removal.** An officer may be removed from office by a petition of the Members that is signed by two-thirds or more of the total Membership.
5. **President.** The President shall preside at all meetings of the Members and the Board of Directors. The President shall appoint any and all committees that he/she shall determine are necessary, subject to the approval of the Board of Directors.
6. **Vice-Presidents.** The First Vice-President shall preside at all meetings in the absence of the President. Both Vice-Presidents shall oversee the annual sale. They shall be responsible for ensuring that the sale and futurities are run according to the rules and regulations set by the Association and the Department of Livestock of the State of Montana.
7. **Secretary.** The Secretary of the Association shall attend and keep the minutes of all the meetings of the Members and the Board of Directors and shall be the keeper of all other official records. The Secretary shall keep the records of all shows. The Secretary shall receive reimbursement for all expenses and may receive a stipend in an amount to be determined by the Board.
8. **Treasurer.** The Treasurer shall keep account of all monies received and disbursed by the Association. The Treasurer shall receive reimbursement for all expenses and may receive a stipend in an amount to be determined by the Board.
9. **Director-at-Large.** The Director-at-Large shall serve as the official Chair of the Show Committee. Other duties shall be identified and added.

Article VI.
Exempt Activities

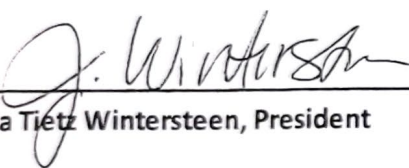
Notwithstanding any other provisions of these By-laws, no Director, officer, employee or representative of this Association shall take any action or carry out any activity whatsoever by or on behalf of the Association not permitted to be taken or carried on by an organization exempt from tax under Section 521 of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended, or by any other corresponding provision of any subsequent Federal tax law, rule, or regulation.

Article VII.
Amendments

These By-laws may be amended, repealed or altered in whole or in part by the affirmative vote of a majority of the Membership, providing a quorum is present and the general Membership received the proposed changes in writing at least seven (7) days prior to the meeting. The seven-day notice requirement may be waived by an affirmative vote of a majority of the Members present at the annual meeting. Any amendment shall be reduced to writing and included with these By-laws, indicating the effective date of the Amendment.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being the President and Secretary of this Association, known as the **Rocky Mountain Breeders Association**, do hereby certify that the above and foregoing By-laws were duly revised and adopted and in all respects ratified and confirmed and approved as the By-laws of said association this 4th day of November, 2023, and that the same do now constitute the By-laws of said Association.

 12/6/23

Julia Tietz Wintersteen, President

 12/7/23

Janice Finn, Secretary

Amended November 4, 2023.