

Rocky Mountain Team Penning Association Bylaws

ARTICLE I - Name

The name of this nonprofit corporation shall be the "ROCKY MOUNTAIN TEAM PENNING ASSOCIATION" and may be commonly referred to as "RMPA".

ARTICLE II - Objects and Purposes

The objects and purposes of RMPA shall be those stated in Article 3 of its Articles of Incorporation, and more specifically to:

1. Promote the equine sport of team penning and sorting by providing standardized rules governing Riding, Sanctioning, Points and Payback Schedule, Rating System and Criteria, and General Rules pertaining to team penning and sorting within the confines of the RMPA and in a manner consistent with the humane treatment of animals.

ARTICLE III - Finance

Section 1. Fiscal Year. The fiscal year of the RMPA shall extend from January 1st through December 31st of each calendar year.

Section 2. Fiscal Reporting. At the close of the fiscal year, a financial statement of that fiscal year and a proposed budget for the following fiscal year will be made available for the general membership by the Board of Directors.

Section 3. Assets. No member of the RMPA shall be entitled to or have any interest in the assets of the RMPA or have rights to share in the distribution thereof.

Section 4. Dissolution of RMPA. Upon dissolution of the RMPA, the Board of Directors shall follow the provisions set forth in the Articles of Incorporation, Article 4, Section 4.03.

ARTICLE IV - Penning Year

The penning year shall start the day after the previous year's Finals and run through the Finals of the current year.

ARTICLE V - General

Section 1. RMPA Rules. All sanctioned pennings will be governed by the RMPA Rules (see the RMPA Rules for more details). The Board of Directors shall have the authority to modify the RMPA Rules at any time; however, consideration should be given to the timing of this modification and its effect on the outcome of event competition points and awards. The Riding Rules should only be modified to become effective at the beginning of each penning year to avoid any inequities that could arise from these modifications.

Section 2. Methods of Notice to RMPA Members. Means of communicating RMPA matters may include, but is not limited to, telephone, fax, monthly newsletter, email, web site, individual mailings, personal contact, and scheduled meetings.

ARTICLE VI - Membership

Section 1. Members.

1. The RMPA shall not discriminate against any individual on the basis of race, color, religion, national origin or sex in the organization policies, activities or corporate undertakings of any and

every nature. The RMTPA shall further comply with the Civil Rights Act of 1964 and related amendments and executive orders as well as the regulations, executive orders and administrative requirements of the United States Department of Health, Education and Welfare as well as the United States Department of Agriculture and the laws of all governmental bodies of the State of Colorado.

2. Any person, family or partnership shall be eligible for membership. Family membership shall include: husband, wife and children.
3. The Board of Directors at any duly-called meeting may, by affirmative vote of the majority of the members present, expel or suspend any member of the RMTPA for:
 - a. Failure to pay any obligation to the RMTPA; or
 - b. Failure to abide by the RMTPA Rules.
 - c. Acting in a manner inconsistent with the humane treatment of animals.
4. RMTPA may share information on member's past due balances with affiliate penning organizations. Penners will not be allowed to ride at RMTPA Sanctioned events or those of affiliate penning organizations unless their accounts are kept current.

Section 2. Dues.

1. Lifetime memberships are \$200.00 per individual. Yearly membership fees shall be \$25.00 for each adult, \$5.00 for each Junior (17 and under), and family memberships shall be \$40.00 per year. Memberships will begin on the day payment is received.
2. Dues are payable on September 1st of each calendar year. Rights and entitlements of the RMTPA shall not occur until dues have been paid. Membership dues shall be determined by the Board of Directors subject to approval by a majority of the members present and voting at the Annual Meeting, provided that a written notice and explanation of the proposed dues change shall have been mailed to the members at least thirty (30) days in advance of the meeting.

Section 3. Rights. Only active members may hold office. Only active and life members may vote. A family membership will be entitled to one vote per adult member. A proxy vote must be in writing and must be received by a Board member prior to the meeting in order to be valid. All members shall receive the RMTPA newsletter as part of their membership.

Section 4. Fiscal Year. The year for dues shall be the same as the Penning Year, as stated in Article IV of these Bylaws.

Section 5. Failure to Renew Membership. Members failing to pay dues by two months after the beginning of the fiscal year for dues, per Article VI, Section 4 of these Bylaws, shall be suspended from membership. Suspended members may be reinstated at any time upon payment of the current year's dues.

ARTICLE VII - Meetings

Section 1. General Membership Meetings. General membership meetings shall be at the discretion of the Board of Directors or regularly on the first Wednesday of the month. There will be an Annual Meeting of the general membership at which elections are held and new rules or rules changes are reiterated.

Section 2. Board of Directors Meetings. Board of Directors meetings shall be held at such time and place as may be determined by a majority vote of the Directors and shall be held at least once per month.

Section 3. Special Meetings. Special meetings of the RMTPA shall be called by the President upon receiving a written petition requesting such a meeting, endorsed by at least twenty-five percent (25%) of the regular members in good standing of the RMTPA. The President, with the Board of Director's consent, may also call a special meeting.

Section 4. Notice. Written notice of any meeting shall be sent to each member at least ten (10) days before the meeting. This notice may be incorporated into the monthly newsletter, posted on the internet web site, e-mailed, faxed, or U.S. Postal Service mailed to the member's address, or any combination hereof.

Section 5. Quorum. Ten percent (10%) of the members qualified to vote shall constitute a quorum for RMTPA meetings.

Section 6. Voting. The affairs of the RMTPA shall be conducted by a 2/3rds majority vote of the members voting, unless otherwise provided in the Bylaws.

ARTICLE VIII - Officers

Section 1. Officers. The officers of the RMTPA shall be the President, Vice President, Secretary, and Treasurer. All officers of the RMTPA must be active members in good standing of the RMTPA. No officer may hold more than one (1) office at a time.

Section 2. Terms of Office.

1. Officers. Each year's officers are elected for a one (1) year term during the Annual Meeting and will assume office ~~on January 1st of that~~ at the start of the new Penning Year. During the time between the Annual Meeting and January 1st, the current year's officers will continue their duties and will tutor the newly elected officers as necessary.
2. Immediate Past (Retiring) Officers. The President, Vice President, Secretary and Treasurer shall serve a term of one (1) year on the Board of Directors as a Director.

Section 3. Duties of Officers. The officers shall perform those duties assigned to them by these Bylaws, the Board of Directors and the parliamentary authority adopted by the RMTPA. The President, Vice President, and Secretary will be authorized to sign RMTPA checks.

1. President: The President shall preside at all membership and Board of Directors meetings of the RMTPA and shall perform such other duties as necessary for the proper administration of the affairs of the RMTPA except as such duties specifically delegated herein to the other Officers, Board of Directors, and/or membership of various committees. The President shall be an ex-officio member of all committees.
2. Vice President: The Vice President shall serve as an assistant to the President in the administration of the RMTPA and shall perform such specific duties as may be assigned by the President, or the Board of Directors. In the absence of the President, the Vice President shall be an ex-officio member of all committees.
3. Secretary: The Secretary shall keep all records of business transactions of the RMTPA at its regular meetings and at such times as may be prescribed by the Board of Directors.
4. Treasurer: The Treasurer shall have custody of the funds of the RMTPA and shall account to the RMTPA at its regular meetings and at such times as may be prescribed by the Board of Directors. The Treasurer will keep records of monies accumulation for year-end awards as received from each RMTPA sanctioned event.

Section 4. Show Secretary. The Show Secretary shall be responsible for records of accumulation of monies and points earned by all RMTPA members, in all divisions, at all RMTPA sanctioned events.

ARTICLE IX - Board of Directors

Section 1. Members. The Board of Directors shall be composed of the officers of the RMTPA, to include the immediate past President, Vice President, Secretary and Treasurer. The number of Directors shall not exceed fifteen (15) or be less than three (3), with the current number of directors set at ten (10), as prescribed in Article 8, Section 7.03 of the RMTPA Articles of Incorporation. **No two related persons (husbands, wives, children or other immediate family members) shall serve simultaneously on the Board of Directors.**

Section 2. Terms of Office. All members of the Board of Directors are elected for a one (1) year term during the Annual Meeting and will assume office on January 1st of that Penning Year.

1. A member of the Board of Directors may be removed prior to the expiration of a one (1) year term upon a 2/3rds majority vote of the RMTPA membership casting votes. Vacancies may be filled by the vote of the Board of Directors for the balance of the one (1) year term.
2. A member of the Board of Directors will be automatically dismissed from the Board of Directors and replaced if that person is absent from three (3) consecutive meetings without a valid excused absence.

Section 3. Duties. The duties of the Board of Directors shall be those usually assigned to such boards in similar associations, including but not limited to: having general supervision and administration of the affairs of the RMTPA between its business meetings, fixing the time and place of meetings, making recommendations to the membership of the RMTPA and performing other duties as specified by these Bylaws or the parliamentary authority.

Section 4. Powers. The Board of Directors shall have sole power, on behalf of the RMTPA, or any of its committees or subunits, to expend funds, incur indebtedness, solicit funding, make public statements, issue public documents, establish and maintain relations with other organizations and take such other actions and perform such other acts; (or refrain from taking such actions and performing such other acts) as the Board of Directors determines to be in the best interest of the RMTPA. Only the President, Vice President, and Secretary will have the authority to sign RMTPA checks.

Section 5. Quorum and Voting. Fifty percent (50%) of the members of the Board of Directors shall constitute a quorum.

Section 6. Meetings. Meetings of the Board of Directors shall be called, and the time and place for them set, at the discretion of the President.

Section 7. Publication of Resolutions. The text of these Bylaws, and all major resolutions and policy decisions of the RMTPA, shall be published in the RMTPA newsletter and may be posted on the RMTPA's internet web site.

ARTICLE X - Committees

Section 1. In General. There shall be such committees as the Board of Directors shall create or shall be created by a majority vote of those present and voting at any business meeting of the RMTPA.

Section 2. Standing Committees. Standing committees shall be as follows: Awards, Public Relations, Ratings, Rules and Flagging, and Shows. Duties will be as assigned by the President or the Board of Directors.

Section 3. Special Committees. Special committees shall be appointed by the Board of Directors for a stated period to accomplish a specific purpose. At the end of that period, the continuation of each special committee shall be decided upon by the Board of Directors.

Section 4. Reports. Each committee shall submit to the Board of Directors a written annual report of its activities which shall contain any recommendations considered necessary or advisable. Additional reports may be submitted at the option of a committee or as requested by the Board of Directors or the President. Summaries of the report shall be published in the RMTPA newsletter.

Section 5. Expenses. No committee shall incur expenses on behalf of the RMTPA, except as authorized by the Board of Directors, nor shall any committee commit the RMTPA by any declaration of policy.

Section 6. President as Ex-Officio Member. The President (or in his/her absence, the Vice President) shall be an ex-officio member of all committees.

ARTICLE XI - Liability

Section 1. General. All persons or corporations extending credit to, contracting with, or having claims against the RMTPA shall look only to the funds and property of the RMTPA for payment of such contract or claim, or for the payment of any debt, damage, judgments or decree, or any money that will otherwise become payable to them from the RMTPA. The members of the RMTPA or its Officers, both past and present, shall not be held personally liable thereof for debts incurred for the RMTPA.

Section 2. Limitation of Director and Officer Liability. A director (including any member of the Board of Directors) or officer of the RMTPA shall not be liable to the RMTPA or its members for monetary damages for breach of fiduciary duty as a director or officer, except that such provision shall not eliminate or limit the liability of a director or officer to the RMTPA or its members for monetary damages for: Any breach of the director's or officer's duty of loyalty to the RMTPA or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or any transaction from which the director or officer derived an improper benefit.

ARTICLE XII - Amendment of Bylaws

These Bylaws may be amended, altered, or repealed at any meeting of the Board of Directors by a 2/3rds vote, provided that the amendment has been submitted in writing at the previous Board of Directors meeting and notice of the vote on the proposed amendment is sent to each member of the Board of Directors at least ten (10) days before the meeting.

ARTICLE XIII - Parliamentary Authority

It is understood that the RMTPA is ruled first by local, state, and federal laws, and then by its adopted special rules of order, and finally by its adopted parliamentary authority. The rules contained in the current edition of *Roberts Rules of Order* shall govern the RMTPA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the RMTPA may adopt.

ARTICLE XIV - Miscellaneous

Section 1. Invalid Provision. The invalidity or unenforceability of any particular provision of these Bylaws shall not affect the other provisions herein, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision was omitted.

Section 2. Governing Law. These Bylaws shall be governed by and construed in accordance with the laws of the State of Colorado.

Section 3. Effective Date. These Bylaws shall be come effective immediately upon their approval by the Board of Directors of the RMTPA, per the RMTPA Articles of Incorporation, Article 4, Section 4.01.

* * * * *