



**M•W•R•H•A**

**Midwest Reining Horse Association**  
*Affiliate of the National Reining Horse Association*

# BY-LAWS

**MIDWEST REINING HORSE ASSOCIATION**  
Affiliate of the National Reining Horse Association

Updated January 2020

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# Midwest Reining Horse Association BY-LAWS

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# Midwest Reining Horse Association BY-LAWS

## ARTICLE I – Organization

### Section 1 - Title

This organization is incorporated under the laws of the State of Delaware and shall be known as the Midwest Reining Horse Association referred to herein as **MWRHA** accordance with the laws of the State of Delaware and the United States of America. And is operated and conducted as a non-profit corporation in accordance with the laws of the State of Illinois.

### Section 2 - Objectives and Purposes

- a. The promotion of the reining horse
- b. To offer educational programs on the development of the reining horse
- c. To hold competitive events
- d. To reach a wide audience including the youth, non-professionals & professionals
- e. To communicate and coordinate with other groups within the State and surroundings States and the promotion of reining horses and reining horse functions
- f. To affiliate the **MWRHA** with the National Reining Horse Assoc. and such other organization as may be, from time to time, deemed advisable by the Board of Directors

### Section 3 - Location

The principal office of the Association shall be the address stated on the Articles of Incorporation filed with office of the Delaware Secretary of State, for NRHA purposes the address shall be stated as PO Box 711, Crystal Lake, IL 60039.

- Web Address is mwrha.com
- Facebook page is listed under Midwest Reining Horse Association

### Section 4 - Dissolution

Upon the dissolution of the **MWRHA**, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, decide to either donate the remaining funds to equine research of their choice or directly to another affiliate.

## ARTICLE II – Officers

### Section 1 - Officers

All officers must be current members of the organization. The officers of the corporation shall be a president, a vice-president, a treasurer, a secretary, and such assistant treasurers, assistant secretaries or other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform

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the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

## **Section 2 - Election and Term of Office**

The election of officers shall be held at the Annual Meeting/Awards Banquet of the Association at the location and time as designated by the Board of Directors. This meeting portion is for election purposes and a summary of the year only. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter or before the Annual Meeting or Awards Banquet by ballot as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until his/her shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights. Each officer will serve a two (2) YEAR TERM or three (3) YEAR TERM depending on the needs of the association and may be elected for consecutive terms.

## **Section 3 – Nomination**

A nominating committee which will consist of four members: The President as chair, the Vice President, Secretary, Treasurer and one Director at large. The nominating committee shall meet not later than three months prior to the next regular annual meeting and shall prepare and submit a slate for nomination of officers and directors to be elected. Such recommendation shall be made to the Board within said period and shall thereafter be printed and mailed to the voting members as aforementioned. Any member in good standing within the club may be nominated for an office or director by another member and presented to the Board of Directors not later than three months prior to the next annual meeting.

## **Section 4 - Voting procedures**

Voting shall be by ballot.

## **Section 5 – Removal**

Any officer elected by the General Membership, or appointed by the Board of Directors, may be removed by the Board of Directors whenever in its judgment, the best interest of the Association would be served thereby. However, such removal shall be without prejudice to the contract rights, if any, of the person so removed.

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## ARTICLE III - Duties of Officers

### Section 1 - President

The President shall be the principal executive of the corporation. Subject to the direction and control of the Board of Directors, he/she shall be in charge of:

- the business and affairs of the corporation
- shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors
- shall preside at all meetings of the members and of the Board of Directors shall execute bonds, mortgages, and other contracts requiring execution on behalf of the association, and approved by a quorum
- shall have the authority to appoint a committee to assist him/her in the operation and management of the association
- and in general, shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors

### Section 2 - Vice President

The Vice-President shall:

- assist the president in the discharge of his/her duties as the president may direct and shall perform such other duties as from time to time may be assigned to them by the president or by the Board of Directors
- perform all of the duties of the president in the event of his/her absence, disability or refusal to act, and when so acting, shall have all the powers of and be subject to all the restrictions of the president and approved by a quorum
- shall execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the board of directors has authorized by a quorum

### Section 3 – Treasurer

The Treasurer shall:

- shall be the principal accounting and financial officer of the corporation
- he/she have charge of and are responsible for the maintenance of adequate books of account for the corporation
- have charge and custody of all funds and securities of the corporation, and be responsible therefore, and for the receipt and disbursement thereof;
- Perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors. If required by the board of directors, the treasurer may be required to have a bond for the faithful performance of his/her duties determine by the board paid for by **MWRHA**

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## Section 4 - Secretary

The Secretary shall:

- record the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose
- see that all notices are duly given in accordance with the provisions of these by-laws or as required by law' be custodian of the corporate records and of the seal of the corporation
- keep a register of the post office address of each member which shall be furnished to the secretary by such members, and the e-mail addresses of those members; and perform all the duties incident to the office of secretary and such other duties as from time to time may be assigned to her/him by the president of by the board of directors

## ARTICLE IV - Board of Directors

### Section 1 – Structure

The business and property of the MWRHA shall be managed and controlled by the Board of Directors and an executive committee hereinafter created and empowered.

- The number of elected directors will initially be eight (8) except as otherwise established from time to time by resolution of the Board. Those eight persons shall have a rotation of 2 or 3 years at the discretion of the Board. However no more than half will be replaced at any one time. All directors elected shall serve for the regular term or until their successors are elected and shall have qualified. The directors shall be elected by the votes of the membership on a ballot on or before the annual meeting of the membership except as provided in Section 2, Vacancy's.
- The board can appoint Directors at Large to perform specific tasks. This appointment will be known as Director at Large.
- Any elected director who is absent for three (3) consecutive times from meetings, regular of special, or both, is automatically removed as a director without further action, upon their third absence, unless such absence is necessitated by valid business purpose or illness, and is excused in advance. The office shall thereupon become vacant and the vacancy may be filled by election of the Board of Directors. This individual will serve in this capacity until the annual meeting election.

### Section 2 – Vacancy

In case of any vacancy in the board of directors by death, resignation, disqualification or other causes, the remaining directors, by affirmative vote of a majority thereof, may elect a successor to serve until the next regular annual meeting.

### Section 3 – Meetings

A regular meeting of the Board of Directors should be held soon after the elections of directors.

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## **Section 4 – Special Meetings**

Special meetings of the Board of Directors shall be held whenever called by the direction of the President or by two-thirds of the Directors. Unless otherwise indicated, any and all business may be transacted at a special meeting.

## **Section 5 - Indemnification**

The corporation shall indemnify each of its directors, officers and members whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him/her in connection with the defense of any litigation to which the individual may have been a party because he/she was a MWRHA director, officer or member of the corporation.

- The individual shall have no right to reimbursement, however, in relation to matters as to which he/she duty as director, officer or member by reason of willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of his/her office or employment. The right to indemnity for expense shall also apply to expense of suits which are comprised or settled if the court having jurisdiction of this matter shall approve such settlement. The foregoing right of indemnification shall be an addition to, and not exclusive of, all other rights which such director, officer or member may be entitled, or no larger than in MWRHA treasury at the beginning of suit.

## **Section 6 - Compensation**

Compensation for Directors is at the discretion of the Board. By resolution of the Board of Directors, any expenses incurred by a Director or Officer will be reimbursed, with presentation of receipts.

## **Section 7 - Proxies**

There shall be no proxies for Board of Directors' votes.

## **Section 8 – Quorum and Manner of Acting**

Fifty-one percent (51%) or more of the seated Board members (does not include vacant positions) constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the entire Board of Directors. The Board of Directors may appoint a committee of two (2) or more Directors or members or any combination thereof to perform any act or acts in the stead of the Board of Directors. Such designation of a committee shall not relieve the Board of Directors or any individual Director of any responsibility imposed upon it by these by-laws or applicable law.

## **Section 9 – Point System and Award Classification**

The officers and Directors shall determine the point system and award classification for the following years' horse shows by notice to the Corporation in the fall of each year.

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## ARTICLE V – Committees

### Section 1 - Committees of Directors

The Board of Directors may designate one or more committees, each of which shall consist of one or more directors and have other members by volunteer of appointment. The total number of committee members shall be designated by the board of directors. The committees shall have and exercise the authority of the board of directors in the management of the corporation. However, the designation of such committees and the delegation of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law.

### Section 2 - Chairman

One member of each committee shall be appointed chairman. The president of the corporation is excluded.

### Section 3 - Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## ARTICLE VI - Members and Membership Criteria

### Section 1 - Class of Member

Membership is open to any individual of good character and reputation that has an interest in the reining horse. All membership should be filed with the Secretary and be accompanied by payment of dues for the calendar year. Members shall be admitted and retained in accordance with the rules and regulations of the [MWRHA](#).

- Members of the [MWRHA](#) shall be admitted, retained and expelled in accordance with such rules and regulations as the Board of Directors may, from time to time, adopt. In all matters governed by the vote of the members, each member in good standing shall be entitled to vote.
- There shall be available individual and family memberships. A Family membership shall include up to two adults and all children of the family 18 years of age and younger.
- Any member 19 years old will be required to obtain an individual membership and will be entitled to one vote.
- The annual membership dues are as follows:
  - Annual Individual Membership \$30.00 will entitle member to one vote at the annual meeting



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- Annual Family Membership \$50.00 will entitle member to TWO votes at the annual meeting
- Lifetime Individual memberships \$200.00 will entitle member to one vote at the annual meeting

## **Section 2 - Termination of Membership**

The Board of Directors may by the majority or 2/3rd vote of Board Members present at any regular constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel and member who shall be in default in the payment of dues or show expenses.

## **Section 3 - Resignation**

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessment, or other charges theretofore accrued and unpaid.

## **Section 4 - Reinstatement**

Upon written request, signed by former member and filed with the Secretary, the Board of Directors may, by 2/3rds vote of all board members present, reinstate such former member upon such terms as the Board of Directors may deem appropriate.

## **Section 5 - Annual Meeting**

The annual meeting of the members shall be held at the Annual Awards Banquet. This meeting is to announce the new officers and directors and a summary of the year for the corporation. Notice of the Annual Meeting/Awards Banquet shall be given in writing by mailing via US Post Office or via e-mail. Notice shall state the time and place of such meeting and sent to the last known address of each member as it appears on the records of the **MWRHA** not less than fifteen (15) days prior to the date of the meeting.

## **ARTICLE VII - Class Conditions**

### **Section 1 – Class Conditions**

Class Conditions are as shown in the National Reining Horse Association Handbook with the addition of the following classes.

- Green Horse not earning more than \$500.00 or less than 25 points in a reining competition, this class is not NRHA approved.
- All entries are subject to class conditions as prescribed by the **MWRHA**. Objections to the validity of entries must be made in writing to **MWRHA** within ten (10) days of the show for investigation. Entries found to be in violation of class conditions will forfeit all points and money accumulated in that show year.

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- A leased horse may be shown in Non Pro competition under NRHA guidelines.
- IT IS THE RESPONSIBILITY OF THE OWNER/RIDER TO BE AWARE OF THE NRHA/MWRHA STATUS AND ELIGIBILITY OF HORSE/RIDER.

## **ARTICLE VIII - Contracts, Checks, Deposits, AND Funds**

### **Section 1 - Contracts**

The board of directors may authorize any office or officers, agent or agents of the corporation, in addition to the officers so authorized by law, to enter into any contract of execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

### **Section 2 - Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the president or a vice president of the corporation.

### **Section 3 - Deposits**

All funds of the corporations shall be deposited in a timely fashion to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

### **Section 4 - Gifts**

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposed or for any special purpose of the corporation.

## **ARTICLE IX - Books & Records**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney for any purpose at any reasonable time.

## **ARTICLE X - Fiscal Year**

The fiscal year is January 1<sup>st</sup> through December 31<sup>st</sup>

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## **ARTICLE XI - Seal**

The corporate seal shall have inscribed thereon the name of the corporation and the words Corporate Seal, Illinois.

## **ARTICLE XII - Waiver of Notice**

Whenever any notice is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or by the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIII – Amendments**

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the board of directors with a  $\frac{3}{4}$  vote by the Board of Directors (quorum) unless otherwise provided in the articles of incorporation or the by-laws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or articles of incorporation.