

**Governance Committee
2026 NCHA Convention Agenda
June 19, 2026 • 9:00 am – 11:00 am
Napa B
South Point Hotel • Las Vegas, Nevada**



1. Call to Order and Roll Call
2. Mission Statement
3. 2027 Proposed Bylaw Changes
4. Old Business
 - a. Director Emeritus Proposal
5. New Business
6. Election of Chairman & Vice Chairman
7. Adjournment

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2026 PROPOSED BYLAW CHANGES/CLARIFICATIONS WORKSHEET
(V1)

<u>PROPOSED CHANGES</u>	<u>REASONS FOR CHANGES</u>
<p>Article I — GENERAL</p> <p>Section One. This Association shall be known as the NCHA (the “Association”). The Association is a non-profit corporation incorporated under the laws of the State of Texas.</p> <p>Section Two. The term for which it will exist shall be perpetual.</p> <p>Section Three. The Association is organized and shall be operated exclusively as an agricultural organization within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the “Code”) and shall not carry on any activities prohibited under that section of the Code. With the scope of the foregoing purposes, and not by way of limitation thereof, the Association is organized and operated to encourage, promote, advertise, and develop the cutting horse as a unique and excellent equine athlete. The Association shall carry out the foregoing purposes by, among other things, conducting and sponsoring cutting horse activities, events, and contests world-wide; establishing standards, rules, and regulations for the efficient promotion and management of the sport of cutting; establishing qualified and/or affiliated groups and organizations; establishing requirements, categories and criteria for membership in the Association; establishing standards for judging the performance of cutting horses; maintaining achievement records of individual cutting horses and riders; establishing appropriate recognition for such achievements; maintaining the traditional and historical connection of the cutting horse with the ranching and livestock industry; and cooperating with other equine breed associations having common purposes.</p>	<p>This language is added to confirm that the NCHA complies with the law.</p>

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<p>Article II — MEMBERSHIP; RULES AND REGULATIONS</p> <p>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 Executive Committee or 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 Executive Committee or the Board of Directors. Termination or application rejection proceedings under this paragraph shall be conducted under the Association's disciplinary procedures for notice, hearing, and temporary suspension; the effect of termination or rejection may be the denial of the privileges of the Association, as set forth in the Association disciplinary procedures. <u>The determination of whether a member has engaged in conduct which is, or may be, detrimental to the Association, shall be within the complete discretion of the Directors or Executive Committee members in attendance at the hearing.</u></p>	<p>This language is added to ensure that the standards of the removal of membership are the same as the standards for the removal of directors and officers.</p>
<p>The categories of membership in the Association, and the fees, benefits, qualifications, and guidelines for each category, shall be set forth in the Association's Official Handbook of Rules and Regulations, as such handbook may be amended from time to time. (Hereinafter referred to as the "Rules and Regulations"). Each member of the Association hereby acknowledges the Executive Committee's authority to promulgate and amend the Rules and Regulations, subject only to the Board of Directors' right to approve the Rules and Regulations or any amendments thereto. <u>All members agree to be familiar with and be bound by the Bylaws, rules, regulations and policies of the Association.</u></p>	<p>This language is currently on membership application, but should be added here to ensure that all members are aware of this requirement of membership.</p>
<p>Article III — MEMBERS</p> <p>Section One. An annual meeting of the members of the Association shall be held each year at a time and place designated by the Executive Committee. Notice of the annual meeting shall be given to each member stating the date, time, and place of said meeting not less than ten days nor more than sixty days prior to the date of said meeting. <u>Meetings of members may be held in person, by video conference or by any other electronic communications system prescribed by the Association.</u></p>	<p>This language is added to conform to the NCHA's current practice of allowing meetings to be conducted by electronic means.</p>

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<p>Section Two. Special meetings of the members may be held whenever called in writing by direction of the President or by a majority of the Board of Directors, or by the written direction of not less than ten percent of the members in good standing. Said notice shall state the date, time, place, and purpose of said meeting and shall be given not less than ten days nor more than fifty days prior to the date of said meeting. Only such business as is set forth in the written notice of said special meeting shall be transacted at said meeting. <u>The NCHA President shall preside over all meetings of the members.</u></p>	<p>This language is added to conform to the NCHA's current practice for conducting meetings.</p>
<p>Section Four. Each member in good standing of the Association shall be entitled to one vote at a meeting of the members. A member shall be in good standing if the member is not in arrears with respect to the payment of dues <u>or other monies owed to the Association</u> and is not suspended from membership for a violation of the Association's rules and regulations. <i>However, any person who has received a free membership will be considered a non-voting member during the term of such free membership.</i> Voting shall be in person, online, by mail ballot or by other electronic means prescribed by the Association. Only ballots meeting the foregoing requirements shall be accepted and counted. Ballots may not be transmitted in any other form, including but not limited to facsimile transmission. No voting by proxy shall be allowed.</p>	<p>This language is added to clarify that a member will not be considered to be in good standing if the member is in arrears on money owed to the NCHA for any reason.</p>
<p>Section Five. Concerning all NCHA elections in which online voting or mailed ballots are utilized: (a) All NCHA ballots and voting practices shall be in such form as to prevent anyone from discovering the specific identity of the voting member marking such ballot form by inspection of the ballot form required for completion in all elections; and (b) The voting entity used by the NCHA shall be selected by the Executive Committee and shall be select an independent entity not utilized by the NCHA in any other capacity <u>to conduct the elections of officers and Executive Committee members. The NCHA may use other means for conducting the elections of directors.</u></p>	<p>This language is added to allow the EC flexibility to use other means for elections that may be more cost effective.</p>

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<p>Article IV — DIRECTORS</p> <p>Section One. The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to law, or this Constitution and Bylaws, as they deem necessary concerning the conduct, management and activities of the Association; the admission, classification, qualification, supervision and expulsion of members, removal of officers, the rules and regulations setting the procedure of such suspension, expulsion or removal, the fixing and collecting of dues and fees, the expenditure of money, the auditing of books and records, the conducting of shows, contests and exhibitions and other details relating to the general purposes of the Association. However, in cases of substantial changes to NCHA Rules (as determined by the NCHA President), the Board of Directors shall first seek input from all impacted Standing Committees, when possible. Further, any changes to this Constitution and Bylaws shall not go into effect until approved by the members as provided in Article III of these Constitution and Bylaws. Finally, other decisions made by the Board of Directors are subject to approval, revision or amendment by the members at any regular or special meeting of the members called in accordance with this Constitution and Bylaws.</p>	<p>This language is added for clarification purposes.</p>
<p>Section Two. The Board of Directors of the Association shall consist of one director for every seventy-five members in good standing of the Association in a Director District as outlined below. However, any person who has received a free NCHA membership shall not be included in such seventy-five member count <u>or be able to serve as a director</u> during the term of such free membership. The Board of Directors shall include the President, President-Elect, Vice President of the Association, and members of the Executive Committee. In addition, subject to the provisions herein regarding removal of Directors, all past Presidents of the Association shall be lifetime “Life Directors” and shall continue to possess full voting privileges. The Executive Director shall be an Ex-officio non-voting member of the Board of Directors.</p>	<p>This language is added to make clear that someone who has received a free membership cannot serve as an NCHA director during the term of that free membership.</p>
<p>(g) <u>A special election under this Article shall be conducted on such terms as prescribed by the Executive Committee.</u></p>	<p>This language is added to give the Executive Committee the ability to use a shorter time frame for an election to fill an open slot than is otherwise provided for in this Article when the circumstances require a quicker election.</p>

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<p>Section Four. During their term of service, any Director who misses two regular meetings of the Board of Directors shall be immediately terminated as a Director unless the Director has been granted an excused absence with respect to any such meeting by the President. The President may grant excused absences for illness or other emergency or other good cause, as determined in the President’s sole discretion. A Director shall be considered in attendance at the annual meeting of the Board of Directors only if the Director attends all sessions, which includes the regional directors meeting, and Sessions 1 and 2 of the Board of Directors <u>meetings</u>. Any director who fails to attend two consecutive annual meetings or fails to attend two annual meetings within their three-year term will be dismissed and will be ineligible to run as a director for the following three years.</p>	<p>This language is added for clarification purposes.</p>
<p>Section Eleven. Any Director who engages in conduct which is, or may be, detrimental to the Association, shall be removed from office upon the affirmative vote of at least two-thirds (2/3) of the Directors present at any meeting of the Board of Directors at which a quorum is present. The determination of whether a Director has engaged in conduct which is, or may be, detrimental to the Association, shall be within the complete discretion of the Directors in attendance <u>at the meeting</u>.</p>	<p>This language is added for clarification purposes.</p>
<p>Article V—EXECUTIVE COMMITTEE</p> <p>Section One. There shall be an Executive Committee composed of the President, the President-Elect, the Vice President and such Regional Directors as described herein. The President, President-Elect and Vice President shall each serve on the Executive Committee during their respective terms of office.</p> <p>(a) The Executive Committee shall be composed as follows:</p> <p>(i) eight Regional Directors consisting of one Regional Director from each Region, each of whom shall have been nominated and elected by the Directors residing in such region from among the eligible Directors and Life Directors residing in such Region; <u>and</u></p> <p>(ii) three executive officers, consisting of the President, President-Elect and Vice President; and</p> <p>all at-large members elected to serve on the Executive Committee at or prior to the June 2022 Convention shall serve out the remainder of their existing three-year terms. No at-large members shall be elected to the Executive Committee after the June 2022 Convention. No at-large members will serve on the Executive Committee after June 2025.</p>	<p>The stricken language is no longer relevant. The NCHA no longer has at-large members on EC.</p>

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<p>(d) Because of the staggered terms of membership on the Executive Committee, the election system shall work as follows:</p> <p>(i) Commencing with the June 2003 annual meeting of the Board of Directors and thereafter, all Regional Directors seated on the Executive Committee shall rotate off the Executive Committee as their respective three-year terms shall expire. Upon the expiration of their respective terms, each Regional Director shall be replaced by a Regional Director elected from that same Region. Each Regional Director so elected shall receive a three-year term.</p>	<p>The language is stricken because the date is no longer relevant.</p>
<p>(e) Except as otherwise provided herein, all Regional Directors who are elected to the Executive Committee shall serve on the Executive Committee for staggered three-year terms. <u>The term of each newly elected member will commence at the end of the annual meeting of the Board of Directors following their election.</u></p>	<p>The removed word is no longer needed since there are no at-large members of the EC. The added language is to conform to current NCHA practices.</p>
<p>(i) All nominees for all Regional Directors <u>for the Executive Committee</u> shall complete a Regional Director application form and return the completed form to the Executive Director 90 days before the Regional Director Election in order for the Nominee to be eligible for the Regional Director Election. Nominee forms should be distributed to specific region directors 60 days ahead of Regional Director Election. Voting from the slate of nominees shall be conducted at the annual Regional Directors meeting or as otherwise prescribed by the Association. The nominee receiving the highest number of votes from the Directors and Life Directors resident in such Region shall become such Region's Regional Director and shall serve as a member of the Executive Committee. <u>The President shall be ineligible for a period of one (1) year after the end of his/her term to serve the Association as a member of the Executive Committee.</u></p>	<p>The removed words are not needed since only Regional Members are on the EC now. The added language is moved here from Article VI, Section Two since this is a more appropriate location.</p>
<p>Section Two. Any Executive Committee member who was elected to the Executive Committee as a Regional Director who is then <u>subsequently</u> elected to the office of President, President-Elect or Vice President of the Association shall, upon assuming such office, be deemed to have vacated their Executive Committee position. as a Regional Director. The unexpired term of the vacated Executive Committee position shall be filled pursuant to an election conducted <u>on such terms as may be prescribed by the Executive Committee.</u> in accordance with Section One (e) of this Article V.</p>	<p>The removed words are no longer needed since there are only Regional Members on the EC now.</p> <p>The added language allows the EC to use a shorter time frame for election to fill an open slot than is otherwise provided for in this Article when the circumstances require a quicker election.</p>

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<p>Section Three. The Executive Committee shall manage the affairs of the Association between meetings of the Board of Directors, and all powers of the Board of Directors shall be vested in the Executive Committee except the power to amend this Constitution and Bylaws and except as otherwise <u>specifically</u> limited by the Board of Directors or by statute. The Executive Committee shall, except in emergency situations (as determined by the President or a majority of the Executive Committee), seek input of impacted <u>Standing</u> eCommittees, legal counsel, the finance committee and the Board of Directors before making any substantial changes to NCHA Rules. At all times, the Executive Committee shall be subject to the direction of the Board of Directors, and the authority of the Executive Committee may be limited by the Board of Directors as the Board deems best.</p>	<p>The removed language is redundant since it is already stated above in this section.</p>
<p>Section Four. The Executive Committee may hold meetings at any time and place and for any purpose pertaining to the welfare of the Association, which meetings may be called by the President, or any eight members of the Executive Committee acting together. Such meetings may be in person or by teleconference. The call of said meeting must be by notice to all members of the Executive Committee at least 24 hours prior to said meeting, except in circumstances of emergency (as determined by the President) in which case the notice period may be shortened. Copies of the minutes of all meetings of the Executive Committee shall be sent to all members of the Executive Committee and to all Directors <u>published on the NCHA website.</u></p>	<p>The added language allows shortened time periods to give the EC the ability to have emergency meetings on shorter notice, if needed. The language regarding publishing on the NCHA website is to conform to current NCHA practices.</p>
<p>Section Five. A quorum at any meeting of the Executive Committee shall consist of not less than eight <u>six voting</u> members thereof and a simple majority of such quorum shall decide any questions that may come before the meeting. Voting at meetings of the Executive Committee must be in person (or by teleconference, if the meeting is held by teleconference), and voting by proxy shall not be allowed. The President shall have the sole discretion to determine the circumstances, if any, under which persons other than members of the Executive Committee may be invited to attend meetings of the Executive Committee, and the sole discretion to determine the circumstances under which the Executive Committee shall go into a closed session from which all persons other than members of the Executive Committee are excluded <u>except as specifically allowed by the President.</u></p>	<p>The quorum number is reduced since there are now fewer members on the EC (no longer any at-large members on the EC). The added language is to conform to current NCHA practices.</p>

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<p>Section Six. Except where an Executive Committee member is elected as an officer of the Association, in which case the vacancy shall be filled in accordance with Section Two of this Article V, in the event there is a vacancy on the Executive Committee caused by death, resignation, disqualification, or any other cause, a special election under <u>such terms as may be prescribed by the Executive Committee. this Article will may</u> be held to fill the position being vacated and the winner of such election, shall fill such vacancy for the remainder of the unexpired term. <u>However</u>, in cases where there is less than 6 months left on the unexpired term of the Executive Committee member being replaced, the Executive Committee may, by majority vote, choose to leave that seat vacant until the next annual meeting of the members.</p>	<p>The added language is to provide the EC with the ability to use a shorter time frame for election to fill open slot than is otherwise provided for in this Article when the circumstances require a quicker election.</p>
<p>Section Seven. <u>At each regular meeting of the Board of Directors, the Executive Committee shall report in writing to the Board of Directors on the activities, programs, and decisions of the Executive Committee, at each regular meeting of the Board of Directors by submitting the official minutes from all Executive Committee meetings held during the year and as otherwise requested by the Board of Directors.</u></p>	<p>The added language is to conform to current NCHA procedures.</p>
<p>Article VI—OFFICERS AND DUTIES</p> <p>Section One. There shall be three elected officers of the Association: The President, President-Elect, and Vice President. Such officers shall be elected as follows:</p> <p>(a) Prior to each annual meeting of the members, a Nominating Committee consisting of eight members shall be appointed by the Executive Committee for purposes of electing a Vice President. Four members of the nominating committee shall be from the Executive Committee. Four members of the Nominating Committee shall be from the Board of Directors, each of whom shall be from a different director district, and no more than two of whom may be from the same region. The Nominating Committee shall elect a chair from among its members. The Nominating Committee shall meet at least 120 days prior to each annual meeting of the members of the Association and shall nominate two candidates at least 60 days prior to each annual meeting for the office of Vice President. The candidates nominated for the office of Vice President must have been a member in good standing continuously, without suspension for a period of seven (7) years prior to nomination <i>and without probation for a period of five (5) years prior to nomination.</i> The candidates must have completed three (3) years of continuous service as a director of the Association on or before the date of assuming the office of Vice President or have served as a member of a Standing Committee for three (3) continuous years within 10 years of nomination. In determining the nominees for the office of Vice President the Nominating Committee shall solicit recommendations from the Board of Directors. The Vice President shall be elected to a</p>	<p>The added language is being moved here from Article VI, Section Two since this is a more appropriate location.</p>

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<p><u>one-year term.- The President shall be ineligible for a period of one (1) year after the end of his/her term to serve the Association as an officer of the Association.</u></p> <p>Section Two. A ballot listing the name of each candidate for Vice President, shall be provided either by online voting or by U.S. mail to each member of the Association not later than forty-five days prior to the annual meeting of the members. The position of each candidate's name on the ballot shall be determined by chance draw conducted in the presence of at least three members of the Executive Committee. The voting process for the Office of Vice President shall be conducted in the same manner as outlined in Article III, Section Five. The voting tabulation shall conclude not less than ten days prior to the annual meeting of the members. With respect to the 1999 election and all elections thereafter, the nominee receiving the highest number of votes shall be the duly elected Vice President <u>whose term shall commence at the conclusion of the next annual meeting of directors after his election.</u> The Vice President, President-Elect and President shall each serve for one-year terms. At the expiration of each such term, the Vice President shall become President- Elect, the President-Elect shall become President, and the President shall be ineligible for a period of one (1) year to serve the Association as an officer or as a member of the Executive Committee.</p> <p>Section Nine. Any officer who engages in conduct which is, or may be, detrimental to the Association, as determined by a two-thirds (2/3) vote of the Directors or Executive Committee present at any meeting at which a quorum is present, may be removed from office by a two-thirds (2/3) vote of the Directors or Executive Committee present at any regular or special meeting of the Board of Directors or Executive Committee at which a quorum is present. <u>The determination of whether an officer has engaged in conduct which is, or may be, detrimental to the Association, shall be within the complete discretion of the Executive Committee members or Directors in attendance at the meeting.</u></p>	<p>The 1999 date is irrelevant and no longer needed.</p> <p>The language relating to commencement of term is to conform to current NCHA practice.</p> <p>The stricken language has been moved to Article V, Section One (i) and Article VI, Section One since those are more appropriate locations.</p>
	<p>The language is added to make it consistent with removal standards for directors and members.</p>

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<p>Article VII—STANDING COMMITTEES Each of the NCHA’s Standing Committees (with the exception of the Finance & Audit Committee and the Stallion Owners Committee) shall have a minimum of one representative from each of the NCHA’s eight regions. Any additional members to the committees shall be satisfied from the appointment of members from the Association who are in good standing. These appointments shall be made in the manner outlined in the Standing Committee Guidelines contained in the <u>NCHA Rule Book. Meetings of Standing Committees may be held in person, by video conference or by any other electronic communications system prescribed by the Association.</u></p>	<p>The added language is to conform to current NCHA practices.</p>
<p>Article IX—NOTICES The <i>Cutting Horse Chatter</i> is the official publication of the Association. Notwithstanding anything herein to the contrary, all notices, Director Consent Forms, ballots or other material to be provided to members, Directors or committee members of the Association pursuant to this Constitution and Bylaws may be provided by publication in the <i>Cutting Horse Chatter</i>, by email or other electronic means prescribed by the Association, or by any other means permitted under the Texas Non-Profit Corporation Act or any successor statute. If published in the <i>Cutting Horse Chatter</i>, said material shall be deemed delivered when the issue of the <i>Cutting Horse Chatter</i> containing the same shall be deposited in the United States mail, addressed to said member, Director or committee member at the address of such member, Director or committee member appearing in the records of the Association, postage prepaid. If mailed, said material shall be deemed delivered when deposited in the United States mail, addressed to said member, Director or committee member at the address of such member, Director or committee member appearing in the records of the Association, postage prepaid. If sent by email, fax or other electronic means prescribed by the Association, said material shall be deemed delivered upon successful transmission of such communication. If sent via electronic message, said material shall be deemed delivered upon successful transmission of such electronic message.</p>	<p>The stricken language is because fax transmissions are no longer utilized by the NCHA.</p>

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Article X – MISCELLANEOUS PROVISIONS

- (a)** INDEMNIFICATION. The Association will have the full power to indemnify and advance or reimburse expenses to any person entitled to indemnification under the law.
- (b)** CONTRACTS. The Executive Director shall have the authority to sign contracts on behalf of the NCHA. The NCHA Executive Committee or the Executive Director may authorize persons in addition to the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association to the extent that such authority is not in conflict with these Bylaws. Such authority shall be confined to specific instances.
- (c)** MODIFICATIONS OF DEADLINES AND TIME FRAMES. All deadlines and time frames stated in these Bylaws are subject to reasonable extension or modification by the Executive Committee when it determines, in its sole discretion, that such reasonable extension or modification is in the best interests of the Association.

The language is added to specify that the NCHA can provide this indemnity coverage under the law as it has done in the past. This language is added simply for purposes of clarity.

This language is added to clarify contractual signing authority on behalf of the NCHA and to conform to current NCHA practices.

The language added to allow the EC flexibility on deadlines to accommodate unforeseen circumstances.

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<p>Article IV — DIRECTORS</p> <p>Section One. The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to law, or this Constitution and Bylaws, as they deem necessary concerning the conduct, management and activities of the Association, the admission, classification, qualification, supervision and expulsion of members, removal of officers, the rules and regulations setting the procedure of such suspension, expulsion or removal, the fixing and collecting of dues and fees, the expenditure of money, the auditing of books and records, the conducting of shows, contests and exhibitions and other details relating to the general purposes of the Association. However, in cases of substantial changes to NCHA Rules (as determined by the NCHA President), the Board of Directors shall first seek input from all impacted Standing Committees, when possible. Further, any changes to this Constitution and Bylaws shall not go into effect until approved by the members as provided in Article III. of these Constitution and Bylaws. Further Finally, other decisions made by the Board of Directors are subject to approval, revision or amendment by the members at any regular or special meeting of the members called in accordance with this Constitution and Bylaws.</p>	<p>This language is added for clarification purposes.</p>
<p>Section Two. The Board of Directors of the Association shall consist of one director for every seventy-five members in good standing of the Association in a Director District as outlined below. However, any person who has received a free NCHA membership shall not be included in such seventy-five member count or be able to serve as a director during the term of such free membership. The Board of Directors shall include the President, President-Elect, Vice President of the Association, and members of the Executive Committee. In addition, subject to the provisions herein regarding removal of Directors, all past Presidents of the Association shall be lifetime “Life Directors” and shall continue to possess full voting privileges. The Executive Director shall be an Ex-officio non-voting member of the Board of Directors.</p>	<p>This language is added to make clear that someone who has received a free membership cannot serve as an NCHA director during the term of that free membership.</p>
<p>(g) A special election under this Article shall be conducted on such terms in accordance with such timeframes as prescribed by the Executive Committee.</p>	<p>This language is added to give the Executive Committee the ability to use a shorter time frame for an election to fill an open slot than is otherwise provided for in this Article when the circumstances require a quicker election.</p>

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<p>deemed to have vacated their Executive Committee position as a Regional Director. The unexpired term of the vacated Executive Committee position shall be filled pursuant to an election conducted on such terms in accordance with such timeframes as may be prescribed by the Executive Committee, in accordance with Section One (e) of this Article V.</p>	<p>The added language allows the EC to use a shorter time frame for election to fill an open slot than is otherwise provided for in this Article when the circumstances require a quicker election.</p> <p>The removed language is redundant since it is already stated above in this section.</p>
<p>Section Three. The Executive Committee shall manage the affairs of the Association between meetings of the Board of Directors, and all powers of the Board of Directors shall be vested in the Executive Committee except the power to amend this Constitution and Bylaws and except as otherwise <u>specifically</u> limited by the Board of Directors or by statute. The Executive Committee shall, except in emergency situations (as determined by the President or a majority of the Executive Committee), seek input of impacted <u>Standing e</u>Committees, legal counsel, the finance committee and the Board of Directors before making any substantial changes to NCHA Rules. At all times, the Executive Committee shall be subject to the direction of the Board of Directors, and the authority of the Executive Committee may be limited by the Board of Directors as the Board deems best.</p>	
<p>Section Four. The Executive Committee may hold meetings at any time and place and for any purpose pertaining to the welfare of the Association, which meetings may be called by the President, or any eight members of the Executive Committee acting together. Such meetings may be in person or by teleconference. The call of said meeting must be by notice to all members of the Executive Committee at least 24 hours prior to said meeting, except in circumstances of emergency (as determined by the President) in which case the notice <u>period</u> may be shorter<u>shortened</u>. Copies of the minutes of all meetings of the Executive Committee shall be sent to all members of the Executive Committee and to all Directors<u>published on the NCHA website.</u></p>	<p>The added language allows shortened time periods to give the EC the ability to have emergency meetings on shorter notice, if needed.</p> <p>The language regarding publishing on the NCHA website is to conform to current NCHA practices.</p>
<p>Section Five. A quorum at any meeting of the Executive Committee shall consist of not less than eight<u>six</u> <u>voting</u> members thereof and a simple majority of such quorum shall decide any questions that may come before the meeting. Voting at meetings of the Executive Committee must be in person (or by teleconference, if the meeting is held by teleconference), and voting by proxy shall not be allowed. The President shall have the sole discretion to determine the circumstances, if any, under which persons other than members of the Executive Committee may be invited to attend meetings of the Executive Committee, and the sole discretion to determine the circumstances under which the Executive Committee shall go into a closed session from which all persons other than members of the Executive Committee are excluded <u>except as specifically allowed by the President.</u></p>	<p>The quorum number is reduced since there are now fewer members on the EC (no longer any at-large members on the EC).</p> <p>The added language is to conform to current NCHA practices.</p>

Section Four. During their term of service;: (i) any Director who misses two regular meetings of the Board of Directors shall be immediately terminated as a Director unless the Director has been granted an excused absence with respect to any such meeting by the President. The President may grant excused absences for illness or other emergency or other good cause, as determined in the President's sole discretion. A Director shall be considered in attendance at the annual meeting of the Board of Directors only if the Director attends all sessions, which includes the regional directors meeting, and Sessions 1 and 2 of the Board of Directors. Any director who fails to attend two consecutive annual meetings or fails to attend two annual meetings within their three-year term will be dismissed from office; or (ii) if the Regional Chair determines that a director in his/her region has failed to diligently perform their duties as a director (i.e., attend and meaningfully participate in Regional Director meetings, conference calls, etc.), the Chair may report those deficiencies to the President. If the President, Executive Director, the Vice President and the President Elect collectively determine, in their sole discretion, that the director has failed to diligently perform his/her duties, they may take remedial action, including immediately removing that director from office.~~and Any director removed from office under this section~~ will be ineligible to run as a director for the ~~following~~ three years following his/her removal from office.

Proposed Director Emeritus Designation for Bylaws

The Association has adopted the designation of Director Emeritus status to recognize those who have faithfully served the Association for long periods of time. Directors meeting the following qualifications may be eligible for Director Emeritus status: (i) 15 years cumulative service or 12 years consecutive service as an elected district director; (ii) past service as a Standing Committee chair or vice-chair, or a member of a Standing Committee for a minimum of 6 years, or having served on the Executive Committee; (iii) be 60 Years of age or older; and (iv) never been under NCHA membership suspension. The Executive Committee shall consider potential Director Emeritus candidates on an annual basis. All Director Emeritus candidates must be approved by the Executive Committee, at its sole discretion, in order to be awarded Director Emeritus status. Directors Emeritus will not be counted against a district's allotted number of directors under these Bylaws but will be entitled to vote so long as they have met all current participation requirements for NCHA directors. A roster of the directors who have received Director Emeritus status will be displayed at the NCHA headquarters as directed by the Executive Committee.

Standing Committees

19. There shall be Standing Committees for the purpose of making recommendations to the Executive Committee and fulfilling the functions described in Paragraph ~~23~~25. Each Standing Committee shall consist of not less than ~~six (6)~~eight (8) nor more than fifteen (15) members who shall be appointed by the President with the advice and consent of the Executive Committee. In order to meet the requirements of the NCHA's Constitution and Bylaws, new members of Standing Committees will be appointed to ensure that each committee will have at least one member from each of NCHA's geographic regions. Any member of the Association in good standing shall be eligible for committee assignment; however, preference shall be given to Directors of the Association. Vacancies shall be filled in the same manner as original appointments. No committee or committee member has the authority to make contractual or other obligations for the NCHA.
20. The term of a committee member's assignment shall be stated in the appointment. A newly appointed member's term shall commence at the conclusion of the Convention following the appointment. Outgoing member's terms shall end at the conclusion of the Convention at the end of their term. Should a committee member be absent from two (2) consecutive meetings without prior excuse from the Association President or Executive Director, that member shall be removed from their committee assignment. In addition, the President, with the advice and consent of the Executive Committee, may relieve a member of their committee assignment for cause.
21. In order to provide for continuity and experience of members, standing committee assignments may be made for a term longer than one (1) year, but in no event may a person be selected to serve as a member of a specific committee for more than two consecutive three-year terms, or for more than eight consecutive years.
22. Each Standing Committee shall be headed by a Chairman, assisted by a Vice-Chairman, each of whom shall be elected annually by the committee members by written ballot, email ballot or roll call vote as determined by sitting Chairman. No voting by proxy shall be allowed. The Chairman shall vote only in case of a tie vote concerning committee action. The Vice Chairman shall serve as presiding officer in the Chairman's absence or incapacity. No individual may serve as Chairman for more than three (3) consecutive years.
23. A quorum at any meeting of a Standing Committee shall consist of not less than six (6) members thereof, (for those committees with the maximum 15 members or 40% of the membership of smaller committees) and a simple majority of such quorum shall decide any questions that may come before the meeting.
24. The President may also appoint non-voting members to a Standing Committee for a one-year term (which may be renewed). Such non-voting members will not be counted for purposes of determining the total number of Committee members under paragraph 19 or for purposes of determining a quorum. Such non-voting members cannot vote on Committee matters, cannot make or second motions and cannot serve as the Chairman or Vice Chairman of a Standing Committee. The President shall not appoint more than three (3) non-voting members to any Standing Committee. However, the limitation of three (3) non-voting members per Standing Committee does not apply to the Finance Committee or the Judges Rules Committee.
25. The present Standing Committees are:
- Affiliate Officers/Secretaries
 - Amateur
 - Finance and Audit
 - Governance
 - Growth and Development
 - Judges Rules
 - Limited Age Events
 - Non-Professional
 - Professional Trainers
 - Stallion Owners
 - Weekend Shows
 - Youth

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