

WORLD PARA REINING BYLAWS

PART I: GENERAL PROVISIONS

Section 1. Title

The name of this organization shall be World Para Reining, hereinafter referred to as "WPR." This organization was developed and shall at all times be operated as a not-for-profit association in accordance with Texas state law, and laws of the United States of America.

Section 2. Objectives

To promote and encourage the development of, and public interest in adaptive agriculture through development and promotion of Para Reining at public horse shows and events. Development of rider classification, and standards of performance. Provide education and informational opportunities and materials to competitors and spectators to provide a better understanding of "Para-Reining." To promote rider involvement in competition and educational opportunities worldwide. To educate horse show organizers and encourage inclusion of Para-Reining into mainstream public horse shows and events.

Section 3. Location

The headquarters for WPR shall be in Pilot Point, Texas (USA), or in a place designated by the Board of Directors.

Section 4. Dissolution

Upon dissolution of WPR, the Board of Directors shall, after payment of all liabilities of WPR, dispose of any WPR assets exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501 © 3 of the Internal Revenue Code or any future United States Internal Revenue Law, as the Board of Directors shall determine. Any assets not so disposed shall be disposed by the Court of Common Pleas of the County.

Section 5. Definitions

The following definitions apply hereinafter throughout the WPR Bylaws, any WPR Rules and Regulations, Policy, Procedure, or any official publication of WPR.

- 1) WPR- An abbreviation/ general term meaning World Para Reining
- 2) Board of Directors- The governing body comprised all Directors.
- 3) Committee Chairs- Appointed by the President to serve as the presiding member of the respective committee.
- 4) Committee Members- Selected by the committee chairs to serve as a voting participant on their respective committee
- 5) Member(s)- A general reference to those individuals and legal entities that have paid a membership fee to WPR and are further defined by these bylaws, rules and regulations.
- 6) President- Initially appointed by the Board of Directors for 5 year term. After initial 5 year term, position will be filled by Vice President to serve a 2-year term.
- 7) Past-President- Required to serve an additional 2 years after term as President.
- 8) Vice President- Initially appointed by the Board of Directors for a 5-year term, then moves into the President's position to serve an additional 2-year term as President.

PART II: MEMBERSHIP

Section 1.

Membership is open to any individual, organization, national/ international federation with an interest in Para-Reining, reining horses, or promotion of the sport of Para-Reining. Membership is a privilege, and can be revoked at the discretion of the Board of Directors, or their respective Membership Committee at any time.

Section 2.

Members will be accepted in accordance with the rules and regulations of World Para Reining.

Section 3.

Each member of WPR shall pay annual membership dues to WPR. Dues shall be due and payable before competition in WPR events each calendar year. The calendar year of WPR shall be November 16- December 15 of the following year. Associate and Junior memberships are also available.

Section 4.

All money paid to WPR shall be paid in U.S. Dollars.

Section 5.

No competitor or horse owner shall be required to be a member of any organization other than WPR to be involved/ compete in WPR classes or events, with the exception that dual memberships may be required for events held in conjunction with organizations agreeing to affiliation or alliance with WPR. Membership to an individual's National Affiliate will be voluntary, but encouraged by WPR. Non-competing members are encouraged to obtain associate membership through WPR.

Section 6.

Members of good standing prior to the date of notice of general membership meetings will be eligible to vote on WPR business/ Board of Directors as needed.

Section 7.

Board of Directors shall be voted on by the membership as scheduled by these Bylaws. The majority of ballots cast shall determine position appointments, votes resulting in ties shall be broken by a counted vote from the Board of Directors. Membership may also be asked to vote on issues as they arise and as determined by the Board of Directors.

Section 8.

At any meeting held, whether membership or special meeting, the members present will constitute a quorum, regardless of the number of members present.

PART IV:

Section 1.

The officers of WPR shall include: President, Vice President, Past President (when applicable), and at least two (2) Directors.

PART V:

Section 1.

Election of Board of Directors shall take place annually with the last General Membership meeting of the year, for election of Board members the following year. The new Board terms shall commence with the first annual meeting the following year.

Section 2.

- A) To have continuity within the Board of Directors, one (1) Board members will be elected by membership on even years, and one (1) Board members will be elected by membership on odd years, with all members serving 2-year terms.
- B) President- Initially appointed by the Board of Directors for 5 year term. After initial 5 year term, position will be filled by Vice President to serve a 2-year term. This position will serve 2 years concurrently after initial term with initiation of Board of Directors.
- C) Past-President- Required to serve an additional 2 years after term as President.
- D) Vice President- Initially appointed by the Board of Directors for a 5-year term, then moves into the President's position to serve an additional 2-year term as President.

Section 3.

Nominations for Board of Directors and the respective positions may be made by the general membership/ Board of Directors no less than 90 days from the date of the election.

Section 4.

All members of WPR will be allowed one (1) vote per membership, with no proxy voting allowed. Ballots with member signatures will be accepted by mail/ e-mail up to 5 days before the

election date. In the event of a tie, the Board of Directors shall break the tie by vote.

PART VI:

Section 1.

The Board of Directors shall be responsible for the daily operational responsibilities of WPR as by these Bylaws. All decisions and actions shall be reported in the Board meeting minutes in detail, and shall be approved by a majority vote by the Board of Directors.

Section 2.

Members of the Board may not, without prior approval, bind WPR to any long-term contractual obligations. The Board must also be given authority to bind WPR to any debt, obligation, or expenditure of Five Thousand (\$5000) Dollars or more. Cumulative spending totaling Ten Thousand (\$10,000) Dollars shall not be made by any one (1) person without prior approval of the Board within the same fiscal year.

Section 3.

Duties of the President include: Presiding over all meetings of the Board of Directors. Within the limits of these bylaws, President shall conduct and manage the daily affairs and business of WPR and shall see that all decisions, resolutions, and orders by the board are carried out. Execution of bonds, mortgages, contracts, or obligations of WPR. To oversee all committee activity by assuring that they are functioning in accordance to rules and regulations set forth by the Board of Directors.

Section 4.

Duties of the Vice President: To perform all duties of the President in the event of his/ her absence or incapacity to serve. In the event that both individuals are unable to perform their duties, the Board of Directors shall appoint another Board member to serve in their position until either the President or Vice President is able to return to service.

Section 5.

Any Board Member may call a meeting of the Board of Directors.

Section 6.

Any Board member may be removed by a majority vote of the Board of Directors whenever, in its judgment, they are serving the best interest of WPR.

Section 7.

Any vacancy of position within the Board of directors may be filled by a successor, or successors, chosen by the Board, who will serve the unexpired time in respect of the position that they are chosen to fill.

Section 8.

The Board of Directors shall have control of the affairs, property, and finances of WPR.

- A) The Board of directors shall be responsible for the creation of an annual report of the finances, to be made available to the membership at the annual general membership meeting.
- B) In addition, the Board of Directors shall:
 - a) Maintain the commitment to the WPR mission
 - b) Interpret the mission and educate the membership of the mission through its public relations.
 - c) Establish goals, long-term plans, and strategy for future development of WPR and its mission.
 - d) Set policies, rules, and regulations for organizational operation.
 - e) Ensure transparency and public accountability.
 - f) Protect the financial stability of the organization.
 - g)

PART VII: BOARD OF DIRECTOR MEETINGS

Section 1.

The WPR Board of Directors shall have a regularly scheduled meeting at least every fiscal quarter, with no more than 150 days passing between scheduled Board meetings.

Section 2.

The meetings may take place in a physical location of the Board's choosing, or may occur via telephone conference call to allow presence of the majority of Directors.

Section 3.

Special meetings of the Board may be called at any time as determined by the President, and voting may be done with a 2/3 majority of the board. Notice will be given to all board members electronically of date, time, and location of meeting or call. Any action required may be taken without a meeting as long as there is consent by a 2/3 majority of Directors, and that the actions are recorded in the next scheduled meeting minutes.

Section 4.

A Quorum is defined as a majority of the members of the Board of Directors. Once it is established that a quorum is present, any question that comes before the Board will be voted on by simple majority. If a quorum is not established, the vote shall be made by a 2/3 majority, to act as if the entire Board were present.

Section 5.

Any Director who misses more than two (2) unexcused meetings per year may be removed from the board with cause.

Section 6.

Any Board member may be removed from the Board by a majority vote of the Board of Directors when, in the best judgment of the Board, the interests of WPR will be best served.

Section 7.

WPR will protect its confidentiality and proprietary information, as well as the information entrusted to its financial institutions, members, and partners. Directors, committee members, and all employees or associates of WPR shall maintain confidence of all confidential and proprietary information unless authorized and instructed by the WPR Board of Directors.

Confidential Information shall be matters including:

- a) Any matter concerning WPR Board of Directors or members not otherwise reported to the public.
- b) Issues related to disciplinary action, grievances, and/or the granting of WPR privileges.
- c) Contractual negotiations or agreements.
- d) Membership lists, or any personal information.
- e) Any communication with legal counsel, threatened or actual litigation.
- f) Any matter not approved by a 2/3-majority vote or Quorum of the Board of Directors.

PART VIII: WPR AFFILIATES

Section 1. WPR will recognize the following types of affiliates:

- a) National Association Affiliates- One Affiliate per country will be recognized by WPR. Each country must hold three WPR approved events/ shows annually to remain in good standing. The National Affiliate is responsible for submission of their shows, scores, and rankings to WPR for their riders to be eligible for awards.
- b) Breed Association Affiliates
- c) Regional Affiliates- No more than one (1) Regional Affiliate will be sanctioned within a fifty (50)-mile radius. Affiliates in good standing will be given priority.
- d) International Affiliates
- e) Show Affiliates- Individual shows may choose to affiliate with WPR with submission of a Show Affiliation Form.

Section 2.

For the initiation year, there will be no affiliation dues. In successive years, affiliation dues will be due to WPR by March 1. If Affiliation dues are not received, or the National Affiliate failed to hold three WPR approved shows or events in the previous year, that geographical area may become available for the initiation of a new Affiliate.

Section 3.

All WPR Affiliates must submit the WPR Affiliate Form to the WPR Board of Directors as directed by the form.

Section 4.

All Affiliates in good standing shall:

- a) Be allowed one (1) representative whose name will be available on the WPR website as a primary contact.

Section 5.

All Affiliates must be members in good standing of WPR.

Section 6.

Affiliation with WPR is a privilege, not a right, and can be granted or rejected at WPR discretion on an annual basis according to its procedures or requirements.

Section 7.

All Affiliate associations are required to have Bylaws. If the affiliate does not have a specific set of Bylaws, it must adopt the Bylaws of WPR. All affiliates are required to follow the Bylaws, Rules, and Regulations as set forth by WPR. Prior to becoming an affiliate, if new Bylaws are to be used by the Affiliate, they must be approved by the WPR Board of Directors.

Section 8.

No affiliate of WPR may have the authority to act for, or bind WPR in any manner.

Section 9.

WPR will not assume responsibility for the acts or omissions of any affiliate, their members, or their representatives.

Section 10.

Within 1 year, affiliates will be expected to develop and maintain a website for the purpose of communication with membership, and with WPR. All affiliate websites will be linked to the WPR website.

PART IX:

Section 1.

An annual audit of the WPR financial statements will be carried out by a certified public accountant and reported to the membership in the annual general meeting.

PART X: INDEMNIFICATION

Section 1.

WPR shall indemnify all directors, committee members, and employees against all reasonable expenses actually and necessarily incurred in connection with the direct defense of any litigation to which the individual is party to due to their position as director, committee member, or employee.

Section 2.

Individuals will have no right to reimbursement in relation to matters that he/she have been adjudged liable to WPR for negligence or misconduct in the performance of his/ her duties, or was derelict in the performance of his/ her duties as director, committee member or employee by reason of misconduct, bad faith, reckless disregard, or gross negligence of the duties of his/her position or employment.

Section 3.

The right to indemnify for expense of suits comprised or settled in their court of jurisdiction will be based on approval of the settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of all other rights that directors, committee members or employees may be entitled.

PART XI.

Section 1. Contracts

The Board of Directors may authorize any Director, Committee Member, or Employee to enter into contract or execute and deliver any tool in the name of or on behalf of WPR. This authority may be given in general, or restricted to specific situations. This authority will not conflict with the authority of the President to enter into agreements as set forth under the duties and obligations of that office.

Section 2. Loans

No loans shall be contracted without direct authorization from the Board of Directors.

Section 3. Checks and Payment

All checks or moneys issued/ paid in the name of WPR shall be signed and approved by two members or agents of WPR.

Section 4. Deposits

All funds made to WPR shall be deposited to the credit of WPR in a bank or depository selected by the Board of Directors.

PART XII: COMMITTEES

Section 1. All committees shall consist of a Committee Chair, designated by the president and shall serve a two (2) year term. There are no term limits for the Committee Chair position or any committee volunteer position. Serving on a committee is a volunteer position, and any member in good standing of WPR is eligible to volunteer. The WPR Board of Directors reserves the right to remove any member from a committee at any time if it feels that the best interest of WPR is not being served. Volunteering for a committee shall be a privilege, and may be revoked by the Board of Directors at any time.

Section 2. Definitions

a) Competitions Committee:

b) International Development Committee

c) Coaching Committee

d) North American Development Committee

e) Rules Committee

f) Fundraising and Sponsorship Committee

PART XIII: AMENDMENTS

Section 1.

Amendments to the Bylaws may be submitted by any member and must be submitted in writing to the Board of Directors, signed by at least TWO (2) members, and must be submitted at least ninety (90) days prior to the annual general membership meeting. These amendments will be considered and voted on at the general meeting and must be approved by a two-thirds majority vote.