



**RESTATED BYLAWS OF THE
CASCADE TEAM PENNING ASSOCIATION**

ARTICLE 1

MISSION STATEMENT

The CASCADE TEAM PENNING ASSOCIATION is organized as a Nonprofit Corporation under the laws of the State of Oregon to promote and encourage the development and performance of horse and rider, together with the social pleasures, and recreation of members, and the public interest in the sport of Team Penning through the promotion and sponsorship of Team Penning.

ARTICLE 2

MEMBERSHIP

Section 2.1 **CLASSIFICATION OF MEMBERSHIP.** The Corporation shall be composed as follows:

- a. General Individual Membership (Adult)
- b. General Youth Delegate (18 & under)
- c. Immediate Family

Section 2.2 **GENERAL INDIVIDUAL ASSOCIATION MEMBERSHIP.**

2.2.1 General Individual and adult Immediate Family Association membership shall constitute the voting body of the Association.

2.2.2 Each active member in good standing shall have one vote.

- a. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by the member's attorney-in-fact, which appointment is revocable by the member. An appointment of proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for 11 months unless a different period is expressly provided in the appointment form. The death or

incapacity of the member appointing a proxy does not affect the right of the Association to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment.

- b. Appointment of a proxy is revoked by the person appointing the proxy by either attending any meeting and voting in person or signing and delivering to the secretary or other officer or agent authorized to tabulate votes either a written statement that the appointment of the proxy is revoked or a subsequent appointment form. Subject to ORS 65.237 and any express limitation on the proxy's authority appearing on the fact of the appointment form, the Association is entitled to accept the proxy's vote or other action as that of the member making the appointment.

2.2.3 All officers, directors and committees shall come from the general membership in good standing.

2.2.4 Dues for the membership may be determined annually by the Board of Directors, for recommendation to the General Membership. Members will vote by majority vote at the Annual Meeting on the recommendation of the Board's dues structure, with the initial dues being the mandatory minimum in the future.

2.2.5 Application for membership shall be made to the Secretary.

2.2.6 a. Membership may be canceled if the conduct or actions of a member are such that they would be detrimental to the organization. Cancellation of membership requires a two-thirds vote of the Board of Directors.

- b. Reinstatement may be granted by two-thirds vote of the Board of Directors.

2.2.7 Dues are nonrefundable and are due and payable at the end of the Association's fiscal year, at the beginning of its first event of the new year or at the rider's first participation, whichever event occurs first.

ARTICLE 3

DIRECTORS AND OFFICERS

Section 3.1 MANAGEMENT.

- 3.1.1 The affairs of the Corporation will be managed by the Board of Directors. All officers and agents of the Corporation, as between themselves and the Corporation, will have such authority and perform such duties in the management of the Corporation as may be provided in the Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.
- 3.1.2
 - a. The Board of Directors shall consist of elected officers, the elected directors and the immediate Past President (whenever applicable).
 - b. Between meetings of the Board of Directors, an Executive Committee (consisting of a quorum of the Past President, the President, Executive Vice President, 1st Vice President, 2nd Vice President, Secretary and Treasurer) shall have and exercise all the authority of the Board of Directors, except as prohibited by law.
- 3.1.3 The officers of the Association shall be elected by the General voting membership, in good standing, as outlined within the current Bylaws of the Association.
- 3.1.4 Officers shall be elected from a list of nominees supplied by the Nominating Committee. The election shall be by secret ballot in the last quarter, and officers shall be installed at the Annual Meeting of the new fiscal year.
- 3.1.5 Officers and Directors may succeed themselves or any other elected position as long as individual is a member in good standing and is elected as stated by these Bylaws.
- 3.1.6 Vacancies of any elected Officer, or Director, for any reason, where said official is unable to fulfill, or fails to fulfill, a position during the course of a term, shall be declared vacant by the Board of Directors. The successor shall be elected by a two-thirds vote of the Board of Directors to fill the position for the remainder of the term.
- 3.1.7 Any Director or duly elected officer may be removed either with or without cause at any time by a two-thirds vote of the Board of Directors;

sustained by a two-thirds vote of majority of voting membership, in good standing.

Section 3.2 **DESCRIPTION OF OFFICERS.**

3.2.1 **PRESIDENT:** The President shall preside at all meetings of the Board of Directors. He/She shall have general and active management of the business and affairs of the Corporation and will see that all orders and resolutions of the Board of Directors are carried into effect. The President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

3.2.2 **EXECUTIVE VICE-PRESIDENT:** The Executive Vice-President shall, in the absence or disability of the President, preside at meetings of the Association and Board of Directors as prescribed under duties of the President. In addition, the Executive Vice President shall be responsible for coordination of all committees formed by the Corporation.

3.2.3 **SECRETARY:** The Secretary shall keep accurate minutes of all meetings of the Association and place in permanent record for review by Board and General Membership.

The Secretary shall be responsible for all general and specific correspondence as outlined by the Bylaws and the Board of Directors from time to time. In addition, the Secretary shall be responsible for organization and permanent records of the penning results and point records system(s).

The Secretary shall keep a current list of all members in good standing. The Secretary shall act as the Registered Agent of the Corporation.

3.2.4 **TREASURER:** The Treasurer shall receive funds of the Corporation, make all disbursements, and keep a true account thereof.

The Depository shall be at an institution as designated by the Board of Directors. The Treasurer shall keep and provide all necessary records as required to fulfill development of all required reports to meet applicable law.

3.2.5 **SECOND VICE-PRESIDENT-PROMOTIONS:** The Second Vice President-Promotions coordinates promotion of the Association by obtaining sponsors and display vendors and creating news releases for

distribution to various media, Coordinates awards for sponsored and finals events.

3.2.6 **FIRST VICE-PRESIDENT-EVENT COORDINATOR:** The First Vice-President-Event Coordinator coordinates events working with the promoter and/or cattle contractor.

Section 3.3 **DIRECTORS.**

3.3.1 The Directors shall consist of elected positions consisting of a management team representing geographic locations in the Northwest, specific member classifications, or general at-large positions.

3.3.2 The Directors shall be nominated and elected in accordance and conjunction with the positions outlined for election of officers.

3.3.3 Voting position at General Board Meeting and at Executive Board Meeting **only** if in attendance.

Section 3.4 **BOARD OF DIRECTORS.**

3.4.1 The Board of Directors shall consist of all elected Officers and Directors. In addition, the immediate Past President shall serve on the Board (whenever applicable).

3.4.2 All Officers and Directors shall serve as defined below and shall be effective with the 2000-01 Board of Directors:

Office	Term	When Elected
Past President	2-years	
President	2 years	odd-numbered years
Executive Vice President	2 years	even-numbered years
1 st Vice President - Event Coordinator	2 years	odd-numbered years
2 nd Vice President - Promotions	2 years	even-numbered years
Secretary	2 years	odd-numbered years
Treasurer	2 years	even-numbered years

President moves to Past President.

The General Board of Directors shall consist of 10 directors (Northern Oregon, Southern Oregon, Central Oregon, Willamette Valley, Central

Washington, Western Washington, Amateur, Novice, and two At-Larges) each serving a one-year term.

3.4.3 All members of Board of Directors shall have one vote, except the President who shall only vote to make or break a tie.

3.4.4 The President shall preside over all Board of Director meetings.

3.4.5 The number of Directors may be increased or decreased by the Board of Directors, but no decrease may have the effect of shortening the term of any incumbent Director. Any additional Directorship is to be filled by an election. The number positions of the Board of Directors may be increased or decreased, with a minimum of seven by recommendation of the Board to the membership.

ARTICLE 4

MEETINGS

Section 4.1 **GENERAL PROCEDURE.**

4.1.1 A majority of the duly elected Board of Directors or a majority of the Executive Committee will constitute a quorum for the transaction of business,

4.1.2 Minutes of all meetings shall be kept and placed in a permanent file.

Section 4.2 **BOARD OF DIRECTORS MEETINGS.**

4.2.1 Regular meetings of the Board of Directors shall be open to the general membership at a time and place to be determined by the Board of Directors for the purpose of transacting all business as may come before the meeting.

4.2.2 Special meetings of the Board of Directors may be called by the President or two consenting Board Members on three days' notice to each member,

4.2.3 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by two-thirds of the members of the Board. Such consent will have the same force and effect as a unanimous vote at a meeting.

Section 4.3 **GENERAL MEMBERSHIP MEETINGS.**

4.3.1 The General Membership shall meet on an annual basis.

4.3.2 A Nominating Committee will be appointed and elections held prior to the Annual Meeting.

4.3.3 A quorum at a General Membership meeting is defined as two-thirds of the total number of the Executive Board or two-thirds of the General Board. A quorum of Officers/Directors is required at all regular and general meetings in order to conduct business.

Section 4.4 **SPECIAL MEETINGS.** Special meetings may be called upon the written direction of not less than 20 percent of the General Membership, in good standing. Said notice shall be sent by the Secretary and shall state the Date, Time, Place and Purpose of said meeting and shall be given not less than 10 days prior to the date of said meeting. Only such business as is set forth in the written notice, of said meeting shall be transacted at said meeting.

ARTICLE 5

MISCELLANEOUS PROVISIONS

Section 5.1 **FISCAL YEAR.** The fiscal year of this Corporation shall begin on the first day of November and end on the last day of October of each year.

Section 5.2 **CORPORATE RECORDS.**

5.2.1 All checks for demands for money and notes of the Corporation are to be signed by two of the following four Officers; President, Executive Vice-President, Secretary, Treasurer.

5.2.2 The Corporation shall keep correct and complete books and records of account(s) and minutes of proceedings of Board of Directors at its Registered Office.

Section 5.3 **RESIGNATION.** Any Director, Officer, or Agent may resign by giving written notice to the President or Secretary. Any such resignation will become effective at the time specified therein. Unless otherwise so specified, the acceptance of such resignation will not be necessary to make it effective.

Section 5.4 **INDEMNIFICATION.** The Corporation shall indemnify, to the extent hereafter provided, any Director, Officer, Agent, or Employee of the Corporation; and any person who may have served at the Corporation's request as a Director, Officer, Agent, or Employee or another corporation in which the corporation owns or has owned stock or of which it is or has been a creditor.

The indemnification will be against expenses actually and necessarily incurred by such person. and any amount paid in satisfaction of judgment in connection with any action, suit, or proceeding (whether or not such person), except in relation to matters as to which such person is adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The Corporation may also reimburse any such person for the reasonable costs of settlement of any such action, suit, or proceeding if it is found that it was to the interest of the Corporation to make such a settlement and that such person was not guilty of gross negligence or willful misconduct. The rights of indemnification and reimbursement will not be exclusive of any other rights to which such person may be entitled by law, agreement, Director's vote or otherwise,

Section 5.5 **AUTHORITY.** The Bylaws are constructed to conform to reasonable practice and accordance with Roberts Rules of Order, Newly Revised Edition.

Section 5.6 **PROTEST.** Any member in good standing may file a formal protest by submitting in writing to the Secretary. The protest will be read and acted upon, if needed, at the next Board Meeting. A reply will be mailed back to the member within 10 working days after the meeting.

Section 5.7 **GOOD OF THE ORDER.**

5.7.1 No Officer, Director or member shall directly or indirectly obligate the Organization for any financial responsibility without authorization of the membership or the Board and no disbursements shall be made from the treasury of the Corporation without the same authorization, other than for the regular and ordinary obligations of the Corporation.

5.7.2 Welfare of Corporation shall be primary consideration in all matters.

ARTICLE 6

COMMITTEES

Section 6.1 STANDING COMMITTEES.

- 6.1.1 **NOMINATING COMMITTEE.** The President shall appoint a committee of not less than three nor more than five members to establish a slate of officers and directors. The slate shall be published and mailed to the membership no less than 30 days prior to the Annual Membership Meeting.
- 6.1.2 **JUDGES COMMITTEE.** The committee shall provide a (certified) judge list to the sanctioned penning committee from which judges are to be obtained. The committee is responsible for training and distributing information on judges.
- 6.1.3 **RULES.** The Executive Vice President shall serve as Chairman of this committee which shall develop and review the rules as may be required and directed by the Board of Directors and brought to the General Membership Annual Meeting.
- 6.1.4 **SANCTIONED PENNING COMMITTEE.** This committee shall work with the Board of Directors and Promoter and/or Stock Contractor to develop criteria for formal sanctioned penning. This shall include, but not be limited to, solicitation of sanctioned pennings, sponsored pennings, arena approval, dispersal of rules, notification of Judges Committee, etc.
- 6.1.5 **GRIEVANCE COMMITTEE.** This committee shall have five members, two of which must be members of the Board of Directors. The committee shall be the final arbitrator for any dispute in a sanctioned event as filed by any member(s) or participant(s).
- 6.1.6 **MEMBERSHIP/PUBLICITY COMMITTEE.** The committee will solicit membership and maintain an up-to-date membership list. The committee shall also publicize the events of the organization by use of all form of media to promote the Association and its events.
- 6.1.7 **NEWSLETTER COMMITTEE.** The committee chair will be the Secretary. An assistant secretary in charge of the Newsletter is acceptable. The committee shall be responsible for publishing an Association newsletter no less than quarterly. The contents of the newsletter shall consist of, but not limited to, team penning results and notice of meetings.

A consistent publishing date shall be established to assure distributing information in a timely manner.

6.1.8 **RATING COMMITTEE.** The Executive Vice President shall serve as Chairman of this committee. The committee shall be responsible for an unbiased review of each CTPA participant's rating, based on current guidelines, to provide an equal opportunity for each participant by rating number classification.

Section 6.2 **SPECIAL COMMITTEES.** The Board of Directors via the President may create and empower other committees as the need arises.

ARTICLE 7

AMENDMENTS

These Bylaws may be amended at any meeting by a two-thirds majority vote of those cast; providing the proposed amendment has been put in writing, mailed to the membership and approved by a two-thirds vote at a previous meeting. If the amendment is accepted at the first meeting, the Secretary shall notify each member by mail that the final vote will be taken on the said amendment at the next regular meeting, voting by mail or by proxy as defined in Section 2.2.2.

ARTICLE 8

DISSOLUTION

Section 8.1 **GENERAL.** This Corporation may be dissolved by a vote of two-thirds of the General Membership voting at the Annual Meeting or voting by mail.

Thirty days written notice shall be given to each regular member of the proposed dissolution of this Corporation before the matter can be taken up at a membership meeting or voted on by a mail ballot.

Section 8.2 **DEBT AND OBLIGATIONS.** The remaining assets of the Corporation shall, upon dissolution or final liquidation, be distributed to a corporation, trust, fund or foundation organized or operating exclusively for purposes consistent with the purposes of social welfare or other charitable, scientific or educational purposes and shall be at the time, qualify as an exempt organization under Section 501(c) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax laws.