

Bylaws of the ROCKY MOUNTAIN HORSE ASSOCIATION

Adopted September 27, 2003

Amended April 17, 2004

Amended November 10, 2007

Amended June 20, 2009

Amended June 18, 2011

BYLAWS OF THE ROCKY MOUNTAIN HORSE ASSOCIATION, INC.

ARTICLE I

Authority

1.1 Name and Status

This nonprofit corporation shall be known as the Rocky Mountain Horse Association, Inc. (RMHA), and shall at all times be operated and conducted as a non-profit association under the laws of the Commonwealth of Kentucky.

1.2 Purpose and Powers

The purpose of the RMHA is to aid and encourage the preservation, promotion, breeding and development of the Rocky Mountain Horse. The RMHA shall have the power to do all things necessary and appropriate to advance those purposes which are permitted by the Articles of Incorporation of the RMHA and applicable law.

1.3 Place of Business

The principal place of business of the RMHA shall be in the Commonwealth of Kentucky at that address on file with the office of the Secretary of State.

ARTICLE 2

Membership

2.1 Process

Membership in the Association shall be granted to those individuals, both minor and adult, families, and legal entities that make application to the Association for membership, are approved by the Board, and agree in writing to abide by these Bylaws and the Rules of the RMHA.

2.2 Membership Period

The membership period shall run from January 1 through December 31 of each calendar year. Membership applications received on or after December 1 will be credited as having paid dues dating from the following January 1. The provisions for renewal, suspension and termination of membership shall be as set forth in the Rules of the RMHA. Membership is also terminated upon the death of a Member or the written resignation of the Member.

2.3 Categories of Membership

There shall be two categories of Membership: A. Provisional Members and B. Active Members. Provisional Membership shall only apply to Individual Members. An Individual Member is a Single Member and each of the adult members of a Family Membership.

2.3.A Provisional Member

Provisional Member shall mean an Individual Member who has made application for and been admitted to

membership by the Board but who has not completed the Provisional Membership Period of six months. Provisional Members are entitled to all privileges of an Active Member, except that a Provisional Member will not have the privilege of voting on any matter calling for a vote of the Membership, including but not limited to, Petitions and Elections. Any member who fails to renew their membership by March 31 of any year shall revert to Provisional Member status upon subsequent renewal.

2.3.B Active Member

Active Member shall mean an Individual Member who has completed their Provisional period of membership and legal entities or junior members, all of whom have been granted membership in the RMHA by the Board.

2.4 Types of Membership

The types of Membership shall be: A. Single Membership; B. Family Membership; C. Junior Membership; and D. Legal Entity Membership. A Life Membership means any of the foregoing, except Junior members, the holder of which has met the requirements for active membership and has paid the appropriate fee to obtain a life membership.

2.4.A Single Member

A person who has attained the age of 18 years as of January 1 of any calendar year and who has otherwise satisfied all the requirements for membership.

2.4.B Family Membership

A Family shall mean an established group of individuals who live as a unit in society. It must consist of at least one but not more than two adult members, each of whom has otherwise satisfied all the requirements for membership and those dependent minor (under the age of 18) children for whom the adult (s) have legal guardianship responsibility. Any dependent child shall be considered a member of a family until December 31 of the year in which they achieve their 18th birthday. All dependent children shall be considered Junior Members. The number of votes allocated to a family membership shall not exceed the number of adult members. Any document filed in the name of a minor shall require the approval and signature of a parent or legal guardian.

2.4.C Junior Member

An individual who has not attained the age of 18 as of January 1 of each calendar year. Junior members shall be nonvoting members. Any document filed in the name of a minor shall require the approval and signature of a parent or legal guardian.

2.4.D Legal Entity Membership

A Legal Entity shall mean any legal entity organized and existing in good standing under the laws of any state of the United States or any other recognized Governmental unit such as but not limited to corporations, partnerships, limited liability companies, trusts and estates. A Legal Entity shall not be entitled to vote on any matter calling for a vote of the Membership including, but not limited to, Petitions and Elections

2.5 Classes of Members

There shall be two classes of Members: A. voting; and B. nonvoting.

2.5.A. Voting Members

Voting Members shall consist of Individual Members over the age of 18 years who are Members in Good Standing and who have completed their Provisional Membership Period.

2.5.B. Nonvoting Members

Nonvoting Members shall consist of: Junior Members; Individual Members who have not completed their Provisional Membership Period; any Member who is not a Member in Good Standing and Legal Entities. No minor member of a family who achieves adult status (greater than age 18) will be assigned a vote in RMHA matters as a

portion of a family's vote.

2.6 Member in Good Standing

The designation of a Member in Good Standing shall be those Members that:

1. Are current in their dues and have not been found, by the Board, to be delinquent in any other financial responsibilities to the RMHA;
2. Are not under suspension for having been found to be in violation of any provision of these Bylaws and the Rules of the RMHA in accordance with the provisions of Article 8. The removal of a Member from suspension shall occur only after a majority vote of the Board.

2.7 Conditions of Membership

Members of the Association shall be admitted, be retained and/or expelled in accordance with the Rules as the Board and/or the membership may from time to time adopt.

2.8 Regular Membership Meetings (Amended June 18, 2011)

The regular meetings of the membership shall be the February meeting, the annual meeting usually held in conjunction with the RMHA International Show, and a meeting held following the conclusion of all RMHA programs in which awards may be earned. In the absence of an annual RMHA International Show, or in the event the show must be rescheduled, the Board shall designate a time and location for an annual meeting. Regular meetings shall be held at a specific date, time and location determined by the Board and published in a notice as designated in Section 2.10 of these By-laws. The purposes of the annual meeting shall include receiving reports of the officers and chairs of the standing committees, and any other matters scheduled by the Board. The purposes of the meeting following the conclusion of the programs in which awards may be earned shall include but not be limited to the presentation of a summary of RMHA activities and may be adjourned to include presenting awards bestowed by the Association..

2.9 Special Membership Meetings

Special meetings of the Members may be called by the President, a majority of the members of the Board or by a Petition of the Members as described below. Petitions for a special meeting of the membership shall be submitted to the Board for Scheduling at the earliest practicable time but not later than 60 days from the date of submission of the petition to the Board. Notice to the membership of a special meeting shall be provided as set forth in Section 2.10 below.

2.9.A Special Called Meetings of the Membership as a Whole

The Board, or the membership, by special petition submitted specifically stating that the meeting is being called pursuant to the principles established by the Kentucky Revised Statute 273.193, may call a special meeting of the "Membership as a Whole". Notice of such a meeting must be published; in accordance with section 2.10 below to each Member entitled to vote on matters brought to the membership for vote by ballot. A special quorum of 50% of all Members entitled to vote on matters presented to the membership for a vote by ballot must be present in person or represented by proxy. Voting by proxy is encouraged by all Members who are not capable of being present in person. Any proxy given shall be exclusively for such specified Special Called Meeting of the Membership as a Whole and will not be honored at any other time. Actions taken at a special meeting of the "Membership as a Whole" are binding, in their entirety, on the Board.

2.10 Notice

Except as otherwise specifically provided, whenever Notice to the membership is required in these Bylaws, Notice shall be given by publication on the Associations web site no more than thirty-five nor less than 20 days prior to the event or matter being noticed., Members may request, Notice by e-mail or U.S. Post first class prepaid no less than twenty days prior to the event or matter being noticed by submitting the appropriate request form to the National Headquarters which shall be honored until rescinded by the member. It is solely the responsibility of the individual member to notify the association as failure to specify an alternative method implies consent that website notice is adequate and acceptable. With the adoption of this amendment a final issue of the Associations official publication shall be sent to all members by US Post containing the application form to receive Notice by U.S. Post first class pre paid.

2.11 Voting

There shall be no prior limitation on matters presented for discussion or vote at membership meetings. Except as otherwise specifically required by these Bylaws, the result of any vote on any matters presented for vote at regular and special meetings of the membership shall be advisory to the Board.

A quorum of fifteen Members is required for any matter presented for vote at regular meetings of the membership. Members must be physically present for purposes of voting and determining a quorum; voting by proxy or any other indirect means is not permitted except as provided in Section 2.9.A above. All matters requiring or presented for vote shall be determined by majority vote unless otherwise specifically provided for in these Bylaws.

In all matters that are presented to the membership for vote by ballot (as defined in the Rules) a ballot must be sent to each and every Member at their last known address. Decisions shall be based on the number of ballots returned which are verifiable as defined by the Rules. The percentage voting in favor of a motion for passage shall be determined according to these Bylaws and the Rules.

2.12 Powers of the Membership

The Members shall have the following powers in addition to all others specified by the Bylaws, Articles or Rules of the RMHA:

2.12.A. Voting at membership meetings on advisory resolutions to the Board, as provided above.

2.12.B Nominating of a member as a candidate for election as an officer or to the Board, as provided in the Rules so long as any **two** (2) general voting members, in good standing, may nominate any other member for a member at large position provided he/she is eligible to hold office as described in the RMHA Bylaws and in good standing with the Association. A written letter addressed to the Secretary at the principal office of the Association, listing the member to be nominated must be received by March 1 of the election year. In addition the member so nominated has endorsed his/her consent to such nomination in writing. (Amended June 18, 2011)

2.12.2. Nominating of a Member as a candidate for election as an Officer or to the Board, as provided in the Rules.

2.12.C. Commencing removal proceedings against a member of the Board, as provided in Section 3.5.B

2.12.D. Presenting motions to the Board for consideration, as provided in Section 3.3 herein.

2.12.E. Presenting petitions to compel or change action by the Board, as provided in Section 2.13 herein.

2.13 Petitions

The membership may, by presentation of a Petition signed by 10% of the membership compel the following by the Board.

2.13.A. Scheduling of a special meeting of the membership.

2.13.B. Presenting a change or addition to the Rules of the RMHA for membership vote by ballot.

2.13.C. Presenting a change to the Bylaws of the RMHA for membership vote by ballot.

2.13.D Presenting a change to the Rules of Registry of the RMHA for membership vote by ballot.

(Petitions for the Purpose of Amending the Bylaws, Rules of Registry or the Rules:

2.13.B, 2.13.C., and 2.13.D.)

Petitions for the purpose of changes, additions or recessions to the Rules, Rules of Registry, or the Bylaws of the

RMHA must be drafted to provide the complete substituted changed or added language to the Rules, Rules of Registry, or Bylaws. The Petition shall, prior to being presented to Members for signature, be presented to the Rules Committee (and Registration Advisory Committee, if applicable) solely for the purpose of review for proper legal wording and coordination with all other provisions of the Rules and these Bylaws affected by the proposed petition, together with other advisory information which may pertain to the purposes of the Petition. The Rules Committee shall have 30 days from receipt of the Petition to return the Petition with non-substantive changes and additions only. Changes by the Rules Committee (and Registration Advisory Committee, if applicable) shall not change the intent of the Petition; provided, however, provisions of the Petition which conflict with the Articles of Incorporation, these Bylaws (not including petitions to make specific changes to the Bylaws) or applicable law may be deleted. If the Rules Committee has not returned the Petition within the thirty-day time period, the Petition may be presented under the provisions of Section 2.13 as initially drafted.

2.13.E. Adding names to election ballots as set forth under the Nomination of Board Positions and Petition Candidates section of the Rules.

2.13.F. Presenting a Motion to Rescind or Motion to Change any action of the Board for Membership vote by ballot.

ARTICLE 3

The Board of Directors

3.1 Management

The business and property of the RMHA shall be managed and controlled by the Board of Directors (herein also referred to as the "Board"), which shall have all powers, duties, and authority permitted by the Articles of Incorporation, these Bylaws and applicable law. The Board may, in accordance with the provisions of Kentucky Revised Statutes, delegate specific powers, duties and authority of the Board to committees, standing and ad-hoc which are established, or appointed by the Board or these Bylaws from time to time. The day to day responsibilities of the operation of the RMHA may be delegated to such hired or contract personnel or companies, as the Board shall determine. The Board shall ensure that all Rules and procedures established by the Board for the conduct of the affairs of the RMHA and its membership shall be codified and published in the Rules of the RMHA.

3.2 Composition

The Board shall be composed of the President, Vice President, Secretary, Treasurer, three Directors of Examiners, three Hearing Panel Members, and seven Members at Large, subject to the provisions of Section 3.7 and Section 4.3.

3.3 Regular Board Meetings (Amended June 18, 2011)

At the first meeting of the Board following the election and installation of new members of the Board, the Board shall establish a schedule for regular Board meeting throughout the following twelve months, notice of which shall be provided as established under section 2.10 of these By-laws. There shall be no fewer than six regular meetings. The Board is authorized to take any action it deems appropriate as authorized by the Articles, these Bylaws and the Kentucky Revised Statutes. Order of business at meetings will generally follow the current edition of Roberts Rules of Order. Any Member that is not a member of the Board may bring a motion before the Board so long as the motion is in writing and mailed to the Secretary deposited in the U.S. mail, first class postage prepaid, no less than twenty days prior to the meeting. Regular meetings of the Board shall be open to all Members of the RMHA. Meetings may be attended by members of the Board by any electronic means that allows adequate visual and audio communication between the member, the Board and the attending membership. Such a meeting must be conducted by a technology that allows all persons participating to see and hear each other at the same time. At any regular meeting of the Board, the President or a majority of the members of the Board present may call for a closed session for consideration of certain specific confidential matters. Only members of the Board, persons designated by the Board, or such other persons as shall be required to be allowed under the laws of the State of Kentucky shall be present.

3.4 Special Board Meetings

Special Board Meetings of the Board may be called at any time by the President or a majority of the members of the Board, by providing at least forty-eight hours prior notice to each member of the Board, or with less than forty-

eight hours notice upon written waiver of notice signed by all members of the Board. Special meetings of the Board do not require prior notice to the membership. Special meetings of the Board may be held in person, by telephone conference call or by videoconferencing. Such a meeting must be conducted by a technology that allows all persons participating to hear each other at the same time (and, if a videoconference, to see each other as well). The vote at any such special meeting shall be recorded by the Secretary and included in the official records of the RMHA and shall not require ratification at a subsequent regular meeting. Whenever written waiver is required, it may be accomplished by e-mail, fax, or other electronic means.

A majority of the Board shall constitute a quorum for purposes of transacting business; provided, however, that at least two of the four Officers must be present. Complete minutes shall be kept of all regular, special and closed meetings of the Board, including the voting record of each member of the Board. With the sole exception of confidential matters discussed in closed session which are to remain confidential, the minutes shall be regularly published on the official web site. Those members without access to the web site may request, in writing, printed copies of the minutes on application to the offices of the RMHA..

3.5 Resignation and Removal

3.5.A. Resignation

The resignation of any member of the Board shall be presented in writing to the President. Such resignation shall be deemed effective as of the date specified therein, or if no date is specified, the date delivered to the President.

3.5.B. Removal

Members of the Board are subject to removal for cause. Any member of the Board, or any Member of the RMHA having the prior written approval and consent of at least one member of the Board, may present to the Board at any regular or special meeting a sworn statement, as defined in the Rules, setting forth facts which may constitute cause why a member of the Board should be removed from the Board. A copy of the statement shall be furnished to the Board member so charged, who shall have 30 days from receipt of the statement to provide to the Board a sworn statement in response.

The Board shall consider the sworn statement and Board member's response in closed session. If a majority of the members of the Board present (not including the Board member charged and also not including any Board member presenting or approving the sworn statement) believes the charges merit a hearing, the Board shall set a time for a special meeting of the Board for a full hearing, which shall be conducted in accordance with the policies and procedures set forth in

the Rules for such hearings. The Board member may be removed following such hearing by a majority vote of the Board, not including the vote of the Board member charged and also not including any Board member who has presented or approved the initial sworn statement.

3.5.C. Filling Vacancies

In the event of a vacancy in the position of President, the Vice President shall assume the position of President, or if the position of Vice President is also vacant, the Secretary shall assume the position of President. The President shall appoint, with approval of the Board, an interim Officer or Board member to complete the term of any position on the Board vacated for any reason.

3.6 Clubs

The Board may recognize not for profit clubs, which have governing documents that are and remain in compliance with these Bylaws and the Rules. Such clubs shall enjoy such privileges as the Board shall establish from time to time. The Board may further approve or establish other non-voting bodies, groups or regions of the Members for such purposes as it may deem appropriate from time to time.

3.7 Regional Representation

At a time the Board feels that the RMHA has effectively reached a point where regional and international divisions should be created, the establishment, chartering, and characterization of these regional and international divisions of the RMHA will be the sole responsibility of the Board. Any regional or international division of the RMHA shall

have a charter and Bylaws that is in full compliance with these Bylaws. Each regional and/or international division will be assigned at least one representative to the Board. The regional representatives shall constitute the Members at Large of the Board. Every four years after the establishment of regional and or international divisions, the Board shall assign the number of at large positions each division receives based proportionally on each division's percentage of the total RMHA membership. The Board may add additional at large positions to the Board to maintain representational equity. The representatives of regional or international divisions shall be elected to the Board for such terms and at such times as established by these bylaws. The methods of nomination and election shall be established by the Bylaws of the division that elects the representative. When regional and/or international divisions are established, these provisions shall take precedence over the applicable sections of these bylaws.

ARTICLE 4

Election and Duties of the Board

4.1 Nominations, Petitions and Qualifications

Nominations and petitions for candidacy to the Board shall follow the process as defined in the Rules of the RMHA. Candidates for President and Vice President shall have been Members of the RMHA for a minimum of four years prior to assumption of office. All other candidates for election to the Board shall have been Members of the RMHA for a minimum of two years prior to assumption of office. A year shall mean that calendar year, or any portion thereof, in which a person has completed his Provisional Membership and each full calendar year thereafter. All candidates shall remain Members in Good Standing at all times while on the Board, and shall have such other qualifications as may be required by these Bylaws. No person serving a term of suspension under provisions of the Horse Protection Act or under any RMHA suspension as a result of an action taken in accordance with Article 8 may be a candidate for election to the Board or may serve on the Board. Any member of the Board who ceases to maintain qualifications as required herein shall be automatically subject to removal proceedings under Section 3.5.

4.2 Terms (Amended June 18, 2011)

The President, Vice President, Secretary, Treasurer and three of the Members at Large shall be elected for two-year terms beginning in September of even numbered years. Four of the Members at Large shall be elected for two-year terms beginning in September of odd numbered years. The Directors of Examiners shall be elected for three-year terms beginning in September of the election year, with one Director standing for election in each year. The Hearing Panel Members shall be elected for three-year terms beginning in September of the election year, with one Member standing for election in each year.

4.3 Elections

4.3.A General Procedures

Elections shall be conducted in accordance with the Articles and these Bylaws by ballot mailed to each Member no later than May 1 of each year, which shall contain a space for write-in candidates. All position statements timely submitted by the candidates shall be included with the ballots. Returned ballots must be received by June 15 of that year. Winners shall be determined by that person or persons (qualified candidates) receiving the highest numbers of votes. A special run-off election shall be held only in the case of a tie vote. In the event of a run-off, the newly seated Board will function based on a quorum of those seated. If an Officer's position is in question due to a run-off, the Officer that held that specific position at the time of the election will continue in that capacity until the run-off election is completed and that seat on the Board is determined.

4.3.B Voting

No cumulative voting will be allowed. Each Member shall only be allowed one vote for each position to be filled. In the case of categories where more than one person is to be elected in that category, a ballot must contain no more than one vote for each position to be filled in that category in order to be considered valid with respect to that category. (amended Nov.10, 2007)

4.4 Assumption of Duties Amended June 18, 2011)

Newly elected Officers and members of the Board assume their office and duties immediately upon their installation at the Annual Membership Meeting, or on September 1 if the Annual Membership Meeting is scheduled for a month other than September.

4.5 Duties of Officers

The Officers of the Board shall have the following duties, in addition to all other duties prescribed by these Bylaws, the Rules, and the Board:

4.5.A. President.

The President shall have the full responsibility and authority as chief executive officer of the RMHA and shall have all powers and duties specified in the Bylaws and the Rules. The President shall prepare or cause to be prepared the agenda for meetings of the Board and shall preside at all meetings of the Board. The President shall see that the Bylaws and Rules of the RMHA are followed and enforced and shall ensure that meetings of the Board are conducted in an orderly and effective manner. Except as may be otherwise explicitly provided in the Articles or these Bylaws, the President shall, subject to approval by the Board, appoint all Committee members. Any responsibility and authority normally reserved to officers and not specifically reserved to an officer in Sections 4.5.B through Section 4.5D, shall be reserved to the President.

4.5B Vice President

The Vice President shall assist and advise the President, shall serve as a member of the Rules Committee and shall act as a resource and advisor to the Board with respect to the Rules of the RMHA. The Vice President shall preside at meetings of the Board in the absence of the President or at the request of the President. Notwithstanding the foregoing, the Vice President shall not preside at any meeting or part thereof which is being held for the purpose of hearing an appeal from the Hearing Panel on a matter in which he sat as a member of the Hearing Panel. In the event of the removal, resignation or vacancy in the office of the President, the Vice President shall immediately assume the office and duties of President. The Vice President shall serve as presiding officer of the Hearing Panel. The Vice President shall carry out such other duties as are assigned to the office by the Board and the Rules.

4.5C Secretary

The Secretary shall be responsible for maintaining, or causing to be maintained, the business records of the RMHA and the minutes of all meetings of the membership and the Board. The Secretary shall preside at meetings of the Board in the absence of the President and Vice President. The Secretary shall copy and distribute to the members of the Board in a timely manner the agenda of meetings and all submissions to the Board for its consideration, unless these duties are assigned by the Secretary to a specific Association employee. The Secretary shall maintain, or cause to be maintained, complete records of the RMHA at its principal office and shall keep them updated in a timely fashion. The Secretary shall prepare a report of the proceedings of the Board, other than matters considered/discussed in closed session and other disciplinary matters, to the membership for timely publication as provided for in section 2.10 of these bylaws, other than matters considered/discussed in closed session and other disciplinary matters. The introduction or modification of any Rule passed by the Board and/or membership shall be published as directed by the forgoing in a separate designated section of the official web site and publication. The Secretary shall be responsible for maintaining, or causing to be maintained, the Registry and its records, and supervising the Registrar, if one is appointed by the Board, in accordance with the Rules governing the Registry as approved by the Board. The Secretary shall serve as chair of the Registration Advisory Committee. In the event of a vacancy in both the offices of President and Vice-President, the Secretary shall immediately assume the office and duties of President.

4.5.D. Treasurer.

The Treasurer shall maintain, or cause to be maintained, accurate and detailed financial records for the RMHA, shall receive and document all moneys collected by or for the RMHA by the Treasurer or a person specifically designated by the Board for that purpose, and shall make disbursements and deposits as approved by the Board in a timely fashion. The Board may elect to have Association funds, up to a specified, limited amount, within the approved budgetary limits, disbursed by a full time Association employee under the supervision of the Treasurer. The Treasurer shall maintain, or cause to be maintained, the RMHA's bank accounts and prepare, or cause to be prepared, all tax and audit information for the RMHA, including assembling of cancelled checks. The Treasurer shall prepare a proposed budget for the RMHA and present it to the Board for approval no later than thirty days prior to the beginning of the RMHA's fiscal year. Upon approval by the Board, the budget, as modified, shall constitute the spending authority for the RMHA for the fiscal year. The approved Budget shall be published in accordance with section 2.10 of these Bylaws. The Treasurer shall prepare and provide a verbal report and written financial statement to the Board for every regular Board meeting, and as otherwise requested by the Board. The Treasurer shall prepare and provide a statement to the Board for every regular Board meeting setting forth the names of all members who are delinquent in dues or any other financial responsibilities. The Treasurer shall serve as a member of the Finance Committee. The Treasurer shall assist fully in all audit procedures as required in the Rules governing

the Finance Committee and as deemed necessary by the Board. The books and records of the RMHA shall be audited no less often than every two years at the close of the Treasurer's term of office even if the specific Treasurer is reelected to that office.

The Treasurer shall be bonded throughout his or her term by an incorporated surety company authorized to do business in the Commonwealth of Kentucky, in an amount that is equal to or greater than current assets for the last fiscal year. Should the Treasurer not be able to be bonded at any time during his or her term, the Treasurer shall be suspended and removal proceedings shall follow the provisions of Article 3.5 herein.

4.5E Directors of Examiners

The Directors of Examiners shall, subject to approval by the Board, establish methods and means for the training and certification of Examiners of horses for certification and shall establish and publish rules for the timely, efficient and equitable certification of Examiners. The Directors of Examiners shall appoint Examiners as 1) Trainee and 2) Qualified Examiner, subject to approval of the Board.

4.5F Hearing Panel Members

A four member Hearing Panel shall hear complaints and requests for resolution. The Vice President of the RMHA shall serve as a member and presiding officer of the Hearing Panel during his or her term on the Board. A minimum of three members shall constitute a quorum. A majority vote shall be required in all matters. The Vice President shall not vote except in the case of ties. The Hearing Panel shall, subject to approval by the Board, establish detailed rules of operation, including rules of evidence, to be included in the Rules. Approval by the Board shall require a two-thirds majority. In the event any member of the Hearing Panel has a material personal interest in, or conflict of interest with respect to, any matter before the Hearing Panel, the Board of Directors will appoint a replacement member to hear that matter.

4.5.G. Members at Large

The duties of the Members at Large of the Board shall be to specifically act as representatives of the membership at large, or specific geographic or other defined segment of the membership as they may be assigned. In addition the Members at Large may be assigned other duties as defined by the President or the Board. Each Member at Large shall have all of the rights and privileges afforded the Officers of the Board.

ARTICLE 5 Committees

5.1 Standing Committees

The following are the current standing committees of the RMHA:

Finance Committee
Genetics Committee
International Show Committee
Marketing and Public Relations Committee
Membership Committee
Registration Advisory Committee
Rules Committee
Show Advisory Committee
Show Judging Committee
Youth Committee

The Board may designate additional standing committees from time to time, to perform such functions, as it shall designate. Each Standing Committee will be comprised with one or more Board members and other Association Members. Standing Committees are viewed as permanent Committees for the functionality of RMHA business and services. Ad-Hoc committees may also be appointed, but are not permanent and are generally appointed to perform specific tasks, analysis of facts or other focused requirements so determined by the Board. The Board may redefine the duties of the Standing and or Ad-Hoc Committees. These committees (Standing and Ad-Hoc) are advisory to the Board and do not have nor exercise any of the authority of the Board except such powers and authority specifically bestowed on them by the Board. Any Committee bestowed with authority shall be comprised of two or more Board members with additional members from the membership of the RMHA as the Board may designate. The designation and appointment of any such committee and the delegation thereto of responsibility shall not operate to relieve the Board, or any individual member of the Board of any responsibility imposed upon it or him/her by law.

5.2 Appointment and Term

Except as may be otherwise explicitly provided in the Articles or these Bylaws, Committee members shall be appointed by the President, subject to approval by the Board. The term of all Standing and AD-Hoc Committee members shall end with the term of the President appointing them. Notwithstanding the foregoing, any term may be explicitly extended for a definite time by the newly elected President.

5.3 Duties and Powers

The committees shall have such responsibilities, duties and powers as shall be appointed by Board resolution and those responsibilities, duties and powers shall be described in the Rules and the Bylaws.

ARTICLE 6

The Horse

The Association is dedicated to the preservation, breeding, development and promotion of the Rocky Mountain Horse in which the natural gait breeds true. Proper breeding will enhance this and other desirable characteristics in successive generations. To this end, no action devices, aids, or harsh training methods are permitted. Through breeding, we, the Members of the Association, strive to produce an animal that meets the highest standards of this breed -- a horse for most occasions and all persons.

6.1 Gait

The Rocky Mountain Horse naturally demonstrates a smooth, ambling gait which glides forward. The horse moves out with a lateral gait in which one can count four distinct hoof-beats that produce a cadence of near equal rhythm. The speed may vary but the four beat rhythm remains constant. The gait may technically be described as the simultaneous but asynchronous motion of the legs of the same side of the body followed by the movement of the legs on the opposite side. The gait is initiated by the hind leg. The length of stride for both hind and foreleg should be nearly equal. The Rocky Mountain Horse moves his feet with minimal ground clearance and minimal knee and hock action. Because this gait does not waste motion it enables the horse to travel long distances with minimal tiring.

6.2 Conformation

The conformation of the Rocky Mountain Horse will be as follows. The height of the horse will be no less than 58 inches (14.2 hands) and no more than 64 inches (16 hands). They should have, medium-sized bones; with medium-sized feet in proportion to the body; a wide and deep chest with a span between the forelegs. The fore and hind legs should be free of noticeable deformity. The horse should have sloping shoulders (ideally with an angle of 45 degrees), bold eyes, and well-shaped ears, and a face which is neither dished nor protruding. The head should be medium sized in proportion to the body with medium jaws. The neck should be gracefully arched, medium in length and set on an angle to allow a natural carriage with a break at the poll. The horse must have a solid body color. There shall be no white above the knee or hock except on the face where modest amounts of white markings are acceptable. Excessive facial markings such as in a "bald-faced" horses are not acceptable.

6.3 Changes in qualifications

Amendments to this Article will be adopted in the same manner as all other amendments to the Bylaws of the RMHA, except that approval of an amendment to this Article shall require a vote in favor of amendment by seventy-five percent of ballots returned.

ARTICLE 7

The Registry, Registration and Breeding of the Rocky Mountain Horse

7.1 The Registry

The Registry's records shall be maintained by the Secretary or by the Registrar, if one is appointed, acting under the direction of the Secretary unless such duties are assigned to a specific Association employee. Such records, including but not limited to registration papers, shall be kept in such fashion and in such location as deemed

appropriate by the Board which shall have the ultimate responsibility for approving changes in format, rules of function, or operation of the Registry. At intervals of no less than monthly, the Secretary or Registrar, if one is appointed, shall prepare and keep at a separate location duplicate records of registration.

The Registration Advisory Committee shall be responsible for preparing and, from time to time, recommending changes to the Rules of Registry. The initial approval of the Rules of Registry shall be done by the Board. Changes to the Rules of Registry, other than changes in fee schedules, shall be subject to the provisions of Article 11.3.

The Registry and Registration Advisory Committee does not mediate disputes between members or others. The Association provides the Registry as a service to its members and is in no way liable for any fraud or misrepresentation concerning the horses registered to a buyer or to the public.

7.2 Registration

The procedures for registration shall be set forth in the Rules of Registry and subject to the provisions of these Bylaws. The registration of a Rocky Mountain Horse shall be guided by the following principles:

7.2.A The Rocky Mountain Horse

Except as specifically provided for Foundation Geldings in Article 7.2.D below and Certified Grade Mares in Article 7.3.B below, all Rocky mountain Horses presented for registration after the effective date of these Bylaws must be able to provide proof of parentage, by appropriate laboratory methods as set forth in the Rules of Registry.

7.2.B Foundation Stallions

Foundation stallions were historically registered under the following rules:

1. Must have an appropriate Rocky Mountain Horse gait with no signs of pacing;
2. Must have nearly perfect conformation;
3. Must have produced a foal that meets the requirements for registration from a registerable mare. Foundation Stallions were to be examined when they were at least two years of age by three Examiners, none of whom is the owner. The owner had the right of one uncontested challenge of an examiner. An application was filled out for the owner to submit to the association with the appropriate fees.

NOTE: A good temperament, while not officially listed as a requirement, was used in judging stallions that were to be registered as foundation stock.

7.2.C Foundation Mares

Foundation mares were historically registered under the following rules:

1. Must have an appropriate Rocky Mountain Horse gait with no sign of pacing;
2. Must meet conformation requirements;
3. Must have a good temperament.

Foundation mares were to be examined when they were at least two years of age by an Examiner who was not the owner. The owner had the right to a single uncontested challenge of an examiner. An application was filled out for the owner to submit to the Association with appropriate fees.

7.2.D Foundation Geldings **Amended November 10, 2007**

Foundation Geldings shall be accepted for registration under the following rules:

1. Must be certified in accordance with the procedures of 7.3.A below.
2. Must be able to prove by appropriate laboratory methods as set forth in the Rules of Registry one registered Rocky Mountain parent; and
3. Must have proof of complete castration, or a veterinarian's statement that the testicles absent on examination.
4. Must be presented for certification and registration no younger than 23 months of age and before February 11, 2011.
5. Following February 11, 2011 only geldings in which both parents had been certified prior to the breeding that resulted in the candidate gelding shall be accepted into the registry.

7.3 Certification and Breeding

The procedures for certification and breeding shall be set forth in the Rules of Registry and subject to the provisions of these Bylaws. The certification and breeding of a Rocky Mountain Horse shall be guided by the following principles:

7.3.A Certification Procedures

Prior to breeding, all Rocky Mountain Horses must be inspected and certified. The certification process for both stallions and mares is identical. To be certified, the animal must be inspected by three disinterested Examiners, none of whom is the owner. The owner of the animal will be allowed one uncontested challenge of an Examiner prior to the examination of a horse.

To be certified, the individual horse must have the correct gait for the Rocky Mountain Horse, be ridden under saddle with bridle, and must meet all conformation requirements enumerated in Article 6.2 of these Bylaws. For breeding purposes, stallions must have both testicles below the external inguinal ring. Female horses, if examined prior to attaining age three whose dam and sire are both certified to breed, may be accepted at 14 hands which is an exception to the requirements of Article 6.2. All horses must have a good temperament and a graceful way of going.

Electronic technology may be used to collect, compare, store, and retrieve data used in the certification process. Appropriate rules and regulations for the use of electronic technology shall be devised by the Registration Advisory Committee with the approval of the Board and entered in Rules of Registry.

After a successful examination, papers will be issued on the horse indicating the animal is certified. An appropriate fee will be charged.

Male and female horses that are not certified to breed will be retained in the registry if, in the opinion of the examiners, the defects that resulted in their disqualification are not of a degree that would have a detrimental effect on the reputation of the breed. Should any of these animals produce offspring, those offspring will not be eligible for registration under any circumstance. If severe defects that in the opinion of the examiners would be detrimental to the reputation of the Breed are found, the animal will be removed from the registry.

7.3.B Certified Grade Mares Offspring

For those non Rocky Mountain Horse mares previously designated as a Certified to Breed grade mare, their offspring from a certified to breed Rocky Mountain Horse stallion may be registered. The female offspring of a certified to breed grade mare and a certified to breed Rocky Mountain Horse Stallion may be registered and, if certified, bred. Male offspring may be registered only if castrated and meet all of the standards established for foundation geldings. Such colts will be issued clearly marked temporary papers until the Registry receives proof of complete castration.

7.3. Certification of Geldings

All Rocky Mountain Horse geldings shall, after the age of two (2) years, be inspected and certified. To be certified, the animal must be inspected by three disinterested examiners none of who is the owner. The owner of the animal will be allowed one uncontested challenge of an examiner prior to the examination of the horse.

To be certified the gelding:

1. Must be certified in accordance with the procedures of 7.3.A above;
2. Must have proof of complete castration, or a veterinarian's statement that the testicles were absent on examination. After successful examination, papers will be issued on the gelding indicating that the animal is a 'Certified RMHA Gelding'. If the examination is not successful and if, in the opinion of the examiners, the defects that resulted in the gelding's disqualification are not a degree that would have a detrimental effect on the reputation of the breed, the gelding will be retained in the registry, and the papers marked accordingly. These geldings will not be allowed to show in Rocky Mountain horse classes, nor promoted by the Rocky Mountain Horse Association in any way. If severe defects are found that, in the opinion of the examiners, would be detrimental to the reputation of the Breed, the animal will be removed from the registry.

7.3.4 Records

Breeding Records shall be kept in an accurate and current fashion by all stallion and mare owners in accordance with the Rules of Registry

ARTICLE 8

Complaints and Disciplinary Process

8.1 Complaints

A complaint may be initiated against any Member of the RMHA by any person, by presenting to the Hearing Panel a sworn, written statement, as defined in the Rules, setting out the complaint and reasons therefore in detail. The Board of Directors may also initiate disciplinary proceedings against a Member on its own initiative by agreeing to a statement of charges against the Member, and referring them to the Hearing Panel. If a complaint is initiated with the intent to show cause why a member of the Board of Directors should be removed, the process of Article 3, Section 3.5 of the Bylaws, Resignation and Removal of Board members shall be followed.

Disciplinary hearings shall be scheduled, noticed and conducted in closed session in accordance with procedures established in the Rules of the RMHA, which shall provide affected parties with reasonable due process and opportunity to be heard. The Hearing Panel shall formulate fair and equitable rules for hearing a complaint from any member where circumstances, satisfactory to the Hearing Panel, would result in an undue hardship if such member was required to travel to the area where hearings would normally be held. Changes of the Rules governing on Complaints and Disciplinary Process Rules made by the Board must be approved by a two-thirds majority vote of the Board.

The Hearing Panel may retain and appoint experts, special masters or other individuals with special knowledge and experience in the subject matter in order to advise the Hearing Panel, render opinions and otherwise assist in resolution of the matter in any manner requested by the Hearing Panel, subject to the approval of the Board of Directors for any expense thereby incurred over \$500 per individual complaint, adjusted annually for inflation.

8.2 Appeals

Any party to a specific disciplinary proceeding may appeal the decision to the Board of Directors. A request for appeal must be in writing and sent certified mail, return receipt requested to the Secretary of the RMHA. The request for appeal must be postmarked within 30 days of the Hearing Board's disciplinary decision. The Secretary of the RMHA will respond in writing to the affected Member(s) as to the date, time and location of the appeals session with the Board of Directors. The appeal will be conducted in closed session. Members of the Hearing Panel shall be excluded from the proceedings. The decision rendered by the Board of Directors shall be final.

8.3 Requests for Resolution

Any Member or member of the Board of Directors may request that the Hearing Panel review any matter requiring resolution for the best interests of the RMHA and its membership, including, but not limited to, specific application of the Bylaws or Rules, appeal of any determination of the Rules Committee regarding proposed petitions, or mailers referred to it for resolution by the Board of Directors. The Request shall be made in the form of a written statement setting out the facts and issues of the matter in detail, and the reasons why resolution by the Hearing Panel is appropriate and necessary.

Hearings on requests for resolution shall be held in open session in the same manner as meetings of the Board of Directors in accordance with such procedures as may be published in the Rules and all determination by the Hearing Panel in such matters shall be final.

ARTICLE 9 Indemnity

9.1 Each officer, director, employee or agent of the RMHA, and each person who at its request has served as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be held harmless and indemnified by the RMHA against reasonable legal expense, judgments, and expense of settlement which the RMHA previously approved, actually and reasonably incurred in connection with an actual or threatened legal proceeding., The foregoing shall only apply if such person acted legally, in good faith, and was duly authorized to act on behalf of the RMHA in the transaction or act from which legal liability arose, and which was official RMHA business and where indemnity is not otherwise contrary to the laws of the Commonwealth of Kentucky, except the foregoing shall not apply to matters as to which he or she shall have been guilty of willful or intentional misconduct or wanton or reckless disregard for human rights, safety, or acts known to be unfair in respect of the matter in which indemnity is sought, as finally determined in the proceedings., and where indemnity is not otherwise contrary to the laws of the Commonwealth of Kentucky. This Section 9.1 shall not be construed as limiting the extent of indemnification set forth in the Articles of Incorporation.

To preserve this right of indemnity, such person shall immediately notify the RMHA of such actual or threatened litigation or other complaint, whereupon the RMHA shall have the right to direct defense thereof, including, but not limited to, selection of counsel and direction of settlement negotiations.

The RMHA shall purchase and maintain insurance on behalf of any officers, directors, employee or agents against any liabilities asserted against such persons by reason of their capacity acting on behalf of the RMHA and whether or not the RMHA would have the power to indemnify such persons under these Bylaws or the laws of the Commonwealth of Kentucky.

ARTICLE 10

Amendment of the Bylaws Rules and Rules of Registry

10.1 Amendments to these Bylaws

Amendments to these Bylaws shall be proposed in accordance with Article 2, Section 2.13.C. and shall be reviewed by the Rules Committee prior to being submitted to the Members for approval by ballot. In addition, the Board by three-quarters majority vote may recommend changes to these Bylaws. Proposed amendments by the Board shall be reviewed by the Rules Committee prior to being submitted to the Members for approval by ballot. Approval of the membership to an amendment to the Bylaws shall require a two-thirds majority of the ballots returned voting in favor thereof; provided, however, if another percentage is specifically provided herein for the amendment of any specific Article or provision therein, the percentage specified shall be required for amendment of that Article or provision.

10.2 Amendments to the Rules

Amendments to the Rules may be made by the Board provided such amendments are first reviewed by the Rules Committee. Amendments to the Rules proposed by the membership in accordance with Article 2, Section 2.13.6. shall be reviewed by the Rules Committee prior to being submitted to the Members for approval by ballot. Approval of the membership to an amendment to the Rules or approval of a Petition presenting either a Motion to Rescind or a Motion to Change shall require a majority vote of the ballots returned voting in favor thereof; provided, however, if another higher percentage is specifically provided in the Bylaws for the amendment of any specific Section of the Rules or provision therein, the percentage specified shall be required for amendment of that Section or provision.

10.3 Amendments to the Rules of Registry

Amendments to the Rules of Registry may be made by the Board provided such amendments (other than fee schedules and forms) are first reviewed by the Registration Advisory Committee. Amendments to the Rules of Registry, proposed by the membership in accordance with Article 2, Section 2.13.D shall be reviewed by the Registration Advisory Committee prior to being submitted to the Members for approval by ballot. Approval of the membership to an amendment to the Rules of Registry shall require a majority vote of the ballots returned voting in favor thereof; provided, however, if another higher percentage is specifically provided in the Bylaws for the amendment of any specific Section of the Rules of Registry or provision therein or Bylaw provision related thereto, the percentage specified shall be required for amendment of that Section or provision. Changes to fee schedules and forms may be made by majority vote of the Board without submission to the Registration Advisory Committee.

ARTICLE 11

General Provisions, Definitions

11.1 General Provisions

11.1.A Savings Clause

Should any provision of these Bylaws conflict with or contradict any provision of the Articles of Incorporation or applicable law, the Articles of Incorporation or applicable law shall prevail to the extent of the conflict and all remaining provisions of the Article or section shall remain in full force.

11A.B Exempt Status

In the event of a final determination by the Internal Revenue Service that any provision of these Bylaws would adversely affect the exempt status of the RMHA under Section 501 (c of the Internal Revenue Code, as amended from time to time, any such offending provision or offending portion thereof shall be null and void and of no force or effect from the time of adoption. In any such event, the Board shall have authority by its' act alone to make such changes arid only such changes as are required to obtain or continue the exempt status of the RMHA. In making any such changes the Board shall make all attempts to make such changes in keeping with the original intent.

12.2 Definitions

Words and phrases used in these Bylaws shall have the following meanings and interpretations:

1 1.2.A Articles of Incorporation

The Articles of Incorporation of the RMHA filed with the Secretary of State of the Commonwealth of Kentucky, as amended and restated from time to time.

11.2.B. Association, RMHA

The Rocky Mountain Horse Association, Inc., or any successor entity.

1212.C. Board

The Board of Directors of the RMHA.

11.2.0. Rules

The official Rules of the RMHA as approved by the membership and as may be changed from time to time by the Board and/or the membership in accordance with these Bylaws.

Missing wording under VP description corrected 1/17/2011 per Board approval 1/15/2011.