

WESTSIDE TEAM PENNING CLUB BYLAWS

Good Times ~ Good Friends

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ARTICLE I

MISSION STATEMENT

The WESTSIDE TEAM PENNING CLUB is organized as a non-profit corporation (hereinafter referred to as WTPC) under Chapter 24.03 RCW of Washington State to promote and encourage the development of, and the public interest in, the sport of Team Penning and other related events.

ARTICLE II

OFFICE

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate. The corporation may have such other offices, either within, or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE III

MEMBERSHIPS

WTPC shall be composed of the General Memberships who shall constitute the voting body of the Corporation.

Section 1.1 Classification of Membership

WTPC shall have members as follows:

1. Individual Membership: available to persons at least 18 years of age and in good standing with WTPC. Those who purchase Individual Memberships are allowed (1) membership.
2. Family Membership: available to one or two adults with or without children under the age of 18 as of January 1st and living in the same household. Those who purchase Family Memberships are allowed (1) membership.
3. Youth Membership: available to persons 18 years or younger as of January 1st and living in the family household attending school through the end of the fiscal year. Youth may only join under a Family Membership, must have their membership application signed by a parent or legal guardian.
4. Non-members must purchase a \$10 day-pass and will participate for cash only and will not receive points toward year end awards.

Section 1.2 Member in Good Standing

A “Member in Good Standing” is as follows:

1. Abides by all rules of WTPC.
2. Pay dues in full and are current in the payment of their assessments, fees, and fines, and who are not in violation of the governing documents.
3. Conducts themselves with dignity and respect in and out of the arena.

Section 1.3 Termination/Suspension of Membership

1. Membership may be suspended, revoked or terminated if the conduct or actions of a member are such that they would be detrimental to WTPC, its members, or other good cause is found. Cancellation of membership requires a two-thirds (2/3) vote of the Board of Directors sustained by a two-thirds (2/3) majority vote of the attending membership at any WTPC meeting. Other good cause may include, but is not limited to, default of a financial obligation to WTPC thirty (30) days following delivery of notice of default ;or a material and serious violation of WTPC Bylaws, WTPC Rules, law.

ARTICLE IV

DIRECTORS & OFFICERS

Section 2.1 Management

1. The affairs of WTPC shall be managed by the Board of Directors. All Officers and Agents of WTPC, as between themselves and WTPC, will have such authority and perform such duties in the management and running of WTPC as provided in the Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.
2. Contracts, documents or any instruments in writing requiring the signature of the WTPC, shall be signed by at least (2) designated Director(s) and/or Officer(s) and all contracts, documents and instruments in writing so signed shall be binding upon the WTPC only with the approval of the Board. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the WTPC to sign specific contracts, documents and instruments in writing.
3. No Officer or Director shall directly or indirectly obligate the organization for any financial responsibility without authorization of the Board and no disbursements shall be made from the treasury of WTPC without the same authorization, other than for the regular and ordinary obligations of WTPC.

Section 2.2 Officers

1. The appointed Officers of the WTPC include the following:
 - a. President
 - b. Vice President
 - c. Treasurer
 - d. Executive Secretary
 - e. Event Secretary.
2. The Officers of the Corporation shall be appointed by the Board of Directors, from the Board of Directors, as outlined within the current Bylaws of the Corporation
3. The appointment and installation of Officers will take place at the regular meeting held during the first ninety (90) days of the Fiscal year, after the installment of Directors, as outlined within the current Bylaws of the Corporation.
4. Officers will serve a One Year (1) Term.
5. Officers may succeed themselves as long as an individual is a member in good standing and is appointed as dictated by these Bylaws.
6. No two offices may be held by the same person during the same term.
7. Officers shall be knowledgeable of all rules and Bylaws, which will be discussed and reviewed annually prior to the first event of the year.

Section 2.3 Description of Officers

1. **President**

The President shall be chief executive Officer of the corporation, and subject to the Board's control, shall supervise and control all the assets, business, and affairs of the corporation. The President shall preside at all meetings of the Board of Directors. The President shall have general and active management of the business and affairs of WTPC 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.
2. **Vice President**

The Vice President shall, in the absence or disability of the president, preside at meetings of the Corporation and Board of Directors as prescribed under duties of the President. In addition, the Vice President shall be responsible for coordination of all committees formed by WTPC.

3. Executive Secretary

The Executive Secretary shall keep accurate minutes of all meetings of the Corporation and the Board, be custodian of the corporate records of the corporation placing all records in permanent record for review by Board and General Membership. The Executive Secretary shall be responsible for all general and specific correspondence as outlined by the Bylaws and Board of Directors from time to time. In addition, the Executive Secretary shall be responsible for organization and permanent records of the penning and sorting results and point records system(s). The Executive Secretary shall provide a copy of all minutes to all Directors and Officers for approval at or by the following meeting

4. Events Secretary

The Events Secretary shall handle and manage WTPC event setup on computer software, all team signups, and management of the show office, payout checks, create and disburse class lists, manage and collect membership sign-ups and waivers, disburse relevant materials, and provide event information for web site disbursal. The Events Secretary shall keep and distribute as requested a current list of all members in good standing.

5. Treasurer

The Treasurer shall receive funds of WTPC, make all disbursements, and keep a true and accurate account of all assets, liabilities, receipts and disbursements of the corporation. The Depository(s) 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. The Treasurer will keep and maintain all bank accounts and be responsible to provide an accurate profit/loss financial summary for each WTPC event at all Board meetings. The Treasurer will prepare all relevant paper work, and provide all records for an annual audit by a third party prepared for and approved by the Board of Directors. The Treasurer will provide copies of all Treasurers' reports to be available at each general membership meeting. Any expenditure of over \$250.00 must be approved by the Board of Directors. The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.

Section 2.4 Directors

1. The Directors of the Corporation shall come from the general membership, be elected by the General Voting Membership, in good standing, as outlined within the current Bylaws of the Corporation.
2. Directors will serve a Two-Year Term.
3. The installation of Directors will take place at the regular meeting in January
4. Directors may succeed themselves or any other elected position as long as an individual is a member in good standing and is elected as directed by these Bylaws.
5. Directors shall be knowledgeable of all rules and Bylaws, which will be discussed and reviewed annually prior to the first event of the fiscal year.

6. Directors will be responsible for bringing forth comments from WTPC members. They will establish and organize events and assist each other and the Officers as necessary. Directors are to notify the Board if they are unable to attend a Board or General Membership meeting. If any Director is absent from three (3) consecutive WTPC Board meetings, that Director will be removed from office at the discretion of the Board of Directors.

Section 2.5 Board of Directors

1. The Board of Directors shall consist of all Officers and Directors. In addition, Directors and Officers are to be members of WTPC in good standing.
2. The Board of Directors will consist of not less than five (5) or more than eleven (11) positions. Unless removed in accordance with provisions of these Bylaws.
3. 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 at the Annual Meeting. The number of positions of Directors may be increased or decreased, with a minimum of five (5), by recommendation of the Board to the membership, to be voted on at the Annual Meeting.
4. All Directors shall serve a Two-Year Term and may succeed themselves or any other elected position as long as an individual is a member in good standing and is elected or appointed as dictated by these Bylaws. All members of Board of Directors shall have one vote, except the President who shall only vote to make or break a tie.
5. All Officers shall hold their position for One-Year during their Two-year term as a director and may succeed themselves or any other elected position as long as an individual is a member in good standing and is elected or appointed as dictated by these Bylaws. All members of Board of Directors shall have one vote, except the President who shall only vote to make or break a tie.
6. The President, Vice President, or an appointed Director shall preside over all Board of Director meetings.

Section 2.6 Vacancy and Recall

1. Vacancies of any elected 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 filled by the 1st Alternate if available or a special election shall then be held to fill the vacancy, for the remainder of the term.
2. Any Director, who fails to attend Three (3) consecutive meetings without cause properly presented, shall be automatically discharged, and the position declared empty.
3. Any Director may be recalled by the General Membership upon presentation to the Executive Secretary (setting forth the reasons) of a petition signed by twenty-five percent (25%) of the members in good standing. Upon receipt of petition fulfilling the criteria, the Director so charged shall stand suspended. The Board of Directors shall then review evidence to decide as to the

director's fault. The Board shall present its verdict to the membership at a regular meeting, without due delay. If the recall stands and the majority of the membership still concur with the verdict, a special election shall then be held to fill the vacancy. Any recalled officer shall not be permitted to run for office for a period of one (1) year following his/her recall.

Section 2.7 Resignation

1. Any Director, Officer, or Agent may resign by giving written notice to a member of the Board. Any such resignation will become effective at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V

VOTING AND ELECTIONS

Section 3.1 Voting Privileges

1. Individual Members: Those who purchase Individual Memberships and meet all criteria of membership are allowed (1) vote.
2. Family Members: Those who purchase Family Memberships and meet all criteria of membership are allowed (1) vote per adult member but not more than (2) votes total.
3. Youth Membership: available to persons 18 years or younger as of January 1st and living in the family household attending school through the end of the fiscal year. Youth may only join under a Family Membership, must have their membership application signed by a parent or legal guardian.
4. Non-members will have NO voting privileges.

Section 3.2 Elections

1. The nomination of Directors shall take place during the last 90 days of a season. The nominee's will report their acceptance of nomination, prior to the last event of the season, to the Executive Secretary.
2. The election shall be held at the Year's End Awards Banquet, of each year, by ballot, with notices being sent out, not less than, One (1) week in advance, to all members in good standing.
3. No person shall be eligible to hold a position unless he/she has been an active member, in good standing for at least twelve (12) months prior to the election.
4. No member shall be allowed to vote unless he/she is in good standing, with all dues and assessments paid.

5. When a member wishes to vote he/she will register their name on the ballot and cast their vote.
6. The three (3) judges (ballot counters) are to have full charge of the election ballots, the ballots to remain in their care until counted. Ballot counting will be done solely by the judges and without interruptions from any other member. Judges will be appointed by the President. Any challenged judges to be replaced immediately with just cause.
7. Printed ballots shall be used in an election and kept for a period of six (6) months after election, to give any person the right to challenge the vote.
8. Results shall be tallied and signed by the three (3) judges (ballot counters).
9. Posting of election results will include the positions voted on and all successful candidates. No vote count listed. Vote count will be made available to candidates on confidential basis

ARTICLE VI

MEETINGS

Section 4.1 General Procedure

1. Fifty-one percent (51%) or greater of the number of the Board of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a Board of Directors meeting, a quorum may be met by conference call, or a majority of the Board present may adjourn the meeting from time to time without further notice.
2. Minutes of all meetings shall be kept and placed with the Executive Secretary, in permanent file.

Section 4.2 Board of Directors Meetings

1. General Board of Directors meetings are open to the general membership in an observational status only. Any concerns or input from the general membership shall be listed on the meeting agenda, to be addressed in the appropriate order, by contacting any board member who will contact the executive secretary at least 48 hours prior to the start of the meeting
2. Special meetings of the Board of Directors may be called by the President or two (2) consenting Board members on three days' notice to each member and are not open to the General Membership.
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, is signed by two-third (2/3) 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

1. The General Membership shall meet on an annual basis with the meeting designated as the Organizational Meeting and shall be held during the first ninety (90) days of the Fiscal year. The Board of Directors may call special General Membership Meetings during the year if such business comes before the Board that it determines should be presented to and acted upon by the General Membership.
2. A quorum of Officers and Directors is required at all regular and general meetings in order to conduct business.

Section 4.4 Special Meetings

1. Special meetings may be called upon the written directions of not less than twenty percent (20%) of the General Membership, in good standing, and or the Board of Directors. Said notice, shall state the Date, Time, Place, and Purpose of said meeting and shall be given not less than ten (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.

Section 4.5 Quorum

1. Fifty-one percent (51%) of the members of the corporation entitled to vote, represented in person (or by proxy), shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

Section 4.6 Order of Business

1. All WTPC meetings shall be conducted in the following order as applicable.
 - a. Call to order
 - b. Roll call of officers & Directors
 - c. Introduction of visitors
 - d. Reading of previous meeting minutes
 - e. Installment of Directors and Officers, After appointment of said Officers (January)
 - f. Report of Treasurer
 - g. Unfinished Business
 - h. New Business
 - i. Good and Welfare
 - j. Adjournment

ARTICLE VII

FUNDS

Section 5.1 Fiscal Year

1. The Fiscal Year of WTPC shall consist of a twelve (12) month cycle to begin on January 1 and end on December 31 of each consecutive year.

Section 5.2 Accounts

1. The General Fund of the WTPC shall receive all monies received by said Corporation, for purposes of accountability; such funds shall be deposited into a regular checking and or savings account.
2. Disbursements of the general fund monies shall be upon proper voucher and check, with proper presentation and due authorization by the treasurer, after approval by vote of the membership at a regular, or special called meeting.
3. All accounts / institutions must be FDIC insured unless specifically authorized by motion establishing investments.

Section 5.3 Budget

1. The Treasurer shall submit an annual budget for the Board of Directors approval at the February meeting. Prior for adoption the budget may be amended by a motion and a majority vote.
2. The budget should include all projected income and expenditures for the period February through January inclusively.
3. The annual budget, when adopted, will authorize the payment of the outlined Locals Itemized bills and Expenditures.
4. The Board of Directors shall designate at least (2) authorized signers, but not more than (3) authorized signers for signing of checks, or demands for money or notes.
5. All checks or demands for money and notes of WTPC are to be signed by two (2) authorized Board Members. WTPC shall keep copies of its current Article of Incorporation; Bylaws; Rules; correct and complete financial books; records of account(s); and minutes of proceedings of Board of Directors and Membership meetings at its registered office.
6. All debts, payouts, or demands for money from WTPC funds will be paid only by check or WTPC credit card.

Section 5.4 Dues and Fees

1. Dues and fees: There shall be annual membership dues assessed each member. Dues shall be assessed on November 1st of each year payable for the following calendar year. The annual dues amount shall be set and changed by a majority vote of the membership. In addition to the annual dues, each Member shall be assessed and shall pay an administrative fee for each run made at a WTPC sponsored event.
2. Dues are payable within ninety (90) days of the Annual General Membership Meeting of WTPC. Any dues not paid with ninety (90) days of the Organizational Meeting will be considered delinquent and will be subject to a \$10.00 late fee. No points will be accumulated, tracked, applied, or awarded during delinquency.
3. Dues and fees are non-refundable.
4. Non-members must purchase a \$10 day-pass and will participate for cash only and will not receive points toward year end awards.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 6.1 Indemnification

1. WTPC shall indemnify, to the extent hereafter provided, any Director, Officer, Agent, or Employee of WTPC; and any person who may have served at WTPC's request as a Director, Officer, Agent, or Employee or another corporation in which WTPC 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. WTPC may also reimburse any such person for the reasonable cost of settlement of any such action, suit, or proceeding if it is found that it was to the interest of WTPC 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 6.2 Authority

1. These Bylaws are constructed to conform to reasonable practice and accordance with Robert's Rules of Order, Newly Revised Edition.

Section 6.3 Protest

1. Any member in good standing may file a formal protest by submitting in writing to the Executive Secretary. The protest will be read and acted upon, if needed, at the next regular scheduled meeting of the Board of Directors. A reply will be mailed back to the member within three working days after the meeting.

Section 6.4 Good of the Order

1. No Officer or Director shall directly or indirectly obligate the organization for any financial responsibility without authorization of the Board and no disbursements shall be made from the treasury of WTPC without the same authorization, other than for the regular and ordinary obligations of WTPC.
2. Welfare of Corporation shall be primary consideration in all matters.

ARTICLE IX

COMMITTEES

Section 7.1 Standing Committees

The Board of Directors, via the President, may create and empower committees as the need arises. The following Committees are to be established on an annual basis as deemed necessary by the Board of Directors, via the President.

1. **Grievance Committee**

This Committee shall have three (3) members selected at each WTPC event. The Committee shall be the final arbitrator for any dispute in a sanctioned and or sponsored event as filed by any member(s) or participant(s). A \$50.00 deposit will be paid at the time the grievance is presented and will be refunded if grievance is successful. A grievance during a sanctioned and or sponsored event must be presented to the judge(s) before the participant(s) leaves the arena.

2. Rating Committee

This Committee shall be appointed by the Board of Directors and consist of three (3) WTPC members. Each new WTPC member to be watched by two (2) members of the Rating Committee at first two (2) WTPC events. Recommendations will be provided to the Board and published on WTPC website.

3. Points Committee

This Committee shall be appointed by the Board of Directors and consist of two (2) WTPC members. This Committee shall track and keep all points for WTPC members during the course of a season. Points earned will be updated, audited, and posted on website on, or before, the next WTPC event

4. Awards Committee

This Committee shall be appointed by the Board of Directors and consist of three (3) WTPC members. A budget for the purchase of awards will be provided by the Board of Directors

5. Bylaws Committee

This Committee shall be appointed by Board of Directors and consist of (5) WTPC members and shall review and recommend amendments to the Bylaws to the Board of Directors.

6. Rules Committee

This Committee shall be appointed by Board of Directors and consist of (5) WTPC members and shall review and recommend amendments to the WTPC Rules to the Board of Directors.

Section 7.2 Special Committees

1. The Board of Directors, via the President, may create and empower other committees as the need arises.

ARTICLE X

STANDINGS

Section 8.1 Points and Ratings

1. Points will be kept in each class/category for all WTPC events.
2. All riders will be evaluated and placed into one of the following categories:
 - a. Open Rider
 - b. Amateur Rider
 - c. Novice Rider
 - d. Green Novice Rider (if applicable)
 - e. Youth Rider

3. Once a rider has chosen a category, the Rating Committee reserves the right to observe and re-evaluate the rider at the first two (2) WTPC events the rider participates in. The rider will be notified of any change in category before the next scheduled WTPC event. If a rider is moved from one category to another any points accumulated that WTPC season will move with them to the new category.
4. All riders will be re-evaluated on an annual basis prior to the beginning of each new WTPC point season.
5. All riders must be members of WTPC in order to participate in point classes. Non-members must purchase a \$10 day-pass and will participate for cash only and will not receive points toward year end awards.
6. Any non-member wishing that his/her points earned go toward year-end awards must fill out a membership application and pay the annual membership dues prior to the conclusion of that day's show.

Section 8.2 Year End Awards

1. In order for a WTPC member to be eligible for Penning Year-End Awards, member must be a "Member in Good Standing" and participate in at least the member's own designated division of penning at 70% or more of all regularly scheduled WTPC Penning events in a given year.
2. In order for a WTPC member to be eligible for Sorting Year-End Awards, member must be a "Member in Good Standing" and participate in at least the member's own designated division of sorting at 70% or more of all regularly scheduled WTPC Sorting events in a given year.

ARTICLE XI

AMENDMENTS

Section 9.1 Amendments

- 1) These Bylaws may be amended by the following process:
 - i) All proposals must be in writing, signed by not less than five (5) members, and referred to the Bylaws Committee.
 - ii) The Bylaws Committee shall review all proposed changes as to being proper. Report their findings to the Board of Directors.
 - iii) Each proposal must be considered and voted upon separately
 - iv) Accepted changes to the Bylaws will then be put into writing and provided to the General Membership. Reasonable advance notice must be given to the membership of the time, date and place of vote, What the proposed change is, and that the Board of Directors and Bylaws Committee will make their recommendation.

- v) All accepted proposals must be read as proposed, to the general membership, with a recommendation from the Board of Directors and the Bylaws Committee.
- vi) The Bylaw proposals shall be approved and adopted by a two thirds (2/3) vote of the members at the scheduled meeting.

ARTICLE XII

DISSOLUTION

Section 10.1 General

1. This Corporation may be dissolved by a vote of two-thirds (2/3) of the General Membership voting at any regular meeting or voting by mail. Thirty (30) 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.
2. In the event this Corporation disbands all monies will be used to pay any and all remaining debts of the Corporation. Monies available afterward will then be donated to a non-profit equestrian facility registered in Washington State to be determined by a two-thirds (2/3) majority vote of the membership.
3. All material items owned by the club will be liquidated before donation.

EXHIBIT 2

EXAMPLE OF WTPC TREASURER REPORT

WTPC Treasurer's Report

Sample Report - Data not all accurate

Month Ending: August 31, 2009

Checking Account \$ 9,205.00
Savings Account \$ 12,795.00

Total Starting Balance \$22,000.00

Income			Expenses		
Date	Reason	Amount	Date	Reason	Amount
05/25/09	Event Income	\$6,000.00	05/25/09	Event Expenses	\$3,000.00
	Sale of Cow	300		Purchase of Cow	\$500.00
				Year End Awards	\$3,000.00
Total Income			Total Expenses		
\$6,300.00			\$6,500.00		

Ending Balance \$21,800.00

Outstanding Income prior to this statement

Rider Payment \$200.00

Total Outstanding \$200.00

Outstanding Expenses

Owe for Arena \$300.00

Uncashed Checks \$500.00

Event Awards \$200.00

Total Outstanding \$1,000.00

Projected Balance \$21,000.00