

AMENDED AND RESTATED BYLAWS OF
NORTH AMERICAN SIX-HORSE HITCH CLASSIC SERIES, INC.

ARTICLE I – NAME

Section 1: The name of this organization shall be the North American Six-Horse Hitch Classic Series, Inc. (NASHHCS).

ARTICLE II – PURPOSE

Section 1: The purpose of the North American Six-Horse Hitch Classic Series, Inc. (the “Association” or “NASHHCS”) is as follows:

1. To educate audiences, both in person and online, about draft horses, their abilities, and their modern uses.
2. To promote public interest in draft horses.
3. To promote improvement in breeding, showing, and marketing.
4. To provide facilities for meetings to exchange ideas between breeders, exhibitors and marketers. To promote and manage exhibits, work in harmony with other horse or livestock associations, to promote the competition and showing of six-horse hitches, carts, halter and riding. As well as providing any other means for carrying out the purpose of this association including conducting a Classic Series Finals competition to determine an annual Champion.
5. The North American Six-Horse Hitch Classic Series is organized exclusively for educational purposes including for such purposes of qualifying as an exempt organization described under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

Section 1: **Eligibility.** Membership in this organization may be held by any individual, firm, or partnership who is interested in the promotion of the draft horse and the competitive showing of draft horses. Acceptance in the Association may be determined by the Board of Directors upon application.

Section 2: **Designation of Voting Member.** Every membership shall be entitled to one vote on any matter put to vote by the Association and the general membership, in his/her application, shall designate the name of the individual who shall exercise the vote on behalf of the membership. This designation shall be made annually upon payment of the dues as set forth herein. Youth members are not entitled to vote on matters put to vote by the Association.

Section 3: **Fees and Dues.** The membership year will run concurrently with the NASHHCS points year, beginning the first Tuesday after Labor Day and running through Labor Day of the current NASHHCS year. Annual fees and dues shall be fixed and determined by the Board of Directors of the Association. Any modifications to the dues must coincide with the membership year. In addition to the General Membership dues members must pay individual dues for each division of the NASHHCS they compete in. Classic Halter Series and Classic Riding Series classes do not require a paid membership to participate; however, no points will be awarded until the membership dues are paid. Youth Cart and 18 and Under Classic Riding Series do not require a paid registration to compete; however, they must be registered to receive points. The annual general membership dues for the competitive year are due the first Tuesday after Labor Day. In order for an exhibitor to participate in a NASHHCS registered class, they must be a PAID member of the NASHHCS. A membership that is not paid by January 1 of the current NASHHCS year will be considered late. A late fee equal to two times the current membership dues

and division dues will be applied. A member will only be awarded qualifying points for the NASHHCS Finals for any NASHHCS class that they exhibit in AFTER their membership, and late fees if applicable, are paid in full.

Section 4: Termination. Membership in this Association shall terminate when a member fails to pay annual membership dues or any fees fixed by the Board of Directors. Further, any member disturbing the harmony of the Association may have his/her membership suspended by a two-thirds (2/3) vote of the Board of Directors after thorough investigation, and his/her membership may be revoked, and thereby terminated by a two-thirds (2/3) vote of the members of the Association present at any annual or special meeting. Further, in the event any member fails to pay annual dues for three (3) consecutive years, said member cannot be reinstated unless the annual and current fees are both paid.

ARTICLE IV – CALENDAR YEAR AND MEETING

Section 1: Calendar Year. The calendar year of the Association shall commence on the first Tuesday after U.S. Labor Day and end on the following U.S. Labor Day of the year in competition. The membership calendar will align with and be concurrent with the points year. Notwithstanding the above, the Board of Directors has the authority to adjust the calendar year in order to accommodate a greater number of member shows bidding on and hosting a Classic Series Finals. Members of the Association will be notified of any adjustment to the calendar year.

Section 2: Annual Meeting. The annual meeting of the members of the Association shall be held at the location of the Classic Series Finals for the North American Six-Horse Hitch Classic Series at a time and place to be determined by the Board of Directors with due notice to the membership.

Section 3: Special Meetings. Special meetings of the members may be called at any time by the President, or by a majority of the Board of Directors, or by Petition of a majority of the active members of the Association.

Section 4: Notice of Meetings. Notice of all meetings and agenda shall be provided to each member at least ten (10) days prior to said meeting.

Section 5: Voting. Each paid member, or its designee, shall be entitled to one (1) vote on all business presented for consideration by the Board of Directors. Youth members are not entitled to vote on matters put to vote by the Association.

Section 6: Quorum. The paid members of any regularly called meeting shall constitute a quorum for the transaction of business.

Section 7: Order of Business. The order of business at the annual meeting shall be as follows:

1. Call to order.
2. Proof of due notice of meeting.
3. Reading and disposal of minutes.
4. Report and disposal of Financial Statement(s).
5. Report of Officers.
6. Report of Committees.
7. Unfinished Business.
8. New Business.
9. Nomination of Director Candidates.
10. Adjournment.

Section 8: Meeting Minutes and Financial Report. A written copy of the meeting minutes and Treasurer's report shall be sent or made available to each paid member within a reasonable time following all general membership meetings.

ARTICLE V – DIRECTORS

Section 1: Number and Qualifications of Directors. The business of the Association shall be controlled by a Board of Directors consisting of five (5) members, each of whom shall be a member of the Association. The Board shall be elected by a majority vote of the respective voting members.

Section 2: Election of Directors. The Board of Directors shall designate annually three (3) active members to serve as a Nominating Committee, who shall solicit members respectively for the slate of candidates for the election of Directors. The Nominating Committee shall insure that at least one (1) Director is from the United States and at least one (1) Director is from Canada for the representation on the board at all times. The remaining directors may be selected based upon the highest remaining ballot count.

The election process shall be conducted as follows:

1. At the Annual Meeting the nominees for Directors will be accepted and Director voting shall be completed by the general membership within 60 days of the Annual Meeting.
2. All paid members will receive by mail or electronic mail the nominations for the Directors and a short biography of each candidate, along with a ballot.
3. The member shall review the candidates, vote on the ballot and place it in a small envelope (which will be included), and seal it or will vote online/electronically via dedicated voting software.
4. The Executive Secretary is responsible for tallying all ballots and reporting the final results to the President.
5. No officer or director shall have access to the returned ballots.

Section 3: Terms of Directors. Each Director shall be eligible for two (2) consecutive three (3) year terms and then must be off the board for at least one (1) year before being eligible for re-election to the Board.

Section 4: Board Meetings. Regular meetings of the Board shall be held at such time and place as may be fixed by the Board.

Section 5: Voting. Each Director shall be entitled to only one (1) vote on any question.

Section 6: Quorum. Three (3) of the members of the Board of Directors shall constitute a quorum.

Section 7: Removal of Director. Any Director failing to attend two (2) consecutive annual meetings of the membership shall be considered as having vacated his/her office and shall automatically be removed from the Board of Directors unless such absence is caused by illness of such Director, serious illness in his/her immediate family, or an acceptable excuse is furnished to the Board of Directors. Where a vacancy exists, or is created on the Board of Directors, the Board of Directors, by majority vote, shall appoint a Director to serve until such time as a successor is elected.

Section 8: Compensation. The members of the Board of Directors shall receive no compensation for their services as such. Directors may be reimbursed for actual expenditures when approved by the Board.

ARTICLE VI – OFFICERS

Section 1: The Board of Directors shall reorganize within seventy (70) days after the Annual Meeting and shall elect one (1) person for each of the following offices to serve for a term of one (1) year.

President: The President shall be chief executive officer of the Association, preside at all meetings of the Board of Directors, and the executive committee, perform duties incidental to such office for the best interest of the Association. He/she shall be an ex-officio member of all other committees.

Vice President: The Vice President shall perform the duties of the President in case of his/her absence or inability to perform.

Secretary: The Secretary shall attend all meetings of the members and the Board of Directors and shall preserve in the books of the Association minutes of the proceedings of all meetings. The Secretary shall give all notices required by law, by these bylaws or resolution and shall perform any other duties as may be delegated by the Board of Directors. The Secretary shall also keep a list of all paid members of the Association and their voting designees. The Secretary can appoint an Executive Secretary, upon approval of the Board of Directors, to help with the business activities of the NASHHCS. The Executive Secretary can be a paid position upon approval by the Board of Directors. The Executive Secretary does not have to be a member of the Board of Directors and if the Executive Secretary is not a member of the Board of Directors, then he/she shall have no voting privileges.

Treasurer: The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Association. The Treasurer shall have the care and custody of all funds and securities of the Association and shall deposit or cause to be deposited said funds in the name and to the credit of the Association in such bank accounts at such depositories as the Board of Directors may from time to time determine. The Board of Directors can appoint a Financial Director to help with the business activities of the Treasurer. The Financial Director can be a paid position upon approval by the Board of Directors. The Financial Director does not have to be a paid member of the NASHHCS. The Treasurer and/or Financial Director shall also regularly report to the Board of Directors and membership the financial condition of the Association. The Treasurer and/or Financial Director shall also disburse funds of the Association as ordered by the Board of Directors, taking proper vouchers for said disbursements.

Section 2: Vacancies: In the event of death or permanent disability of any officer, the Board of Directors shall declare the office vacant and appoint a successor.

ARTICLE VII – COMMITTEES

Section 1: Executive Committee. The Board of Directors may, at its discretion, elect from its own members an Executive Committee consisting of three (3) members. The Executive committee shall have such powers and duties as may from time to time be prescribed by the Board and these duties and powers may be all of the duties and powers of the said Board, subject to the general direction, approval and control of the board. Copies of the minutes of any meeting of the Executive Committee shall be mailed to all Board members within ten (10) days following such meeting.

Section 2: Other Committees. The Board of Directors shall establish other committees as they may deem advisable relative to the various interests and activities through which the general welfare of the Association will be promoted; determine the tenure of such committees and their powers and duties. A Director shall sit on each

appointed committee as Chairperson. Each committee shall select one (1) person to serve as Secretary of the committee. The Secretary shall maintain accurate records and minutes of each meeting of said committee and shall provide a written copy of committee meeting minutes to the Board of Directors for permanent record.

Section 3: **Quorum.** A majority of the members of all committees shall constitute, respectively, a quorum to transact business.

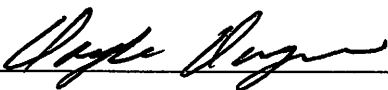
ARTICLE VIII – MISCELLANEOUS PROVISIONS

Section 1: **Bylaws.** These Bylaws shall be considered adopted nunc pro tunc as Amended and Restated Bylaws and they shall be duplicated and a copy made available to each member.

Section 2: **Amendments.** Provided that notice of such proposed amendment is included in notice of said meeting, these bylaws may be amended at any meeting of the members of the Association by two-thirds (2/3) of the active members present.

Section 3: **Dissolution.** In the event of dissolution of this entity, any remaining assets will be distributed to one or more 501(c) (3) entities with similar educational interests.

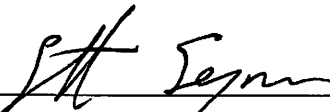
The following, being duly authorized hereby set their hands and seals as follows:



Doyle Dingman, President

10 / 2 / 26

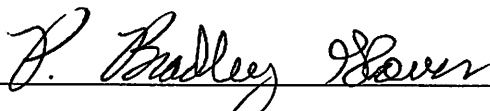
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Scott Seymour, Vice President

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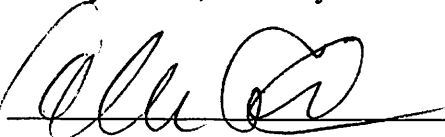
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Bradley Glover, Secretary

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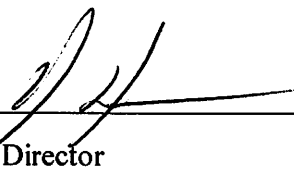
Date



Colleen Coleman, Treasurer

10 / 2 / 26

Date



Ray Houston, Director

10 / 2 / 26

Date