

RESATATED

**BY-LAWS OF THE**

**(WVTPA)**

**WILLAMETTE VALLEY TEAM PENNING ASSOCIATION**

**Article 1**

**MISSION STATEMENT**

The WILLAMETTE VALLEY TEAM PENNING ASSOCIATION is organized as a non-profit corporation under the laws of the State of Oregon to promote and encourage the development of, and the public interest in the sport of Team Penning and other related events through the promotion and sponsorship of Team Penning.

**ARTICLE II**

**MEMBERSHIPS**

2.1 Classification of Membership. The corporation shall be composed of the General Individual Memberships

2.2 General Individual Association Membership.

2.2.1 General Individual Association membership shall constitute the voting body of the Association.

2.2.2 Each active member in good standing shall have one vote at a General Membership meeting.

- 2.2.3 All officers, directors and committees shall come from the general individual association members, in good standing.
- 2.2.4 Dues and fees for the General Individual Association Members shall be determined annually at a meeting of the Board of Directors held prior to the Annual Meeting, for recommendation to the General Membership. Members will vote by majority vote at the Annual Meeting of the Association on the recommendation of the Board's dues structure, with the initial dues being the mandatory minimum in the future.  
(Revised August 28,1997)
- 2.2.5 Dues are payable within thirty (30) days of the Organizational Meeting of the Association. Any dues not paid with thirty (30) days of the Organizational Meeting will be considered delinquent and membership will be terminated.
- 2.2.6 Application for membership shall be made to the secretary.
- 2.2.7 Membership may be canceled if the conduct of actions of a member are such that they would be detrimental to the organization. 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.
- 2.2.8 Dues are non-refundable.

## **ARTICLE III**

### **DIRECTORS & OFFICERS**

#### **3.1 Management**

- 3.1.1 The affairs of the Corporation shall be managed by the Board of Directors. All officers and agents of the Corporation, as between themselves and the Corporation, will have such authority and perform such duties in the

management of the Corporation as by be provided in the Bylaws or as may be determined by resolution of the Board of Directors not in consistent with these Bylaws.

- 3.1.2 The Board of Directors shall consist of the elected officers, the elected directors and the immediate past president (whenever applicable).
- 3.1.3 The officers of the Association shall be elected by the General Voting Membership, in good standing, as outlined within the current bylaws of the Association.
- 3.1.4 Officers shall be elected from a list of nominees supplied by the Nominating committee and nominations taken from the floor. The election shall be by secret ballot at the Annual Membership Meeting, and officers shall be installed at the Annual Meeting of the Year.
- 3.1.5 Officers and Directors may succeed themselves or any other elected position as long as an individual is a member in good standing and is elected as dictated by these bylaws.
- 3.1.6 Vacancies of any elected Officer, or Director, for any reason, where said official is unable to fulfill or fails to fulfill a position during the course of a term shall be declared vacant by the Board of Directors. The successor shall be elected by a two-third (2/3) vote of the Board of Directors to fill the position for the remainder of the term.
- 3.1.7 Any Director or duly elected officer may be removed either with or without cause at anytime by a two-third (2/3) vote of the Board of Directors sustained by a two-third (2/3) vote of majority of voting membership, in good standing.

## 3.2 **Description of Officers.**

- 3.2.1 **President.** The President shall preside at all meetings of the Board of Directors. He/She shall have general and active management of the business and affairs of the Corporation and will see that all orders and resolutions of the Board of Directors are carried into effect. The President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.
- 3.2.2 **Vice President.** The vice President shall, in the absence or disability of the president, preside at meetings of the Association and Board of Directors as prescribed under duties of the President. In addition, the Vice President shall be responsible for coordination of all committees formed by the Corporation.
- 3.2.3 **Secretary.** The Secretary shall keep accurate minutes of all meetings of the Association and place in permanent record for review by Board and General Membership.

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

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

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

The Depository(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.

### 3.3 **Directors.**

3.3.1 The Directors shall consist of four elected positions consisting of two (2) one-year positions and two (2) two year positions.

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

### **3.4 Board of Directors.**

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

3.4.2 All officers shall serve a One-Year Term with the elected Directors serving a term dictated by their elected position.

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

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

3.4.5 The number of Directors may be increased or decreased by the Board of Directors but no decrease may have the effect of shortening the term of any incumbent Director. Any additional Directorship is to be filled by an election at the annual meeting. The number of positions of the Board of Directors may be increased or decreased, with a minimum of eight (8) by recommendation of the Board to the membership, to be voted on at the annual meeting.

## **ARTICLE IV**

# MEETINGS

## **4.1 General Procedure.**

- 4.1.1. A majority of the duly elected Board of Directors will constitute a quorum for the transaction of business.
  
- 4.1.2. Minutes of all meetings shall be kept and placed in permanent file.

## **4.2 Board of directors Meetings**

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

- 4.2.2 Special meetings of the Board of Directors may be called by the President or two (2) consenting Board members on three days' notice to each member.
  
- 4.2.3 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by two-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.

## **4.3 General Membership meetings.**

- 4.3.1. The General Membership shall meet on a semi-annual basis with the first meeting designated as the Organizational Meeting and shall be held during the first 30 days of the new penning 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.

- 4.3.2. The Nomination Committee will be appointed and annual dues will be determined at the Annual Meeting, with elections being held at the Annual Meeting.
- 4.3.3. A quorum of Officers/Directors is required at all regular and general meetings in order to conduct business.
- 4.4 **Special Meetings.** Special meetings may be called upon the written directions of not less than 20 percent (20%) of the General Membership, in good standing. Said notice, shall be sent by the Secretary and shall state the Date, Time, Place, and Purpose of said meeting and shall be given not less than 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.

## ARTICLE V

### MISCELLANEOUS PROVISIONS

- 5.1 **Fiscal Year.** The Fiscal Year of this Corporation shall begin on September 1 and end on August 31 of each year.

#### 5.2 **Corporate Records**

- 5.2.1 All checks for demands for money and notes of the Corporation are to be signed by two (2) of the following three (3) officers: President, Vice President, Secretary, Treasurer, 1-year Director, 2-year Director

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

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

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

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

**5.5** **Authority.** The Bylaws are constructed to conform to reasonable practice and accordance with Robert's Rules of Order, Newly Revised Edition.

**5.6** **Protest.** Any member in good standing may file a formal protest by submitting in writing to the Secretary. The protest will be read and acted

upon, if needed, at the next regular scheduled meeting of the Board of Directors. A reply will be mailed back to the member within three working days after the meeting.

## **5.7 Good of the Order.**

**5.7.1** 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 the Corporation without the same authorization, other than for the regular and ordinary obligations of the Corporation.

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

# **ARTICLE VI**

## **COMMITTEES**

### **6.1 Standing Committees.**

6.1.1. **Nominating Committee.** The President shall appoint a committee of not less than three nor more than five members at the meeting of the Board of Directors held prior to the Annual Meeting to establish a slate of officers and directors. The Secretary will notify the Nomination Committee of its appointment within three days of the meeting of the Board of Directors. The slate shall be published and mailed to the membership no less than 30 days prior to the Annual Meeting.

- 6.1.2. **Judges Committee.** The committee shall provide a (certified) Judge list to the sanctioned penning committee from which Judges are to be obtained. The committee is responsible for training and distributing information on judges.
- 6.1.3. **Rules Committee.** The Vice President shall serve as chairman of this committee, which shall develop and review the rules as may be required and directed by the Board of Directors.
- 6.1.4. **Sanctioned penning committee.** This committee shall work with Board of Directors and Promoter and/or Stock Contractor to develop criteria for formal sanctioned penning. This shall include, but be limited to, solicitation of sanctioned pennings, sponsored pennings, arena approval, dispersal of rules, notification of judges committee, etc.
- 6.1.5. **Grievance Committee.** This committee shall have five members, two of which must be members of the Board of Directors. The Committee shall be the final arbitrator for any dispute in a sanctioned and or sponsored event as filed by any member(s) or participant(s). A \$75.00 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.
- 6.1.6. **Membership/Publicity Committee.** The committee will solicit membership and maintain an up to date membership list. The committee shall also publicize the events of the organization by use of all forms of media to promote the Association and it's events.
- 6.1.7. **Newsletter Committee:** The committee chair will be the Secretary. An assistant secretary in charge of the newsletter is acceptable. The committee shall be responsible for publishing an association newsletter no less than quarterly. The Contents of the newsletter shall consist of, but not be limited to, team penning results, and notice of meetings. A consistent publishing date shall be established to assure distributing information in a timely manner.

- 6.2 **Special Committees.** The Board of Directors, via the President, may create and empower other committees as the need arises.

## ARTICLE VII

### AMENDMENTS

- 7.1 **Amendments.** These By-Laws may be amended at any regular meeting by a two-thirds (2/3) majority vote; providing the proposed amendments has been put in writing, read to the membership and approved by a two-thirds (2/3) vote at the previous scheduled meeting. If the amendment is accepted at the first meeting, the secretary shall notify each member by mail that the final vote will be taken on the said amendment at the next scheduled meeting.

## ARTICLE VIII

### DISSOLUTION

- 8.1 **General.** This corporation may be dissolved by a vote of two-thirds (2/3) of the General Membership voting at any regular quarterly 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.
- 8.2 **Debt and Obligations.** The remaining assets of the Corporation shall, upon dissolution, or final liquidation, be distributed to a corporation trust, fund or foundation organized to or operating exclusively for purposes consistent with the purposes of social welfare or other charitable, scientific or educational purposes and shall at the time, qualify as exempt organization under Sec. 501(c) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws.

(Revised August 28,1997)