



BY-LAWS OF US WILD HORSE AND BURRO ASSOCIATION, INC.

ARTICLE I – PURPOSE

Section 1: The name of the organization shall be the US Wild Horse and Burro Association, Incorporated. Here after referred to as the USWHBA.

Section 2: The USWHBA is organized exclusively for charitable and educational purposes to promote America's wild horses and burros:

1. Assist wild horse and burro adopters and owners through mentoring and training.
2. Assist the Bureau of Land Management in educating the public about the Wild Horse and Burro Program.
3. Assist the Bureau of Land Management at satellite adoptions and with placement of animals through outreach programs.
4. Maintain a registry of wild horses and burros in the United States.

ARTICLE II – MEMBERSHIP

Section 1: Membership in the USWHBA is open to anyone who has an interest in assisting or participating in this organization. Membership dues are established at the annual meeting and may be revised by the Board of Directors.

Section 2: Membership is classified as General member or Youth member. A member is considered in good standing if all dues are paid in full.

Section 3: General member. Any individual, age 18 or older, having paid the annual dues in full, by a date established by the Board of Directors. General members shall have all rights and privileges as provided in these By-Laws.

Section 4: Youth member. Any individual less than age 18, having paid the annual youth dues in full by a date established by the Board of Directors. Youth members shall not serve as an Executive Officer or Board member and may not participate in annual officer nominations.

Section 5: Honorary Member. An individual may be granted honorary membership in the USWHBA by a $\frac{3}{4}$ vote of the Board of Directors. Candidates must be submitted to the President for review by the Board. Submissions must include documentation of activities by the individual exemplifying the promotion of wild equines, and the spirit of the USWHBA. Honorary members are excused from annual dues; however they are granted the same rights and privileges as described in General Member and Youth member.

Section 6: Business Member. Business members are non-voting, financial supporters of the USWHBA. Business members cannot hold officer positions in the organization. Business logos will appear on the National Web site, on the supporters/businesses web page. A business that helps to support and sponsor an event will have business logos appear on all advertising materials

ARTICLE III – ANNUAL MEETING

Section 1: Annual meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place. Meeting may be done by other electronic means due to large distances.

Section 2: Special Meetings. Special meetings may be called by the President.

Section 3: Notice. Notice of each meeting shall be given to each Board member, by mail, or electronic means, not less than 14 days before the meeting.

Section 4: Dues. The Board of Directors shall establish annual dues for General and Youth members and a due date by which all dues must be paid in full. The due date shall determine membership status. Dues shall constitute no more than one calendar year of membership privilege from their established due date.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: The Board of Directors consists of four Executive Officers: President, Vice President, Secretary, Treasurer; and six appointed Regional Directors. Regional Directors are appointed annually by a majority vote of the Executive Officers. Only General members may serve as Executive Officers or Board members. All Board members shall pay their annual dues in full to be eligible for election or appointment to the Board.

Section 2: Board Role and Size. The Board is responsible for overall policy and direction of the organization. The Board shall have up to 10 and not fewer than 4 members. In the

event of a tie due to even number of Board members, we will have one member at large. Member at large cannot hold an officer or regional director position. **A member-at-large is defined as a general member, in good standing, who at the time of appointment holds no other elected or appointed positions**

Section 3: Meetings. The Board shall meet at least two times yearly (or as needed due to special circumstances) at an agreed upon time and place, or via other means, such as computers or teleconferencing, due to large distances. All Board members shall receive notice from the President no less than two weeks prior to any meeting.

Section 4: Board Elections. Board members will be elected at the annual business meeting. Four Executive Officers and six Regional Board Members will be elected and elections will be carried out by no less than $\frac{3}{4}$ of the board. No votes shall be cast by proxy.

Section 5: Terms. All Board members shall serve a term of four years, commencing the term immediately following their election. There are no term limits.

Section 6: Quorum. A quorum is constituted as at least 40% of the Board of Directors. At least one Executive Officer must be part of this quorum.

Section 7. Officers and Duties.

The President shall convene regularly scheduled Board meetings, make notice of all meetings to the Board, provide an agenda to all Board members, preside or arrange for other members of the executive committee to preside at each meeting and shall have general oversight and responsibility for the USWHBA.

The Vice President shall act in the absence of the President and shall represent the Board in all committees. The Vice President shall oversee the Registry and Registry Operator as defined in Article VII.

The Secretary shall be responsible for keeping records of Board actions, taking of minutes at all Board Meetings, distributing copies of minutes, assuring that corporate records are maintained, and maintaining the national Web site.

The Treasurer shall maintain the financial records of the USWHBA. The Treasurer shall chair the finance committee, assist in preparation of the budget, help develop fundraising plans and make financial information available to the membership.

Regional Directors are responsible for relaying the information from the Board meetings to their regional members and/or State Directors, and to bring emerging issues and information to the Board's attention.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary four weeks in

advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board. A Board member may be removed for violation of the By-Laws or Policies and Procedures of the USWHBA, by a three-fourths vote of the remaining board members.

ARTICLE V – COMMITTEES

Section 1: Committees shall be created by the Board at the request of Board members or the general membership. Committees shall stand for a period of no more than one calendar year and may be reappointed by the Board as necessary. Each committee shall appoint a chair and provide a report to the Board. The Vice President shall represent the Board in all committees and act as Ex-Officio.

Section 2: The four Executive Officers serve as the members of the Executive Committee. The Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan and annual budget. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

ARTICLE VI – AMMENDMENTS

Section 1. These By-Laws may be amended when necessary by a 3/4 majority of the Board of Directors. Proposed amendments must be submitted to the President to be sent out with regular Board announcements.

Section 2. An amendment of the By-Laws can only take place at an annual meeting. Amendments may be proposed by the General Membership, and given to their Regional Director, to be voted on at the annual meeting. Proposals must be received in writing no fewer than 60 days prior to the annual meeting. The President shall provide proposed amendments to the Board members no less than 30 days prior to the annual meeting.

ARTICLE VII – REGISTRY

Section 1: Establishment. The USWHBA shall establish a registry for all wild horses and burros in the United States of America.

Section 2: Operation and Maintenance. The Registry shall be regularly operated and maintained by the USWHBA. The Board of Directors shall appoint a Registry Operator to oversee the Registry. The registry Operator shall report to the President.

Section 3: Requirements for eligibility. Any wild horse breed, wild burro or wild mule residing in the United States of America may be registered into the USWHBA. Eligibility is subject to the wild equine definition as set forth in the USWHBA Policies.

Section 4: Fees. The Board of Directors shall establish a onetime registration fee schedule for each animal registered with the USWHBA. The fee schedule shall be assessed and established at the annual meeting.

ARTICLE VIII – DISSOLUTION

Section 1. If at any point in time the Board of Directors see fit to dissolve the corporation. All creditors must be paid and the appropriate forms filed with the Office of the Secretary of State. Any residual funds may be transferred to a new or charitable organization.

ARTICLE IX – LIABILITY

The USWHBA being a Not for Profit organization and its Officers and Directors shall not be held responsible for loss due to accident, theft, or otherwise sustained by any member, visitor or guest.

ARTICLE X – EMERGENCY OPERATIONS

This article enables the leadership and members of USWHBA to operate effectively and orderly in times of abnormal, extreme and detrimental circumstances.

Section 1

- a. At any time when; USWHBA Active Membership falls below four persons, the financial status of this organization is at an extreme negative balance, a disaster, act of God, or any other emergency strikes the organization so that it cannot effectively operate under normal conditions (as prescribed in the constitution) the President (or the 1/4 vote of membership) shall declare a state of emergency.
- b. Once a state of emergency is declared, the specific crisis must be identified.

- c. Once a state of emergency is declared a specific period of time, lasting not more than one fiscal year shall be established for which to dissolve the crisis at hand.
- c. The President shall assume all legal powers of the organization in which to delegate work only towards the solution of the crisis at hand.
- d. Any powers and resources not needed by the President shall remain in normal operations as prescribed by the constitution.
- e. At the end of the state of emergency, or at the termination of its first time period, the President shall undergo a full review of the situation and its proceedings before the Board.
 - 1. If the emergency is not dissolved by the said time, the organization must decide whether to extend the state of emergency for another fiscal year, and must confirm the President or elect a new one.

These By-Laws of USWHBA are approved and established on this day, October 26, 2008.

Amendments to By-Laws as per IRS May 2009 are as follows:

US WILD HORSE AND BURRO ASSOCIATION, INC.

Amendments to bylaws:

ARTICLE I – PURPOSE

ADDING

Section 3: Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II – MEMBERSHIP

ADDING

Section 7: Net Earnings. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

US WILD HORSE AND BURRO ASSOCIATION, INC.

Amendments to bylaws:

ARTICLE VIII – DISSOLUTION

ADDDING TO SECTION 1.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.