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2018 Hawaii Island Cutting Horse Association

Mission Statement

The Hawaii Island Cutting Horse Association promotes and celebrates the Cutting horse as well as reining, working cow horse enthusiasts since 1999, supporting its Hawaiian ranching heritage as well as promoting horsemanship to all ages.

By establishing rules for the conduct of Cutting / reining cow horse shows, HICHA strives to give all riders a level playing field and a progressive class structure which accommodates everyone from the beginner to the advanced competitor.

HICHA draws on the diverse talents and background of its Hawaiian members and encourages their participation in helping it achieve these goals.

Amended and Restated Bylaws of the Hawaii Island Cutting Horse Association

Amended and Restated: August 28th, 2018 and May 16, 2016

Article I

GENERAL

Section One. This Association shall be known as the “Hawaii Island Cutting Horse Association (HICHA)”. The Association is a non-profit corporation incorporated under the laws of the State of Hawaii.

Section Two. The term for which it will exist shall be perpetual.

Section Three. The Association is organized and shall be operated exclusively as a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the “Code”). With the scope of the foregoing purposes, and not by way of limitation thereof, the Association is organized and operated to encourage, promote, advertise and develop the cutting horse as a unique and excellent equine athlete.

The Association shall carry out the foregoing purposes by, among other things, conducting and sponsoring cutting horse activities, events, and contests State-wide; based from HICHA established standards, rules, and regulations for the efficient promotion and management of the sport of cutting; as well as reining / working cow horse, establishing qualified and/or affiliated groups and organizations; establishing requirements, categories and criteria for membership in the Association; establishing standards for judging the performance of cutting horses; maintaining achievement records of individual cutting horses and riders; establishing appropriate recognition for such achievements; maintaining the traditional and historical connection of the cutting horse with the ranching and livestock industry; and cooperating with other equine breed associations having common purposes.



Section Four. The principal office or place of business of the Association shall be located within the Big Island, Hawaii. The legal address of the Association shall be the same.

Section Five. The fiscal year of the Association shall be January 1 through December 31 of the same year.

Article II

MEMBERSHIP; RULES AND REGULATIONS

Membership in the Association is a privilege, not a right, application for which shall be made on forms and by fees and procedures prescribed from time to time by the Association. Membership, or application therefore, may be terminated or rejected by the Board of Directors for cause detrimental to the interest of the Association, or to its programs, policies, objectives or the harmonious relationship of its members, as determined by the Board of Directors. Each member of the Association hereby acknowledges the Board of Director's authority to promulgate and amend the Rules and Regulations.

Article III

MEMBERS

Section One. An annual meeting of the members of the Association shall be held each year at a time and place designated by the Board of Directors. Notice of the annual meeting shall be given to each member via email and website posting stating the date, time and place of said meeting not less than ten days prior to the date of said meeting.

Section Two. Special meetings of the members may be held whenever called in writing by direction of the President or by a majority of the Board of Directors, or by the written direction of not less than 20 (twenty) percent of the members in good standing. Said notice shall state the date, time, place and purpose of said meeting and shall be given not less than ten days prior to the date of said meeting. Only such business as is set forth in the written notice of said special meeting shall be transacted at said meeting.

Section Three. Except as hereinafter provided relative to voting for Directors and Officers, each individual HICHA member in good standing of the Association shall be entitled to one vote at a meeting of the members, and each Family HICHA membership in good standing shall be entitled to a total of one vote at a meeting of the members. Voting by online voting or mail ballot for the election of Directors and Officers of the Association shall be required. Only online or mailed ballots shall be accepted and counted. Ballots may not be transmitted in any other form, including but not limited to facsimile transmission. Otherwise, voting must be in person at a meeting of the members of the Association and voting by proxy shall not be allowed. A member shall be in good standing if the member is not in arrears with respect to the payment of dues and is not suspended from membership for a violation of the Association's rules and regulations.

Section Four. Concerning all HICHA elections of Board Members, in which online voting or mailed ballots are utilized:

- (a) All HICHA ballots and voting practices shall be in such form as to prevent anyone from discovering the specific identity of the voting member marking such ballot form by inspection of the ballot form required for completion in all elections; and
- (b) The voting entity used by HICHA shall be selected by the Board of Directors and shall be an independent entity not utilized by the HICHA in any other capacity.



Section Five. The order of business at any regular meeting of the members shall be as follows:

- Reading and disposal of minutes, beginning September of 2018.
- Report of Officers and Directors,
- Election matters (if any),
- Unfinished business,
- New business,
- Adjournment.

Article IV DIRECTORS

Section One. The Board of Directors shall have the power and authority to make, amend, repeal and enforce HICHA Official Rules and Regulations, not contrary to law, or these Bylaws, as they deem necessary concerning the conduct, management and activities of the Association, the admission, classification, qualification, supervision and expulsion of members, removal of officers, the rules and regulations setting the procedure of such suspension, expulsion or removal, the fixing and collecting of dues and fees, the expenditure of money, the auditing of books and records, the conducting of shows, contests and exhibitions and other details relating to the general purposes of the Association.

Section Two. The Board of Directors of the Association shall consist of 4-6 directors, and not less than 4 directors. The Board of Directors shall include the President, Vice President, Treasurer and Secretary of the Association.

Section Three. The Board of Directors shall be elected in the following manner:

- (a) Complete a Signed Director Candidate & Consent form.
- (b) The Director Candidate & Consent Form shall contain an explanation of the eligibility requirements and commitments for service on the Board of Directors which shall include, but not be limited to, the following:
 - membership in the Association in good standing;
 - attainment of at least twenty-one years of age;
 - agreement to attend Directors' meetings as set forth herein;

Any member in good standing who meets the above eligibility requirements, including any incumbent Director eligible for re-election, and is willing to make the commitments necessary to serve on the Board of Directors if elected shall so indicate on the Director Candidate & Consent Form and return same via U.S. mail to : HICHA - PO BOX 390008, Keauhou HI 96739 Address by October 15th in order to be eligible for election to the Board of Directors. Any incumbent Director who does not return a Director Consent Form in a timely manner shall not be eligible for re-election. The Secretary shall cause to be tabulated all Director Consent Forms.

Not less than 30 days prior to the annual meeting of the members, the Board of Directors shall obtain the voting results as tabulated by the voting entity placed in a timely manner by the members of the Association. Those nominees receiving the greatest number of votes shall be deemed elected to the Board of Directors effective as of the commencement of the next annual meeting of the Board of Directors. I.E., results posted by December 31st of each election year.



- (c) Directors shall serve for 2 year terms. Each Director shall hold office for the term for which he is elected and until his successor shall be elected and qualified.

Section Four. In the event of a vacancy on the Board of Directors, whether caused by death, resignation, disqualification, termination or any other cause, the President shall have the authority to appoint an individual who meets the qualifications set forth in Section Three of this Article IV to fill the unexpired term of the vacating Director.

Section Five. The Board of Directors shall meet bi-annually, unless otherwise determined by the Board of Directors.

Section Six. Special meetings of the Board of Directors may be called by the President, or by action of at least thirty percent of the members of the Board of Directors at any time or place, provided valid notice is given to all members of the Board of Directors at least ten days in advance thereof. Only such business as is set forth in the notice of such special meeting shall be transacted at said meeting.

Section Seven. A quorum at any meeting of the Board of Directors shall consist of not less than forty percent of the number of Directors then in office. Voting at any meeting of the Board of Directors must be in person and voting by proxy shall not be allowed.

Section Eight. The order of business at any regular meeting of the Board of Directors shall be the same as that for a meeting of the members set out of Article III. The President shall have the sole discretion to determine the circumstances, if any, under which individuals other than members of the Board of Directors shall be invited to attend meetings of the Board of Directors, and the sole discretion to determine the circumstances under which the Board of Directors shall go into a closed session from which all persons other than directors are excluded.

Section Nine. The Board of Directors, from time to time, may create and empower committees, general or special.

Article V

LIABILITY OF OFFICERS AND DIRECTORS

SECTION 1.1 Exculpation. To the maximum extent permitted by law, any person who serves as a director or officer of the Corporation – i.e., HICHA, without remuneration or expectation of remuneration shall not be liable for damage, injury or loss caused by or resulting from such person's performance of, or failure to perform, duties of the position to which the person was appointed.

SECTION 1.2 Indemnification. The Corporation shall, to the maximum extent permitted by law, have power to indemnify each of its Hawaii Island Cutting Horse Association (HICHA) Agents (as defined below) against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an Agent of the Corporation, and shall have power to advance to each such Agent expenses incurred in defending any such proceeding to the maximum extent permitted by law. For purposes of this Section, an "Agent" of the Corporation includes any person who is or was a director, officer, subordinate officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, subordinate officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, subordinate officer, employee or agent of a corporation which was a predecessor corporation of the Corporation or of another enterprise serving at the request of such predecessor corporation.



Article VI OFFICERS AND DUTIES

Section One. There shall be a minimum of four elected officers of the Association within the member-elected Board of Directors: the President, Vice President, Secretary and Treasurer.

Section Two. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and the Board of Directors. The President shall conduct the business of the Association in accordance with the Constitution and Bylaws and other rules and regulations of the Association. The President shall not be authorized to enter into contracts or agreements binding on the Association without the prior approval by a majority vote of the Board of Directors.

Section Three. The Vice President shall assist the President, serve as executive of Show Judge Committee and in the event of the death, resignation, retirement, disqualification or removal from office of the President, the Vice President then-serving shall assume the office of President, and shall serve as President for the remainder of the vacating President's term.

Section Four. The Secretary of the Association shall keep minutes of all meetings, see that all notices are duly given in accordance with these Bylaws or as required by law, keep and safeguard the records and / or funds of the Association, and in general exercise such duties and powers incident to the office of Secretary and such other duties and powers as the Board of Directors may from time to time assign or confer. The Secretary shall make a report of the activities of Association at each annual meeting of its members. The Secretary or designee shall issue all notices of meetings of the Board of Directors, and the members of the Association; keep the membership roll; and perform such other and further duties as designated from time to time by the President of the Board of Directors.

Section Five. The Treasurer shall maintain all financial records and collect all monies due the Association in the course of its regular operations and for its special events. The Treasurer shall be required to make reports of current receipts and disbursements of funds to the Board of Directors. The Treasurer shall make a report of all receipts and disbursements of funds since the last meeting at each regular meeting of the Board of Directors and at the annual meeting of the members, and shall furnish copies of the Association's annual financial statements to each director. A surety bond may be provided for the Treasurer.

Section Six. The Board of Directors shall have authority from time to time to create additional appointed offices, and may delegate and assign to any such office the duties and responsibilities it deems in the best interest of the Association and necessary for its efficient operation. i.e., Show Secretary. The authority granted herein shall include the authority to subsequently abolish any such office.

Section Seven. Any officer who engages in conduct which is, or may be, detrimental to the Association, as determined by a two-thirds (2/3) vote of the Directors present at any meeting at which a quorum is present, may be removed from office by a two-thirds (2/3) vote of the Directors present at any regular or special meeting of the Board of Directors at which a quorum is present.



Article VII ARBITRATION

Arbitration. In the event of any dispute or claim arising out of these Bylaws, whether between any Members and Directors, HICHA or otherwise, such dispute or claim shall be submitted to binding arbitration by a single arbitrator in Kailua-Kona pursuant to the provisions of Hawaii Revised Statutes Chapter 658A, as amended. The arbitrator shall be mutually selected by the parties in dispute, or if they are unable to agree upon the arbitrator, the arbitrator shall be appointed by the Circuit Judge of the Third Circuit Court, Kona Division, as provided in said Chapter 658A. The award of the arbitrator shall be final and binding subject only to confirmation, modification, correction or vacation as provided in said Chapter 658A and judgment may be entered thereon as provided in said Chapter.

Article VIII NOTICES

The www.hichacutting.org website and hicha808@gmail.com email is the official publication of the Association.

Article IX AMENDMENTS

Effective 2019, the Board of Directors of the Association shall have the power to repeal, revise, modify or amend the Bylaws of the Association at any annual, regular or special meeting of the Board of Directors, subject to approval, revision or amendment by the members at any annual, regular or special meeting of the members called in accordance with the Bylaws. The notice of any meeting of the Board of Directors or members of the Association at which the repeal, revision, modification or amendment of the Bylaws is to be considered shall include the proposed changes to be made to the Bylaws, and shall be mailed to the Board of Directors or the members at least thirty (30) days in advance of such meeting.

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The undersigned, being the duly appointed and qualified President of the Association, hereby certifies that the foregoing Amended and Restated Bylaws of the Association was duly adopted by its board of directors at a meeting held on May 17th, 2018 at which a quorum was present and voting throughout.

Edwin Nobriga,
President

HICHA - 2018 BOARD
Pdf/BYLAWS2018/final 8/28/2018