In accordance with Article X of the NCHA Constitution and Bylaws regarding Amendments to the Constitution and Bylaws, notice is given that the following amendment changes and additions will be reviewed and voted on by the NCHA Board of Directors at their regularly scheduled meeting to be held June 17, 2011 (1st session) and June 19, 2011 (2nd session) at the NCHA Convention in Oklahoma City. If approved by the NCHA Board of Directors, these proposed amendment changes and additions will be reviewed and voted on during the Annual Meeting of the Members of the Association to be held on June 19, 2011 in Oklahoma City.

Proposed Resolution and Amendments to the Amended and Restated Constitution & Bylaws of the National Cutting Horse Association

For Director Action June 17 – 19, 2011 at the 2011 Annual Meeting of Directors in Oklahoma City, Oklahoma

BE IT RESOLVED that the Amended and Restated Constitution & Bylaws of the National Cutting Horse Association is further amended by changing Articles III, IV and VI as follows:

ARTICLE III - MEMBERS

Section Four

Section Four. Except as hereinafter provided relative to voting for Directors and Officers, each member in good standing of the Association shall be entitled to one vote at a meeting of the members. Voting by mail ballot for the election of Directors and Officers of the Association shall be permitted required. Only mailed, signed ballots shall be accepted and counted. Ballots may not be transmitted in any other form, including but not limited to facsimile transmission or electronic 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.

ARTICLE III - MEMBERS

New Section Five

Section Five. Concerning all NCHA elections in which written and signed ballots are utilized:

(a) All NCHA ballots 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) All NCHA ballots shall be returned for tabulation as referenced hereinafter in an unmarked envelope bearing only the word “BALLOT” on the outside with no member identification therein whatsoever to protect anonymity of all NCHA voting members; and

(c) All NCHA member marked ballots as a condition to being included in any ballot counting/tabulation process by NCHA shall be inserted by each voting NCHA member into a sealed “BALLOT” marked envelope with the “BALLOT” envelope then inserted by the member into an independent envelope with voting member's name and membership number affixed to the outside. The independent envelope flap shall include a space for each member's to sign as certifying completion of the current voting process. Unless the member certification is signed with membership number included as required by Article VI Section 2 of the NCHA bylaws, the ballot shall not be counted by those assigned that tabulation process. The certification envelope shall then be mailed by voting member(s) as instructed in each election process to the Executive Committee designated entity, which in all elections shall be an independent entity not serving NCHA direction, together with independent voting certification envelopes containing marked ballots/ballot envelopes, shall in all cases be returned to the offices of the Executive Committee designated entity for safekeeping until tabulated. In all elections, tabulation of ballots shall be conducted in the presence of a member of the firm tabulating the ballots, the NCHA Executive Director and the NCHA Officer(s) (minimum of one) designated by the NCHA Executive Committee with results immediately certified by the tabulating firm member charged with completion with the ballot tabulation process to the Executive Committee for use consistent with NCHA Bylaws and/or as directed by the then elected NCHA president.

(c) After tabulation of ballots from any election all counted ballots together with all accompanying certification envelopes shall be retained in sealed storage by the designated tabulation service entity for a minimum of 12 months following completion of the tabulation process or longer if directed by the Executive Committee from time to time. Thereafter the counted ballots and certification envelopes shall be destroyed by the entity charged with safekeeping those documents with written certification to the NCHA Executive Committee of the referenced destruction being completed.

ARTICLE III - MEMBERS

Previous Section Five

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

ARTICLE IV - DIRECTORS

Section Three

Paragraph (c)

(c) The Executive Director shall cause to be determined the number of Directors to be elected from each Director District on the basis of one Director for every seventy-five members (or fraction thereof) within said Director District. Each Director District shall be entitled to be represented by at least one Director, and a Director District whose membership exceeds seventy-five members and totals a number that is not equally divisible by seventy-five, shall be entitled to an additional Director if its membership totals at least thirty-eight members more than a number divisible by seventy-five. Not less than one hundred fifty days prior to the annual meeting of the members, the Executive Director shall cause a Director Election Ballot and required envelopes to be mailed via U.S. mail to each member, as determined pursuant to paragraph (a) of this Section Three, listing the names of all persons in said member's Director District from whom a properly completed Director Consent Form has been received in a timely manner; provided, however, if the number of Director Consent Forms timely received from eligible members resident in a particular Director District is less than or equal to the number of Directors to be elected from such Director District, any member resident in such Director District who has timely submitted a properly completed Director Consent Form shall be deemed to be elected as a Director representing such Director District, and it shall not be necessary to submit Director Election Ballots to the members in such Director District. All Director Election Ballots shall be returned to the Association’s principal office via U.S. mail within the time period that shall be prescribed in such Director Election Ballots.
ARTICLE IV - DIRECTORS
Section Three
Paragraph (d)

(d) Not later than sixty days prior to the annual meeting of the members, the Executive Director Committee shall cause to be tabulated the signed ballots timely received via U.S. mail from the members of the Association. Those nominees within each Director District 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. For example, in a Director District entitled to two Directors, the two out of six nominees on the ballot receiving the largest number of votes will be elected as Directors. Any incumbent Director who does not return a Director Consent Form in a timely manner shall not be eligible for re-election. In the event a tally of all ballots received from a particular Director District results in two or more nominees within said Director District tying for the last available Director's position, the tie vote shall be resolved as follows:

ARTICLE IV - DIRECTORS
Section Three
Paragraph (d)
Subparagraph (ii)
(ii) Not later than thirty days prior to the annual meeting of the members, the tie vote has been determined listing the names of those nominees who received an equal number of votes. The runoff ballots shall be mailed via U.S. mail to the membership of the Director District involved and each member within said Director District shall be requested to indicate his or her choice from among the two or more nominees listed. All runoff election ballots shall be returned to the tabulation entity designated by the Executive Committee Association's principal office via U.S. mail within the time period that shall be prescribed in such runoff election ballots.

ARTICLE IV - DIRECTORS
Section Three
Paragraph (d)
Subparagraph (i)
(i) A runoff ballot shall be prepared as soon as possible after the tie vote has been determined listing the names of those nominees who received an equal number of votes. The runoff ballots shall be mailed via U.S. mail to the membership of the Director District involved and each member within said Director District shall be requested to indicate his or her choice from among the two or more nominees listed. All runoff election ballots shall be returned to the tabulation entity designated by the Executive Committee Association's principal office via U.S. mail within the time period that shall be prescribed in such runoff election ballots.

ARTICLE VI - OFFICERS AND DUTIES
Section Two

Section Two. A ballot listing the name of each candidate for Vice President, or in the case of the 1998 election the name of each candidate for the three elective offices of the Association, shall be mailed via U.S. mail to each member of the Association not later than forty-five days prior to the annual meeting of the members. The position of each candidate's name on the ballot shall be determined by chance draw conducted in the presence of at least three members of the Executive Committee. In order to be counted, a ballot must be marked, deposited in a required ballot envelope with the sealed ballot envelope then placed securely in the certification envelope pre-addressed to the designated tabulation entity signed and returned via U.S. mail, and received in the office of the tabulating entity Association; the address of which will be printed on said ballot certification envelope, not later than ten days prior to the annual meeting of the members. Only mailed signed ballots, ballot envelopes and envelopes with member certification information completed shall be accepted and counted by the retained tabulation firm. Ballots may not be transmitted in any other form, including but not limited to facsimile transmission or electronic transmission. With respect to the 1998 election, the nominee receiving the highest number of votes shall be the duly elected President, the nominee receiving the second highest number of votes shall be the duly elected President-Elect, and the nominee receiving the third highest number of votes shall be the duly elected Vice President. With respect to the 1999 election and all elections thereafter, the nominee receiving the highest number of votes shall be the duly elected Vice President. The Vice President, President-Elect and President shall each serve for one-year terms. At the expiration of each such term, the Vice President shall become President-Elect, the President-Elect shall become President, and the President shall be ineligible for a period of one (1) year to serve the Association as an officer or as a member of the Executive Committee.

The Annual Membership Meeting
Marriott Oklahoma City
3233 Northeast Expressway, Oklahoma City, OK 73112
Sunday June 19, 2011 at 9:30 am
Please make plans to attend.

(a) Roll call
(b) Proof of due notice
(c) Reading and disposal of minutes
(d) Report of Officers and Directors
(e) Election matters, if any
(f) Unfinished business
(g) New business
(h) Adjournment