

BYLAWS
OF THE
TRADITIONAL COWBOY ARTS ASSOCIATION

ARTICLE 1
NAME

SECTION 1. NAME


"TRADITIONAL COWBOY ARTS ASSOCIATION" shall be the name of this organization.

SECTION 2. ABBREVIATION

"TCAA" shall be the recognized abbreviation of the "TRADITIONAL COWBOY ARTS ASSOCIATION" and the Traditional Cowboy Arts Association shall hereinafter be referred to as the TCAA.

ARTICLE 2
TRADEMARK

SECTION 1. SYMBOLS, MARKS & BRANDS

A "T" crossed by a "C" with an "A" connected, thus  shall be the recognized mark and logo of the TCAA, and only active members are authorized to use this mark and logo. The mark may be used only in conjunction with original work for the annual show. This mark may also be used for identification purposes such as letterhead, business cards, and advertisement or otherwise as deemed appropriate by the Board of Trustees.

ARTICLE 3
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the TCAA is located in Lemhi County, State of Idaho.

SECTION 2. CHANGE OF ADDRESS

The designation of the county and state of the TCAA's principal office may be changed by amendment of these Bylaws. The Board of Trustees may change the principal office from one location to another within the above named county by noting the changed address and the effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

_____ Dated: _____, _____
_____ Dated: _____, _____

SECTION 3. OTHER OFFICES

The TCAA may also have offices at such other locations, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Trustees may, from time to time, designate.

ARTICLE 4
NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(C) (3) PURPOSES

The TCAA is organized exclusively for one or more of the purposes as specified in Section 501 (C) (3) of the Internal Revenue Code, 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.

SECTION 2. SPECIFIC PURPOSE AND OBJECTIVE

The PURPOSE of the TCAA shall be:

THE PRESERVATION OF THE KNOWLEDGE AND SKILL OF THE TRADITIONAL CRAFTSMAN OF COWBOY GEAR.

The OBJECTIVE of the TCAA shall be:

BY ASSOCIATION OF THE FINEST GEARMAKERS IN THE DISCIPLINES OF SADDLEMAKING, THE MAKING OF BITS AND SPURS, SILVERSMITHING AND RAWHIDE BRAIDING, THIS ORGANIZATION WILL STRIVE TO PRESERVE, PROMOTE AND ENHANCE THE TRADITIONS OF THE NORTH AMERICAN COWBOY. THIS ASSOCIATION OF COWBOY CRAFTSMEN WILL ACHIEVE ITS PURPOSE THROUGH PUBLIC EDUCATION AND EXPOSURE OF THE HISTORICAL RESOURCE AND TRADITIONAL DISCIPLINES THEY REPRESENT.

ARTICLE 5
MEMBERSHIP PROVISIONS

SECTION 1. DETERMINATION OF MEMBERSHIP

The TCAA shall have four (4) classes of members. No member shall hold more than one membership in the TCAA. Approval of new members shall require at least a three-fourths majority approval of the Active members attending the Annual Fall Meeting; such vote shall be by written secret ballot.

SECTION 2. MEMBERSHIP CLASSIFICATIONS

a) ACTIVE MEMBERS: Active membership shall be limited to the finest gear makers in the disciplines of saddlemaking, the making of bits and spurs, silversmithing and rawhide braiding. The work shall be of sufficient quality and achievement as to preserve and promote cowboy traditions that are at risk of fading from the North American West. The importance of education and skills development of prospective members will be central to the purpose of this Association.

Active members are required to attend and participate in all TCAA events and meetings.

b) FOUNDING MEMBERS: The first 14 Active members shall also be known as "Founding Members."

c) EMERITUS MEMBERS: Following the resignation of an active member, any active member may move to award the honor of Emeritus status in recognition of distinguished service to the trade and to the TCAA. Approval shall require a three-fourths majority in a secret ballot vote. Emeritus status provides the opportunity for participation at a limited level, while always remaining a welcome member of the TCAA family. Emeritus members are not required to pay dues. They may not hold office or vote but may attend meetings and act in an advisory capacity. Emeritus members may continue to enjoy the benefits of association with their fellow members and shall be encouraged to exhibit when their circumstances permit. Participation in the annual TCAA exhibition and sale by an Emeritus member shall be limited to two pieces, to be submitted thirty (30) days prior to the active members' deadline, to allow time for the piece to be juried and qualified to bare the TCAA logo. An Emeritus member may apply to resume active membership by following the same procedure that applies to all applicants for membership.

d) HONORARY MEMBERS: Honorary membership may be awarded to individuals who have made important contributions that advance the purpose of this Association. Honorary members may not vote or use

the TCAA mark or logo. They may attend semi-annual meetings by invitation only. They are not required to pay dues. Approval of Honorary members shall require at least a three-fourths majority approval of the Active members attending the meeting; such vote shall be by written secret ballot.

SECTION 3. FOUNDING AFFILIATES

Founding Affiliates are individuals that are not founding members but by virtue of their efforts and assistance in the organizing of this Association, are included as part thereof. They are non-voting, are not required to pay dues and may not use the TCAA mark or logo.

SECTION 4. DUES AND ASSESSMENTS

Annual dues and assessments shall be set by a majority vote of the Active members.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the TCAA may admit.

SECTION 6. MEMBERSHIP BOOK

The TCAA shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the TCAA's principal office.

SECTION 7. NONLIABILITY OF MEMBERS AND FOUNDING AFFILIATES

Any member or founding affiliate of the TCAA is not, as such, personally liable for the debts, liabilities, or obligations of the TCAA.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death, however, heirs, executors, or administrators of a deceased member may be invited to exhibit the work of such deceased member at any exhibition subject to all TCAA rules and bylaws.

SECTION 9. TERMINATION OF MEMBERSHIP

The membership of a member shall terminate upon occurrence of any of the following events:

a) Upon written notice of resignation delivered to the President or Secretary-Treasurer of the TCAA, personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

b) The TCAA has provided for the payment of dues by Active members, upon a failure to renew membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary-Treasurer of the TCAA. An Active member may avoid such termination by paying the amount of delinquent dues within thirty (30) days following the Active member's receipt of written notification of delinquency.

c) Non-participation of an Active member.

d) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Trustees that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the TCAA. Prejudicial conduct shall include actions that tend to divide, discredit, disrupt and/or destroy the TCAA, its purposes, activities, or its members.

All rights of a member in the TCAA shall cease upon termination of membership as herein provided.

ARTICLE 6 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at such place or places as may be designated from time to time by resolution of the Board of Trustees.

SECTION 2. SEMI-ANNUAL MEETINGS

Semi-annual meetings of members shall be held each year at a date and time as determined by the Board of Trustees, for the purpose of electing trustees and transacting other business as may come before the meeting. The candidates receiving the highest

number of votes up to the number of trustees to be elected shall be elected. Each Active member shall cast one vote, with voting being held by secret ballot only.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the Board of Trustees, or the President of the TCAA, or, if different, by the persons specifically authorized under the laws of the State of Utah to call special meetings of the members.

SECTION 4. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary-Treasurer, or the persons calling the meeting, to each active member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the TCAA. Personal notification includes notification by telephone, electronic mail or by facsimile machine. In the case of facsimile or E-mail notification, the member to be contacted shall acknowledge personal receipt of the facsimile or E-mail notice by a return message or telephone call within twenty-four hours of the first facsimile or E-mail transition.

Whenever any notice of a meeting is required to be given to any member of the TCAA under the provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Active members in any meeting of members, providing however, that if less than a majority is represented, a majority of the members so represented may adjourn the meeting without giving notice to any member not present.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the active members at any meeting at which

the required quorum is not present, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting active members present in person at duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

SECTION 7. VOTING RIGHTS

Only Active members are entitled to vote. Each active member is entitled to one vote on each matter submitted to a vote by the active members. Voting at duly held meetings shall be by voice vote. Election of trustees, however, shall be by written ballot.

SECTION 8. ACTION BY WRITTEN BALLOT

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of active members may be taken without a meeting if the TCAA distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

- a) set forth the proposed action;
- b) provide an opportunity to specify approval or disapproval of each proposal;
- c) indicate the number of responses needed to meet the quorum requirement and state the percentage of approvals necessary to pass the measure submitted; and
- d) shall specify the date by which the ballot must be received by the TCAA in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the TCAA.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the

action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Trustees may be elected by written ballot, however, it is intended that trustees will be elected by the Active membership attending the Annual Fall Meeting. The written ballot will be considered only in the event that a quorum of Active members is not present at the Annual Fall Meeting. In the event that written ballots are used for the election of trustees, such ballots shall list the persons nominated at the time the ballots are mailed or delivered.

SECTION 9. CONDUCT OF MEETINGS

Meetings of the members shall be presided over by the President of the TCAA or, in the President's absence, by the Vice-President of the TCAA, or in the absence of each of these persons, by the third Trustee. The President may also designate the Secretary-Treasurer to preside over the meeting. The Secretary-Treasurer shall act as Secretary of all meetings of members, provided that, in the Secretary-Treasurer's absence, the presiding trustee shall appoint another person to act as Secretary of the meeting.

ARTICLE 7 TRUSTEES

SECTION 1. NUMBER

The TCAA shall have three (3) trustees and collectively they shall be known as the Board of Trustees and hereinafter referred to as the "Board".

SECTION 2. QUALIFICATIONS

Trustees shall be of the age of majority in the state of incorporation and be Active members of the TCAA. Trustees need not be residents of the State of Utah, nor are they subject to any other residency requirement.

SECTION 3. TERM OF OFFICE

Each trustee duly elected shall serve a six year term, two years each as Trustee, Vice President, and President. The second and third trustees will rotate into the respective offices in succession. The trustees shall serve until their successors are duly elected and qualified.

SECTION 4. POWERS

Subject to the provision of the laws of the State of Utah and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of the TCAA, the activities and affairs of the TCAA shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The business and property of the TCAA shall be vested in its Board.

SECTION 5. DUTIES

It shall be the duty of the trustees to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the TCAA;
- c) Supervise all officers, agents and employees of the TCAA to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their addresses with the Secretary-Treasurer of the TCAA, and notices of meetings mailed, faxed or E-mailed to them at such address shall be valid notices thereof.

SECTION 6. COMPENSATION

Trustees shall serve without compensation except they shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

SECTION 7. PLACE OF BOARD MEETINGS

Meetings shall be held at the principal office of the TCAA either in person, by telephone or conference call unless otherwise provided by the Board.

SECTION 8. REGULAR AND SPECIAL MEETINGS OF THE BOARD

All meetings of the Board shall be held at the discretion of the Board and will be called as needed.

SECTION 9. NOTICE OF MEETINGS OF THE BOARD

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Trustees:

a) Regular Meetings. No notice need be given of any regular meeting of the Board.

b) Special Meetings. At least one week prior notice shall be given by the Secretary-Treasurer of the TCAA to each trustee of each special meeting of the Board. Such notice may be oral or written, may be given personally, or by first class mail, by telephone, E-mail, or by facsimile and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any trustee of the TCAA under the provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the trustee, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 10. QUORUM FOR BOARD MEETINGS

A quorum shall consist of three (3) members of the Board of Trustees. Participation of all the members of the Board shall be required for the purpose of transacting business until such time there are more than three (3) trustees.

SECTION 11. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Board members present at a meeting duly held at which a quorum is present is the act of the Board of Trustees, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of the matter by the Board.

SECTION 12. CONDUCT OF MEETINGS

Meetings of the Board of Trustees shall be presided over by the President of the TCAA or, in the President's absence, by the Vice-President of the TCAA, or in the absence of each of these persons, by the third Trustee. The Secretary-Treasurer of the TCAA shall act as secretary of all meetings of the Board, provided that,

in the Secretary-Treasurer's absence, the presiding trustee shall appoint another person to act as Secretary of the meeting.

SECTION 13. VACANCIES

Vacancies on the Board of Trustees shall exist (1) on the death, resignation or removal of any trustee, and (2) whenever the number of authorized trustees is increased.

Any trustee may resign effective upon giving written notice to the President, the Secretary-Treasurer, or the Board of Trustees, unless the notice specifies a later time for the effectiveness of such resignation. No trustee may resign if the TCAA would then be left without a duly elected trustee or trustees in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the State of Utah.

Trustees may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State of Utah and/or by three-fourths majority vote of the Active members.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provision of law, vacancies on the Board may be filled by the approval of the Board of Trustees. If the number of trustees then in office is less than a quorum, a vacancy on the Board may be filled by approval of the majority of the trustees then in office or by a sole remaining trustee. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Trustees or until death, resignation or removal from office.

SECTION 14. NON-LIABILITY OF TRUSTEES

The trustees shall not be personally liable for the debts, liabilities or other obligations of the TCAA.

SECTION 15. INDEMNIFICATION BY THE TCAA OF TRUSTEES AND OFFICERS

The trustees and officers of the TCAA shall be indemnified by the TCAA to the fullest extent permissible under the laws of the State of Utah.

SECTION 16. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under the provisions of law, the Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the TCAA (including a trustee, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as

such, whether or not the TCAA would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 8 TRUSTEES AND OFFICERS

SECTION 1. DESIGNATION OF TRUSTEES AND OFFICERS

The trustees of the TCAA shall be a President, a Vice President, and a third Trustee. The officers of the TCAA shall be a Secretary and Treasurer, or Secretary-Treasurer. The TCAA may also have other such trustees and officers with such titles as may be determined from time to time by the Board of Trustees.

SECTION 2. QUALIFICATIONS

Any Active member may serve as trustee of the TCAA. The Board shall elect a Secretary-Treasurer and may hire or appoint a non-active member, agent or affiliate as Secretary-Treasurer.

SECTION 3. ELECTION AND TERM OF OFFICE

Trustees shall be elected by a majority of the active members, at any time, and each trustee shall hold office as described in Article 7, Section 3.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Trustees, at any time. Any officer may resign at any time by giving written notice to the Board of Trustees or to the President or Secretary-Treasurer of the TCAA. Any such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by conflicting terms of a contract which has been approved or ratified by the Board of Trustees relating to the employment of any officer of the TCAA.

SECTION 5. VACANCIES

Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Trustees. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of

officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the TCAA and shall, subject to the control of the Board of Trustees, supervise and control the affairs of the TCAA and the activities of the officers. The President shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Trustees. Unless another person is specifically appointed as Chairperson of the Board of Trustees, the President shall preside at all meetings of the Board of Trustees and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall have the authority, in the name of the TCAA, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Trustees.

SECTION 7. DUTIES OF THE VICE-PRESIDENT

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Trustees.

SECTION 8. DUTIES OF THE THIRD TRUSTEE

The third Trustee will assist and advise the President and Vice President of the TCAA and will vote on Board matters.

SECTION 9. DUTIES OF THE SECRETARY

The Secretary shall:

Certify and keep at the principal office of the TCAA the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the TCAA or such other place as the Board of Trustees may determine, a book of minutes of all meetings of the trustees, and meetings of members, recording therein the time and place of holding, whether regular or special,

how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provision of these Bylaws or as required by law.

Be custodian of the records as authorized by law or the provisions of these Bylaws, to duly execute documents of the TCAA.

Keep at the principal office of the TCAA a membership book containing the name and address of each and any members, and, in the case where membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any trustee of the TCAA, or to the trustee's agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the trustees of the TCAA.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to the Secretary from time to time by the Board of Trustees.

Amend Bylaws annually or as necessary to reflect approved changes.

SECTION 10. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the TCAA, and deposit all such funds in the name of the TCAA in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees.

Receive, and give receipt for, monies due and payable to the TCAA from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the TCAA as may be directed by the Board of Trustees, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the TCAA's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any trustee of the TCAA, or to the trustee's agent or attorney, on request therefor.

Render to the President and trustees, whenever requested, an account of any or all of the Treasurer's transactions and of the financial condition of the TCAA.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the TCAA, or by these Bylaws, or which may be assigned to the Treasurer from time to time by the Board of Trustees.

SECTION 11: SECRETARY-TREASURER

For purposes of execution, and until otherwise specified and directed by the Board of Trustees of the TCAA, the duties of the Secretary and the Treasurer shall be combined and managed by a Secretary-Treasurer. The Board may hire or appoint a non-active member or affiliate as Secretary-Treasurer.

SECTION 12. COMPENSATION

The salaries, if any, of the officers and agents, shall be fixed from time to time by resolution of the Board of Trustees. In all cases, any salaries received by officers and agents of the TCAA shall be reasonable and given in return for services actually rendered to the TCAA.

ARTICLE 9

EXECUTION OF INSTRUMENTS, DEPOSITS, FUNDS AND ACCOUNTABILITY

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Trustees, except as otherwise provided in these Bylaws, may by resolution authorize any trustee, officer or agent of the TCAA to enter into any contract or execute and deliver any instrument in the name of and on behalf of the TCAA, and such authority may be general or confined to specific instances. Unless so authorized, no trustee, officer, agent, or employee shall have the power or authority to bind the TCAA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Trustees, or a otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the TCAA shall be signed by the Secretary-Treasurer.

SECTION 3. DEPOSITS

All funds of the TCAA shall be deposited from time to time to the credit of the TCAA in such banks, trust companies, or other depositories as the Board of Trustees may select.

SECTION 4. GIFTS

The Board of Trustees may accept on behalf of the TCAA any contribution, gift, bequest, or devise for the nonprofit purposes of the TCAA.

SECTION 5. ACCOUNTABILITY OF THE BOARD

The Board is answerable to the membership at all times and can be overruled by a three-fourths majority vote of the members present at any Semi-Annual Meeting.

ARTICLE 10 CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The TCAA shall keep at its principal office:

a) Minutes of all meetings of trustees and meetings of the members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

b) Adequate and correct books and records of account including accounts of its properties and business transactions and accounts of it assets, liabilities, receipts, disbursements, gains and losses.

c) A record of its members indicating their names and addresses and, the class of membership held by each member and the termination date of any membership.

d) A copy of the TCAA's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the TCAA at all reasonable times during office hours.

SECTION 2. TRUSTEES' INSPECTION RIGHTS

Every trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the TCAA and shall have such other rights to inspect the books, records and properties of the TCAA as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 3. MEMBERS' INSPECTION RIGHTS

Every member shall have the right to inspect at any reasonable time the books, records, or minutes of the proceedings of the members or of the Board, upon written demand on the Secretary-Treasurer of the TCAA by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of the TCAA as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the State of Utah or to the members of the TCAA, to be so prepared and delivered within the time limits set by law.

ARTICLE 11

IRC 501(c)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of the TCAA shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the TCAA shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the TCAA shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section

501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the TCAA shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the TCAA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the TCAA.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed for one or more exempt purposes within meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Utah.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which the TCAA is a private foundation as described in Section 509(a) of the Internal Revenue Code, the TCAA 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the TCAA to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 12 LIMITATION OF AUTHORITY

SECTION 1. LIMITATION

The TCAA recognizes the absolute independence of its members as to how they conduct their private business. TCAA may advise members of certain opportunities, procedures and methods, but it shall never pass any rules that affect its members' personal method of conducting private business. TCAA recognizes that individuality

is a craftsman's basic quality. However, members acknowledge that all organizations have rules and bylaws and TCAA members are expected to observe TCAA rules and bylaws at all times.

ARTICLE 13
FISCAL PERIOD

SECTION 1. FISCAL PERIOD

The fiscal yearend of the TCAA shall be December 31st unless otherwise determined and approved by the Board.

ARTICLE 14
PUBLIC AFFAIRS

SECTION 1. EXHIBITIONS, INSTRUCTORS AND RECOGNITION

All Active Members must be asked to submit work for any exhibition to which the Association is invited, subject to all TCAA rules and bylaws and:

a) TCAA reserves the right to extend special recognition where deemed justified;

b) TCAA may provide instructors or lecturers on gear making, Western history, and related subjects all pursuant to the overall purpose of this organization.

c) Where required, a jury consisting of two (2) Active Members and one (1) museum representative may screen all work submitted for an exhibition and, if so screened, only accepted work shall be exhibited.

SECTION 2. PUBLICATIONS

The printed history of the TCAA, or any publication or article pertaining to the TCAA, as a group or organization, generated from within, shall include all, or none, of the names of the Active Members. While it is recognized that TCAA has no control over the final decisions of writers, publishers or editors of articles generated outside of the TCAA, it shall be the Board's policy to exercise every power to insure a fair representation of each and every member at all times.

ARTICLE 15
AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to the power of the Active members of the TCAA by three-fourths vote to adopt, amend or repeal the Bylaws of the TCAA except as may otherwise be specified under provisions of law, these Bylaws, or any of them may be altered, amended, or repealed and new Bylaws adopted by the approval of the Board of Trustees.

ARTICLE 16
CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the TCAA, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with the Office of the Secretary of State for the State of Utah and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the current trustees and officers of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws as amended, consisting of the preceding pages, as the Bylaws of the Traditional Cowboy Arts Association.

Dated: _____

President

Vice President

Third Trustee

Secretary-Treasurer

Revised April 2012