

East Tennessee Walking Horse Association, Inc.

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ARTICLE I

Section 1. All preceding regulations are hereby repealed.

Section 2. This Association shall be known as the East Tennessee Walking Horse Association, Inc. It shall be incorporated as a non-profit organization in accordance with the laws of the State of Tennessee.

Section 3. The Association is organized for the purpose of encouraging and promoting the Tennessee Walking Horse in East Tennessee. The Association's goal is to promote and sponsor outside activities and events, of whatever nature to create enthusiasm, for the use and pleasure from Tennessee Walking Horses.

Section 4. Mission Statement

ETWHA MISSION STATEMENT

The members of the East Tennessee Walking Horse Association are a diverse group of people with a common goal. To some of our members the walking horse represents their chosen profession. To others the horse represents their greatest pleasure. The goal of all of us is to secure the future of the walking horse. This is our highest priority.

Since any organization is made up of individuals with varying opinions and viewpoints, the situation demands of us that we work in the spirit of commitment, cooperation and most importantly unity. Therefore, we agree that to the best of our ability we will do, not what is best for us as individuals, but what is best for the walking horse.

By adhering to this principle, we feel confident that we will be able to reach the goals we have set for ourselves presently and to make our present dreams realities in the future.

This association intends to be an example of what committed people united in a common goal can accomplish.

Section 5. The principal place of business of the Association shall be determined from time to time by the Executive Board of the Association.

Section 6. There shall be no capital stock, and in lieu of stock certificates, membership cards/list shall be issued to all members. Such cards or list shall be issued by the Secretary/Treasurer of the Association. - If at any time the Association disbands, the treasury shall be equally divided among the previous year's cooperative shows.

Section 7. The corporate seal of the Association shall have inscribed thereon the name of the Association with the words, "Corporate Seal".

Section 8. A by-laws and rules committee shall be appointed by the executive board. This committee shall periodically review the by-laws and rules; shall receive and review

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suggested changes and/or additions submitted in writing by club members; submit such suggested changes and/or additions to the executive board for processing in accordance with the by-laws and rules. At a minimum, a by-laws and rules review shall be required every 5 years. Any by-laws may be amended at any regular or called meeting of the members, upon ten (10) days written notice to each member of such intention to amend.

ARTICLE II

OFFICERS AND DIRECTORS — THEIR ELECTION AND DUTIES

Section 1. The officers of the Association shall be President, Vice—President, Secretary/Treasurer and a Newsletter Editor, who shall be elected by the majority vote of the members at the January Meeting of the Association, the said election to be by secret ballot, and shall hold office for the period of one (1) year or until their respective successors have been elected and qualified or unless terminated sooner under other provisions of the By—Laws. An officer may be removed from office for just cause upon a unanimous vote (by secret ballot) of a duly constituted quorum of the Board of Directors.

Section 2. The immediate past President of the Association shall serve as a regular member of the Executive Board, and shall hold office for the period of one (1) year, or until his respective successors have been elected and qualified.

Section 3. The President shall preside at all meetings of the Association and conduct the business of the Association in accordance with the By—laws and other rules and regulations of the Association. He shall be, without voting rights, except in the event of a tie votes, and will serve as an ex-officio member of all committees of the Association.

Section 4. The Vice-President shall assist and advise the President, shall serve as a member of the Executive Board. The Vice-President shall preside at meetings of the Executive Board and General Membership in the absence of the President or at the request of the President. In the event of the removal, resignation or vacancy in the office of the President, the Vice-President shall immediately assume the office and duties of President. In the event of the removal, resignation or vacancy in the office of the Vice-President, the Executive Board shall appoint a Vice-President for the remainder of the term. The Vice-President shall be a non-voting member of the Executive Board.

Section 5. The Secretary/Treasurer is a non-voting member of the Executive Board and shall keep the Minutes of all meetings, keep and safeguard the records and funds of the Association, shall be an ex—officio Secretary of all committees. The Secretary/Treasurer shall be required to make a report of the activities of the Association, and of the receipts and disbursements of the funds for the past year at each annual meeting. A bond may be provided for the Secretary/Treasurer, the premium of which shall be paid out of the Association funds.

Section 6. The Newsletter Editor shall be responsible for compiling and mailing or emailing a monthly newsletter, which informs all members and interested parties of Association activities and Show programs. The Newsletter Editor will update the website monthly along with FaceBook as deemed appropriate. The Newsletter Editor is a non-voting officer of the association in the executive board.

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Section 7. The Executive Board shall consist as the duly elected officers of the Association and six (6) regular members in good standing and the President from the previous year. The President of each organization will sit on the board for a term of one year. In order to run for a board member seat, you must be a member in good standing for at least one year. These shall be elected annually at the January meeting. In addition, two (2) members, one from each the East Tn Trainers and East Tn Ladies Auxiliary. These positions are a permanent non membership voting position and are voted each year in their own elections.

Section 8. The East TN Ladies Auxiliary and East TN Trainers Association hereby fall under the East Tennessee Walking Hose Association as Organizations and will complete and follow their own set of By-Laws. The ETWHA Executive Board shall consist of two permanent positions from each Organization listed as East TN Ladies Auxiliary and Eat TN Trainers Association. The President from each organization will sit on the Executive Board for a term of one (1) year. If at any time the President of that Organization cannot attend any meeting / scheduled call their Vice President will serve.

Section 9. Executive Board Meeting will consist of at least a quorum and will meet on a monthly basis as scheduling permits. If an in-person meeting is not warranted a conference all will substitute. All processes and procedures of an in-person meeting will be transferred to a conference call and Roberts Rule of Order shall apply. The purpose of these meetings will be to conduct business operations. All decisions involving club scheduling, expenses and all business operation decisions will be made by a majority vote of the quorum. The Executive Board shall be empowered by the membership to transact any business or to decide policies which they deem best for the organization until such business or policies be confirmed by or changed by a majority vote of the membership present. The Executive Board may hold meetings at any time for any purpose pertaining to the welfare of the Association, at any place, upon the call of each member, by the President, or by a majority of the Officers and Directors acting jointly. A quorum of the Board of Directors shall consist of a majority of the members thereof and a majority of such quorum shall decide upon any question which may come before the meeting. The powers of the Executive Board may be limited by the membership as it may deem best.

Section 10. All vacancies of the offices of the Association shall be filled by the Executive Board in a regular or called session, and those appointed shall serve until their successors have been duly elected and qualified.

Section 11. Any Officer or Board Member missing three (3) consecutive meetings without providential cause, the same to be determined by a majority vote of the Board of Directors, shall automatically be dismissed from office and his vacant position to be filled by the remaining members of the Board of Directors.

Section 12. The fiscal year of this Association shall be from January 1st to December 31st.

ARTICLE III

MEMBERS

Section 1. The Awards Meeting of the members of this Association shall be held annually, when and whereas designated by the Executive Board.

Section 2. At the January Meeting of the members of this Association, all Officers and Board of Directors shall be elected and their election certified by a majority of members present at the meeting.

Section 3. The majority shall decide on any question that may come before the meeting.

Section 4. There shall be no proxy votes in this Association.

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Section 5. Powers of the Membership

5.1 Membership Voting. Voting at general membership meetings on advisory resolutions to the board and voting by ballot for election of Officers and Board Members. (see Article 4 section 4)

5.2 Nominations. Nominations are taken from the floor as a member in good standing as a candidate for election as an officer or to the board of directors. The members must be present at the election meeting in order to participate as an active candidate for any office.

5.3 Motions - Presenting motions to the board for consideration.

5.4 Petitions – Members may present petitions to compel or change action by the board by presentation of a petition signed by 10 percent of the membership compel the following by the board.

1. Scheduling of a special meeting of the membership.
2. Presenting a change or addition to the by-laws and rules of the club that is within the laws of nonprofit corporation for membership vote by ballot.

5.5 Changes or Amendments

It is required that majority of returned ballots of the general membership vote be in favor for any and all changes or amendments to the by-laws and rules contained in these articles.

Section 6. The order of business of the members shall be:

- (1) Call of the meeting to order;
- (2) Reading and disposal of Minutes;
- (3) Reading and disposal of Treasurer’s Report;
- (4) Reading and disposal of all communications (Board of Directors Meetings);
- (5) Reports of Officers, Directors and Committee;
- (6) Elections (If any);
- (7) Unfinished Business;
- (8) New Business;
- (9) Adjournment

Section 8. Robert’s Rules of Order shall apply.

ARTICLE IV

MEMBERSHIP AND DUES

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Section 1. All persons or organizations interested in Tennessee Walking Horses may become active members of this Association.

Section 2. The Secretary/Treasurer shall collect the initial membership fee, as well as the annual dues.

Section 3. Membership Dues

Membership dues shall be in the amount specified by the membership at a General Meeting in which the transaction of club business is official and is documented in the club minutes.

Honorary Membership

The Executive Board shall be empowered to grant one-year Honorary Memberships for significant contributions to the club. Such membership shall be without payment of dues.

Section 4. Affiliation Fees

Affiliation fees for shows shall be in the amount as specified by the Executive board at an executive board meeting in which the transaction of club business is official and is documented in the club minutes.

Section 5. All annual dues must be paid before the January election meeting to vote or the person will be dropped from membership role. Such person will have to pay dues for reinstated as a member.

Conditions of Membership

All members must be members in good standing under the following conditions.

- 5.1 Are current in their dues
- 5.2 Agree to conduct themselves within the club by these articles of by-laws and rules.
- 5.3 The removal of a member(s) can result from a majority vote of a quorum of the executive board if it is agreed upon that the member(s) does not meet the conditions of the by-laws.

Classes of Members

(A) Voting Members (B) Non-Voting Members

5.4a Voting Members shall consist of individual members over the age of 18 years and are members in good standing.

5.4b Non-Voting Members shall consist of individual members that have not reached 18 years of age and are junior members of a family membership or are individual juniors member.

Types of Membership

There shall be two types of membership: (A) Single Membership – one vote (B) Family Membership – two votes.

5.5a A Single Membership shall be a person who has attained the age of 18 years as of January 1st of calendar year and does not share the membership.

5.6b A family Membership shall be an established group of two individuals who are married. The family membership must consist of at least one but not more than two adult married members and their dependent

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minor (under the age of 18) children for whom the adult(s) have legal guardianship responsibility. Any document filed in the name of a minor shall require the approval and signature of a parent or legal guardian.

Section 6. The Secretary/Treasurer will maintain all membership records for Association.

ARTICLE V

The Officers and Board of Directors shall have the authority to adopt rules and regulations for which deems it necessary to benefit or promote the association and may form committees if needed.

ARTICLE VI

Indemnity

Each Officer, Director, employee or agent of the club, and each person at its request as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be held harmless and indemnified by the club against reasonable legal expense, judgments, and expense of settlements which the club previously approved, actually and reasonably incurred in connection with an actual or threatened legal proceeding. The foregoing shall only apply if such person acted legally, in good faith, and was dually authorized to act on behalf of the club in the transaction or act from legal liability arose, and which was official club business and where indemnity is not otherwise contrary to the laws of the Commonwealth of Pennsylvania. Except in relation, the foregoing shall not apply to matters as to which he or she shall have been guilty of willful or intentional misconduct or wanton or reckless disregard for human rights, safety, or acts known to be unfair in respect of the matter in which indemnity is sought, as finally determined in the proceedings, and where indemnity is not otherwise contrary to the laws of the State of Tennessee. This section article shall not be construed as limiting the extent of indemnification set forth in the articles of the corporation.