

BYLAWS OF THE AMERICAN GAITED MULE ASSOCIATION, INC.

Article I

Title, Objectives, Location, Corporate Seal

Section 1. Title: This association shall be known as the American Gaited Mule Association, and shall be at all times operated and conducted as a non-profit association in accordance with the laws of the State of Tennessee providing for such organizations and by which it shall acquire all such rights as granted to associations of this kind.

Section 2. Objectives: The purpose of this organization shall be.

1. Promote the gaited mule.
2. Form a registry of the gaited mules, jacks, jennets, and mares.
3. Interact with other horse and mule organizations.
4. Educate the public on the virtues of the gaited mule.
5. Sponsor gaited mule classes and shows.
6. Have a good time.

Section 3. Place of Business: The principal place of business shall be Bedford County, Tennessee. The members and officers may reside in any state or country. Business may be conducted at any place convenient to such members or officers as may be participating. Bedford County, Tennessee, shall be the permanent place of business of the American Gaited Mule Association.

Section 4. The Corporate Seal: The corporate seal shall be in the charge of the Secretary-Treasurer.

Article II

Members

Section 1. Members of the Association shall be admitted, retained, and expelled in accordance with such rules and regulations as the Board of Directors may, from time to time, adopt. In all matters governed by the vote of the members, each member in good standing shall have one (1) vote. In family memberships, lifetime memberships, and founding charter memberships, the husband and wife members shall each have one (1) vote. Memberships are from August 1 to July 31. Membership dues must be paid by November 30th to receive a mail ballot.

Section 2. The regular annual meeting of the members shall be held at such time and place as may be fixed by resolution of the Board of Directors for the purpose of electing officers and for the transaction of other such business as may be brought before the meeting. Notification of the meeting shall be given by electronic notice or by mailed written notice stating the time and place of such meeting. Mailed notice will go to member's last known address as it appears on the Association's records thirty (30) days prior to the date of such meeting.

Section 3. Special meetings of the members may be held at such time and place as may be designated in the notice, whenever called in writing by direction of the President or by a majority of the Board of Directors, or by notice signed by not less than twenty percent (20%) of the members in good standing. Notice of each special meeting will be as for the regular annual meeting.

Section 4. At any meeting of the members held in accordance with the foregoing provisions as to notice, the members attending the meeting shall constitute a quorum for all purposes unless the representation of a larger number should be

required by law. To exercise voting privileges, a member shall be in good standing for the past three (3) consecutive years, and must be physically present at the meeting, unless a vote by the Board of Directors allows a specific item to be voted on by mail ballot, or electronic ballot.

Section 5. Any officer of the Association may call the meeting of the members to order and may act as chairman of such meeting, precedence being given as follows; President, Vice President, Secretary-Treasurer. In the absence of all such officers, members present may elect a chairman for the meeting. The Secretary-Treasurer shall act as secretary of the Association of all meetings of the members, but in his/her absence, the Acting Chairman may appoint any person to act as secretary for the meeting.

Section 6. Whenever in these bylaws the term member or members is used, unless otherwise specified, it shall mean a member(s) in good standing, having the right to vote.

Article III

Directors

Section 1. The business and property of the Association shall be managed by the Board of Directors. The bylaws and rules affecting the exhibition of Gaited Mules and the Awards Program shall be subject to change only by the Board of Directors.

Election of Directors

- A. The Association shall have ten (10) Elected Directors. To be eligible for election to the Board and serve on it, an individual must be a member in good standing of the Association for past three (3) consecutive years.
- B. Directors shall serve for a term of six (6) years, or until their successors have been qualified and elected. One – third (1/3) of the Directors will

be replaced by election every two years at the Association's annual meeting in February. Directors will come up for vote every two years starting in 2017 by first elected or appointed – first out.

- C. Anyone desiring to be a candidate shall give notice by registered mail to the Association of his or her intent to run for Directorship no later than November 30.
- D. The President shall appoint a Nominating Committee for the purpose of nominating candidates for Directors.
- E. The Association shall notify the membership by electronic notice or by mail thirty (30) days prior to the election of the names of the candidates for Directorship. Ballots shall be mailed or E-mailed to membership on or before January 1. Ballots shall be returned no later than thirty (30) days after mailed. Ballots will be opened and counted by the Secretary – Treasurer at the February annual meeting, who will give the names of those newly – elected to the President, who will announce the names. If three or less members qualify for directorship he or she will be elected by proxy of the current Board of Directors.
- F. In addition to the Board of Directors, there will be State Coordinators. A member will be selected by the Board to be a State Coordinator if that member:
 - 1. Desires to be a State Coordinator.
 - 2. Is a Charter or Life member of the Association.

There will be one (1) State Coordinator per State, unless the Board decides to increase the number. The duties of the State Coordinator will be to represent the Association to other interested parties in their state by initiating contact between the Association and the other parties. A typical instance would involve meeting with officials of a state fair or celebration and suggesting the inclusion of gaited mule classes or exhibitions.

Section 2. In the case of any vacancy in the Board of Directors by death, resignation, or any other cause, the President shall appoint a successor to fulfill the unexpired term.

Section 3. A member of the Board of Directors shall attend one – half (1/2) the required Association meeting during a twelve (12) month period, unless excused by the President. As an alternative, the absent director may be mailed a copy of the minutes of the meeting and his opinion on matters of business therein polled by telephone or fax. It is required that Directors share the responsibilities of the business of the Association as equally as possible.

Section 4. The regular annual meeting of the Board of Directors shall be held immediately following the annual member's meeting, no notice is required for this meeting. The Board may provide for other regular meetings at stated times and places throughout the year, the President or his designee will be responsible for notifying Directors of such a meeting.

Section 5. Special meetings of the Board may be called by the President, or by two – thirds (2/3) of the Directors. The responsibility for notification is as above. Any business may be transacted at any meeting of the Board.

Section 6. A quorum shall be constituted by one – half (1/2) or more Directors being present. If fewer than one – half (1/2) Directors are present, detailed presentations will be made available to those absent, for their review. Written or fax confirmation from absentees (within two (2) weeks of receipt of the presentation) of business transacted by the Directors at such a meeting will be entered in an addendum to the minutes.

Section 7. At the annual meeting of the Board of Directors, the Board shall elect the officers of the Association.

Section 8. The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations (not contrary to the law of the Certificate of Incorporation or these bylaws) as they may deem expedient concerning: the conduct, management, and activities of the Association; the

admission, classification, suspension, and expulsion of members; removal of officers; the rules and regulations governing the procedure of such activities, the fixing and collecting of fees and dues; regulations regarding book listings, registration of gaited animals, awarding of championships, the conduct of shows, contests, exhibitions, races, sales, social functions, and all other details relating to the general purposes of the Association.

Section 9. All actions of the Board are subject to review and / or amendment by the membership, provided that written notice of such intention to review has been received 30 days prior to the meeting.

Section 10. The Board of Directors may create and empower other committees, general and special.

Section 11.

- A. No Director of the Association shall be liable to the Association or its members for monetary damages for an act or omission in such Director's capacity as a Director of the Association, except that this Article shall not eliminate or limit liability of a Director for:
1. A breach of the Director's duty of loyalty to the Association or its members.
 2. An act or omission not in good faith or that involves intentional misconduct or knowing violation of the law.
 3. A transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office.
 4. An act or omission for which the liability of a Director is expressly provided for by statute.
- B. Any repeal or amendment of this Article by the members of the Association shall be prospective only, and shall not adversely affect any limitation on

the personal liability of a Director of the Association existing at the time of such repeal or amendment. Anything herein to the contrary notwithstanding, if the Tennessee Law governing such Association is amended after this article is in effect, then the liability of the Directors is in same fashion amended.

Article IV

Officers and Duties

Section 1. Officers: The officers of the Association shall be the President, Vice-President, and Secretary-Treasurer, other such officers as may be authorized from time to time by the Board of Directors.

Section 2. Eligibility: Only members of the Board of Directors shall be eligible to serve as Officers of the Association.

Section 3. Election: The Officers shall be elected by majority vote by the Board of Directors.

Section 4. Term: Unless otherwise specified in any employment contract approved by the Board of Directors, the Officers of the Association shall hold office for a period of one (1) year, and until their successors are elected and have qualified.

Section 5. Duties:

- A. The *President* shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Board of Directors. He / She shall see that the bylaws, rules, and regulations of the Association are enforced and

shall perform all other duties that may be prescribed from time to time by the Board of Directors. He / She shall be an ex-officio member of all committees.

- B. The *Vice-President* shall have all the powers of and shall perform all functions of the President in the absence of the President.
- C. The *Secretary-Treasurer* shall be responsible for seeing that the minutes for all directors and membership meetings are kept; for safekeeping of all records and documents of the Association; and for management of the Gated Registry. He / She shall be responsible for seeing that all monies owed to Association are collected. He / She shall receive money collected by the Association, and shall disburse funds owed by the Association. He / She will account for the funds by itemized statement when asked by the Board, and at the annual meeting. He / She shall provide a proposed budget for the Association at the first meeting after the annual meeting; this budget is binding upon the officers of the Association, and must be adhered to within ten per cent (10%) unless amended by the Board.

Section 6. The written Contracts of the Association shall be executed on behalf of the Association by the President or Vice-President and attested to by the Secretary-Treasurer and the Corporate Seal.

Section 7. Vacancies: All vacancies of the Officers of the Association shall be filled by the Board of Directors for the unexpired term, and those so appointed shall serve until the election and acceptance of their replacements.

Section 8. Auditing Accounts: This Association shall conduct its affairs on a calendar year basis, from January 1 to December 31.

Section 9. Surety Bonds: The Secretary-Treasurer and the President shall give a surety bond to be furnished at the Association's expense for the faithful discharge of his / her duties if so required by the Board.

Article V

Amendments

The Board of Directors shall have the power to make, amend, and repeal the bylaws by vote of the majority of the Directors at any regular or special meeting of the Board, subject to the right of the members to rescind or amend any such bylaws in the same manner as provided in Section 9, Article III.

Section 1. Any officer may be removed from office by the President with or without cause if at least fifty per cent (50%) of the Directors provide written notice of agreement. Appeals will be heard at the first meeting following the recall.

Section 2. Any assets remaining upon dissolution, after payments of the obligations, shall be distributed to one or more not-for-profit children's hospitals.

General Rules

Section 1. Standing Committees:

- A. All Standing Committees shall consist of not less than three (3) Association members in good standing. In making appointments for the committees, the President shall appoint committee members for not less than one (1) nor more than five (5) years.
- B. The chairperson and vice-chairperson of each committee shall be appointed annually by the President. A list of committees and their members is available on demand from the Secretary-Treasurer.
- C. The Standing Committees at present are:
 - 1. Rules Committee

2. Grievance Committee
3. General Show and Contest Rules Committee
4. Judges Committee
5. Promotion Committee
6. Youth Committee
7. Finance Committee (Board of Directors and Officers)
8. Gaited Committee
9. Nominating Committee

D. It is anticipated that further committees will be added. These will be at the discretion of the President and approval of the Board.

Section 2. Membership:

A. Membership will consist of three (3) categories:

1. *Founding Charter.* These are the first one hundred (100) persons to join the Association and will be relied upon heavily for input into its operation. Requirements for this level of membership are a fee of three hundred dollars (\$300.00), and a sincere pledge of help for its operation and for the promotion of the Gaited Mule. This level of membership will receive immediate voting privileges, will have their name and their spouse's name inscribed on a plaque of the founding members to be publicly displayed. Founding members and their spouse will be listed in the front pages of the rule book, will receive one (1) free animal registration per year, and one (1) free classified ad for three (3) months each calendar year. There are no annual fees. These memberships will be the base for the American Gaited Mule Association's Bank. These monies will be placed in reserve and only used for emergencies, and shall be approved for spending by the majority of all Board of Directors.

2. *Life*: Three hundred dollars (\$300.00). There are no annual fees.
 3. *Regular*: Twenty dollars (\$20.00) annual, or twenty-five dollars (\$25.00) annual for family.
- B. Membership is not limited to natural persons, but may include corporations and partnerships. Proper receipts and membership cards will be issued upon payment of fees.