

# **Article I: Title, Mission Statement, Location, Corporate Seal**

## **Section 1**

This Corporation shall be known as the NATIONAL WALKING HORSE ASSOCIATION (NWhA) and shall at all times be operated and conducted as a non-profit corporation in accordance with the laws of the State of North Carolina, providing for such organizations and by which it shall acquire all such rights as granted to corporations of this kind.

## **Section 2**

The National Walking Horse Association is organized:

- To promote the general welfare of the Tennessee Walking Horse.
- To serve as an advocate for the Walking Horse against abusive and inhumane treatment.
- To provide an equitable affiliation program for Walking Horses to be exhibited, judged, and showcased in full compliance with the Horse Protection Act.
- To increase public awareness of the natural abilities of the Walking Horse.
- To generate growth of the National Walking Horse Association via the marketing, promotion, advertising, and publicity of the natural Walking Horse.
- To increase the proficiency of the National Walking Horse Association members in all matters of horsemanship.
- To serve as a communication hub for the Walking Horse Industry and other equine interest groups.
- To carry out the purposes as set forth in the corporation's Restated Articles of Incorporation.
- To engage in any and all other lawful business allowed accomplishing the above purposes.

## **Section 3**

Place of Business: The principal place of business shall be Lexington, Fayette County, Kentucky, but its Members or Officers may be residents of any state, territory or country and business may be carried on at any place convenient to such Members or officials, as may be participating.

## **Section 4**

Corporate Seal: The seal of the NWhA shall be in the charge of the Secretary or as the President may direct.

## **Article II: Members**

### **Section 1**

Members of the NWHHA shall be admitted, retained and expelled in accordance with such rules and regulations as may, from time to time, be adopted by the Members and enacted by the Board of Directors. In all matters governed by the vote of the Members, each Member in good standing shall be entitled to one vote. Members in good standing are defined as members who, within 90 days of the matter being voted on, are in compliance with the rules and regulations of NWHHA and have no financial obligation owed to NWHHA including the current year's dues.

### **Section 2**

The regular annual meeting of the Members shall be held at such time and place as may be set by the Board of Directors. The purpose of the annual meeting of Members is to ratify the election Officers and Directors and transact such other matters as may properly come before the Members. The annual meeting of the Members of the Corporation shall be held at the time and place designated by the Board of Directors of the Corporation. The failure to hold an annual meeting timely shall in no way affect the terms of Officers or Directors of the Corporation or the validity of actions of the Corporation.

### **Section 3**

Special meetings of 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-five percent (25%) of the Members then in good standing. The costs of providing notice for meetings called for other than by the President or the Board of Directors shall be borne by the Member requesting the meeting.

### **Section 4**

Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally, by United States mail, by electronic mail, by facsimile or as part of a newsletter, magazine, or other publication regularly sent to members if conspicuously identified as a notice not less than thirty (30) days nor more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary or the person or persons calling the meeting to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered

when deposited in the United States Mail addressed to the Member at his address as it appears on the records of the Corporation with postage thereon prepaid.

## **Section 5**

At any meeting of the Members held in accordance with the foregoing provisions as to notice, the Members attending such meeting, shall constitute a quorum for all purposes unless the representation of a larger number should be required by law. A Member may exercise voting privileges by mail-in ballot if and when provided by the NWA or by being physically present at a meeting, which privilege cannot be delegated by proxy. Whether to provide for ballot by mail voting shall be at the sole discretion of the Board of Directors except that ballot by mail votes shall be required for the annual election of Officers, Board of Directors and Bylaws changes. A member in good standing may exercise voting privileges by mail-in ballot, electronic ballot, or by physical presence at a meeting. This voting privilege, no matter what the method, cannot be delegated by proxy. Whether to provide for ballots by mail voting, electronic voting, or by physical presence at a meeting shall be at the full discretion of the Board of Directors; except that, ballot by mail or electronic vote shall be required for the annual election of Officers, Board of Directors, and By Law changes. The choice of whether to use ballot by mail, electronic ballot, or both simultaneously, shall be at the full discretion of the Board of Directors.

## **Section 6**

Any Officer of the NWA may call the meeting to order and may act as chairman of such meeting, precedence being given as follows: President, Vice President, Secretary and Treasurer. In the absence of all such Officers, Members present may elect a chairman.

## **Section 7**

The Secretary of the Corporation shall act as secretary of all meetings of the Members, but in the Secretary's absence, the chairman of such meeting may appoint any person to act as secretary of the meeting.

## **Section 8**

Whenever in these Bylaws the term Member or Members shall be used, unless otherwise specified, it shall mean a Member or Members having the right to vote.

# **Article III: Directors**

## **Section 1**

The business and property of the NWHHA shall be managed and controlled by the Board of Directors and an Executive Committee hereinafter created and empowered.

The method to be used for election of elected Directors shall be as follows, beginning in the year 2000:

The Board of Directors shall be composed of thirteen (13) Members. The Board shall be composed of a President, Vice President, Secretary, Treasurer, immediate past president and eight (8) other Directors. Of the eight (8) Director positions, two (2) shall come from the Northeastern Region, two (2) from the Southeastern Region, two (2) from the Central Region, and two (2) from the Western Region.

The President shall, prior to November 1 of each year, appoint a Nominating Committee consisting of five members. Not more than one member shall come from any one state and not more than three from any one region. One of the five members shall be appointed by the President as chairman and shall have the same committee voting privileges as the other four members. Said committee shall, prior to January 1 of each year, cause to be presented to the membership a slate of nominations for consideration to election by the Members for the offices of President, Vice President, Secretary, Treasurer and for each Director position currently open.

Newly elected Board of Directors shall be ratified at each annual meeting. The terms of the Directors shall be staggered three year terms. Despite the expiration of a Director's term, such Director shall continue to serve until a successor is elected and qualified.

A Director who, for any reason, resigns or is removed from the Board during an elected or appointed term may not present for election either by nomination or write-in or be appointed to the Board of Directors for a period of 3 years from the date of the Director's resignation or removal from the Board.

No person shall be eligible to serve as Director for more than two consecutive three year terms, however a Director may serve more than two nonconsecutive three year terms.

A Director shall be appointed by the President to each Standing Committee.

Regions are defined as:

- **Northeastern Region:** States and U.S. Territories including and east of Indiana and states north of and including Kentucky and Virginia.
- **Southeastern Region:** States and U.S. Territories including and east of Tennessee and Mississippi and states south of and including Tennessee and North Carolina.
- **Central Region:** States west of the Mississippi river to the westernmost borders of North and South Dakota, Nebraska, Kansas, Oklahoma, and Texas.
- **Western Region:** States and U.S. Territories including and west of Montana, Wyoming, Colorado and New Mexico including Alaska.

Each Director elected to represent a representative region shall be domiciled in the region which he represents by actual residence therein, having the intent to make it his permanent home.

Beginning in the year 2003, to be eligible for election to and serve on the Board of Directors, an individual shall be a Member in good standing of NWHHA for two (2) consecutive calendar years previous to nomination.

Any elected Director who is absent without good cause for two (2) consecutive times from meetings of the Board of Directors is automatically removed as a Director without further action upon his second absence. The President shall fill the vacancy with an individual who will represent that region's interests. A Director so removed, shall be ineligible for election as a Director for the year immediately following his removal. Absences shall be evidenced by roll call at meetings of the Board of Directors. The Director who is absent with cause may designate an alternate representative who is a Member in good standing to attend the meeting and act in the Director's stead upon the approval of the President.

The senior Director of each region and At-Large shall submit an annual report at the annual meeting on the status of animal welfare issues, horse shows, and the Walking Horse industry in their respective region to aid NWHHA in addressing and implementing the needs of Members and the mission of NWHHA.

## **Section 2**

The immediate Past President of the NWHHA shall be an ex officio member of the Board of Directors with voting privileges.

## **Section 3**

In case of any vacancy on the Board of Directors by death, resignation, disqualification or other cause, the President, with the advice and consent of the Executive Committee, shall appoint a qualified successor to serve until the next general election of Directors at an annual meeting of Members.

#### **Section 4**

The regular annual meeting of the Board of Directors shall be held immediately following the annual Member's meeting, and no notice shall be required for any such regular meeting of the Board. The Board, by rule, may provide for other regular meetings at stated times and places, of which no notice shall be required.

#### **Section 5**

Special meetings of the Board of Directors shall be held whenever called by the President or by one-third (1/3) of the Directors. The Secretary shall give notice of each special meeting by mail, telephone, electronic mail or facsimile to each Director at least thirty (30) days before the meeting, but such notice may be waived by any Director. Unless otherwise indicated in notice thereof, any and all business may be transacted at a special meeting. Any meeting at which every Director may be present, even though without notice, any business may be transacted.

#### **Section 6**

A majority of the number of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the board there may be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present.

#### **Section 7**

At meetings of the Board of Directors, business shall be transacted in such order as the Board of Directors may determine.

#### **Section 8**

The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules, regulations, policies and procedures not contrary to law or the Certificate of Incorporation or these Bylaws, as they may deem expedient concerning the conduct, management and activities of the NWA; the admission, classification, qualification, suspension and expulsion of Members; removal of Officers, the rules, regulations, policies and procedures governing the procedure of such

suspension and expulsion and removal; the fixing and collecting of dues and fees; expenditures of money; auditing of books and records; awarding of championships; conducting of shows, contests, exhibitions, sales and social functions; and other details relating to the general purposes of the NWhA, all, however, subject to revision or amendment by the Members at any regular or special meeting of the Members, provided written notice of intention of any rule or regulation shall have been mailed to all Members at least thirty (30) days in advance of the meeting.

## **Section 9**

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

## **Section 10**

Any Director found by the U.S. Department of Agriculture in violation (after the exhaustion of all administrative remedies and all appeals) of the Horse Protection Act for animal cruelty after January 01, 2000, shall be replaced by the President.

# **Article IV: Executive Committee**

## **Section 1**

There is hereby created an Executive Committee consisting of the President, Vice President, Secretary, Treasurer and the immediate Past President each for a term of one (1) year or until the election of officers at the annual meeting.

## **Section 2**

The President shall fill all vacancies on the Executive Committee occurring between annual meetings of the NWhA.

## **Section 3**

The Executive Committee shall meet whenever and wherever called by direction of the President or two (2) Members of the Committee acting jointly, of which meeting the Secretary shall give ten (10) days notice by letter, telephone, electronic mail or facsimile, but such notice may be waived by any Committee Member.

## **Section 4**

The Committee may act, without convening in meeting, by written resolution signed by all Committee Members thereof and duly entered in the NWA records. At all meetings of the Committee, three (3) Committee Members shall constitute a quorum.

## **Section 5**

All powers of the Board of Directors, except the power to change Bylaws are vested in the Executive Committee.

# **Article V: Elective Officers & Duties**

## **Section 1**

The Officers of the NWA shall be the President, Vice President, Secretary, Treasurer and the immediate Past President who shall be elected by the Membership. Such Officers shall hold office for the period of one year and until their successors are elected and qualified.

## **Section 2**

The President shall be the chief executive officer of the NWA and shall preside at all meetings of the Board of Directors and of the Executive Committee. He shall see that the Bylaws, rules, regulations, policies and procedures of the NWA are enforced. He shall perform all other duties as are required by the Bylaws or Executive Committee and all other duties that may be prescribed from time to time by the Board of Directors. The President shall appoint all committees except the Executive Committee.

## **Section 3**

In the absence of the President, the Vice President, and in his/her absence, the Secretary, shall have the powers and perform the duties of the President and such other duties as may be prescribed by the Board of Directors.

## **Section 4**

The Vice President shall assist the President in executing the affairs of the NWA. In the event the President is incapacitated, absent, or otherwise unable to act, the Vice President shall serve as President for the period of such incapacity or absence.

## **Section 5**

The Secretary shall keep the written records of the meetings of the Board of Directors, the Executive Committee, the annual meetings and any special meetings that may from time to time be called. The Secretary shall work with the administrative office to perform duties that are customary to the office and determine that the membership records are properly kept. The Secretary shall have the responsibility to maintain and authenticate the records of the NWA.

## **Section 6**

The Treasurer shall be the person responsible for the financial duties of the association. The Treasurer shall oversee that accurate records of financial transactions are maintained and submit regular financial reports to the Board of Directors. The Treasurer shall present the Annual Financial Report to the membership at the annual NWA meeting.

## **Section 7**

Deleted (Adopted by NWA Board on June 17, 2003)

# **Article VI: Administration of NWA**

## **Section 1**

Administrative position(s) for the purpose of maintaining business and operations shall be identified, appointed and filled by the Executive Committee as required. These appointive positions shall serve at the pleasure of the Executive Committee. The Executive Committee shall determine the provisions of appointment, such as, but not limited to, salary and benefits, at its discretion. The position(s) may be held by multiple persons or by one person. Job Descriptions including duties and responsibilities for the position(s) shall be the responsibility of the Executive Committee.

## **Section 2**

Fiscal Year; Auditing of Accounts: the NWA shall conduct its affairs on the fiscal year as set by the Board of Directors. An audit of the accounts at the end of the fiscal year shall be made by a disinterested third person party who is not a member of NWA. An audited financial statement shall be prepared and presented to the membership at the annual meeting by the Treasurer.

## **Article VII: Amendments**

### **Section 1**

The Board of Directors shall have the power to make, amend and repeal the Bylaws of NWA by a vote of two-thirds (2/3) majority of the Directors at any regular or special meeting subject to the right of the Members to rescind or amend any such Bylaw in the manner as provided in Article III, Section 8, for the revision of rules and regulations.

### **Section 2**

The NWA membership shall have the power to make, amend and repeal the Bylaws of the NWA by a vote of two-thirds (2/3) majority of the membership at the annual meeting.

### **Section 3**

To be eligible for consideration by the Board of Directors, a proposed amendment to the NWA Bylaws shall be filed in writing in the office of the Executive Committee at least sixty (60) days prior to the meeting of the Board of Directors at which time the proposed amendment is to be considered. The proposed draft shall be promptly sent by the Secretary to each individual eligible to vote at a meeting of the Board of Directors. The time requirement for filing contained in this paragraph may be suspended by the Board of Directors at any regular or special meeting upon two-thirds (2/3) majority vote of eligible voters present, provided a quorum is present.