

WALKING HORSE TRAINERS ASSOCIATION, INC

BY-LAWS

ARTICLE I: NAME

This organization shall be known as “The WALKING HORSE TRAINERS ASSOCIATION, INC.”, under which name it is incorporated under the laws of the State of Tennessee as provided for such organizations.

ARTICLE II: PURPOSE

This Association is a non-profit organization (501-C5). The purpose is to promote and develop activities on behalf of and in the interest of the walking horse and training profession.

ARTICLE III: OFFICERS

Section 1: The officers of this association shall be: President, 1st Vice President, 2nd Vice President, and Executive Secretary.

Section 2: The President and Vice Presidents shall be elected at their annual meeting as designated by the Board of Directors and shall hold office for a term of one year or until their successors shall be elected. The Executive Secretary shall be appointed by a majority vote of the Board of Directors and may be replaced by a majority vote of the Board.

Section 3: The President shall reside at all meetings of the Association and the Board of Directors. He/She shall be signatory of all checks, contracts, and written agreements of the Association, and shall perform such duties as generally pertain to this office. He/She shall be a member ex-officio to all committees of the Association. He/She shall likewise have one vote at the meetings of the Board of Directors.

Section 4: The 1st Vice President shall conduct the duties of the President in his/her absence. He/She may be signatory to checks of the Association when required and shall succeed to the office of President upon the resignation, removal or disability of the President to perform all duties.

Section 5: The 2nd Vice President shall conduct the duties of the President in the absence of the President and the 1st Vice President. He/She may be signatory to checks of the Association when required. He/She shall succeed to the office of President upon the resignation, removal or disability of both the President and 1st Vice President to perform their duties. He/She shall likewise have one vote at all meetings of the Board of Directors.

Section 6: The Executive Secretary shall keep a record of all meetings of the Association and of the Board of Directors. He/She shall give notice of all general meetings of the Association and all meetings of the Board of Directors. He/She shall conduct the correspondence of the Association. He/She shall collect all revenues of the Association and shall make disbursements and pay bills of the Association upon the approval of the Board of Directors, and shall keep and maintain all records and accounts of the Association. He/She shall furnish a bond in the amount fixed by the Board of Directors, the cost of which shall be paid by the Association. His/Her accounts shall be audited in such manner as directed by the Board of Directors under the name "Walking Horse Trainers Association, Inc.", providing for withdrawal by check or draft signed by any two of the following: President, 1st Vice President, 2nd Vice President, and the Executive Secretary. A full report of the recorded activities and of the treasury of the Association shall be made by the Executive Secretary at each quarterly meeting of the Board of Directors. The fiscal year of the Association shall begin on January 1. The Executive Secretary shall perform other duties as assigned by the Board of Directors.

Section 7: For a member to be eligible to be an officer or member of the Board of Directors, such member must be a full-time walking horse trainer and a member of the association for Five (5) consecutive years.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: There shall be a Board of Directors of this Association consisting of the following: Eleven (11) members for the "full membership" list of members. Three (3) shall be elected for a term of one year; four (4) for a term of two (2) years; and four (4) for a term of three (3) years. Directors shall be elected for three (3) year terms as these terms expire. The President shall, after the expiration of his/her term, become the President ex-officio to the Board of Directors and he/she shall be a voting member during his tenure.

Section 2: The Board of Directors, President, 1st Vice President, and 2nd Vice President, and Past Presidents shall be the governing body of the Association and shall have charge of the affairs, funds and property of the Association.

Section 3: The Board of Directors and Officers shall meet four (4) times each year at a time and place designated by the President of the Association. The first such meeting each year shall be before the end of March. Subsequent meetings each year shall be held at approximately there (3) months intervals.

Section 3 (a): Special meetings may be called at the discretion of the President or upon request of any three (3) members of the Board of Directors.

Section 3 (b): Each member of the Board of Directors shall be notified of the time and place of each meeting, at least ten (10) days prior to each meeting, regular or special, but such notice may be waived by written agreement, signed by all members of the Board of Directors. Conference calls may be done as needed.

Section 4: Voting at the Board of Directors meetings shall be in person.

Section 5: A quorum of the Board of Directors shall consist of two-thirds (2/3) of all the members of the Board of Directors in person.

Section 6: The Board of Directors shall be empowered to suspend or remove any member of the board for conduct detrimental to the interests of the Association, by a three-quarters (3/4) majority vote of Officers and the entire Board at a meeting duly called for that stated purpose.

Section 7: In the event that any Director shall vacate his/her office, his/her successor shall be elected by other members of the Board. Such election to be held within thirty (30) days of the date such office is officially vacated.

Section 8: In the event that the office of Vice President shall be vacated, a successor shall be elected by a majority vote of the Board of Directors and Officers at a meeting duly called for that stated purpose.

Section 9: The Board of Directors and Officers may appoint sub-committees at its discretion; but no such sub-committee shall serve longer than until the officers elected at the annual meeting take office.

Section 10: The Board of Directors and Officers must attend two (2) of the four (4) meetings a year and participate on all conference calls unless receiving an approved excuse by the President prior to meeting or call. Failing to comply with this directive will result in replacement of Officers or Board of Directors job duties.

Section 10 (a): Every member of the Association must attend two (2) meetings a year to be eligible for the following: (1) Trainer of the Year (2) Rider Cup recognition and receiving prize money, and (3) Eligibility to apply for WHTA scholarship.

ARTICLE V: MEETINGS AND ELECTIONS

Section 1: The annual meeting of the Association shall be held at the discretion of the Officers and Board of Directors. The Officers and Board of Directors shall fix the place, date and time.

Section 2: A special meeting of the Association may be called by the President, the Board of Directors and Officers, or 10 members of the Association. A special meeting may be called by 10 members only if they have applied in writing to the President to call the meeting, and he/she has refused or has failed to act within 10 days after receiving the request. The request shall be signed and filed with the Executive Secretary.

Section 2 (a): A special meeting is called by sending a copy of the requested meeting to every member of the Association by mail (to the last known address), text or email at least 10 days before the meeting. The notification shall specify the place, date, and time the meeting is to be held and the purpose for which it is convened.

Section 3: At the annual meeting of the Association, it may transact any business that may come up, but at a special meeting, it may transact only such business as may be specified in the request of the meeting.

Section 4: The annual meeting of the Association shall be held at the discretion of the Officers and Board of Directors. The Officers and Board of Directors shall fix the place, date, and time the meeting is to be held and be accompanied by an agenda listing the business expected to be transacted.

Section 5: Voting at a meeting of the Association shall be in person and by proxy. A proxy may only be held by a voting member who is present at a meeting. For a proxy to be valid, the person seeking to vote by proxy shall be signed before a notary and returned to the Association's Executive Secretary or designated location at least one week prior to the meeting.

Section 6: There shall be a Credentials Committee composed of five (5) members appointed by the President. The duties of the Committee shall be to determine the eligibility of members to vote, including in person and by proxy; keep a true

record of those eligible to vote and issue ballots. The ballots shall serve as credentials and only a member who has been issued ballots can vote at a meeting.

Section 6 (a): The Credentials Committee shall meet at the place where the meeting of the Association is to be held, at least one hour before the meeting begins. The Executive Secretary shall issue printed ballots to each member and each ballot shall bear a ballot number. Each ballot shall have written on it the number of votes the member is entitled to cast, including in person and by proxy.

Section 6 (b): The decision of the Credentials Committee regarding eligibility to vote shall be final unless changed by the majority vote of those present at the meeting.

Section 7: Officers, including Directors whose terms are expiring, shall be elected at the annual meeting by a plurality of those voting in person.

Section: 8: There shall be a Nominating Committee composed of three (3) members appointed by the President. The Committee shall nominate a candidate for each office. The nominations shall be sent out to the members with the notice of the annual meeting. At the annual meeting, any member may nominate from the floor a candidate for any office to be filled. The consent of a member must be obtained before he/she can be nominated for office.

Section 9: A quorum shall consist of a majority of those present in person and by proxy as recorded by the Credentials Committee.

ARTICLE VI: OWNERSHIP AND RESPONSIBILITY

Section 1: Membership in this Association is a privilege, not a right and no member shall obtain any property right in Association property.

Section 1 (a): When a member in good standing reaches age sixty-five (65) in this organization, he/she shall be granted a life-time membership with full privileges and benefits of the Association.

Section 2: The Association shall not be responsible for any debt, obligation, or liability of any individual member thereof. Person entitled to associate membership in this organization shall consist of person interested in the promotion of the breed.

Section 3: No member shall attempt to represent the opinion of the Association without the express approval of the Board of Directors and Officers.

ARTICLE VII: MEMBERS AND DUES

Section 1: There shall be members of the Association and Associate members. Members (referred to as active members, full members and the like) have all the rights of membership and Associate members have all such rights except the right to vote and hold office.

Section 2: To be a member of the Association, one must be a full-time professional trainer of Tennessee Walking Horses. Full time shall be defined as having 100% of their income from work as a professional trainer of Tennessee Walking Horses. In addition, he/she must otherwise qualified, be admitted to membership by the Officers and Board of Directors, pay the fees and dues in such amount as established by the Board of Directors.

Section 3: To be an Associate Member of the Association, one must be admitted to Associate Membership by the Officers and Board of Directors and pay dues and fees required by these by-laws. An Associate Member is not required to be a professional trainer and he/she does not have the right to vote or hold office.

Section 4: It shall be the duty of every member and associate member to keep the Executive Secretary informed of his correct mailing address, email, and phone number for text.

Section 5: To become a Member or Associate member, one must apply for membership to the Executive Secretary and complete application. The Board of Directors will set the annual membership fee. Any member or associate member who neglects to pay his/her annual dues by the "last day of the Trainers Show" shall be automatically suspended for non-payment of dues. The Executive Secretary may but is not required to notify any member that they have been suspended for non-payment of dues.

Section 6: Only members in good standing on "the last day of the Trainers Show" can vote at the annual meeting for that calendar year. The Executive Secretary shall make up a list of all such members and furnish a copy to the Credentials Committee.

Section 7: A member or associate member who has been suspended for non-payment of dues may be restored to membership status by the Officers and Board of Directors upon the payment of dues for a calendar year. But if he is restored after "the last day of the Trainers Show" the restoration shall be for the succeeding year.

Section 8: Any person who is a member of the Association may remain a member even if he is not a full-time walking horse trainer and earning 100% of his

income from work as a professional trainer of Tennessee Walking Horses, as defined in Section 2. But if he/she is suspended or resigns, he/she may not be readmitted as a member unless he/she meets the qualifications provided in Section 2.

ARTICLE VIII: DISCIPLINE

Section 1: Any active member may be censured, suspended or expelled and fined for cause, by a majority vote of the Board of Directors and Officers, provided that before such disciplinary action is taken, such member shall have been notified in writing by registered mail directed to his address appearing of the Executive Secretary, not less than ten (10) days before the date of the Board Meeting at which such action is contemplated. Said notice shall state the charge preferred against him/her and the time and place of the hearing at which he/she shall be afforded and opportunity to be heard by the Board of Directors and Officers on his/her behalf.

Section 2: Any disciplinary action taken by the Association regarding any active member within its jurisdiction shall be binding.

ARTICLE IX: COMMITTEES

Section 1 (a): The following shall be permanent committees of this Association and shall have the number of members and associate members as shown who shall be appointed annually by the President:

Nominations

Membership/License

Finance

Scholarship

Horse Show

Credentials/Ethics

Banquet

Silent Auction

Section 1 (b): In addition, the President shall have the authority to establish such additional committees as deemed necessary.

ARTICLE X: AMENDMENTS

Section 1: These By-Laws may be amended by a two-thirds (2/3) majority vote of the members present in person at a meeting of the Association regularly called or held, provided that all members are notified of the proposed change at least ten (10) days prior to the meeting.

Section 2: Any proposed amendment to these By-Laws must be submitted in writing to the Board of Directors and Officers at least thirty (30) days prior to the date of the meeting for ratification.

APPROVED AND RATIFIED BY A TWO-THIRDS (2/3) MAJORITY VOTE ON THIS DATE (March 12, 2024) AND SIGNED BY THE PRESIDENT TO BECOME EFFECTIVE Marh 13, 2024.

PRESIDENT

DATE