

September 25, 2009

Corporation By-Laws

Bluegrass Pleasure and Walking Horse Association

Article 1

Title, Objects, Location

Section 1. Title: This association shall be known as The Bluegrass Pleasure And Walking Horse Association, and shall at all times be operated and conducted as a non-profit association in accordance with the laws of the State of Kentucky providing for such organizations and by which it shall acquire all such rights as granted to associations of the kind.

Section 2. Objects: The objectives and purpose of this Association shall be to sponsor and promote the showing and exhibiting of this breed, to promote the best interests of such shows and of the exhibitors and sponsors who make them possible, to promote good fellowship and sportsmanship standards among its members, to protect and promote the welfare of the Tennessee Walking Horse, and to abide by the Horse Protection Act.

Section 3. Place of Business: The principal place of business of the Association shall be as may be determined by the Board of Directors of the Association from time to time, 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 of officials as may be participating.

Article 2

Members

Section 1. Members of the Association will be admitted, retained, suspended, expelled or re-admitted and otherwise regulated in accordance with such rules and regulations as the membership may adopt. In all matters governed by a vote of the members, each member in good standing shall be entitled to one (1) vote, Family membership, husband and spouse (2) votes with both being present to vote. Memberships are from January 1 to December 31. Membership dues must be paid by December 15th to be able to vote in the annual election of officers.

Section 2. The regular Annual Banquet and meeting of the members shall be held at place and time designated by the Board of Directors for the purpose of transacting such business as may be brought before the meeting. Members shall be required to be present to vote.

Notice of the Annual Meeting shall be given by mailing written notice stating the time of such meeting to each members last know mail address as it appears on the Association's record not less than thirty (30) days prior to the date of such meeting.

Any voting matter pertaining to a total membership vote including, but not limited to elections and By-Law changes will be done by eligible members only. Members must be present to vote.

The Board of Directors shall appoint a nominating committee for the purpose of nominating candidates for Directors. The committee shall consist of at least three members, with recommendations from the general membership.

Members in good standing, willing to serve on the BPWHA Board of Directors shall notify the BPWHA nominating committee chairperson by November 15th of each year of their desire to serve. Write-in names will be accepted and tabulated provided all other eligibility requirements are met. There will be no charge to the eligible member for this listing. Only those persons who have declared their interest and/or willingness to serve, as a director will be printed on the official ballot, however, there will be a space on the ballot to list any write-in candidates. Only official ballots will be accepted.

The ballots shall contain a list of all eligible members who have expressed to the nominating committee a willingness to serve on the BPWHA Board of Directors and who have met all eligibility requirements as set forth herein. The candidates who receive the highest number of votes from the membership in the Region that they live in will be considered the winners. The First Vice-President and the Second Vice-President will be elected from the Board of Directors. The offices of Secretary and Treasurer shall be voted on by the entire membership.

The decision of the nominating committee shall be final unless changed by the membership.

Article 3

Directors

Section 1. The business and property of the Association shall be managed by the Board of Directors and controlled by the membership.

In order to qualify for a Board of Director, a person must be a dues paying member of the Association in good standing for at least six (6) months. This qualification will change to one (1) year beginning in January of 2012. Members serving on the Board of Directors may not have any convictions of The Horse Protection Act in the last 2 years. Any Board member or Officer convicted of a violation of the Horse Protection Act while holding a position must step down or shall be removed.

Section 2. Directors shall serve for terms of two (2) years, limited to 12 Directors. A vacancy occurring on the Board of Directors may be filled by a majority vote of the remaining Board members. Such appointee shall serve until the next regular election of Directors.

Section 3. The regular meeting of the Board of Directors shall be held immediately following the annual members' meeting and notice shall be required for such regular annual meeting of the Board. The Board of Directors shall meet at least twice annually, once following the annual meeting and one more time. Provided, however the second meeting may be at such other time as fixed by resolution of the Board of Directors. The Board, by rule, may provide for other regular meetings at stated times and places.

Section 4. Special meetings of the Board of Directors shall be held whenever called by direction of the President or a majority of the members of the Board.

The Secretary shall give notice of each special meeting by mailing, emailing, or telephoning the same to each Director at least 15 days before the meeting: but any Director may waive his own notice. Unless otherwise indicated in the notice therefore, any and all business may be transacted at a special meeting.

Section 5. A majority of the number of Directors shall constitute a quorum for the transaction of business, but if at any meeting of those present may adjourn the meeting from time to time until a quorum shall be present.

Section 6. At a meeting of the Board of Directors, business shall be transacted in such order as the

Board may determine.

Section 7. The written contracts of the Association which are duly authorized shall be executed in behalf of the Association by the President and attested by the Secretary. By appropriate resolution the Board may delegate the execution of contracts relation to routine operations of the affairs of the Association to other persons or person.

Section 8. Any Director who shall fail to attend two (2) consecutive regular meetings of the Board shall be automatically removed from the Board of Directors except that, upon written, telephone, or email request by the Director who has failed to attend (2) consecutive regular meetings, the Board may provide a procedure authorizing a waiver of such automatic removal under circumstance sufficient to excuse such absence. The position shall be filled in accordance with this article. Any Director who shall miss more than fifty (50)% of the Board Meetings, excused or unexcused, shall not be eligible for re-election.

Section 9. The Board of Directors shall have the power and authority to make, amend, repeat and enforce such rules and regulations, not contrary to law, or these by-laws, as they may deem necessary concerning the conduct, management and activities of the Association, the admission classification, qualification, suspension, expulsion and/or discipline of members, including the right to levy fines, removal of Directors and/or Officers and any other applicable or appropriate subject relating to the purpose of the Association. The Board of Directors shall go into Executive Session to discuss any personnel issues, to discuss any contract negotiations, or legal issues pertaining to the Association. The Board of Directors however, will be required to vote on any issues discussed in Executive Session in the open.

Said rules and regulations shall be promulgated and published at least 30 days prior to their effective dates.

Article 4

Officers

Section 1. The officers of the Association shall be President, Vice-President, Second-Vice-President, Treasurer, and Secretary.

Section 2. The General Membership at the Annual Membership Meeting shall elect the officers.

Section 3. Only members in good standing may have any voice or vote in the nominating and election of said officers.

Section 4. The officers of the Association shall be in office for a term of one (1) year, or until his/her successor is duly elected and qualified.

Duties of the Officers

- A. **President** shall preside over all meetings of the Board of Directors, and all membership meetings, and only votes to break a tie.
- B. **First Vice-President** shall perform the duties of the President in the absence of the President or in the event of the death, inability or refusal of the President to act. In addition the First Vice-President shall be a member of the BPWHA Show Committee.
- C. **Second Vice-President**, shall be publicity director for the Association, whose duty it shall be to publicize all events and activities of this Association of interest to the General Public as well as news of interest concerning the BPWHA.

- D. **Secretary**, shall record and preserve minutes of all meetings of the membership, Board of Directors, notify of meetings, collection of membership, issue membership cards, and administer task assigned.
- E. **Treasurer** shall keep the funds of the Association and shall be required to keep a permanent record of all receipts and disbursements of the Association and to file a report of same to the membership at the Annual Membership Meeting and at all Board of Directors meetings. A bond shall be provided for the Treasurer and the premium shall be paid by the Association.

The same person may hold the offices of Secretary and Treasurer, at the direction of the Board, and the person holding both officers shall be designated Secretary-Treasurer.

All vacancies in the officers of the Association shall be filled with Board of Directors.

Any officer may be removed from office for cause, at any regular or special called, meeting of the Board of Directors by a two-thirds majority vote.

The Board of Directors shall be authorized to fill any vacancies of the Officers. Any Officer appointed to fill a vacancy shall serve the remainder of the term of the office whose vacancy he/she was appointed to fill.

The immediate Past-President shall serve a one (1) year term in an advisory capacity and is entitled to engage in discussions and deliberations and does not have the right to vote, unless the immediate Past –President has been elected to the Board of Directors.

Article 5

Other Committees

Section 1. The Board of Directors may create other committees, permanent, temporary or special. Such committees shall have such powers as said Board of Directors may delegate responsibilities as to them. Each committee shall have a representative of the Board of Directors on the committee.

Article 6.

Interpretation

Section 1. The President shall act as Chairperson of any meeting of the members, but in his absence at any meeting regularly called pursuant to the By-Laws, any Officer may call the meeting to order and act as Chairperson, precedence being given to the order of Officers listed herein. The Secretary of the Association shall act as Secretary of all meetings of the members, but in the absence of said Secretary, the Directors may appoint any person to act as Secretary.

Section 2. Whenever in the By-Laws the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right to vote. Voting members shall be a member of BPWHA in good standing, 18 years and over.

It shall be the duty of every member to keep the Secretary informed of his/her correct mailing address. When any notice to a member is required by these By-Laws, such notice shall be sufficient if sent to his/her last known mailing address by first class U.S Mail.

Section 3. A special meeting of the Association may be called by the President or the majority of the Board of Directors, or by notice signed by not less than 20 % of the members in good standing. A special meeting is called by sending a copy of the call to every member of the Association at his/her last known mailing address, email, or telephone at least 15 days before this meeting. The call shall specify the place, date and time the meeting is to be held and the purpose for which it is to be convened.

Section 4. At the Annual Membership Meeting of the Association it may transact any business permitted by the By-Laws that may arise, but at a Special Meeting it may transact only such business as is specified in the call and permitted by the guidelines of the By-Laws.

Article 7

Members and Non-Members Obligations

Section 1. Any person who applies for membership in the Association and any non-member who applies for any other privilege, by so applying agrees and binds himself to abide by the BPWHA By-Laws and all other BPWHA rules and regulations, except as otherwise stated in these By-Laws.

Article 8

Discipline

Section 1. Discipline shall be administered in accordance with said rule and regulations and penalties shall be as specified therein. Subject to review by the Board as to said rules and regulations, general responsibility for discipline is delegated to the Board of Directors and to such other committees and/or divisions as may designate.

Article 9

Amendments

Section 1. Any proposed amendment to these By-Laws must be submitted in writing to the Board of Directors, and upon approval notify the membership at least thirty (30) days prior to the date of the meeting.

Section 2. By-Laws may be adopted, amended or repealed by the members at an Annual Membership Meeting or any special membership meeting called by the Board of Directors. By-Law changes must have a two-thirds (2/3) majority of the members in attendance to pass.