

**BY-LAWS
OF THE
WALKING HORSE OWNERS' ASSOCIATION OF AMERICA, INC.**

**ARTICLE I
TITLE, MISSION, OBJECTIVES, LOCATION, CORPORATE SEAL**

SECTION 1. TITLE: Pursuant to its Articles of Incorporation under the laws of the State of Tennessee this Association shall be known as the Walking Horse Owners' Association of America, Inc., and shall at all time be operated and conducted as a nonprofit 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. MISSION STATEMENT: To vigorously represent the interest of all members in all matters pertaining to the Tennessee Walking Horse. To advocate for fair play and equal treatment of all members. To promote the well-being of the Tennessee Walking Horse so as to ensure the humane treatment of all Tennessee Walking Horses. To aid in the development of standards and rules which will eliminate unfair or unlawful practices affecting the Tennessee Walking Horse.

SECTION 3. PURPOSE: The objects and purposes for which the Association are organized are:

1. To improve, expand, supervise, foster and promote the breed known and designated as the Tennessee Walking Horse on a national and international basis, at all times keeping foremost the wellbeing of the breed and promoting the good image of the Tennessee Walking Horse while establishing standards and educating the public on any and all matters relating or pertaining to the history, breeding, exhibition, publicity, sale, health, or improvements of said breed;
2. To develop standards and rules to eliminate all practices detrimental to the promotion of the good image and well being of the Tennessee Walking Horse;
3. To operate in an open and honest manner with fair and equal representation, to be responsive always to the dictates of the general membership;
4. To develop and educate the public in equestrian safety and care standards for the care, riding, and training of Tennessee Walking Horses;
5. To encourage and engage in research for the improvement and better understanding of the Tennessee Walking Horse and equestrian science, including the development of a positive identification program for Tennessee Walking Horses to aid in the enforcement of the Horse Protection Act and for the betterment of the breed;
6. To cooperate and partner with other organizations that foster and promote the Tennessee Walking Horse and equine interests;
7. To cooperate with and assist governmental agencies in the development of programs relating to Tennessee Walking Horse activities;
8. To assist State and Federal authorities in the enforcement of all laws enacted to assure the humane treatment of horses, including, but not limited to, full cooperation with the United States Department of Agriculture in its responsibility to enforce the Horse Protection Act of 1976, and any amendments thereto;
9. To acquaint and educate the public on the Horse Protection Act of 1976;

10. To establish and promote honest and fair rules and regulations which shall be guidelines and standards for horse shows, exhibitions, or events in which Tennessee Walking Horses shall compete;
11. To develop high standards of qualifications for judges of said shows, in accordance with the Horse Protection Act of 1976, including, but not limited to criteria for obtaining a judge's license;
12. To develop and preserve the history and historic qualities of the Tennessee Walking Horse and educate the public about the benefits and heritage of the breed;
13. To aid and promote the Tennessee Walking Horse as a recreational and pleasure horse and work with 4-H organizations;
14. To promote equitation and versatility divisions of this organization;
15. To develop a Youth Association (youth 17 and under) under the auspices of the Association.
16. And to take such other steps as are necessary to effect these and related objectives.

SECTION 4. PLACE OF BUSINESS: The principal place of business of the Association shall 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 or officials as may be participating.

SECTION 5. CORPORATE SEAL: The seal of the Association shall be entrusted to the Secretary and shall bear the words Walking Horse Owners' Association, Inc.

ARTICLE II MEMBERSHIP AND MEETINGS

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 Board of Directors may from time to time adopt. In all matters governed by a vote of the members, each member in good standing shall be entitled to one vote provided they are eighteen (18) years of age or over and not otherwise disqualified. Membership privileges and benefits for each category are established by the Board of Directors and may be modified by the Board of Directors from time to time.

SECTION 2. MEMBERSHIP CATEGORIES

a: Adult Member

Individuals may become Adult members of the Association by paying dues, as set by the Board of Directors. An Adult member is entitled to all membership privileges, including one vote, one amateur card, if the member is declaring amateur status and be eligible for election to the Board of Directors. At the time of the original application for membership, the applicant must own a Tennessee Walking Horse which is registered with the TWHBEA.

b. Life Member

Individuals may become Life Members by paying a one time fee as set by the Board of Directors. Life Members are entitled to all benefits and privileges accorded to adult members.

c. Family Member

Families may become Family members by paying yearly dues as established by the Board of Directors. Each family is entitled to two (2) votes. A family is defined as father, mother, and children/step-children. Each family shall receive one amateur card for each adult member and one youth card for each child.

d. Youth Member

Any individual under the age of 18 as of January 1 of the membership year may apply for a Youth Membership at a reduced rate as set by the Board of Directors. Youth members may participate in functions open to youth members, but are not eligible to vote or other benefits of full paying members. Each Youth Member shall receive one Youth card.

e. Single Event Member

Individuals may become a Single Event member by paying a fee as set by the Board of Directors. Single Event members shall only have exhibiting or participation privileges for the duration of the event where the membership is purchased and are entitled to no additional benefits.

f. Associate Member

Any business entity or individual may become an associate member by paying an annual fee as set by the Board of Directors. It is not a requirement that an Associate Member own a Tennessee Walking Horse. Associate Members shall not have voting privileges.

SECTION 3. The regular annual meeting of the members shall be held at a time and place to be designated and fixed by the Board of Directors.

The meeting shall be for the purpose of transacting such business as may be brought before the meeting. Members shall not be required to be present to vote, but may vote by mail ballot or electronic ballot or proxy in accordance with the provisions hereof.

Voting members must be members in good standing from the previous or current calendar year

Notice of the annual meeting shall be given by electronic notice or mailing written notice stating the time and place of such, meeting to each member's last known address as it appears on the Association's records thirty (30) days prior to the date of such meeting.

SECTION 4. All general membership meetings will at all times be open to members in good standing and to the press.

SECTION 5. Specially called membership meetings may be held whenever called by the President or by a majority of the Board of Directors or by petition signed by not less than twenty percent (20%) of the voting members in good standing.

Notice of each special meeting indicating briefly the purpose shall be given in the same manner as provided with respect to notice of annual meetings.

SECTION 6. At any meeting of the members held in accordance with the foregoing provisions as to notice, the members attending such meeting, present in person, or by proxy, or by mail ballot or electronic ballot shall constitute a quorum of the members for all purposes, unless the representation of a large number should be required by law, and in that case the representation so required shall constitute a quorum.

SECTION 7. The President shall act as Chairman of any meeting of the members, but in his or her absence, at any meeting regularly called pursuant to these By-Laws, any other officer may call the meeting to order and act as Chairman, precedence being given to the order of officers listed herein. The Secretary of the Association or the Assistant Secretary, shall act as Secretary of all meetings of the members, but in the absence of said Secretary, or his delegated Assistant, the Director may appoint any person to act as Secretary of the meeting.

SECTION 8. Whenever in these 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.

SECTION 9. Any resolution passed by the membership must be made binding on the Board of Directors.

SECTION 10. Any member in good standing in this Association shall be entitled to receive a current membership list upon request.

ARTICLE III DIRECTORS

SECTION 1. The business and property of the Association shall be managed and controlled by a Board of Directors of twenty-six (26) members, including the President and immediate past President. Directors shall serve for a term of three (3) years, or until their successors shall have been elected and qualified. Eight Directors shall be elected as hereinafter provided each year. No person who has been on an HPA suspension in the past five years or who has been convicted of a felony is eligible to serve as a Director or an officer.

The term of office shall commence on the Monday following the tabulation of election results.

Anyone desiring to be a candidate shall give notice by registered mail, electronic mail, or fax to the Association of his intent to run for Directorship no later than December 1.

The President shall appoint a Nominating Committee for the purpose of nominating candidates for Directors. The Nominating Committee shall consist of five (5) members. Not more than two (2) said members shall come from one (1) state. Such nominations will be reported to the office and the Board of Directors by November 1 of each year.

Said Nominating Committee shall nominate eight (8) candidates for Directors.

The Association shall notify the membership at least thirty (30) days prior to the election of the names of the candidates for Directorship. A candidate shall be a member in good standing for a minimum of two (2) consecutive years immediately prior to seeking a Directorship. Ballots shall be mailed or e-mailed on or before December 10. Ballots shall be returned no later than thirty-five days after mailing.

SECTION 2. Subject to the conditions stated above, Directors shall serve for terms of three (3) years. If a vacancy in the Board of Directors occurs, the Board shall be authorized to fill the unexpired terms from the membership with a member who meets the qualifications of a Director set forth in Article III, Section 1.

SECTION 3. The regular annual meeting of the Board of Directors shall be held immediately preceding the annual members' meeting, and no notice shall be required for such

regular annual meeting of the Board. The Board of Directors shall meet a minimum of four times annually. The Board, by rule, may provide for other regular meetings as stated times and places. Other than the regular annual meeting, the Board of Director meetings may be conducted telephonically.

SECTION 4. Special meetings of the Board of Directors shall be held whenever called by direction of the President or by one-third (1/3) of the Directors.

The Secretary shall give notice of each special meeting by mailing or electronic mailing or telephoning the same to each Director at least ten (10) days before the meeting; but any Director may waive his own notice. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

SECTION 5. The Directors present at a regular or special meeting, called after due notice as provided in Section 4, shall constitute a quorum for the transaction of business. (Tennessee law requires a minimum of one-third of Directors to be present.)

SECTION 6. At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine. However, before every regularly scheduled meeting, an agenda will be sent to the Directors concerning intended topics ten (10) days prior to said meeting.

SECTION 7. The written contracts of the Association which are duly authorized shall be executed on behalf of the Association jointly by the President and the Executive Director or Vice-President and Executive Director and only at the direction of the Board of Directors. By appropriate resolution the Board of Directors may delegate the execution of contracts relating to routine operations of the affairs of the Association to other person or persons.

SECTION 8. Any Director who, without just cause, fails to attend two (2) consecutive regular meetings of the Board may be removed from office at the next regular Board meeting by a majority of vote of the Board. Any such vacancy so created shall be filled as provided by Article III-Section 2 of these By-Laws.

In addition, any director who shall miss more than 50% of the Board of Directors in-person or conference call meetings in a calendar year, excused or unexcused, shall not be eligible for reelection.

SECTION 9. The Board of Directors shall have the power and authority to make, amend, repeal, and enforce such rules and regulations, not contrary to law, or the corporate charter, 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 establish dues, make assessments, and to levy fines, removal of Directors and/or officers, and any other applicable or appropriate subject relating to the purposes of the Association.

The Board of Directors may establish committees, permanent, temporary, regular or special, and those committees will have such responsibility and authority as may be delegated to them by the Board of Directors. The Board President will appoint all committee chairs.

ARTICLE IV OFFICERS

SECTION 1. The officers of this Association shall be:

A President, who shall preside at all meetings of the Board of Directors and all membership meetings.

A Vice-President, who shall perform the duties of the President in the absence of the President.

A Secretary, who shall record and preserve minutes of all meetings of the membership and Board of Directors. This person may delegate his duties to an already salaried person known as the Assistant Secretary, but he remains responsible for the office.

A Treasurer, who shall perform the usual duties of a corporate treasurer. This person may delegate his duties to an already salaried person known as the Assistant Treasurer, but he remains responsible for the office.

The officers shall perform such duties as may be required by the By-Laws or by the Board of Directors.

SECTION 2. The President shall be elected by total popular vote by the majority of the members voting. Any candidate for President must have been a member in good standing and must have served on the Board of Directors for the past two years immediately prior to the election.

In order to be a candidate for President, other than being nominated by the Nominating Committee, a person must be nominated by a member in good standing of this Association. Said nomination, together with a written statement by the nominee agreeing to said nomination, must be reported to the Association no later than December 1.

The Nominating Committee provided for in ARTICLE III, SECTION 1 will also nominate a candidate for President. The nomination will be reported to the office and Board of Directors by November 1. The President will serve a term of one (1) year. No person shall be eligible to be President for more than three (3) full consecutive terms; however, nothing herein shall be construed to prohibit more than three (3) non-consecutive terms. The term of office shall commence on the Monday following the election results. The Association shall notify the membership thirty (30) days prior to the election the name of the person nominated for President by the Nominating Committee. The Association shall, thirty (30) days prior to the election, send a ballot to the membership, with all eligible candidates listed.

SECTION 3. All officers except President shall be elected by the Board of Directors and shall serve for terms of one (1) year and until the election and qualification of his successor. All officers except the President shall be elected from the membership of the Board of Directors.

The Board of Directors shall be authorized to fill any vacancies in the officers. Any officer elected to fill a vacancy shall serve the remainder of the term of the officer whose vacancy he was elected to fill.

Any officer shall be removed from his office, by two-thirds (2/3) vote by the Board of Directors for just cause. Just cause shall be defined as a violation by the officer of any by-law, rule or regulation promulgated thereunder, or any action detrimental to the well-being of the breed, and any State or Federal law affecting the Walking Horse breed and/or any show, exhibition, contest or competition, or sale relating thereto.

The regular election for officers shall be conducted by the Board of Directors, at a meeting to be held immediately prior to the annual membership meeting. The first order of

business will be the election of officers.

SECTION 4. The Nominating Committee shall consist of five (5) members. Not more than two (2) of said members shall come from one (1) state.

Said Nominating Committee shall meet within ten days of the annual Board of Directors meeting and submit a nominating report nominating the Vice-President, Secretary, and Treasurer to the Board of Directors.

In addition to the nominations of the Nominating Committee, other nominations for each position to be filled may be offered from the Board of Directors at large, and the election shall ensue after all nominations have been concluded. All officers must receive a majority of the votes cast in order to be elected. The Board of Directors shall, by resolution, establish the procedure to govern said election to accomplish this objective.

ARTICLE V COMMITTEES

SECTION 1. Other committees, permanent, temporary, regular or special, may be created by the Board of Directors, and such committees shall have such responsibility and authority as may be delegated to them by the Board of Directors.

ARTICLE VI EXECUTIVE DIRECTOR and TREASURER

SECTION 1. EXECUTIVE DIRECTOR AND TREASURER: In addition to other duties, functions and responsibilities set forth herein for the Board of Directors, it shall have the right to appoint an Executive Director of the Association, for a term not to exceed one (1) year, with a provision for termination of said appointment for cause, which appointment may be renewed by the Board of Directors for successive one (1) year terms. Other provisions of said appointment, such as salary, shall be on such terms as the Board of Directors, at its discretion, may determine. At the first meeting after the adoption of these By-Laws, the Board of Directors shall determine the duties, responsibilities and functions of the Executive Director, who shall maintain his office at the headquarters of the Association, or such other place as may be designated by the Board of Directors, and any contract of employment with said Executive Director shall include these provisions so declared by the Board of Directors. Said provisions may be prospectively amended from time to time.

Further, the same requirements which relate to the Executive Director shall apply to the employment of other executive and administrative personnel.

SECTION 2. TREASURER: The Treasurer shall be responsible for all money turned over to him from any source. He shall disburse the same only upon itemized demands and upon order by the Board of Directors or by the Executive Director acting in its stead. The Board of Directors by appropriate resolution shall be empowered and authorized to grant to the Treasurer the specific right to expend funds for the routine operation of the affairs of the Association, under such terms and provisions, and limitations as provided therein. He shall account for the same by itemized statements in detail to each annual meeting of the members, and the Board of Directors, at each regular meeting or at any special meeting when so demanded. Also, he shall cause to be submitted to the Board of Directors at the first meeting before the annual meeting of the members, a detailed budget of the proposed and anticipated

expenditures for the forthcoming fiscal year of the Association. Upon approval of the said budget or its modification, it cannot be exceeded in the total amount set forth by more than ten percent (10%) without a majority vote of the Board of Directors.

SECTION 3. SURETY BONDS: The Executive Director and the Treasurer and all other officers of employees of the Association who may have the handling of any funds and other valuable assets of the Association shall give a surety bond at such limits required by the Board of Directors to be furnished at the expense of the Association for the faithful discharge of his or her duties.

SECTION 4. AUDITING OF ACCOUNTS: This Association shall conduct its affairs on the fiscal year basis, same to being; January 1 through December 31, inclusive. An annual independent review of the accounts of the Executive Director and the Treasurer shall be conducted on such terms as directed by the Board. Such accountant shall be a disinterested person and not a member of the Association.

ARTICLE VII MEMBERS' AND NON-MEMBERS' OBLIGATIONS

Any person who applies for membership in the Association and any Single Event member, by so applying, agrees and binds himself to abide by the Charter, By-Laws, and all other Lawful rules and regulations of the Association, so far as they are applicable to him.

ARTICLE VIII DISCIPLINE

Any member of this Association and any Single Event member who exercises any of the privileges thereof or engages in any of the activities encompassed thereby, including, but not limited to, the buying, selling, breeding, registration, exhibiting, or other activities relating to the Tennessee Walking Horse, may be disciplined for violation of any rule or regulation promulgated and published under the authority of these By-Laws or violation of a state law or a USDA/HPA violation or a felony conviction.

Discipline shall be administered by the Board of Directors or a committee established by the Board of Directors for the purpose of administering discipline. Rules may be promulgated by the Board of Directors or its designated committee and the procedures for said enforcement set forth in said rules and regulations shall dully determine the rights, privileges, responsibilities and duties of every member or single event member subject to the discipline of this Association.

ARTICLE IX PERSONS

Any use of the pronoun "he" in the By-Laws, Corporate Rules or any other official document or action of the Association shall be considered a reference to a person, male or female.

ARTICLE X AMENDMENTS

By-Laws may be adopted, amended, or repealed by the members by a majority of the general membership at any annual or special meeting including those voting in person and those voting by mail ballot, electronic ballot, or by proxy.

These By-Laws ratified at the General Membership meeting held in Murfreesboro, Tennessee on February 8, 2014.

Amended By-Laws for WHOA Docs.