

## ***Article I – Members***

### **Section 1.**

#### **Membership Acceptance:**

**Membership in the "PPWHA" is a privilege. Persons will be admitted to the association after an application is submitted with the appropriate fee and is approved by the Board of Directors. Each candidate who has been approved shall receive a membership card from the Treasurer and all members' benefits for the year paid as offered. Membership will begin on the date of application approval and will be effective for one year.**

### **Section 2.**

#### **Types of Membership:**

**Family memberships shall consist of an established group of individuals living as a unit in society. It must contain at least one, but not more than two adults; and children less than 18 years of age living in the same household and entitle them to all privileges of the club and one vote at general membership meetings to each of the adults.**

**Single memberships shall entitle the member to all benefits of the club and one vote at general membership meetings.**

### **Section 3.**

#### **Termination of Membership:**

**A membership will be considered as lapsed and may be terminated by the Treasurer if such members' dues remain unpaid 60 days after the anniversary date of the membership. A new application must be submitted after the membership has lapsed, as set forth herein Article I, Section 1.**

**"Members" when mentioned in this and all "PPWHA" documents and publications in addition to Article I, Section 3 also means that all financial balances for any "PPWHA" activities have been settled.**

**Members are subject to disciplinary action or termination of membership by the Board of Directors as set forth herein Article IV, Section 9.**

**Any member convicted of a HPA (Horse Protection Act) violation will have their membership revoked immediately. A revoked membership will not be eligible for renewal or re-application for three (3) years from the date of revocation or as set for herein Article IV, Section 9.**

## ***Article II – Meetings***

### **Section 1.**

#### **Meetings:**

**There shall be a minimum of four (4) general membership meetings each year. Only members as defined in Article I may vote or actively participate in "PPWHA" meetings. A list of all participants will be attached to all minutes of meetings. All meetings will use "Robert's Rules of Order" unless otherwise stated herein, to ensure the principle of majority rule and orderly and fair discussion.**

## ***Article III - Officers and Directors***

### **Section 1.**

#### **Members of the Board:**

**The business and property of the "PPWHA" shall be managed and controlled by the Board of Directors and Officers hereinafter created and empowered. The Board of Directors shall be the current officers: President, Vice President, Secretary, Treasurer, President Ex Officio as set forth herein Article IV, Section 2 and three additional "PPWHA" Directors at large. The Board of Directors as provided in the Constitution shall be responsible for running the affairs of the club.**

### **Section 2.**

#### **Definitions & Duties of Officers:**

**A. President: The President shall call and preside over all meetings of the Board of Directors and general membership. The President may serve as an honorary member of any and all committees. The President can create special committees but cannot hold the chair of a special committee. The President is to bring conflicts and protests to the Board to determine the proper course of action. The President may sign checks to assist in the absence of the Treasurer and is responsible to the Board and general membership for the security of the treasury and all assets and property of the club along with the Treasurer. The President does not have a vote in general membership meetings unless needed to break a tie vote. A tie in a Board vote is resubmitted with changes or tabled until the next meeting of the Board. In the event of resignation, removal or vacancy of the office of President, the Vice President will immediately assume office and duties of the President.**

**B. Vice President: The Vice President shall assume all duties of the President in their absence. The Vice President shall assist the President. The Vice President shall be a voting member of the Board. In the event of resignation, removal or vacancy of the office of Vice President, the Board shall appoint a Vice President as set forth herein Article IV, Section 5 for the remainder of the term.**

**C. Secretary:** The Secretary shall record and preserve minutes of all meetings of the Board of Directors and general membership meetings. The Secretary shall be responsible for the safe keeping of the archives of the association and the careful transition to the next Secretary. The Secretary shall be responsible for all correspondence deemed necessary by the officers and/or the Board of Directors. The Secretary shall submit to the Treasurer receipts of all expenditures necessary for the proper conduct of office. The Secretary shall also correspond with other organizations associated with the Tennessee Walking Horse. The Secretary shall be a voting member of the Board. In the event of resignation, removal or vacancy of the office of Secretary, the Board shall appoint a Secretary as set forth herein Article IV, Section 5 for the remainder of the term.

**D. Treasurer:** The Treasurer shall keep proper and accurate records of all monies received and requested. They may dispense monies only with the approval and satisfaction of the Board of Directors. It shall be the duty of the Treasurer to provide an accurate report of the association's financial standing at all meetings of the Board of Directors and all general membership meetings. All books are to remain open for inspection at any time by the Board of Directors and shall be audited at the end of each fiscal year as determined by the Board. The Treasurer shall be a voting member of the Board. In the event of resignation, removal or vacancy of the office of Treasurer, the Board shall appoint a Treasurer as set forth herein Article IV, Section 5 for the remainder of the term.

**E. President Ex Officio & Directors at Large:** The President Ex Officio and Directors at Large shall assist the President, Vice President, Secretary and Treasurer in governing the "PPWHA." They shall each be a voting member of the Board. The President Ex Officio is not an elected position as set forth herein Article IV, Section 2.

**F. The Board is responsible for filing all necessary forms with government entities when required by state or federal mandate (tax forms, officer changes etc.)**

**G. Officers, Board Members and Chairpersons are required to surrender all association property to the new Officers and Board members when their term is completed as set forth herein Article V, Section 5.**

## **Article IV: Election Process**

### **Section 1.**

#### **Selection of Candidates:**

**A slate of candidates for Officers and Directors for the upcoming election is to be offered to the general membership at a membership meeting. Any member present may nominate additional candidates for office as long as the potential Candidate accepts said nomination. The approved slate shall then be distributed to the entire membership via the association newsletter, special mailing or electronic methods (email or facsimile) at least 15 days prior to the date of election.**

**Officers and Directors shall be elected during the last general membership meeting of each year. Voting shall be done by ballot with a simple majority of those members in attendance necessary for election. In the event of a tie for an Office, an immediate revote will be taken of the membership present. If a tie still exists, the tie will be broken by a two-thirds majority of the Board of Directors. Persons are not restricted from voting for themselves.**

**You must be a paid adult member for (1) year to be eligible to hold Office in The PPWHA.**

**You must be a current paid member for 90 days prior to an election in order to vote in said election.**

## **Section 2.**

### **Term of Service:**

**Officers will be elected each year and serve a term of one (1) year. Officers may not run for and hold the same office for more than three (3) consecutive terms. After three (3) consecutive terms, the incumbent will not be eligible for election to the same office for a period of one (1) year. A calendar year (January 1- December 31) is considered a term of office.**

**The immediate past President may remain as a Director at his or her option for one (1) year after leaving office. If the ex officio chooses not to remain on the Board, that seat shall remain open.**

**Directors at Large shall serve a term of one (1) year. No person shall be eligible to be a Director for more than four (4) full consecutive terms. After four (4) consecutive terms, the incumbent will not be eligible for election to the same office for a period of one (1) year. However, a Director may serve more than four (4) non-consecutive terms.**

## **Section 3.**

### **Meetings of Board of Directors:**

**Meetings of the Board of Directors shall be held whenever called by direction of the President or by three (3) of the Directors.**

**There shall be a minimum of four (4) Board of Director meetings each term or year. Meetings may be physical or by electronic or teleconference methods.**

**The Secretary shall give notice of each Board Meeting by mailing (letter or newsletter) seven (7) days in advance or by telephoning or electronic methods three (3) days prior to the meeting.**

## **Section 4.**

**Quorum:**

Four (4) of the current elected Board members shall constitute a quorum for the transaction of business. If at any meeting of the Board there is less than a quorum present, those present shall adjourn the meeting until a quorum shall convene.

**Section 5.**

**Participation of Directors:**

Any Officer or Director who shall fail to attend two (2) consecutive meetings of the Board may be removed from the Board of Directors by a two-thirds majority vote of the Board. A vacancy during a term may be filled by the Board with a three-quarters majority of all voting Officers and Directors by ballots mailed or by electronic method and tabulated by the Secretary.

**Section 6.**

**Amendments to Bylaws and Constitution:**

The Board of Directors shall have the authority to propose changes to the Constitution and these By-laws.

Proposed changes to the by-laws must be presented to the Board for approval. The proposed changes must then be published in the association's newsletter, special mailing or electronic notification a minimum of 15 days prior to a regular meeting or special meeting for the purpose of ratifying changes to the by-laws. Changes must be approved by a two-thirds majority vote of members at a general membership or special meeting. A by-laws review shall be conducted at a minimum of every five (5) years.

**Section 7.**

**Grievances:**

Any allegation of misconduct against a member or activity of a member shall be submitted to the President in writing. A special closed meeting of the Board of Directors and the involved party/parties may be called to air the grievance. The Board of Directors shall have the authority to decide or arbitrate the issue by a two-thirds majority vote. At no time may any person involved in the dispute cast a vote. The Board may elect to make its determination at a subsequent meeting if it deems necessary to investigate or discuss the issue further.

**Section 8.**

**Petitions:**

A petition may be presented to compel or change action of the Board. The petition must be signed by 15% of the voting members of the club before it is presented to the Board. The proposed changes must then be published in the association's newsletter or by special mailing or electronic notification a minimum of 15 days prior

**to a regular meeting or special meeting. Changes must be approved by a two-thirds majority vote of members at a general membership or special meeting.**

#### **Section 9.**

##### **Discipline:**

**It is the responsibility of the Board of Directors to determine if any officer or member is not fulfilling his or her responsibility. This would include dereliction of duties, unethical or illegal conduct, or acting in any way that reflects unfavorably or is detrimental to the "PPWHA." In cases where the Board makes such determination, the Board may initiate proceedings to remove members or officers, or place said person(s) on probation.**

**Members or officers concerned must be notified of the charge in writing 30 days in advance of any action. The member or officer in question shall have the right to request a meeting with the Board of Directors before any formal Board action is taken. Other disciplinary action such as formal warning, loss of points, loss of show privileges, probation or dismissal from the "PPWHA" can be meted out to members including Directors or officers at the discretion of the Board of Directors, depending on the seriousness of the infraction in the Board's judgment.**

**Disciplinary Board meetings may be closed at the determination of the President or the Board. The Board's decision at that meeting or a subsequent one will be final.**

## ***Article V – Committees***

#### **Section 1.**

##### **Definition:**

**Any "PPWHA" activities or projects during the year that include money, mailing, meeting, or membership will be considered a "committee." This includes but is not limited to shows, trail rides, clinics, youth groups, and exhibitions. All committees or projects shall have a committee chairperson (known as a committee chair or chairperson) or project leader to be responsible and to provide a status report to the Board of Directors and general membership at all membership meetings.**

#### **Section 2.**

##### **Establishment and Leadership:**

**The President or Board may create Committees if there is sufficient volunteer participation to be practical. The term of committees is the association year and therefore must be renewed each year. The Board can modify or eliminate committees. The President or the Board may appoint committee chairs. The President**

cannot chair a committee. No committee meetings will be closed to members. At least one Board Member must sit on each committee.

The President or Board will have the authority to appoint an individual to specific tasks that do not require a full committee. The term of an individual task manager will be for the association year and therefore must be renewed each year.

### **Section 3.**

#### **Committee Participation:**

Only "PPWHA" members may participate in committee votes. All "PPWHA" Officers and Board members may participate in all committee meetings.

### **Section 4.**

#### **Board Approval, Liability, and Disclaimer:**

The "PPWHA" Board of Directors must approve all projects, printing, expenditures, publications, and representations in person or otherwise of the "PPWHA", its officers, Board, members, name, images, and logos prior to any use. In situations of non-compliance, the "PPWHA", through its Board, may hold individual(s) personally liable and deny "PPWHA" responsibility for the action in question.

The "PPWHA" will not be responsible for the debts, obligations, or expenses incurred by anyone or any group without prior authorization of the "PPWHA" Board of Directors.

### **Section 5.**

#### **Club Property:**

All individuals who borrow or store "PPWHA" property shall be responsible for maintaining the condition of the property and for returning said property to the "PPWHA" upon request of the Board. A roster of "PPWHA" property and the respective keepers of the property shall be kept updated with accurate contact information at all times.

## ***Article VI-Dissolution***

### **Section 1.**

#### **Dissolution:**

In the event that the Association is disbanded, all monies remaining in the treasury after all expenses are paid will be donated to a non-profit, charitable organization. The membership will choose the organization by majority vote at a general

membership meeting. The President and Treasurer are charged with completing this task.

## ***Article VII – Indemnity***

### **Section 1.**

#### **Indemnity:**

**Each Officer, Director, employee or agent of the "PPWHA" shall be held harmless and indemnified by the club against reasonable legal expense, judgments and expense of settlements which the club previously approved, actually and reasonably incurred in connection with an actual or threatened legal proceeding. The foregoing shall only apply if such person acted legally, in good faith and was dually authorized to act on behalf of the club in the transaction or act from which legal liability arose, and which was official club business and where indemnity is not otherwise contrary to the laws of the Commonwealth of Pennsylvania. Except in relation, the foregoing shall not apply to matters in which he or she shall have been guilty of willful or intentional misconduct or wanton or reckless disregard for human rights, safety or acts known to be unfair in respect to the matter in which indemnity is sought, as finally determined in the proceedings and where indemnity is not otherwise contrary to the laws of the Commonwealth of Pennsylvania.**