

***By-Laws
Of the
Upper Cumberland Walking Horse Association***
(As amended by Association membership on March 2000, July 10, 2003 and
May 8, 2008)

**Article I
Name**

This organization shall be known as the “Upper Cumberland Walking Horse Association”.

**Article II
Purpose**

The purpose of this Association shall be to promote the best interests of the Tennessee Walking Horse through a program of horse show sponsorships, cooperative meetings with TWHBEA or other industry representatives, youth activities, and advertising /and sales efforts.

This Association will not promote or concentrate its efforts on any one individual breeding stallion or professional trainer. Fully realizing the importance of membership of professional horsemen in this Association, it is deemed necessary that the organization remain neutral toward individual breeding stallions and professional trainers.

**Article III
Membership**

Section 1:

Admittance to membership in this Association shall be by application, accompanied by a membership fee for the current year’s dues. In applying for membership in this Association, the applicant agrees that upon being accepted and thereby becoming a member of said Association, he or she will abide by the by-laws, rules and regulations of this Association. All memberships submitted and approved during and between meetings on April 8, 1971 and May 6, 1971 shall be considered charter members.

Family memberships include husband and wife and children less than 18 years of age. Family memberships will have two adult votes. The Association will also accept individual memberships. Individual memberships will have one vote. Only persons 18 years or over will have voting privilege except for the youth sportsmanship award.

Section 2:

The Board of Directors shall set the annual dues of membership in the Association, payable at the beginning of each calendar year.

Section 3:

Dues must be paid prior to the first point show if the member wishes to fully participate in the point system for the entire show year. The first point show will be announced at a general membership meeting.

Members who join the Association after first point show will only be eligible for points acquired during the period that they were a UCWHA member in good standing and with fully paid up dues.

Section 4:

The regular meetings of the membership of the Association shall be on the 2nd Thursday of each month or as determined by the Board of Directors. In all election where vote of the membership is required, each member shall be entitled to one vote, either in person or by proxy and the results to be determined by a majority of the votes cast. Dues notice of any election must be given by advertisement in a newspaper, personal notice to the membership, or a day stated in the minutes of the Board one (1) month preceding the election. Special meetings of the membership may be held at any time on call of the President or the Board of Directors, provided however, that ten (10) days' notice shall be given the membership either by advertisement in a newspaper or personal notice to the membership by mail.

members. Directors will be elected in accordance with Article IV, Section 4, of these by-laws as their terms expire.

Article IV Directors

Section 1:

The Board of Directors of the Association shall consist of thirteen (13) members as follows: Four (4) Officers of the Association, Immediate Past President, eight (8)

Section 2:

The regular meeting of the Board of Directors shall be on the 1st Thursday of each month or as determined by the Board of Directors. The Board of Directors shall have full charge and control of all business of the Association. Eight (8) members of said board shall constitute a quorum, and a majority of the Directors present at any meeting of which a quorum is present shall be necessary for the passing of any motion or other action concerning the business of the Association.

Section 3:

The Board of Directors shall have the power to fill any vacancies in the membership of the Board of Directors which occurs between annual elections by reason of death, resignation or removal of Director. Such Board appointments will be for the duration of each vacancy's un-expired term.

Any member of the Board of Directors shall be subject to removal from office by action of the Board of Directors if such member is absent from three (3) successive regular or special Board meetings without furnishing a reasonable excuse in advance of such absence.

Section 4:

Directors shall be elected for terms of three years. Each expiring term of office shall expire at the regular meeting held in December of each year. Subsequent Directors shall be elected by the

membership of the Association for all expiring terms. After a three-year term expires, the Board member may be re-nominated and re-elected by the membership to another term on the Board.

Article V: Officers

Section 1:

The officers of this Association shall be a President, Vice-President, Secretary, and Treasurer. One and the same person may fill the offices of Secretary and Treasurer in the event the membership so elects. All officers shall be elected by the membership at the regular meeting in December of each year.

Section 2:

The President shall be the executive officer of the Association and shall preside at all meetings of the membership of the Association and at all meetings of the Board of Directors. The President shall be an ex-officio member of all committees. The President shall cause to be called the regular and special meetings of the membership and the Board of Directors of the Association. The President shall sign and make contracts and agreements in the name of the Association and shall see that the books, reports, statements and certificates required by law and by these by-laws to be kept, made and filed according to law. The president shall be charged with enforcing these by-laws and the performance of any duties imposed by law.

Section 3:

During the absence and inability of the President to render and perform the duties or exercise the powers as set forth in these by-laws or by any laws pertaining to this Association, the same shall be performed and exercised by the Vice-President, and when so acting, the Vice-President shall have all the powers and be subject to all the responsibilities hereby given to or enforced upon the President.

Section 4:

The Secretary shall keep the minutes of the meetings of the Board of Directors and also the minutes of the meetings of the membership in appropriate books. The Secretary shall give and serve all notices for the Association. The Secretary shall keep the membership books in the manner prescribed by the by-laws. The Secretary shall respond to all communications addressed to him, or forwarded to him officially by the President or any other officer or member of the Association, and shall attend to all correspondence and perform all other duties incident to the office of Secretary.

Section 5:

The Treasurer shall have the care and custody and be responsible for all funds of the Association. He shall deposit all such funds in the name of the Association in such banks or banks and as the Board of Directors may designate. The Treasurer or other authorized officer shall sign, make and endorse in the name of the Association all checks, drafts, warrants and orders for payment of

money and pay out and dispose of the same and receipt therefore under the direction of the President and the Board of Directors. The Treasurer shall exhibit at all reasonable times the books and accounts to any Director or member of the Association upon application therefore, provided that such application must be made at reasonable times and places. The Treasurer shall render a statement of the condition of the finances of the Association at each regular meeting of the Board of Directors and at the regular meetings of the membership. He shall present all new members to the Board and to the General membership at the next meeting after membership.

Section 6:

Any member of this Association is eligible to hold office as an officer or director provided his or her dues are paid in full for the current year. This qualification must be met prior to the date such member is elected to an office.

Article VI Committees

The President shall appoint Standing Committees for Youth, High Points, Scholarship, Publicity, Web-page, By-laws, Horse Shows and Condolences.

The President may also appoint special committees to assist in the conduct of the business, aims and purposes of the Association as the President and Board of Directors may from time to time deem advisable.

There shall also be a standing audit committee which will be appointed by the President and approved by the Board of Directors to conduct a complete review during the month of January each year of all the Association's financial transactions and records for the proceeding year. This committee will be comprised of a current Board member, an incoming Board member and one member appointed from the membership at large.

Article VII

These by-laws can be revoked, altered or amended by a majority vote of all members entitled to vote at any regular meeting, provided however, that all members have been notified as provided in the case of elections by the membership.

Article VIII Order of Business

Call to Order

Report of President

Reports of Officers:

 Vice President

 Secretary-minutes and Communications

 Treasurer-Financial report and Membership Report

Past President
Report of Standing Committees
Report of Special Committees
Election of officers (annual)
Unfinished business
New business
Adjournment

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