

GEORGIA WALKING HORSE EXHIBITOR'S ASSOCIATION, INC.

BY-LAWS

ARTICLE I

Section 1: All preceding By-Laws or Regulations are hereby amended as of December 13, 2008.

Section 2: This Association shall be known as the Georgia Walking Horse Exhibitor's Association (GWHEA). It shall be incorporated as a non-profit organization in accordance with the laws of the State of Georgia. Further, it is the intent of the Association to be formed so as to qualify as a tax exempt corporation under Internal Revenue Code 501(c)(7) in that this Association is organized for pleasure, recreation, and other non-profit purposes, substantially all of the activities of which are for such purposes and no part of the net earnings of which inures to the benefit of any individual member. All rules and regulations of the Association shall apply only to shows or activities held within the State of Georgia unless specifically stated.

Section 3: The Association is organized for the purpose of:

- a) Exhibiting Registered Tennessee Walking Horses.
- b) Encouraging and promoting the exhibiting of Tennessee Walking Horses at bona fide Georgia Walking Horse Exhibitors sanctioned or recognized shows in the State.
- c) Giving moral support to Georgia owned contenders at National or International competitions and exhibitions.
- d) Assisting civic organizations or other interested parties in helping put on horse shows where sufficient classes are offered for Tennessee Walking Horse or any other Tennessee Walking Horse related activities that the Board of Directors determines advisable from time to time.

Section 4: The principal place of business of the Association shall be determined from time to time by the officers and Board of Directors of the Association.

Section 5: There shall be no capital stock and, in lieu of stock certificates, membership cards shall be issued to each member. Such cards shall be signed by the President and Secretary of the Association.

Section 6: The Corporate seal of the Association shall have inscribed thereon the name of the Association with the words, **Corporate Seal**.

Section 7: Any By-Laws may be amended at any regular or called meeting of the members, upon thirty (30) days written notice to each member of such intent to amend.

ARTICLE II

OFFICERS AND DIRECTORS—THEIR ELECTION AND DUTIES

Section 1: The Officers of the Association shall be President, First Vice-President, Second Vice-President and Secretary and/or Treasurer, who shall be elected by the majority of the members present at a called business meeting during the last quarter of the calendar year; said election to be by secret ballot, and shall hold office for the period of one (1) year commencing January 1st of the calendar year for which they were elected, or until their respective successors have been elected and qualified for unless terminated sooner under other provisions of the By-Laws. It is not the intent of this organization for officers to progress automatically without the due process of nomination and election. An officer may be removed from office for just cause upon a unanimous vote (by secret ballot) of a duly constituted quorum of the Board of Directors. If four (4) meetings are missed during the year for unexcused absences, as determined by the Executive Committee per ARTICLE III, Section 6, he/she will be automatically dismissed and replaced per ARTICLE II, Sections 5 and 8, below.

Section 2: The immediate Past President of the Association shall serve as a regular member of the Board of Directors, and shall hold office for a period of one (1) year, or until his respective successor has been elected and qualified. If four (4) meetings are missed for unexcused absences during the year he/she will be automatically dismissed and replaced by the preceding, accepting Past President.

Section 3: The President shall preside at all meetings of the Association and conduct the business of the Association in accordance with the By-Laws and other rules and regulations of the Association. To be nominated for President, a candidate must have served one full year on the Board of Directors or as an officer. The President shall be, without voting rights, an ex-officio member of all committees of the Association.

Section 4: The Secretary and/or Treasurer shall keep the minutes of all meetings, collect initial membership fees as well as annual dues, issue membership cards, keep and safeguard the records and funds of the Association and, without voting rights, shall be an ex-officio Secretary of all committees. The Secretary shall be required to make a report of all activities of the Association and of the receipts and disbursements of funds for the past year at each Annual Business Meeting. The Secretary and/or Treasurer shall turn over to a successor by January 15th, complete and accurate records of all transactions relevant to the Association's business in an orderly manner, including minutes of the last Board meeting of the year and including minutes and Treasurer's Report of the Annual Business Meeting. A bond must be provided for the Secretary and/or Treasurer, the premium of which shall be paid out of the Association's funds.

Section 5: The Board of Directors shall consist of the duly elected Officers of the Association and twelve (12) regular members in good standing and they shall be elected by a majority of the general members present at the Annual Business Meeting of the Association, the said election to be by secret ballot. There shall be six (6) alternate Directors elected in the same manner, for which group of alternate Directors the majority of regular constituted Board of Directors may elect a replacement or replacements for a vacancy or vacancies occurring in the regular Board of Directors. If for some reason the alternates are depleted, the Board of Directors will have the authority to appoint any member at large to fill such vacancies on the Board, so that there will be a full Board of Directors at all times.

Section 6: A regular term of office for the Board of Directors shall be for a period of three (3) years. Any vacancies created in the Board of Directors will be filled according to Article II, Section 5, and the alternate filling that particular vacancy shall serve only the remaining term of the directorship vacated. Thus, four (4) directors will be elected each year at the Annual Business Meeting of the Association.

Section 7: The Board of Directors shall be empowered by the membership to transact any business or to decide policies which they deem best for the organization until such business or policies may be confirmed by or changed by a majority vote of the membership present at a business meeting. The Board of Directors may hold meetings at any time, for any purpose pertaining to the welfare of the Association, at any place, upon the call of each member by the President or by a majority of the Officers and Directors acting jointly. A quorum of the Board of Directors shall consist of two-thirds or eleven (11) of the members thereof, and a simple majority of such quorum shall decide upon any question which may come before the meeting.

Section 8: All vacancies of the officers of the Association shall be filled by the Board of Directors in a regular or called session, and those so appointed shall serve until their successors have been duly elected and qualified.

Section 9: There shall be a committee established in this Association and its duty shall be to nominate regular members in good standing as candidates, to be elected members of the Board of Directors and Officers of the Association, and the recommendations of said committee shall be presented to the membership 30 days prior to the Annual Business meeting. To be a Director of this Association, a person must be a member in good standing of the GWHEA for a minimum of twelve (12) months. The committee shall consist of five (5) members, the immediate Past President available for service, two (2) members appointed by the President from the general membership and two (2) members elected by the Board of Directors. The chairperson of the Nominating Committee will be appointed by the President from this group. Nothing herein contained shall be construed to prevent nominations from the floor for election of members of the Association in good standing for the Board of Directors or Officers of the Association, however, such person to be nominated must have been previously contacted, and approval received from said person, prior to making the nomination from the floor. Upon closing the nominations, the election of the members of the Board of Directors and Officers shall proceed in accordance with the By-Laws.

- a) The Nominating Committee chairperson must contact all nominees and get acceptance of each, prior to announcing names of nominees.
- b) The order of election of the Officers and Directors shall be:
 - 1) President
 - 2) First Vice-President
 - 3) Second Vice-President
 - 4) Secretary and/or Treasurer

- 5) Director
- 6) Director
- 7) Director
- 8) Director

The above shall be elected individually or total slate elected by acclamation.

- c) The six (6) alternate Directors shall be elected on a common ballot.
- d) Persons nominated from the floor must be asked by the nominator before nominations are made.

Section 10: The fiscal year of the Association shall be from January 1st to December 31st.

ARTICLE III

MEMBERS

Section 1: The Annual Business Meeting of the members of this Association shall be held where designated by the President, upon approval by the Board of Directors, and called by the President upon thirty (30) days written notice to each member: said meeting to be held the last quarter of each calendar year.

Section 2: At the Annual Business Meeting of the members of this Association, all Officers and Board of Directors shall be elected and their election certified by a majority of members present at the meeting.

Section 3: The number of members present at the annual business meeting shall constitute a quorum. A simple majority of members present at the annual business meeting shall decide any question that may come before the meeting.

Section 4: Any Tennessee Walking Horse exhibited at a show within the State of Georgia, not sanctioned or recognized by the Georgia Walking Horse Exhibitor's Association, shall not be entitled to participate in the High Point Awards given by this Association. Any Officer or Director allowing any Tennessee Walking Horse owned by him or her to be shown in a show within the State of Georgia, not sanctioned or unrecognized by the Georgia Walking Horse Exhibitor's Association, shall immediately thereupon be removed from office; and any Director of Officer riding a Tennessee Walking Horse not owned by him or her in a show not sanctioned or recognized by the Georgia Walking Horse Exhibitor's Association shall immediately thereupon be removed from office through the power of these By-Laws.

Section 5: There shall be no proxy votes in this Association.

Section 6: Any GWHEA officer or director accumulating a total of four (4) unexcused absences from Board meetings during a given year shall be automatically dismissed from the office or position without an action by the Board. Excused absences from Board meetings include the following: 1) involvement with National Tennessee Walking Horse Associations activities, 2) conducting official business of GWHEA or 3) absences due to extenuating circumstances (serious illness, death in the family or for legitimate reasons as determined by the GWHEA Executive Committee). It shall be the responsibility of any officer or director to give proper advanced notice to the Secretary in the event that he or she will be absent from any meeting. The Board must act to promptly fill the vacancy at the same meeting or as soon thereafter as is administratively feasible, in accordance with ARTICLE II, Sections 5 and 8.

Section 7: The order of business of the Annual Membership Meeting shall be:

- a) Reading of the call of meeting;
- b) Reading and disposal of Minutes;
- c) Reading and disposal of Treasurer's Report;
- d) Reading and disposal of all communications (Board of Director's meeting);
- e) Reports of Officers, Directors and Committees;
- f) Elections (if any);
- g) Unfinished Business;
- h) New Business;
- i) Adjournment

ARTICLE IV

MEMBERSHIP AND DUES

Section 1: All persons 18 years and older interested in Walking Horses may become a Regular member of this Association upon submission of membership application, with proper approval, and payment of initiation fee and annual dues. Each regular new member shall pay an initiation fee and annual dues to be determined annually by the Board of Directors. The dues shall be published annually to the membership. When one member of the household has paid the initiation fee, any members in the same household (living at the same address) may become a member by paying annual dues only. A Corporate Sponsor will automatically become a member of the GWHEA without payment of initiations fees or dues for said year and will have one vote by a person appointed by the Corporate Sponsor. The Board of Directors shall establish membership dues and late fees for the Association. These dues and fees shall be reviewed by the Board on an annual basis. Points accrued at shows prior to payment of membership dues for the current fiscal year will not be counted toward High Point Awards.

Section 2: Family memberships shall be available for parents and children under the age of 18 years. The parents shall have full rights as a regular member. Children included in the Family memberships shall have the same rights as a Juvenile member. The dues for Family memberships shall be determined annually by the Board of Directors.

Section 3: Junior membership shall be available for Juveniles 17 and under. No initiation fee is required for a junior member. The annual dues for Juvenile membership shall be determined annually by the Board of Directors. A junior member does not have voting privileges.

Section 4: Dues paid by prospective new members after September 1st of any year shall be accepted for the following year only and said prospective new member shall not be entitled to nominate, vote or otherwise participate in the election of Officers or Directors for the current calendar year, nor show in the 'For GWHEA Members Only' classes at any Association sanctioned show for that year.

Section 5: Annual dues shall run for the fiscal year of January 1st to December 31st and any person joining the Association at any period of the fiscal year shall be charged the full amount of the annual dues, with the exception that the dues paid after September 1st shall be applied to the following calendar year in the manner set forth in Sections 1 and 2 of this Article.

Section 6: Annual dues must be paid by January 15th of each year. If dues are not paid on the specified date, such person may be dropped from the membership roll. If renewal membership dues are not paid by March 15th, such person will then have to reapply for membership and pay a late fee plus dues set forth in Section 1 of this Article. The Secretary and/or Treasurer shall collect the late fee, as well as the annual dues.

Section 7: All persons who have been members of the GWHEA for five years and have reached the age of 65 will automatically become emeritus members with all voting privileges.

Section 8: All Past Presidents, as well as past honorary memberships will automatically become emeritus members with all voting privileges.

ARTICLE V

RULES GOVERNING ANNUAL HIGH POINT AWARDS

Section 1: An Awards Committee, consisting of one officer, two Board members and two members at large, shall be each year appointed by the President. The duties of this committee shall be:

- a) The establishment of Awards Categories, subject to approval of the Board of Directors.
- b) Verifying the points of the horses competing for various High Point Awards.

Section 2: Awards are made according to the following point systems per sanctioned show, using only tied places in the class.

First Place.....	10 Points
Second Place.....	9 Points
Third Place.....	8 Points

Fourth Place.....	7 Points
Fifth Place.....	6 Points
Sixth Place.....	5 Points
Seventh Place.....	4 Points
Eighth Place.....	3 Points
Ninth Place.....	2 Points
Tenth Place.....	1 Point

Section 3: The following rules shall be followed in determining the eligibility of a horse or rider in good standing:

- a) In classes awarded to the horse, the owner, rider and trainer must be a paid member of the Association and in good standing. Points accrued prior to payment of dues by owner, rider, and/or trainer for the current fiscal year will not be counted toward High Point Awards.
- b) The recipients of the Sportsmanship Awards and the Trainer of the Year Award shall be awarded only to a paid member of the Association who is in good standing.
- c) Points earned by a horse may be transferred from a dues-paid member of this Association to a subsequent member purchaser of his horse, providing that at the date of purchase, or within 30 days of purchase by the second owner, the second owner is a bona fide dues paid member of the Association.
- d) Points may be counted for classes in any sanctioned show, regardless of being in the official prize list published before the show.
- e) If, during the calendar year in which a horse attempts to participate in the High Point Awards, it is shown at a show in the State of Georgia, not sanctioned or recognized by this Association, the horse shall be ineligible to be considered for an award.
- f) A horse may accumulate points in each class shown, at each show. This means a horse may show in more than one category at the same show or any time during the year and count these points in the respective categories whereby it could be awarded a High Point Award for more than one category.
- g) Points will be counted for any number of shows up to a maximum of ten (10) shows, but a horse must participate in a minimum of three classes in a given category during the calendar year to be considered eligible for an award in that category. In the event that no horse has satisfied this requirement, or fewer than three classes for the category were offered during the year, no award will be presented.
- h) All points will be verified using the official show sheets from each eligible show under the oversight of the High Point Committee in determining high point awards.

Section 4: Duplicate awards will be given in the event that two (2) or more horses earn the same number of High Points in any class.

ARTICLE VI

The officers and Board of Directors shall have the authority to adopt any rules and regulations it deems necessary to govern the exhibiting of Walking Horses at sanctioned or recognized shows by the GWHEA.

ARTICLE VII

SANCTIONING OF HORSE SHOWS

Section 1: To be sanctioned with the Georgia Walking Horse Exhibitor’s Association, a show must be affiliated with an HIO or utilize a qualified Equine Inspector.

Section 2: The Association, if it deems necessary to promote the Tennessee Walking Horse, may recognize shows that do not meet the standards of a regular sanctioned show, such standards to be established by the Board of Directors.

Section 3: Points for the GWHEA High Points Awards will only be counted for GWHEA sanctioned shows.