

**BY-LAWS of the
KENTUCKY WALKING HORSE ASSOCIATION**

Adopted January 23, 1988

Revised January 15, 2011

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**ARTICLE I
TITLE, OBJECTS, LOCATION, CORPORATE SEAL**

SECTION 1. TITLE

This Association shall be known as the KENTUCKY WALKING HORSE ASSOCIATION, INC., 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 this kind.

SECTION 2: PURPOSE & OBJECTIVES:

(a) To encourage, serve and promote, through unity in an organized Association, betterment of all phases of activity involved in the ownership, exhibition, training and breeding of the Walking Horse and its breed divisions including the Racking Horse and Spotted Saddle Horse. Herein all will be known as the Walking Horse.

(b) To provide an organizational framework such that, through action of duly elected or appointed representatives, large numbers of Walking Horse owners, exhibitors, trainers, breeders and enthusiasts may better seek to exert an active voice in affairs affecting the breed at local, state, interstate and national levels.

(c) To do all things necessary, insofar as the facilities and finances of the Association permit, to promote and stimulate growth in numbers and sales of Walking Horses and to promote and stimulate interest and participation in riding and in exhibiting Walking Horses.

(d) To develop and promote adequate and fair rules governing competition in the exhibiting of Walking Horses and by contacting, working and cooperating with the management of affiliated horse shows to accomplish to the fullest possible extent the following objectives:

- (1) Seeking uniform enforcement of the rules governing competition for the common benefit;
- (2) furnishing information regarding approved judges;
- (3) acting as a clearing house for show dates;
- (4) keeping class records of shows sanctioned by this Association and keeping a record of the manner in which each such show is conducted; and
- (5) taking all possible affirmative action designed to promote and stimulate interest in shows, which include Walking Horse classes, in a manner consistent with the best interest of exhibitors, sponsors and spectators.

(e) To establish awards and prizes as the Association may deem fit and proper to encourage interest and participation.

(f) This Association may associate itself with other organizations of statewide, interstate or national scope in order to promote the purposes for which the Association is organized.

(g) In furtherance of the purposes of the Association, to engage in all forms of business transactions in which a natural person might engage, except as limited by law; to own, hold, purchase, trade, sell, exchange and deal in all kinds of real and personal property; and to receive donations, bequests or devises of property, both real and personal.

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 or officials as may be participating.

SECTION 4. CORPORATE SEAL The seal of the Association shall be in the charge of the Secretary and shall be in the form impressed hereon below.

ARTICLE II MEMBERSHIP REQUIREMENTS AND MEETINGS

SECTION 1. Membership shall be of the following classes:

(a) Individual Membership. Individual memberships shall be issued to such persons or organizations who have applied therefore and have been accepted by the Board of Directors. Individual members may attend membership meetings and shall have one vote. Individual members must be 18 years of age to vote. Individual members at the age of 18 or over as of January 1 of the current year, shall be eligible for election to the Board of Directors or to any of the offices of the corporation.

(b) Family Membership. A family membership, including husband, wife and any children under age 18; may be issued upon the same basis of qualification and acceptance for membership required in the case of an individual membership. Any member of a family holding this type membership who is over the age of eighteen shall be eligible for election to the Board of Directors or to any of the offices of the corporation. Two votes shall appertain to each family membership.

(b) Lifetime Membership. Individual and Family lifetime memberships are available. Members would pay a one-time dues payment to obtain a lifetime membership either for an individual or family. In a family membership, the husband and wife are membership covered for life. Children would be under the lifetime membership until they reach their 18th birthday at which time they would be required to have their own membership.

Lifetime Individual membership would entitle the member to one vote. Lifetime family membership would entitle the member to two votes.

SECTION 2.

(a) Membership Fees and Dues. There shall be an annual membership dues, applicable to individual and family classes of membership. The annual dues for individual, family, and lifetime memberships shall be determined by the Board of Directors. The dues shall become payable on or before a date set by the board. No member shall be entitled to vote at the annual meeting of the Association if payment of his or her annual membership dues is not current at the time of such board set date.

(b) Annually the board may set a date for membership dues to be paid in order for the member to qualify for the high Point Awards Program

(c) Annually the board may set a date for membership dues to be paid by in order to qualify to vote on KWHHA Show judges and other programs deemed appropriate by the board.

SECTION 3. General Membership Meetings:

(a) Annual Meetings. There shall be an annual meeting of the membership of

this Association at a time and place to be designated by the Board of Directors. The purposes of the regular annual meeting shall be as follows:

- (1) To receive year- end reports from all active committees;
- (2) to receive the final report for the fiscal year from the Treasurer;
- (3) to receive the report of the Nominating Committee and to elect the requisite number of new members to the Board of Directors;
- (4) to elect officers from the current Board of Directors;
- (5) to receive such other reports and transact any business which properly may come before the meeting including suggestions for the betterment of the Association from any member; and
- (6) for making presentations to winners under any Awards Program in effect.

*The official business at the annual meeting is to be conducted for and by current membership only. Voting on all items of business is for current members only.

* Members voting for business items can be by Aye or Nay, by show of hands, or by official paper ballot. For specifics on election voting, see Article III, section 5 and appendix B. Any member may make a motion to call for an official paper ballot vote for any item of business. This will require a second and a majority vote of the membership.

(b) Special Meetings. Special general membership meetings may be held at any time upon the call of the President or majority of the Board of Directors, or upon the request of not less than twenty percent (20%) of the members.

(c) Notice of Meeting. Notice of any annual or special membership meeting shall be given to each member of the Association by mailing to him or her, at the last known post office address of such member, not less than 15 days prior to the

meeting, notice of the time and place of such meeting. The objects for the calling of any special meeting shall be stated in the notice of such meeting mailed to the membership.

(d) Quorum. At all general membership meetings of the Association a quorum will be a majority of the members present at the meeting in person; there shall be no representation at any meeting by any type proxy. If a quorum is present, a majority of such quorum shall decide any question that may come before the meeting. In the event that the quorum shall not be present at an annual meeting, such meeting shall be adjourned by the President to a future date, notice of which shall be given the members by the Secretary.

(e) Revocation/Suspension of Membership. Upon determination by a two-thirds majority vote of the Board of Directors that the conduct of any member of this Association is prejudicial to the interest of the Association, the membership of such person shall stand revoked/suspended; provided however, that such member shall be notified by the Secretary of the nature of the prejudicial conduct charged and shall be afforded reasonable opportunity to appear and defend such charges before the Board of Directors.

SECTION 4. 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/her delegated Assistant, the Directors may appoint any person to act as Secretary of the meeting.

SECTION 5. The fiscal year of the Association shall run from January 1 December 31.

SECTION 6. The secretary and treasurer shall collect all membership dues and keep appropriate records.

SECTION 7. There shall be no proxy votes in any matter concerning the Association.

SECTION 8. The order of business at any membership meeting shall be:

1. Call the meeting to order
2. Reading and disposal of minutes
3. Treasurer's Report
4. Reports of officers and committees
5. Election (if any)
6. Unfinished business
7. New business
8. Adjournment

ARTICLE III DIRECTORS

SECTION 1. The affairs of the corporation shall be managed by a Board of Directors as prescribed by the Articles of Incorporation, to be elected at the Annual Meeting of the members and shall serve for a period of two (2) years or until the election and qualification of their successors or until removed by a vote of the members as hereinafter provided.

SECTION 2. The term of any director shall automatically terminate upon his or her failure to attend two (2) consecutive directors meetings without serving notice to the President or the Secretary of his/her inability to attend. However this provision may be waived by the Board for reasons of sudden emergency, sickness, or other acts of God.

SECTION 3. There shall be sixteen (16) elected directors for the Association Board. Directors shall serve for a period of two (2) years. The term of office shall commence at the annual meeting of the membership. Eight (8) directors shall be elected at the Annual Membership meeting each year in order to stagger the terms of directors.

SECTION 4. In addition to the 22 elected directors, the immediate past President of the Association, shall automatically become a voting member of the Board of Directors when

his or her term as President expires and shall serve in that capacity until such time as there is a subsequent immediate past President. The immediate past President cannot be a candidate for election to the Board until their term as immediate past President ends, which at that time, if he/she so desires, they can be eligible for election to the Board.

SECTION 5. The President shall appoint a nominating committee for the purpose of nominating candidates for the Directors and Officers. The committee shall consist of at least five Directors who have another year left on their current board term. The committee must also include a past President of the Association. The nominees selected by the nominating committee shall be presented to the general membership at the annual meeting of the membership. Other candidates may be nominated from the floor by any member in good standing. All nominees must be members in good standing. The membership will then vote by ballot for Directors and those nominees receiving the highest number of votes will be declared elected as Directors. The nominating committee will be in charge of the election process. See Appendix A for the Board approved procedures.

SECTION 6. The regular annual meeting of the Board of Directors shall be held following the annual membership meeting. The Board of Directors shall hold regular monthly meetings in January, February, March, and April and other months during the year if the Executive Committee deems there is business necessary for a Board meeting for that month.

Also, the President must call a board meeting in a period of up to 7 days prior to the annual meeting membership business session.

Directors must be given a 10 day prior notice of board meetings and the notice must include a tentative agenda.

SECTION 7. Special meetings of the Board of Directors shall be held whenever called by the direction of the President or by one-third (1/3) of the then Directors.

SECTION 8. 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 Inc. conduct, Management, qualification, suspension, expulsion, and/or discipline of members, including the right to establish dues, make assessments, 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 delegate any of its power and authority, as it deems necessary, to any appropriate committee. All committees will receive their responsibilities and authorities from the Board of Directors.

SECTION 9. 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 completion of the term of the Director they are replacing.

SECTION 10. Quorum

A majority of the Directors present shall constitute a quorum for the transaction of business at any Board meeting.

ARTICLE IV OFFICERS

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

SECTION 2. The officers, other than the Secretary, shall be elected by the general membership at the annual meeting from the elected Board of Directors.

SECTION 3. After the nominating committee presents its nominees for the respective office, additional nominations may be made from the floor of the membership meeting. Only members in good standing may have any voice or vote in the nominating and electing of said officers.

SECTION 4. Only those elected to the Board of Directors shall be eligible to be nominated and elected as officers, other than the Secretary.

SECTION 5. To be eligible for election to an officer position, the member must have served on the board one year in the past 10 years.

SECTION 6. The President has the authority to annually appoint a person of their choosing, subject to Board approval, to serve as Secretary of the Association. The Secretary must be a member in good standing of the Association. This appointment must be made following the annual membership meeting and by the February board meeting of each year.

SECTION 7. The elected officers of the Association shall hold office for a term of one (1) year, or until his/her successors are duly elected and qualified. The President can succeed themselves but the maximum number of years they can serve consecutively will be four years.

DUTIES OF OFFICERS

SECTION 8. The President shall preside at all meetings of the Association and the Board Of Directors. The President shall conduct the business of the Association in accordance with the by- laws and other rules and regulations of the Association and shall be an ex- officio member of all committees, except the nominating committee.

SECTION 9. The 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 chairman of the show advisory committee for the Kentucky Celebration Horse Show or other KWHA sponsored show.

SECTION 10. The 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 Walking Horse. The Second Vice President will perform the duties of President in the absence of the President and First Vice President.

SECTION 11. SECRETARY: The duties of the Secretary shall be as follows: A) To

keep the minutes of the meeting of the Board of Directors and General Membership. B) To keep the records of the Association. C) To keep membership list in proper form and mail out notices of all meetings as may be required by these by-laws and by the Board of Directors. D). To perform other duties and responsibilities as directed by the President and Board of Directors.

SECTION 12. TREASURER. The 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 and to the Board of Directors at Board meetings and the annual meeting.

A bond shall be provided for the Treasurer, Secretary, and assistant Treasurer, the premium for which shall be paid by the Association. The President shall verify treasurer, secretary, and assistant treasurer=s bonding within 30 days of the officer's term beginning date. If the association is unable to secure a bond policy for a treasure, assistant treasurer, ore secretary, then said officer will be disqualified to serve in that officer capacity for that term.

SECTION 13. All vacancies in the offices occurring during the membership year of the Association shall be filled by the Board of Directors. Said officers will serve in their capacity until the election of officers at the next annual membership meeting.

SECTION 14. Any officer may be removed from office for cause, at any regular special called meeting of the Board of Directors by a two-thirds (2/3) majority vote.

SECTION 15. Executive Committee: The Executive Committee of the Association shall be composed of the four elected officers, and the Past President with the President acting as Chairman, and this Committee may be empowered by the Board of Directors to make full decisions on any matter of business of the Association subject to board approval. Meetings of the Executive Committee may be held at any time and at any place upon the call of each member of the Committee by the President, or by a majority of the members of the Executive committee acting jointly. A quorum at any meeting shall consist of a majority of the entire membership of the Executive committee, and at any meeting at which a quorum is present, a majority shall decide upon any questions which properly may come before the meeting. The Executive Committee shall mail the minutes of their meeting to the Board of Directors within 7 days after the meeting.

(a) The secretary shall serve on the Executive committee as an ex-officio, non-voting member.

(b) The Executive Committee shall be the standing Financial Committee responsible for ongoing monitoring of association finances and to annually complete an in house audit of all financial records with findings presented at the annual membership meeting.

ARTICLE V COMMITTEES/BOARDS

SECTION 1. Such committees as may be necessary, may be established by the President and/or the Board of Directors.

SECTION 2. Members of such committees may come from the Board or general membership and shall be appointed by the President, subject to approval by the Board. At least one member on every committee must be a current board member.

SECTION 3. The President will select a chairman for all committees. Other officers of the committee will be selected from within. The president will be an ex-officio member of all committees except the nominating committee.

SECTION 4. The duties and authority of each committee shall be as prescribed by the Board of Directors. All committees must have their initial meeting within 30 days of their appointment.

SECTION 5. A quorum shall be those persons in attendance at any such committee meeting called.

SECTION 6. If the KY-HIO requests nominees from KWHHA to serve on the KY-HIO Oversight Committee, the KWHHA President shall announce his nominees to the KWHHA Board at least 5 days before their November board meeting. The KWHHA Board will vote on the nominees individually and by secret ballot at the November Board meeting. The nominees must receive a majority approval by the KWHHA Board. These committee member=s term will be January 1 to December 31 through their 3 year term.

ARTICLE VI INTERPRETATION

SECTION 1. In case of any conflict of various provisions of these by- laws, or in case any provision requires interpretation, such conflicts of interpretation shall be resolved by the Board of Directors.

ARTICLE VII AMENDMENTS

SECTION 1. Any proposed amendment to the by- laws shall first be recommended by the majority of the Board of Directors and notice of proposed amendment shall be mailed to the general membership at least fifteen (15) days prior to said meeting.

SECTION 2. These proposed by- laws may then be amended at any annual meeting of the membership by a majority vote of the members present.

APPENDIX A

KWHA Voting Procedure for Directors & Officers

*Ballots are distributed to membership as they come into the general membership session. Family memberships receive 2 ballots. Individual memberships receive 1 ballot.

*At time of election on the agenda, the total of eligible votes will be announced.

*The Election Coordinator and/or Nominating Committee Chairman will present the list of members seeking election to the Board.

*Nominations to add to the ballot can be made from the floor.

*At the end of nominations, the Election Coordinator will call for members to mark their ballots.

*There will be a minimum of 5 tables to receive ballots. Each table will be marked to receive ballots based on the first letter of a members last name. At each table there will be a Director who has 1 year remaining on their term to be the Teller Chairman. Three other members of that voting group will be selected randomly to be on the table=s Teller Committee to count the votes. Members will bring their individual ballots to the table. They will first sign the membership roster, then have their number of ballots certified by the Teller Committee, then drop their ballot or ballots into the vote box.

*The Election Coordinator will call for a close on the voting.

*The table=s Teller Committee will count the votes for that table.

*The chairman of the Teller committee at each table will take their results to the overall Teller Committee, which is the Director Chairman from each table and the Nominating Committee Chairman. This group will add the totals from the tables to determine the winners.

*The Election Coordinator and/or Nominating Committee Chairman will announce the newly elected Board Members.

*This process will be first done for the Directors. Then the Nominating Committee will present nominees separately for each office. Nominations from the floor will be called for. Each office will be a separate voting procedure as described above. The exception will be if there is only one nominee for an office at which time a voice or hand count vote can be taken.

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