

# **TENNESSEE WALKING HORSE EXHIBITORS ASSOCIATION OF OREGON BYLAWS**

(amended January 2017)

## **ARTICLE I. NAME**

The name of this Organization shall be the TENNESSEE WALKING HORSE EXHIBITORS ASSOCIATION OF OREGON. (Hereafter known as TWHEAO.) It shall be incorporated as a nonprofit organization in accordance with the laws of the State of Oregon.

## **ARTICLE II. OBJECTIVES**

The objective of this organization shall be to promote and exhibit Tennessee Walking Horses registered in a recognized breed registry, and to sponsor activities and events which will create enthusiasm and promote the versatility of the Tennessee Walking Horse.

## **ARTICLE III. MEMBERSHIP AND DUES**

A. Any person interested in Tennessee Walking Horses may become an active member upon payment of annual dues. Members are eligible to vote immediately upon payment of dues.

1. *Family Membership:* Families (parents and their children 17 years or younger) are eligible for Family Membership. Two members, 18 years of age or older, covered by a Family Membership, shall be eligible to vote at all membership meetings of the Association. Names of voting members of the family shall be submitted to the Association together with the annual dues for the family. Voting members of a family shall be eligible for the Board of Directors.
2. *Adult Membership:* Adult members shall be 22 years of age or older and shall have one vote at all membership meetings of the Association. Adult members shall be eligible to serve on the Board of Directors.
3. *Young Adult Membership:* Young Adult members shall be 18 to 21 years of age and shall have one vote at all membership meetings of the Association. Young adult members shall be eligible to serve on the Board of Directors.

4. *Youth Membership*: Youth membership shall be open to those 17 years of age or younger. Youth members shall not have any voting privileges and are not eligible to serve on the Board of Directors.
  5. *Lifetime Honorary Membership*: A Lifetime Honorary Membership may be granted, at the discretion of the Board of Directors or the membership, to any member who has been an active participating member.
- B. The fiscal year of this Association shall be from January 1 to December 31.
- C. The annual dues are due and payable January 1. Any person joining the Association during the fiscal year shall be charged the full amount of the annual dues.
- D. The annual meeting of the members of the Association shall be held in January of each year. The time and place of the meeting shall be set by the Board of Directors for the purpose of electing Board Members and conducting such other business as may properly come before the meeting. A quorum consists of those members eligible to vote who are present.
- E. Special meetings of the members of the Association may be called by the President or by a majority of the Board of Directors. The majority is the number of Directors in office immediately before the meeting begins. Or by petition of one third (1/3) of those members eligible to vote at a membership meeting, and the purpose or purposes for which the meeting is called, shall be mailed, emailed, or delivered to each person eligible to vote at a membership meeting, not less than seven (7) nor more than fifty (50) days prior to the date of the meeting. Those persons eligible to vote who are present at the special meeting shall constitute a quorum of the meeting.
- F. There shall be no voting by proxy.
- G. The Board of Directors reserve the right to refuse membership.
- H. Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first-class or certified mail of the termination, and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than 5 days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

#### **ARTICLE IV. BOARD OF DIRECTORS**

- A. *Duties:* The business affairs of the Association shall be managed by the Board of Directors.
- B. *Number:* The number of Directors may vary between a minimum of three (3) and a maximize of fifteen (15) persons.
- C. *Term and Election:* The term of office for Directors shall be one (1) year. A Director may be re-elected without limitation on the number of terms s/he may serve. The Board shall be elected by the majority of the members at the Annual Meeting of the members.
- D. *Removal:* Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors.
- E. *Vacancies:* Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the Directors then on Board of Directors. A Director elected to fill a vacancy shall be elected for the remainder of the fiscal year, and at the annual meeting the vacancy shall be filled for the unexpired term of the predecessor in office by the membership.
- F. *Quorum:* A quorum at the Board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins.
- G. *Regular Meetings:* Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required except as otherwise provided in these Bylaws. All Board meetings shall be open to general membership.
- H. *Special Meetings:* Special meetings of the Board of Directors may be called by the Board of Directors, or by petition of one third (1/3) of those members eligible to vote at a membership meeting. Notice of the purpose(s) for which the meeting is called shall be mailed, emailed or delivered to each person eligible to vote at a membership meeting, not less than seven (7) nor more than fifty (50) days prior to the date of the meeting.

- I. *Absences:* A member of the Board of Directors who misses more than three (3) unexcused Board meetings in any one (1) year shall automatically forfeit his/her seat on the Board of Directors. Board members unable to attend shall notify the Secretary, who has the authority to grant an excused absence.

## **ARTICLE V. OFFICERS**

The Officers of the Tennessee Walking Horse Exhibitors Association of Oregon shall be: President, Vice President, Secretary, and Treasurer. Officers shall be elected by a majority vote of the Board of Directors from its members immediately following the annual meeting. Each officer shall serve a term of office of one (1) year.

- A. *President:* The President shall preside at all meetings of the Association, the Board of Directors and the Executive Committee. The President shall appoint the Chairman and members of all standing committees and such committees as the Board of Directors may create, subject to the approval of the Board members. The President shall be an ex-officio member of all committees, except the nominating committee, and shall be notified in advance of all committee meetings. The President shall call all meetings as set forth in these Bylaws, and as deemed necessary to conduct the affairs of the Association.
- B. *Vice President:* The Vice President shall perform the duties of the President in his/her absence or inability to act, and such other duties as the President may delegate to him/her.
- C. *Secretary:* The Secretary shall record all minutes of the meetings of the Association.
- D. *Treasurer:* The Treasurer shall collect all monies due the Association and shall have the care and custody and be responsible for the funds of the Association. The Treasurer shall file all reports as may be required by Governmental Agencies. The Treasurer shall see that there is a yearly review by an outside firm or party, and the Treasurer shall make a full report of the financial position of the Association at the annual meeting.

## **ARTICLE VI. EXECUTIVE COMMITTEE**

The Executive Committee shall be composed of the President (acting as the Chairman), Vice President, Secretary, and Treasurer. The Executive Committee shall transact any emergency business which may require immediate action between regular meetings of the Association. A quorum shall consist of a majority of the number of Directors in office immediately before the meeting begins. *The President shall not have a vote.*

## **ARTICLE VII. COMMITTEES**

The Board of Directors may establish committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors, or may be Advisory Committees.

## **ARTICLE VIII. NOMINATING COMMITTEE**

The Nominating Committee shall be appointed by the President, subject to the approval of the Board of Directors at least two (2) months prior to the annual meeting of the members. The Nominating Committee shall present at the annual meeting a slate of candidates for the Board of Directors to fill vacancies to maintain the number, of Directors at a least three (3) and obtain the prior consent of all nominees as to their willingness to serve. The Nominating Committee shall consist of three (3) members eligible to vote at membership meetings. Nominations may also be made from the floor at the annual membership meeting, provided that any person so nominated indicates a willingness to serve if elected The Nominating Committee shall solicit and list at least two eligible candidates for each expiring Director position, when possible.

## **ARTICLE IX. OFFICIAL ADDRESS**

The official address and principal place of business of the Tennessee Walking Horse Exhibitors Association of Oregon shall be the address of the current President or Secretary.

## **ARTICLE X. DISSOLUTION**

In the event of dissolution of this Association, any assets that have accumulated by the Association shall be disposed of to a non-profit educational or cultural organization, including those sharing the purposes of this Association, at the discretion of those members eligible to vote at Board of Directors meetings.

## **ARTICLE XI. PARLIAMENTARY PROCEDURE**

All meetings of the membership of the Association, the Board of Directors, the Executive Committee and all standing committees and other committees shall be governed by *Roberts Rules of Order Revised* unless the provisions of these Bylaws or ORS Chapter 65 provide otherwise.