

# TWHBEA BYLAWS/CORPORATION RULES *Continued*

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*This publication is for the members of the Tennessee Walking Horse Breeders' and Exhibitors' Association. It includes all existing amendments to the Bylaws and the Rules to date. Earlier publications are hereby declared void.*

*The Bylaws are adopted, amended or repealed by the members, from time to time, and by majority vote.*

*The Rules are established by the Board of Directors and/or its Executive Committee.*

*The World Headquarters for this Association is in Lewisburg, Tennessee, located at 250 North Ellington By-Pass.*

*The mailing address and telephone numbers are as follows:  
TWHBEA • P.O. Box 286 • Lewisburg TN 37091-0286 • 931/359/1574*

## **CORPORATION BY LAWS OF THE TENNESSEE WALKING HORSE BREEDERS' AND EXHIBITORS' ASSOCIATION**

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### **ARTICLE I**

#### **TITLE, OBJECTS,**

#### **LOCATION, CORPORATE SEAL**

Section 1. **TITLE:** This Association shall be known as TENNESSEE WALKING HORSE BREEDERS' AND EXHIBITORS' ASSOCIATION, and shall at all times be operated and conducted as a non-profit association in accordance with the laws of the State of Tennessee, providing for such organizations and by which it shall acquire all such rights as granted to associations of this kind.

Section 2. **OBJECTS:** The objectives and purposes of this Association shall be to collect, record and preserve the pedigrees of Tennessee Walking Horses and to maintain a registry thereof, which shall include, but not be limited to, the right to maintain a stud registry, to sponsor and/or affiliate shows promoting and/or exhibiting this breed, including competitive events for pleasure classes, to promote the best interest of such shows and of the exhibitors and sponsors who make them possible, to promulgate, issue and enforce rules and regulations governing the exhibiting, judging, sale, registration, and breeding of Tennessee Walking Horses, to license and/or appoint judges, stewards and other appropriate show personnel and to adjust from time to time between management, exhibitor, judges, stewards or any other officials of such shows, to adjudicate questions, to inflict penalties for such violations in accordance with such rules and regulations, to sponsor educational and promotional programs promoting this breed and promoting the competency of officials connected therewith, to protect and promote the welfare of the Tennessee Walking Horse insofar as Association finances will permit, and to stimulate, promote and regulate any and all other matters as may pertain to the history, breeding, exhibiting publicity, sale or improvement of the breed, and to do all things for the betterment of the Tennessee Walking Horse industry.

Section 3. **PLACE OF BUSINESS:** The principal place of business of the Association shall be Lewisburg, Marshall County, Tennessee, but its members or officers may be residents of any state, territory or country.

Section 4. **CORPORATE SEAL:** The seal of the Association shall be in charge of the Secretary.

### **ARTICLE II**

#### **MEMBERS**

Section 1. Members of the Association will be admitted, retained, suspended, expelled or re-admitted and otherwise regulated in accordance with such rules and regulations as the Board of Directors through its Executive Committee may, from time to time, adopt. In all matters governed by a vote of the members, each member in good standing shall be entitled to one vote.

Section 2. The regular annual meeting of the members shall be held on the Friday immediately preceding the first Saturday in December in each year at a time and place as designated by the Board of Directors for the purpose of transacting such business as may be brought before the meeting. Members shall not be required to be present to vote but may vote by mail ballot in accordance with the provisions hereof. Voting by proxy shall not be allowed.

Notice of the annual meeting shall be given by written notice stating the time of such meeting to each member's last known address as it appears on the Association's records not less than ninety (90) days prior to the date of such meeting.

Section 3. Special meetings of the members may be held at such time as may be designated in the notice whenever called in writing by direction of the President or by a majority of the Board of Directors, or by notice signed by not less than twenty per cent (20%) of the members then in good standing.

Notice of each special meeting indicating briefly the object or objects thereof shall be given in the same manner as provided with respect to notice of annual meetings.

Section 4. At any meeting of the members held in accordance with the foregoing provisions as to notice, the members attending such meeting, present in person or by mail ballot shall constitute a quorum of the members for all

purposes unless the representation of a larger number should be required by law and in that case the representation so required shall constitute a quorum.

Section 5. The President shall act as Chairman of any meeting of the members, but in his absence, at any meeting regularly called pursuant to these Bylaws, 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 shall act as Secretary of all meetings of the members, but in the absence of said Secretary, the Directors may appoint any person to act as Secretary of the meeting.

Section 6. Whenever in these Bylaws the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right to vote.

Section 7. Youth Members. Persons under the age of 18 years as of January 1 of the membership year may apply for Youth Membership at a reduced rate. Youth members may participate in functions open exclusively to youth members, but are not eligible to vote or receive other benefits of full dues-paying members (*Voice* subscription or free foal registration). Youth members who hold a Life-Time Membership are not allowed to vote on matters pursuant to Article II, or stand for election as a Director, pursuant to Article III hereof.

### **ARTICLE III DIRECTORS**

Section 1. The business and property of the Association shall be managed and controlled by the Board of Directors and an Executive Committee hereinafter created and empowered.

Section 2(a): Directors within the United States: Each state having twenty-five (25) members of this Association residing therein shall be entitled to elect one (1) Director, and each state having more than twenty-five (25) members of this Association residing therein shall be entitled to elect one (1) additional Director for every one hundred seventy-five (175) members of this Association over the initial twenty-five (25).

States not having as many as twenty-five (25) members will be grouped together in regions for the purpose of electing Directors; said grouping to be done insofar as practical to ensure that each geographical section shall be represented in proportion to the number of members of this Association residing in the area. Each regional shall be entitled to elect the same number of directors as if it were a state.

The Board of Directors shall, prior to May 1 of each year, group such states as do not have twenty-five (25) members into regions for the purpose of the next election of directors, and shall otherwise determine the proper number of directors to be elected.

Section 2(b): Directors from Other Countries: Each Country or region having twenty-five (25) members of this Association residing therein shall be entitled to elect one (1) Director and each Country or region having more than twenty-five (25) members of this Association residing therein shall be entitled to elect one (1) additional Director for the next twenty-five (25) members of this Association, and thereafter one (1) additional Director for every one hundred seventy-five (175) members of this Association over the initial fifty (50) members.

Countries not having as many as twenty-five members will be grouped together in regions for the purpose of electing Directors; said grouping to be done insofar as practical, to ensure that each geographical section shall be represented in proportion to the number of members of this Association residing in the area. Each regional shall be entitled to elect the same number of directors as if it were a Country.

The Board of Directors shall, prior to May 1 of each year, group such Countries as do not have twenty-five (25) members into regions for the purpose of the next election of directors, and shall otherwise determine the proper number of directors to be elected.

Section 3. Directors shall be elected not later than the first day of November of each year. Their term of office shall commence at the annual December meeting of the membership to be held as set out in these Bylaws. The method of election, the number of Directors to be elected, the notice to be given for said election and all other matters relating to same shall be fixed by resolution of the Board of Directors, and the same rules and regulations governing the said election shall be effective in each state or region.

Section 4. Each Director shall be elected for a term of three (3) years. No person shall be eligible to be a Director for more than two (2) full consecutive terms; however, a person may serve more than two (2) non consecutive terms as a Director. Each Director shall possess the following qualifications:

- (a) Each Director shall be a resident of the state or region from which he is elected,
- (b) Each Director shall be eighteen (18) years of age or older at the beginning of the election period,
- (c) Each Director must have been a dues paying member of the Association for at least the past five (5) consecutive years,
- (d) A Director may not be serving a Horse Protection Act suspension for thirty (30) days or longer from the USDA or from any horse industry organization sanctioned by TWHBEA or of which TWHBEA is a part during the Director's term or his/her term will be terminated,
- (e) Each potential Director must have had at least one horse duly registered with the Association for a period of one year, commencing as of August 1 of the preceding year to be elected, and must keep at least one horse continuously registered throughout the duration of the election period and the term.

For horses registered in the name of a Corporation, the name of the owner of records on the registration form or on the transfer form will be honored. Partnership horses will not qualify any of their owners for election. A horse owned by a married couple, either jointly or severally, qualifies either spouse for election, but only one spouse may be eligible for election if the married couple only owns one duly registered horse.

To ensure compliance with all required qualifications, a monthly audit will be made on all directors, by the TWHBEA. If any director is found to be non-compliant there would be allowed a "grace period" of 60 days to comply. At the expiration of sixty (60) days, and if no other horse was registered to that Director, that director would be removed and replaced with the next alternate from his/her state or region.

Section 5. Elections will be handled either by the in-house election procedures or by an independent accounting firm (with no conflicts of interest with, or ties to, the Association).

In-House Election Procedures Plan: A 12-member Election Committee will be appointed by the Executive Committee. Each Executive Committee member will appoint one Election Committee member; however, no more than four members from any given state will serve on the Committee. A TWHBEA member who is a candidate in the election may also serve on the Election Committee; however, that member shall not serve as Chairman of the Committee nor be allowed to count votes from his or her own state. The Executive Committee shall appoint the Chairman of the Election Committee from one of the twelve Election Committee appointees. The Election Committee will then be responsible for supervising, preparing and distributing election ballot packets and will be solely responsible for tabulating election results in accordance with the following procedures:

Step One: The ballot packet will include an explanation of the election procedure with voter instruction included, a list of all eligible members who have expressed to the Executive Director of TWHBEA a willingness to serve on the Board of directors, a ballot card and a postage-paid return envelope which will bear a label with the voter's membership number only. (Membership numbers, and/or a bar code for computer read-out of membership number, not names, shall be used to verify voter's eligibility. If the membership number and/or bar code is not legible on the returned envelope, the envelope shall remain unopened and the ballot will not be counted.) Voting members will be instructed to seal their completed ballot, unsigned, in the envelopes.

Members willing to serve on the Board of Directors shall notify the Executive Director in writing by August 1<sup>st</sup>. If all eligibility requirements are met, those members' names will be listed in the column in the *Voice* magazine designated for such listings. This name will appear each month of publication between the time of notification through the August issue. There will be no charge to the eligible member for this listing. One notice is sufficient for continued listing in the *Voice* magazine through the August issue of the then current year.

Only those persons who have declared their interest and/or willingness to serve as a director will be printed on the official ballot, and only official ballots will be accepted. Write-in names will be accepted and tabulated, provided all other eligibility requirements are met.

If any state or region does not have a declared candidate, or has fewer declared candidates than there are open positions and no write-in candidates are submitted, then that state or region will be without representation, or will have less than full representation, until the next election period.

Different colored return envelopes may be provided for larger voting states.

Step Two: The return envelope will be addressed to a post office box reserved by TWHBEA solely for election returns. Ballots shall be required to be in the Election Committee post office box by October 15. All returned ballots will be picked up from the post office box on the first day of results' tabulation (and not before that day), by two designated Election Committee members. The unopened ballots will be taken directly to the Election Committee meeting for tabulation. Any ballots found already open at the Election Committee meeting will be considered ineligible for counting.

Step Three: All returned envelopes will be put in numerical order by membership number, and voters' numbers will be cross-checked against the list of eligible voting members. Only one ballot per member will be allowed.

Step Four: All envelopes will be opened face-down, ballots removed and envelopes put aside, in order that no one could later match specific ballots to specific voters. After all envelopes are opened and ballots removed, both envelopes and ballots will be counted as final cross-check. (All return envelopes shall be kept to recount the total vote after ballots are counted.) Members of the Election Committee will then tabulate election results. The general membership will be allowed to observe tabulations of results as long as there is no interference or attempted participation in the tabulation process.

Step Five: After all results have been tabulated, and prior to meeting adjournment, both returned envelopes and ballots will be securely sealed in separate boxes, to be retained for safe keeping by the Election Committee Chairman. In case of a disputed election, the boxes could be opened only upon the approval of the Executive Committee and opened only in the presence of eight or more Election Committee members.

In case of a tie between two candidates, a run-off election shall be held between those two candidates alone.

Note: Any deviation from this detailed plan will be considered in violation of the election process, and the election will be considered null and void.

Section 6. In case of the death, resignation, or residence change from state or region from which a Director is elected, the term of that Director will be terminated and the position shall be filled by the person who was runner-up in the previous election. Where a Director or his/her runner up is unable or unwilling to serve, then the vacancy will be filled at the next regular election.

Section 7. The regular meeting of the Board of Directors shall be held on the first Saturday of December of each year, and no notice shall be required for such regular annual meeting of the Board. The Board of Directors shall meet at least twice annually, one, on the first Saturday in December, and again, on the fourth weekend in May. Provided,

however, that the second meeting may be at such other time as fixed by resolution of the Board of Directors. The Board, by rule, may provide for other regular meetings at stated times and places.

Section 8. Special meetings of the Board of Directors shall be held whenever called by direction of the President, a majority of the members of the Executive Committee, or by twenty-five percent (25%) of the Directors who would be entitled to vote at said meeting.

The Secretary shall give notice of each special meeting by mailing or telephoning the same to each Director at least fifteen (15) days before the meeting; but any Director may waive his own notice. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 9. One third of the number of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there may be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present.

Section 10. At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine.

Section 11. The written contracts of the Association which are duly authorized shall be executed on behalf of the Association jointly by the President and Executive Director or any Vice-President and Executive Director and attested by the Secretary and the corporate seal. By appropriate resolution, the Executive Committee may delegate the execution of contracts relating to routine operations of the affairs of the Association to other person or persons.

Section 12. At the regular December meeting of the Board of Directors, the Board shall proceed to the election of officers of the Association.

Section 13. Any Director who shall fail to attend two (2) consecutive meetings of the Board shall be automatically removed from the Board of Directors except that, upon written request of the Director who has failed to attend two (2) consecutive regular meetings, the Executive Committee may provide a procedure authorizing a waiver of such automatic removal under circumstances sufficient to excuse such absence. The position shall be filled in accordance with this article. Any Director who shall miss more than 50% of the Board Meetings, excused or unexcused, shall not be eligible for re-election.

Section 14. Directors may take any action which they are required or permitted to take without a meeting on written consent in accordance with Tennessee Code Annotated Section 48-58-202.

Section 15. 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 Bylaws) as they may deem necessary concerning the conduct, management and activities of the Association, the admission, classification, qualification, suspension, expulsion, and/or discipline of members including the right to levy fines, removal of Directors and/or officers, and any other applicable or appropriate subject relating to the purposes of the Association. Any increase in dues and/or fees must have the prior approval of the National Board of Directors.

Said rules and regulations shall be promulgated and published at least thirty (30) days prior to their effective date. Specific authority for the promulgation and approval of said rules and regulations is hereby vested in the Executive Committee which shall act in behalf of the full Board of Directors, subject only to review and/or disapproval on the part of the Board of Directors, however, shall not act to suspend the effect of any rule or regulation promulgated and published by the Executive Committee prior to such review and/or disapproval. Thereafter, the Executive Committee shall have no power to supercede any disapproval by the Board of Directors until a specific grant thereof is given by said Board. Enforcement of said rules and regulations, and any and all matters relating to discipline may be delegated by the Executive Committee to regular or ad hoc committees designated for that purpose, and the procedures for said enforcement set forth in said rules and regulations shall fully determine the rights, privileges, responsibilities and duties of every member or non-member subject to the discipline of this Association.

Section 16. Anyone who has been convicted of a felony may not serve as a director. Should a serving director be convicted of a felony, that person's service will be terminated and the remainder of that term will be filled by the person who was runner-up in the previous election.

Section 17. A director placed on a USDA Horse Protection Act suspension for any time period during their three-year-old director term shall immediately be removed from office and replaced by the alternate from that director's state or the next runner-up from the previous election. If no alternate or runner-up exists, the position shall remain open until the next election.

Section 18. The corporation shall indemnify and advance expenses to each present and future director or officer, or the executor, administrator, or other legal representative of any such director or officer, to the fullest extent allowed by the laws of the State of Tennessee, as now in effect and as hereafter adopted. The corporation may indemnify and advance expenses to any employee or agent of the corporation who is not a director or officer, or his executor, administrator or other legal representative, to the same extent as to a director or officer if the Board of Directors determines that it is in the best interest of the corporation. The corporation shall also have the power to contract with any individual director, officer, employee, or agent for whatever additional indemnification of the Board of Directors shall deem appropriate, as long as it is consistent with public policy. The foregoing right of indemnification and advancement of expenses shall not be exclusive of any other rights to which the director or officer may be entitled as a matter of law, or which may be lawfully granted to him. The indemnification and advancement of expenses hereby granted by the corporation shall be in addition to, and not in restriction or limitation of, any other privilege or powers

the corporation may lawfully exercise with respect to indemnification, advancements, or reimbursement of Directors, officers, or employees.

## **ARTICLE IV OFFICERS**

Section 1. The officers of this Association shall be:

A President, who shall preside over all meetings of the Board of Directors, the Executive Committee, and all membership meetings.

A Senior Vice-President, who shall perform the duties of the President in the absence of the President.

A Secretary, who shall record and preserve minutes of all meetings of the membership, Board of Directors, and Executive Committee.

A Vice President for each Operating Division and two vice presidents at large, each of whom shall preside over all meetings of the Committee managing their Division.

The officers shall perform such duties as may be required by the Bylaws or by the Board of Directors, or by the Executive Committee acting in its stead.

Section 2. All officers shall be elected by the Board of Directors and shall serve for terms of one (1) year and until the election and qualification of his successor. All Officers, other than Secretary, shall be elected from the membership of the Board of Directors. The Secretary may or may not be a member of the Board of Directors.

The Board of Directors shall be authorized to fill any vacancies among the officers. Any officer elected to fill a vacancy shall serve the remainder of the term of the officer whose vacancy he was elected to fill.

Any officer shall be removed from his office by the Board of Directors for just cause. "Just cause" shall be defined as violation by the officer of any By-Law, Rule or regulation promulgated thereunder and any state or federal law affecting the Walking Horse breed and/or any show, exhibition, contest or competition, or sale relating thereto.

The regular election for officers shall be conducted by the Board of Directors on the first weekend in December following the membership meeting.

Section 3. The Board of Directors shall, prior to October 1 of each year, appoint a Nominating Committee from the Board consisting of five (5) members. Not more than two (2) of said members shall come from one state or region. Said Nominating Committee shall, prior to November 15 of each year, submit a nominating report nominating each officer and two Vice Presidents at large of the Executive Committee for new terms. Said report shall be submitted to the Board of Directors by mail, and the election shall be held at the first meeting of the new Board of Directors which shall include those Directors who are now serving the first (1<sup>st</sup>) year of the three (3) year term to which they have been elected. In addition to the nominations of the Nominating Committee, other nominations for each position to be filled may be offered from the Board of Directors at large, and the election shall ensue after all nominations have been concluded. All officers and other members of the Executive Committee must receive a majority of the votes cast in order to be elected. The Board of Directors shall, by resolution, establish the procedure to govern said election to accomplish this objective.

## **ARTICLE V EXECUTIVE COMMITTEE**

Section 1. There is hereby created an Executive Committee consisting of the President, the Senior Vice-President, all of the Vice-Presidents for Operating Divisions, and two (2) Vice Presidents at large elected by and from the Board of Directors at a meeting of the Board held after the annual meeting of the membership, each for a term of one (1) year, and until the selection and qualification of his successor. The immediate Past President shall also be a member of the Executive Committee and is entitled to engage in discussions and deliberations but only to vote in case of a tie. Not more than five (5) of said members shall come from one state or region, excluding the immediate Past President and the Secretary.

Section 2. The Executive Committee shall meet monthly whenever and wherever called by direction of the President or the majority of the Committee acting jointly of which meeting the Secretary shall give ten (10) days written notice, but such notice may be waived by any member as to himself, unless a majority of the Executive Committee deems a monthly meeting to be unnecessary. Where members of the Executive Committee so elect and verify receipt thereof, notice to those members by electronic mailing shall be deemed to be effective notice.

Section 3. The Committee may act, without convening in meeting, by written resolution signed by all of the members thereof and duly entered in the Association's records. At all meetings of the Committee, a majority thereof shall constitute a quorum.

Section 4. All powers of the Board of Directors are hereby vested in the Executive Committee subject only to review and/or disapproval by said Board of Directors, however, such review and/or disapproval shall not operate to suspend any action by the Executive Committee or any other committee delegated such responsibility by the Executive Committee. The same limitations and restrictions which appear in Article III, Section 15 are applicable to this section. Any increase in dues and/or fees must have the prior approval of the National Board of Directors.

**ARTICLE VI  
OPERATING DIVISION**

The activities of this Association will be divided among functional divisions, each overseen by a Vice-President and managed by a committee to be appointed by the Board of Directors or by the Executive Committee acting in its stead. Each committee shall have among its members at least two (2) Directors, including the Vice-President, and other members shall be members of this Association. The general responsibilities of these divisions will be determined by the Board of Directors. A majority of the members of said committee shall constitute a quorum for the purpose of the conduct of business.

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**ARTICLE VII  
OTHER COMMITTEES**

Other committees, permanent, temporary, regular or special, may be created by the Board of Directors, or the Executive Committee, and such committees shall have such powers and responsibilities as may be delegated to them by said Board of Directors or Executive Committee.

**ARTICLE VIII  
EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER**

Section 1. EXECUTIVE DIRECTOR: In addition to other duties, functions and responsibilities set forth herein for the Executive Committee, it shall have the right to appoint an Executive Director of the Association, for a term not to exceed one (1) year, with a provision for termination of said appointment for cause, which appointment may be renewed by the Executive Committee for successive one (1) year terms. Other provisions of said appointment, such as salary, shall be on such terms as the Executive Committee, at its discretion, may determine. At the first meeting after adoption of these Bylaws, the Executive Committee shall determine the duties, responsibilities and functions of the Executive Director, who shall maintain his office at the headquarters of the Association, and any contract of employment with said Executive Director shall include these provisions so declared by the Executive Committee. Said provisions may be prospectively amended from time to time. No contract with the Executive Director, the terms of which shall exceed one (1) year, shall be executed without prior approval of the Board of Directors.

Further, the same requirements which relate to the Executive Director shall apply to the employment of other executive and administrative personnel.

Section 2. CHIEF FINANCIAL OFFICER: The Chief Financial Officer, or where no Chief Financial Officer is employed, the Executive Director, shall be responsible for all money turned over to him from any source. He shall disburse same only upon itemized demands and upon order by the Executive Committee. The Executive Committee by appropriate resolution shall be empowered and authorized to grant to Chief Financial Officer the specific right to expend funds for the routine operation of the affairs of the Association, under such terms and provisions, and limitations as provided therein. He shall account for same by itemized statements in detail to each annual meeting of the members, to the Board of Directors, and to the Executive Committee at each regular meeting or at any special meeting when so demanded. Also, he shall cause to be submitted to the Executive Committee at the first meeting following the annual meeting of the members, a detailed budget of the proposed and anticipated expenditures for the forthcoming fiscal year of the Association. Upon approval of the said budget or its modification, it cannot be exceeded in the total amount set forth by more than five percent (5%) with a majority vote of the Executive Committee.

Section 3. FIDELITY BONDS: The Executive Director and all other officers or employees of the Association shall give a surety bond at such limits required by the Board of Directors to be furnished at the expense of the Association for the faithful discharge of his or her duties.

Section 4. AUDITING OF ACCOUNTS: This Association shall conduct its affairs on the fiscal year basis, same to begin December 1 through November 30, inclusive.

An annual commercial auditing of the accounts of the Executive Director and the Chief Financial Officer on such terms as directed by the Board of Directors shall be made by a certified public accountant at the close of each fiscal year and shall be reported to the Executive Committee and to the May meeting of the Board of Directors following the close of each fiscal year. Such accountant shall be a disinterested person and not a member of the Association.

Section 5. CAPITAL EXPENDITURES: The Executive Committee must prospectively obtain the National Board of Directors' approval for any single capital asset acquisition pledge for security purposes or capital expenditure if said acquisition or expenditure has not been included in the annual budget and if said acquisition pledge or expenditure would exceed an amount greater than 5% of the revenue of the most recently audited fiscal year. If approval is required, the National Board may be called into session or ballots sent for approval or disapproval.

**ARTICLE IX  
MEMBERS' AND NON-MEMBERS' OBLIGATIONS**

Any person who applies for membership in the Association and any non-member who applies for any other privilege, by so applying agrees and binds himself to abide by the Charter, Bylaws, and all other lawful rules and regulations of the Association, so far as they are applicable to him.

**ARTICLE X  
DISCIPLINE**

Any member of this Association and any non-member who exercises any of the privileges thereof or engages in any of the activities encompassed thereby, including but not limited to the buying, selling, breeding, registration, exhibiting, or other activities relating to the Tennessee Walking Horse, may be disciplined for violation of any rule or regulation promulgated and published under the authority of these Bylaws. Discipline shall be administered in accordance with said rules and regulations and penalties shall be as specified therein. Subject to review by the Board as to said rules and regulations, general responsibility for discipline is delegated to the Executive Committee and to such other committees and/or divisions as may be designated by the Executive Committee.

**ARTICLE XI  
AMENDMENTS**

Bylaws may be adopted, amended, or repealed by the members, by a majority of those voting on the question at any annual or special meeting, including those voting in person and those voting by mail ballot.

In order for an amendment to be considered, it is mandatory that it be submitted to the Bylaws Committee in writing prior to April 1. The Bylaws Committee shall, after due consideration forward said amendment to the Executive committee prior to the April meeting of the Executive Committee for final consideration and approval. All amendments approved by the Executive Committee shall be published in the July issue of the *Voice* magazine and, thereafter, the Secretary shall simultaneously with the election of directors, mail the proposed amendment to the members along with a ballot.

**ARTICLE XII  
PERSONS**

Any use of the pronoun "he" in the Bylaws, Corporate Rules or any other official document or action of the Association shall be considered a reference to a person, male or female.

**CORPORATION RULES**

**RULE 1:  
REGISTRATION**

The TWHBEA is the official Registry for Tennessee Walking Horses. All registrations, to be valid, must be filed with the TWHBEA on the prescribed form and accepted by the Secretary. The TWHBEA Registration Application/Parentage Verification Kit Request form is a dual purpose form valid for six months from the date processed. *If the parentage verification laboratory does not receive the DNA sample within six months of the date processed, the application will have to be refiled and fees paid again.*

If the application for registration is for a foal that is to be shown *under halter* prior to receipt of the official registration certificate, the assigned name and assigned registration number as they appear on the copy of the form returned with the parentage verification kit may be used for a period of six months from the processing date.

1.01 Only foals out of a mare registered with the TWHBEA, and by a stallion registered with the TWHBEA, are eligible for registration with the TWHBEA.

1.02 Application must be made on an official application for registration form furnished by the TWHBEA.

1.03 Application must be neat, complete, and in ink or typewritten. Forms filled out in pencil will be returned. Application must bear the signatures of the recorded owner(s) of stallion at time of service as well as the owner(s) of mare at time of foaling. Application must also bear the pre-printed form number from the Stallion Breeding Report on which the mare's name is recorded.

1.04 Name of horse must not exceed 25 letters, including spaces and punctuation marks. Phonetically similar names will be considered the same. The only recognizable characters are the twenty-six letters of the alphabet (A-Z) plus periods, hyphens, apostrophes and ampersands. Quotations and numbers cannot be used. Profanity or sexually suggestive names will not be accepted.

1.05 Complete application must be returned with the proper fee. Fee is determined by the membership status of the owner of mare at time of foaling.

1.06 Transfers are required with applications for registration of foals when the dam of the unregistered foal was owned at the time of foaling by someone other than the owner of the foal at the time application for registration is submitted. Transfer Report/Bill of Sale must be attached to such applications for registration, date of purchase completed, and fee remitted for both registration and transfer.

1.07 All applications for registration become an important and permanent part of the records of the TWHBEA. Every care should be exercised in giving accurate data.

1.08 Members of the Association are entitled to register one foal free for each year that dues are paid provided that the membership is current at the time of application, dam of said foal is recorded in said member's name on the date of foal's birth and provided the foal is registered within six months of foal date; or one free transfer of a registered animal provided membership is current and the horse is transferred within 30 days from the date of purchase.

## **RULE 2: FREE REGISTRATION**

Members of the Association are entitled to one free foal registration for each paid dues period, provided the dam of the foal is recorded in the member's name on the date of the foal's birth, and provided the foal is registered within six month of foaling. The free foal registration must be requested at the time the paperwork is submitted. *(There will be NO adjustments made later, and the free registration will not be automatically granted.)*

## **RULE 3: TRANSFER REPORT/BILL OF SALE**

The Transfer Report/Bill Of Sale is a three part document.

- The **original** is the buyer's copy to be forwarded, along with the registration certificate, to the TWHBEA office with the appropriate fee for recording transfer of record of ownership.
- The **second** copy is the seller's copy to be forwarded to TWHBEA to advise that possession of the animal identified by this document has changed, and establish the date that transaction took place. No fee required with this copy.
- The **third** copy is the seller's personal copy.

3.01 The seller is responsible for providing the buyer with a properly completed Transfer Report/Bill Of Sale, the original Certificate of Registration, properly dated and signed in the appropriate block on the back of the certificate. Unrecorded back transfer fees, as well as the fee for recording ownership with the TWHBEA, may be paid by either the buyer or the seller. The Transfer Report/Bill Of Sale must be signed by both the seller and the buyer or, in his absence, the buyer's agent. The original Certificate of Registration will be mailed to the new owner after recording. If applicable, frozen semen ownership disclosure must be filed and signed by buyer and seller.

3.02 The TWHBEA recognizes the following signatures on transfers of ownership: Sole owner of record, or if jointly owned, e.g., "Mr. John Smith and Mrs. John Smith," the signatures of all owners are required. If jointly registered, e.g., "Mr. and/or Mrs. John Smith", or "Mr. or Mrs. John Smith", then the signature of only one party is required. When a Letter of Authority has been filed with the TWHBEA office, the signature of any authorized party is acceptable.

3.03 Typewritten transfers are acceptable but erasures or alterations will render the transfer null and void.

3.04 The fee will be based not only on the sale date, but the date the papers are postmarked, as well as the membership status of the person making the transfer.

3.05 A separate Transfer Report/Bill Of Sale, must accompany an application for registration if a foal is being recorded in any name other than the owner of the mare at the time of foaling. A fee will be charged for this transfer which is determined by the date of purchase and the membership status of the person making the transfer.

3.06 Transfer without signature of recorded owner: Whenever legal title to a registered Tennessee Walking Horse passes to another by reason of death of the recorded owner, by foreclosure of any lien or by any order or decree of court or otherwise by operation of law, the TWHBEA may transfer the registration of the horse to the new owner when presented with the following:

- A. A certified copy of the order of a court of competent jurisdiction or other satisfactory proof of authority for the transfer such as a divorce decree or will;
- B. Payment of applicable transfer fees;
- C. Any other requirements as may be defined by the TWHBEA in special situations.

3.07 TRANSFERRING MARES WHICH HAVE BEEN BRED: If said mare had been served prior to sale, but not yet foaled, enter the registered name and the registration number of the sire. Enter date served and indicate whether the stud fee is paid, not paid or partially paid. Obtain signature of mare owner at time of service.

3.08 Auction Sale: In the event a horse is sold through an auction, the seller will deliver to the management of the auction the registration certificate, along with a transfer report properly completed as the name and registration number

of horse being sold, the signature and address of seller, and date of sale. It will be the responsibility of the auction representative to obtain the name, signature, and address of the buyer, or the buyer's agent, and to send the registration certificate, buyer's original copy and the seller's TWHBEA copy of the transfer form, and required transfer fee to the TWHBEA. It will be the responsibility of the auction representative to send the seller's personal copy of the transfer form to the seller, and give the buyer's personal copy to the buyer or the buyer's agent.

3.09 Alterations: No person shall make any alteration of a completed Transfer Report/Bill Of Sale, nor in any manner deface, change or amend the provisions of it.

3.10 When the owner of any registered animal disposes of that animal without papers, the owner shall notify the Association of the fact and surrender the appropriate registration certificate to the association for proper notation. If requested, the cancelled certificate will be returned to the recorded owner.

#### **RULE 4: STALLION BREEDING REPORTS**

4.01 Stallion reports cover the period from October 1<sup>st</sup> through September 30 each year. The report must be postmarked from the country of origin no later than October 15<sup>th</sup> each year. It is the responsibility of the stallion owner or his authorized agent to see that the form is postmarked by this deadline.

If a mare has been omitted from a Stallion Breeding Report which was filed in a timely fashion, she may be added at a fee of \$10.

4.02 A penalty of \$100 will be assessed in the event of late filing.

4.03 All mares bred, listed by their registered names, complete with their registration number, as well as last breeding date will be required.

4.04 In the last column, indicate with the letter A, N, P, FS or TS whether the mare was (A)artificially, (N)naturally, (P)pasture bred (FS) serviced to frozen semen or (TS)served with transported semen. If pasture bred, give the dates the mare was put in and taken out of the pasture.

4.05 All registration applications must include the preprinted stallion report number (located in the upper left corner on the reverse of this form) which documents the crossing of the foal's sire and dam.

4.06 The mare owner is not responsible for paying the late fee and may register their mare's foal when all other registration requirements are met.

4.07 *Refusal by any stallion owner to comply could result in the loss of privileges in the Association.*

4.08 Frozen semen certificate number must be used on registration application where applicable.

#### **RULE 5: NOT IN ORDER FEE**

Papers returned for completion or correction more than once will be subject to a "Not in Order Fee". (See inside back cover for Schedule of Fees.)

#### **RULE 6: PARENTAGE VERIFICATION REQUIREMENTS**

*Failure to comply with the parentage verification requirements could result in the loss of privileges of the Association.*

The TWHBEA Registration Application/Parentage Verification Kit Request form is a dual purpose form valid for six months from the date processed. *If the parentage verification laboratory does not receive the DNA hair sample within six months of the date processed, the application will have to be refilled and fees paid again.* Forms must be requested and obtained from the Association, completed in full and returned with the appropriate fee. Complete mailing instructions will be furnished with each kit. All parentage verification information obtained will be permanently recorded with the Association.

Although most persons prefer to have a veterinarian pull the blood for the blood typing kit, this is not required if both the sire and dam have already been blood typed. DNA samples may be pulled by owner.

6.01 TWHBEA registered horses born prior to October 1, 1993 that were not blood typed by October 1, 1997 will have to parentage verify in order for their offspring to be eligible for registration with the TWHBEA. (Effective 10/1/97.)

6.02 All foals born after September 30, 1993, must be blood typed and parentage verified before a certificate of registration will be issued. All registration certificates for animals that meet the registration requirements at the time of registration shall be valid. (Effective October 1, 1993.)

6.03 Anyone requesting a blood typing kit on a horse born prior to October 1, 1993 is required to send the original registration certificate to the TWHBEA before the kit will be issued. If the horse does not parentage verify, the certificate will be so marked and returned with a notice stating the horse's offspring cannot be registered. If the horse does parentage verify, the certificate will be so marked and returned.

6.04 Parentage verification information acquired from a laboratory in conjunction with an application for registration or otherwise submitted as required under the rules and bylaws of the Association becomes the property of the Association. With the implementation of new certificates of registration, blood typing and or DNA information will be printed directly on the certificate rather than a card being issued to the owner. Any blood typing information submitted

to the Association will not be furnished to anyone other than the current owner of record. Such information shall be provided to the current owner of record only on written request.

6.05 Upon protest or charge (in writing) by a member, a Hearing Committee shall be appointed by the Enforcement Division Chairman to conduct a hearing and make a determination as to whether a foal shall be registered. The procedure shall be as any other charge or protest. The blood type/DNA of the Parent(s) compared to that of the foal shall be submitted to the Committee prior to the hearing. The results of the comparison shall create a rebuttable presumption at the hearing which may be overcome only by clear and convincing evidence to the contrary. The Committee's decision shall be based upon all relevant factors.

6.06 The owner of record of any horse that has not produced any registered offspring may petition the Executive Committee to change the pedigree of such horse as reflected on its registration certificate. Such request shall be made in writing to the Executive Committee. After such request is made, the Executive Committee shall meet in regular or special session to consider such request. Prior to such hearing, written notification of such request shall be sent to the owner of sire and dam at time of service on the original application of such horse, as well as to the owner of the sire and dam proposed to be reflected as the correct pedigree. Such request will be granted only if parentage verification is produced by the owner making such request establishing the pedigree as requested by such owner.

**RULE 7:  
USE OF TRANSPORTED AND/OR FROZEN SEMEN**

Registration of foals produced by the use of transported and/or frozen semen will follow the same standard requirements for registration as those begotten by other means; however, foals which are produced from the use of transported and/or frozen semen *must be blood typed and or DNA and parentage verified before the foal will be accepted for registration.* Frozen semen may be used after the death of a stallion provided the blood typing/DNA requirement was met.

**RULE 8:  
EMBRYO TRANSFER**

Registrations of foals resulting from embryo transfers will follow the same standard requirements for registration, except that multiple foal registrations from a donor mare during an eleven month period will be accepted. Blood typing/DNA of donor mare, stallion, and foal is required. Parentage verification will be the sole responsibility of the person(s) sending registration and entirely at his expense. Any foal that does not meet the blood type comparison/DNA will be forever barred from registration.

**RULE 9:  
AUTHORIZED ALTERATION OF CERTIFICATES**

9.01 Alterations can be made on certificates after issuance to correct color and/or markings. Old certificates must be returned with a statement signed by the breeder listed on the face of the certificate, along with fee. (See inside back cover for Schedule of Fees.) Office errors will be corrected without charge.

9.02 There will be no fee for correction of color and/or markings on foals made within 24 months of the foaling date, provided that the old certificate is returned with a statement signed by the breeder listed on the face of the certificate.

**RULE 10:  
CHANGE OF NAME**

10.01 The name of any registered Tennessee Walking Horse may be changed provided it has not sired or produced a registered foal. Send the certificate of registration, list of three choices of name (see Rule 1.04 for naming requirements), and fee. (See inside back cover for Schedule of Fees.) The certificate will be reissued showing the new name but will retain the same registration number.

10.02 Once a name is used in the registry, it can NEVER be used again.

**RULE 11:  
DUPLICATE CERTIFICATES**

Duplicate certificates of registration will be issued if the original has been lost or destroyed provided an affidavit for duplicate (form furnished by the Association) has been signed by the last recorded owner(s) before a notary public and sent to the Association with fee. (See inside back cover for Schedule of Fees.) Once the duplicate has been issued, the original shall automatically be void. Responsibility for the issuance of the duplicate lies with the individual making the affidavit.

**RULE 12:  
CERTIFIED PEDIGREES**

Certified pedigrees will be issued upon request and payment of a fee. (See inside back cover for Schedule of Fees.) These pedigrees are not transferable.

**RULE 13:  
FALSE PEDIGREE**

13.01 Any person or persons who shall willfully register or record a false pedigree shall be forever barred from making further registrations, and from membership, and the registration of such false pedigree shall be void.

13.02 No person shall willfully misrepresent the name, age, pedigree, blood type, blood sample, or appearance of any horse being offered for sale or breeding. (Effective 8/1/95)

13.03 No person shall purchase, sell, give or receive a Certificate of Registration without that represented animal being a part of the transaction. (Effective 8/1/95)

13.04 No person shall alter, or attempt to alter a Certificate of Registration or any other document issued by this Association. (Effective 8/1/95)

**RULE 14:  
PEDIGREE RESEARCH**

The Association Staff will provide any of the above information upon request by members of the Association. This is beyond what is on the original certificate. There will be a charge per generation per pedigree extension. There will also be a charge per generation of color background. The information requested will be done at the convenience of the Staff. (See inside back cover for Schedule of Fees.)

**RULE 15:  
PRODUCTION SEARCHES**

15.01 The Association Staff will furnish mare production records to any member of the Association, provided said request is made in writing and fee for each mare prepaid. In the event that the member making the request is not the owner of record of the mare, said owner of record will be notified that such a request has been made and filled. (See inside back cover for Schedule of Fees.)

15.02 Stallion production records will be furnished upon payment of a fee for each stallion per year., at the convenience of the Association Staff, to members of the Association only, provided said request is made in writing accompanied by fee. In the event that the member making the request is not the owner of record of the stallion, said owner of records will be notified that such a request has been made and filled. (See inside back cover for Schedule of Fees.)

**RULE 16:  
NEUTERED HORSES**

16.01 The original Certificate of Registration may be sent by the owner of the horse to the TWHBEA Headquarters upon the neutering of the horse. This provision is voluntary. The Secretary shall indicate on the face of the original certificate that the animal has been neutered and return the original certificate to the owner.

16.02 If the original registration certificate is accompanied by veterinarian's statement, the owner of the animal will be issued a \$5.00 credit toward other Association transactions.

**RULE 17:  
DECEASED HORSES**

17.01 The original Certificate of Registration shall be sent by the owner of the horse to the TWHBEA Headquarters upon the death of the horse. This provision is mandatory and persons failing to comply shall be subject to disciplinary rules, including expulsion from membership. The Secretary shall stamp "VOID-DECEASED" on the back of the original certificate and send a certified copy to any insurance carrier upon request.

17.02 Members returning papers on deceased animals which are recorded in their name will be issued a \$5.00 credit toward other Association transactions.

**RULE 18:  
MAILING RESPONSIBILITY**

The Association takes no responsibility for the certificates of registration once they are mailed to the owner. The person(s) applying for transfer or registration is solely responsible for the accuracy of the mailing address. Certified mail or special delivery may be requested by the applicant at his or her expense.

Papers lost in transit from the TWHBEA to the recipient will be replaced with a duplicate certificate at no cost to the customer provided he makes an inquiry of the status of the papers within six months of the processing date and completes the required affidavit.

**RULE 19:  
COPYRIGHT STATEMENT**

The certificate of registration is intended for the private use of the owners of the named horse and the content thereof may not be copied or otherwise reproduced without the express written consent of the Tennessee Walking Horse Breeders' and Exhibitors' Association.

**RULE 20:  
DISCIPLINE**

20.01 TWHBEA shall discipline its members, and any non-member, exercising privileges of the Association or engaging in any of the activities encompassed thereby for violations of these Rules.

20.02 This discipline shall be administered by the Executive Committee and there shall be no appeal therefrom. The Board of Directors may act to review and affirm or reverse a decision of the Executive Committee upon the motion of a Director, duly passed. However, this Board action must be taken at the next regular meeting of the Board following the Executive Committee action or it is forever barred. The respondent has no right to such review, as it lies in the sole discretion of the Board. Should the Board decide to review, it shall be do novo.

20.03 A complaint may be filed by any member of the Association with the Executive Secretary as follows:

- A. In writing.
- B. Contain a reasonably clear description of the offense and cite the Rule(s) allegedly violated.
- C. Be signed by the member.
- D. State the full name and address of the respondent.
- E. Be accompanied by a deposit of \$25 which will be refunded only if the complaint is suspended.

20.04 The Executive Secretary shall immediately notify the respondent of the complaint and send a copy, set a hearing date, notify the parties of the date.

20.05 The hearing shall be conducted within 90 days of the receipt of the complaint.

20.06 The hearing shall allow each party to fairly and adequately present their case.

20.07 The decision shall be made on the date of the conclusion of the hearing. The deliberations shall be in private and the parties notified by mail.

20.08 If the decision is in favor of the respondent, the complaint shall be dismissed. If the decision is in favor of the complaint, the Committee shall take one, more than one, or all of the following actions:

A. Censure. A vote of Censure shall be reported to the Directors at their next meeting and listed under the respondent's name in the Secretary's Record of Penalties.

B. Suspension. The person may be suspended from participating in any Association activities and from any privilege of the Association, including, but not limited to:

- 1)Registration
- 2)Transfer of ownership
- 3)Membership
- 4)Holding office
- 5)Doing business with the Association

The term of suspension shall be from 10 days to their lifetime.

C. Fine. The person may be assessed a fine of not less than \$25 nor more than \$5,000.00. The person shall not be eligible to use any Association service or function until the fine is fully paid, regardless of other penalties assessed.

**RULE 21:  
CONDUCT OF MEMBERS**

21.01 The members of this Association, including specifically Directors and Officers, shall conduct themselves as ladies and gentlemen in all meetings and in all dealings with the Association.

21.02 No person shall attempt to influence the actions of the Enforcement Committee, Executive Committee, Hearing Committee, Board of Directors, or Association employees by duress, bribery, or intimidation of any sort.

21.03 persons are expected to observe the "TWHBEA Code of Conduct Standards".

**RULE 22:  
RECORDS AND PUBLICATION OF BOARD AND EXECUTIVE COMMITTEE ACTIONS**

22.01 Action taken by the Board of Directors and the Executive Committee with regard to administrative and operational matters shall be recorded in the minutes of the Association. This action shall be OPERATIONAL ACTION.

22.02 Action taken with regard to adoption, amendment, and repeal of these RULES shall be published in the *Voice of the Tennessee Walking Horse* magazine in addition to the minutes. This action shall be RULE ACTION.

**RULE 23:  
AFFILIATION OF SHOWS  
(RESERVED)**

TWHBEA does not currently affiliate shows, but reserves the right to do so if desired.

**RULE 24:  
LICENSING OF JUDGES  
(RESERVED)**

The TWHBEA<sup>SM</sup> does not currently license judges, but reserves the right to do so if desired.