

**BY LAWS**  
**THE TENNESSEE WALKING HORSE ENTHUSIASTS' ASSOCIATION OF MONTANA**

**Article I. Name.**

This association shall be known as the Tennessee Walking Horse Enthusiasts' Association of Montana and is incorporated as a non-profit corporation under the laws of the state of Montana.

**Article II. OBJECTIVES AND PURPOSES**

A) This association is organized to:

- 1) Promote the Tennessee Walking Horse and other gaited breeds;
- 2) Sponsor events which provide opportunities to exhibit and promote the Tennessee Walking Horse and other gaited breeds;
- 3) Encourage and advocate for the proper and humane training and care of the Tennessee Walking Horse and other gaited breeds;
- 4) Sponsor educational events such as clinics to help members improve their expertise in caring for and training Tennessee Walking Horses and other gaited breeds;
- 5) Encourage youth activities involving Tennessee Walking Horses and other gaited breeds.

**Article III. MEMBERSHIP**

A) ~~General.~~ Membership in this organization is open to all who are interested in the Tennessee Walking Horse, and other gaited breeds.

B) Single and Family Membership. Single memberships are for single individuals, and family memberships are for families of two or more persons at least 18 years of age.

C) Junior Membership. Junior memberships are for persons under eighteen years of age and do not carry voting privileges.

D) Dues. The cost of dues for each of the above categories shall be determined by the membership at the annual meeting and will be periodically upgraded to stay abreast of

inflation and other expenses. Payment of dues is a requirement of membership. Dues become due February 1 of the calendar year in which they wish to seek membership.

**E) Gift Memberships.** Each member receives two gift memberships each membership year. The member may “gift” a TWHEAM membership to anyone they choose, allowing that person to be a TWHEAM member for the membership year, at no cost. Gift memberships expire at the end of the membership year (January thru December). A gift membership may be given to a person once, for one year only.

## **Article IV. MEETINGS**

### **A) Annual Meeting**

- 1) There shall be an annual meeting of the membership of the Association. The date and location for the annual meeting shall be determined by the Executive Committee and communicated to the members no later than 60-days prior to the meeting. The meeting shall be chaired by the President (or in his/her absence, the Vice President) and conducted according to Robert Rules of Order. Twenty-five (25) percent of the membership must be present to constitute a quorum.
- 2) All officers will be elected at the annual meeting.
- 3) All active members (have paid dues for that calendar year) who attend the annual meeting may vote. A family membership carries a maximum of two (2) votes. There will be no proxy votes.

**B) Special Meetings.** A special meeting of the association may be called by any member by securing the signatures of twenty-five (25) percent of the membership.

### **C) Meetings of the Executive Committee**

- 1) The Executive Committee (as defined in Article VI) shall meet at least twice each year. Notice of these meetings shall be made to the membership at least 15 days in advance. One of the two meetings may be held by conference call. All interested members of this Association are invited to attend all these Executive Committee meetings, but will not vote. The Executive Committee may hold additional meetings, as determined by the President and Executive Committee to

conduct the needed and necessary business of the Association. All members of this committee are limited to one vote each.

- 2) The Executive Committee may adjourn to an Executive Session, without the presence of non-voting committee membership, to discuss sensitive items as needed.
- 3) The President or any three members may call a special or emergency meeting of the Executive Committee with notification to Committee members by mail or telephone or e-mail at least seven (7) days in advance.
- 4) The Executive Committee shall carry out all routine business necessary for operation of the Association according to its purposes and objectives.

## **Article V. OFFICERS, DIRECTORS, AND COMMITTEE CHAIRS**

A) Officers. The officers of this Association shall be the President, Vice President, Secretary and Treasurer. Each officer shall be an active member, elected by the general membership at an annual meeting, the President being elected on odd numbered years, the Vice President and Secretary and Treasurer on even numbered years. Each officer shall be elected for a two (2) year term and may not serve more than two (2) consecutive terms.

- 1) The President shall preside over annual meetings and meetings of the Executive Committee. He/she shall have the power to call meetings and to appoint temporary replacements for officers or directors who resign or are otherwise unable to serve, such replacements shall serve until the next annual meeting. The President shall direct the disbursement of funds as authorized by the Executive Committee and/or the general membership in the form of the Annual Budget or a special allocation. He/she will oversee the paying of bills and the execution of all club business.
- 2) The Vice-President shall assume the duties of President if the President should resign, die, or become physically unable to perform his/her duties. The Vice President will preside at meetings of the delegation of the President when the President is unable to attend.
- 3) The Secretary takes minutes of all meetings; The Secretary also assumes the duties of the President if both the President and Vice President are incapacitated or otherwise unable to perform them.
- 4) The Treasurer shall chair the Finance Committee, keep the books and bank accounts of the association and sign checks as directed by the President and Executive Committee. (The President will also be a signer on the checking

accounts.) Books kept by the Treasurer shall be open for inspection by the Executive Committee at all times. At the end of each annual meeting the Treasurer will present his/her books to the President (or his appointed auditing committee) for audit. In addition he/she will keep a roster of all members and will receive and tabulate the paying of dues.

- C) Event Director. There shall be one Event Director elected at-large from the General membership on even numbered years. It shall be his/her duty to oversee and promote all event-related activity.
- D) Additional Directors. As required, the Executive Committee may appoint additional directors to serve as needed until the next Annual Meeting, at which the general membership must confirm such appointments if they are to remain in place.
- E) Requirement for Active Status. At the discretion of the Executive Committee all officers or directors listed in this Article may be replaced because of inactive status. Inactive status shall be defined as failure to attend at least one (1) Executive Committee meeting in a given year, or failure to perform the duties of the job as determined by the majority of the Executive Committee. At its discretion the Executive Committee may replace an Inactive Director or Officer by appointment, such appointment being valid until the next Annual meeting of the Association. Such replacement Regional Directors shall be selected from the same region whenever possible.
- F) Multiple Board Positions. Any person holding two or more positions on the board shall have only one vote.

## **Article VI. COMMITTEES**

### A) Executive Committee

- 1) The executive committee shall consist of the following voting members: The President, Vice-President, Secretary, Treasurer, the Event Director, and the current past President. One half of these individuals must be present at a meeting to constitute a quorum.
- 2) The Executive Committee shall be empowered to make adjustments to the Annual Budget as necessary during the course of the year.
- 3) The Executive Committee shall perform the following additional duties:
  - a) Propose and annual budget to the Executive Committee for review and subsequent approval by the membership at the Annual Meeting
  - b) Review the periodic financial statements and reports of the organization, and develop fiduciary recommendations to support the Association.

B) Nominating Committee and Elections

- 1) A Nominating Committee shall be appointed by the President at each annual meeting and shall consist of between three and five members. The President will attempt to appoint a committee that reflects diversity of region. Members of this Committee may be members of the Executive Committee.
- 2) The Nominating Committee will meet or confer by telephone prior to the Annual meeting and prepare a slate of nominees for Directorships or Offices becoming vacant at that time. This slate will be presented to the President prior to the meeting.
- 3) During election of Officers and Directors at the annual meeting, any member may nominate additional candidates for the position.

C) Event Committee. The Event Committee will be appointed by the President and chaired by the Event Director. The principal functions of the Event Committee are to propose an annual Event Plan at the Annual Meeting for approval and to develop the necessary supporting plans and details necessary to carry out the approved Event Plan. The Treasurer is an active member of the Event Committee.

D) Finance Committee. The Finance Committee will be appointed by the President and chaired by the Treasurer. The principle functions of the Finance Committee are to propose an annual budget to the Executive Committee for review and subsequent approval by the membership at the Annual Meeting, to review the periodic financial statements and reports of the organization, and develop fiduciary recommendations to support the Association. The Event Director is an active member of the Finance Committee.

E) Audit Committee. The President shall annually appoint an Audit Committee to review the books of the Association's Treasurer. The Audit Committee shall present their findings and any recommendations to the Executive Committee prior to the Annual Meeting.

F) By Laws Committee.

- 1) It is recognized that a By Laws Committee is not necessary every year. However, when necessary a Bylaws Committee shall be appointed by the President at the Annual Meeting to consider changes or additions to the bylaws. The committee shall consist of at least three members.
- 2) Proposed changes to the bylaws must be presented to the President no less than 90-days prior to the Annual Meeting in which they will be considered. The President will present such proposals to the Executive Committee at least 60-days

prior to the Annual Meeting. The Executive Committee will then publish the proposed changes, with the Committee’s recommendation, prior to the annual meeting via e-mail, mail or in the next newsletter.

- 3) Proposed changes, having been properly presented, will be voted upon at the annual meeting. A majority vote will be required for adoption of such changes or additions.

G) Additional Committees. The President may appoint, at his/her discretion, additional committees, which are time limited, as needed to help the organization operate smoothly and pursue its objectives. Appointment of such committees does not require amendment of the bylaws, unless such committees have executive powers.

**Article VII. AMENDMENTS.**

These bylaws may be expanded or altered following the procedure outlined in ARTICLE VI-F.

**Article VIII. DATE OF ADOPTION**

These bylaws have been duly adopted by the membership of the Tennessee Walking Horse Enthusiasts’ Association of Montana on the 2nd day of November, 2019, and replaces the Bylaws dated May 4, 1991, and October, 2014, as amended November 2019.

Signed \_\_\_\_\_ (President)

Signed \_\_\_\_\_ (Secretary/Treasurer)