

# WALKING HORSE ASSOCIATION OF MICHIGAN BY-LAWS

(March 2009 – Approved)

## ARTICLE I NAME & PURPOSE

- SECTION 1** This organization shall be known as the Walking Horse Association of Michigan, incorporated (abbreviated, W.H.A.M.)
- SECTION 2** The purpose of this association shall be to encourage and promote the riding, exhibiting, breeding and pride in ownership of the Tennessee walking horse in the state of Michigan.

## ARTICLE II MEMBERSHIP

- SECTION 1** The members shall consist of persons who shall be elected to membership upon application to the membership chairperson and payment of dues as specified below, which acts shall be deemed as a subscription to the bylaws and rules and regulations of this corporation. Such application shall be deemed effective when accepted by the membership chairperson; provided, however, that the he/she may, in any instance, ask for a resolution by the board of directors with respect to the acceptance or refusal of acceptance of any application. The membership year is from January 1 to December 31.
- SECTION 2** There shall be four categories of membership: family, single including spouse, single juvenile and lifetime. The family membership shall consist of husband, wife, and all children in the immediate family who are not older than 17 by January 1. The family membership shall have two votes, the privilege of collecting points, and receive a monthly newsletter; single adult membership shall be any individual member 18 years old or over on January 1 including spouse. The individual member shall have one or two votes, the privilege of collecting points, and receive a monthly newsletter; single juvenile membership shall be any individual member 17 years old or younger on January 2. The single juvenile member shall have the privilege of collecting points, voting in the youth organization, and receive a monthly newsletter. Application for juvenile membership must be signed by a parent or guardian. All juvenile members who are part of a family membership shall have the same privileges of single juvenile members; lifetime membership shall have voting privileges, the privilege of collecting points, and receive a monthly newsletter. Annual dues shall be set by the board of directors subject to ratification by the membership, unless otherwise stated.
- SECTION 3** Dues shall be assessed for each calendar year and renewed no later than January 1. Failure to pay dues by this date shall automatically terminate membership and forfeit the holding of any office or appointive position in the club. Application for membership made after January 1 shall be effective upon the receipt of dues noted on the membership card, in accordance with article 11, section 1, above.
- SECTION 4** Any member may be removed from membership or censured by a majority vote of the members present at any annual meeting or at any special meeting of the members called for the purpose, for a conduct deemed prejudicial to the corporation provided; that such member shall have been served with written notice of the accusation against him/her, and shall have been given opportunity to produce his/her witnesses, if any, and to be heard at the meeting at which such vote is taken.

## ARTICLE III MEETING PROTOCOL

- SECTION 1** The annual meeting of the members shall be within the last 60 days of the current year, at such time and place as shall be provided by the officers and board of directors. The officers and the board of directors shall give written notice of the annual meeting; it's time and place, at least thirty (30) days prior to such meeting. The purpose of the annual meeting shall be to elect the officers and board of directors and to conduct any other business that shall come before it.

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- SECTION 2** If for any reason the annual meeting of the members shall not be called and held on the day designated, such meeting may be called and held as a special meeting and the same proceedings may be conducted as at an annual meeting, provided, however, that the notice of such meeting shall be the same as required for the annual meeting.
- SECTION 3** The order of business at the annual meeting shall be as follows:
- a. Roll call of the board of directors
  - b. Reading of notice and proof of mailing.
  - c. Reading of the minutes of the last annual meeting
  - d. Report of president
  - e. Report of vice president
  - f. Report of secretary
  - g. Report of treasurer
  - h. Reports of regional vice presidents
  - i. Reports of chairpersons and committees
  - j. Election results
  - k. Unfinished business
  - l. New business
  - m. Adjournment
- SECTION 4** Robert's rules of order shall be the governing authority for conducting business. The order of business for all board meetings shall be as in section 3 above. In the absence of objection, the presiding officer may vary the order of business. At board meetings, motions and seconds shall be recognized from board members only. Members not on the board are entitled to discuss any item under consideration by the board. All voting shall be done by roll call vote of the board.
- SECTION 5** The board of directors shall meet at least quarterly, at such time and place as the board shall, from time to time, determine that the board may at its own election cancel such meetings for the months of June, July or August.
- SECTION 6** The order of business at regional membership meetings shall be as follows:
- a. Roll call or sign in of membership
  - b. Reading of the minutes of last meeting
  - c. Treasurers report
  - d. Report of regional vice-president and/or regional state director
  - e. Reports from committees
  - f. Unfinished business
  - g. New business
  - h. Adjournment
  - i. Optional educational program
- SECTION 7** Robert's rules of order shall be governing for conducting business at all regional membership meetings in the absence of objection; the present officer may vary the order of business. All voting members have the privilege of making motions and seconds, and voting at regional membership meetings.
- SECTION 8** Monthly meetings of the regional membership are recommended, but frequency is at the discretion of respective regional membership.
- SECTION 9** A special meeting of the members and/or board of directors may be called at any time by the president, or by a majority of the board of directors, as follows: upon receipt of such specification, setting forth the date and objects of such special meeting, signed by the president, or by a majority of the board of directors, the secretary shall prepare, sign and notify the members of such meeting.

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- SECTION 10** At least seven days prior to the date fixed for the holding of any special meeting of members and/or board of directors, notice of the time, place and purposes of such meeting shall be given to each member. Only business mentioned in the notice shall be transacted at such meeting.
- SECTION 11** It shall be the responsibility of each member to ensure that the membership chairman is properly informed of the members' correct address, including email address. Any petition, ballot or notice to the corporation shall be deemed properly served when the ballots have been received by the secretary, or registered agent.

### ARTICLE IV BOARD OF DIRECTORS

- SECTION 1** The business, property and affairs of this corporation shall be managed by a board of directors, composed of the president, executive vice-president, director at large, secretary, treasurer, regional vice-president, and a regional state director from each of the three regions. These regional representatives shall be elected by the membership of their respective regions. These six (6) regional representatives shall be members of this corporation and shall hold office for the term for which he/she is elected and qualified. The regions shall be designated as follows: region i shall consist of all members residing north of route 10; region ii shall consist of all members residing south of route 10 and west of route 27; region iii shall consist of members residing south of route 10 and east of route 27. Extensions of these boundaries will also determine regional affiliation for out of state members. Any change to the boundaries may be made by a majority vote by the board of directors. Exceptions to the regional affiliations shall be resolved on a case basis by the board. In addition in the event of the re-election of the president, the director-at-large shall be appointed by the board to serve in place of the past president for the remainder of the year.
- SECTION 2** Vacancies in the board shall be filled by a vote of the remaining board members. Each person so elected to fill a vacancy shall remain a board member until a successor has been elected by the members at the next annual meeting.
- SECTION 3** The board shall have the power to appoint such officers, chairpersons and committees as the board may deem necessary for the transaction of business of the corporation. An attempt shall be made to draw upon the expertise of an individual for appropriate positions.
- SECTION 4** A majority of the board of directors shall constitute a quorum. Each member of the board of directors has one vote. Board members shall not act by proxy.
- SECTION 5** Any officer, chairperson or committee may be removed by the board of directors whenever, in the judgment of the board, removal shall be to the best interests of the corporation.
- SECTION 6** No director or officer of this corporation shall receive compensation, except as shall be determined by a majority of the board.
- SECTION 7** The board of directors shall make and enforce such rules and regulations governing the membership and concerning horse shows as it shall deem appropriate to the purposes of this corporation, and such rules and regulations may include sanctions against members or shows and procedures for the application of sanctions.
- SECTION 8** All recommendations by committees shall be submitted to the board for approval. The recommendations must be approved by a majority vote of the board of directors or return to committee for further review.

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**SECTION 9** No resolution or motion to commit this corporation on any matter shall be considered by the corporation until it has been considered by the board.

### ARTICLE V OFFICERS

**SECTION 1** The president shall be selected by election of the membership for a term of two years, alternating years opposite the election of the executive vice-president. He/she shall be the chief executive officer of the corporation. He/she shall preside over all meetings of the board and of members. He/she shall be an ex-officio member of all standing committees.

**SECTION 2** The executive vice-president shall be elected from the membership for a term of two years. Alternating years opposite the election of the president he/she shall perform the duties and exercise the powers of the president during the absence or disability of the president.

**SECTION 3** The secretary shall be elected from the membership for a term of two years, alternating years opposite the election of the treasurer. He/she shall attend all meetings of the members and the board and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. He/she shall notice pending minutes to all board members within ten days of each board meeting. He/she shall give all notices required by statute, bylaws or resolution. He/she shall perform such other duties as may be delegated by the board.

**SECTION 4** The treasurer shall be elected from the membership for a term of two years. Alternating years opposite the election of the secretary. He/she shall have custody of all corporate funds and securities, and shall keep in books belonging to the corporation full and accurate accounts of all monies, securities, and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the board. He/she shall disburse the funds of the corporations as may be ordered by the board, within budgetary constraints, taking proper vouchers for such disbursements. He/she shall render to the president and directors at regular meetings of the board, all his/her transactions as treasurer to date. He/she shall make a report of the final condition of the corporation at the annual meeting. He/she shall prepare and file tax papers with the state of Michigan and/or federal as necessary.

**SECTION 5** A regional vice president shall be elected from the membership of each region by the membership of the respective region for a term of one year, he/she shall act as liaison between the regional organization and the board. He/she shall call, and preside over all regional membership meetings.

**SECTION 6** A regional state director shall be elected from the membership of each region by the membership of the respective region for a term of one year. He/she shall perform the duties of the regional vice president in his/her absence.

**SECTION 7** The immediate past president or individual selected by the president, shall serve a term of one year as director at large, to provide continuity on the board. See article IV Section 1.

**SECTION 8** Each officer shall hold office for the term for which he/she is elected and until a successor is elected and qualified. The term of office shall commence the first day following the annual meeting.

**SECTION 9** Each regional organization shall elect from the respective membership such officers as are deemed necessary for the transaction of the business of the regional organization. These officers shall serve on the regional level only. These regional offices shall be defined by the regional organization at the time of appointment. Each regional organization shall select a person or persons to be responsible for the regional meeting minutes and the regional

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treasury.

- SECTION 10** The board of directors shall have the authority of appointing a director and vice president for any region and not necessarily from that region in the event no one will run for these offices.

### ARTICLE VI ELECTIONS

- SECTION 1** Each family, lifetime and single, including spouse, membership is entitled to one vote per adult member eighteen years and older in person or as provided in article VI, Section 5, at every meeting of members upon each subject submitted to vote.
- SECTION 2** The board shall cause nominations to be made of candidates for the officers and shall nominate at least one member for each vacancy; such nominations shall be noticed to the election committee chair-person not later than forty five days prior to the date of election for inclusion with the slate of nominees proposed by the election committee.
- SECTION 3** Members may make nominations of candidates for the officers by submitting their name to the election committee chairperson not later than forty five days prior to the date of the date of election to be included with the slate of officers proposed by the election committee.
- SECTION 4** Ballots shall be mailed, emailed, or in the wham newsletter, if all nominees are running unopposed, by the election committee thirty days prior to the annual meeting to all members in good standing. Ballots will contain the names of the officers to be elected as well as write in space. Enclosed with the ballot shall be a brief resume as provided by the respective candidates. After marking their ballots, members will return them by mail in the special ballot envelopes provided by the election committee. Ballots will be accepted until seven days (which will be determined by postmark) prior to the election. Ballots will be opened and counted by at least three members of the election committee at the place and time designated by the election committee chairperson prior to the convening of the first board meeting following election. A simple majority will be necessary for election. The election committee will verify that those candidates written in will serve if elected. The results of the election will be announced to the membership in the first newsletter following the election and the term of office of those elected shall begin at the first board meeting following "results" at the annual membership meeting. Ties will be resolved by a simple show of hands by members in good standing present at the annual membership meeting.
- SECTION 5** Consistent with these bylaws, the board may provide such other rules or procedures to facilitate elections.

### ARTICLE VII DISTRIBUTION OF FUNDS

- SECTION 1** All checks, drafts and orders for payment of money shall be signed in the name of the corporation by the state treasurer or the regional treasurers.
- SECTION 2** All disbursements of funds shall be within the budgetary constraints approved by the board and shall require a proper voucher. Any exceptions shall require a vote by the board.
- SECTION 3** The state treasurer shall have direct access to all regional funds. This may be accomplished by requiring the state treasurer to be a joint signer on all regional accounts. In the event of the dissolution of any region, funds remaining in that treasury will be remitted to the state treasurer.

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## ARTICLE VII STANDING CHAIRPERSONS

- SECTION 1** The standing chairpersons shall be appointed by the board yearly. These chairpersons shall be given guidelines and direction from the board and be directly accountable to the board.
- SECTION 2** The membership chairperson shall receive membership applications and dues as per article ii, section 1, and shall maintain an accurate and current membership list to be provided to the state secretary, the regional secretaries, the election committee and others upon request as deemed appropriate by the board. He/she shall provide members with membership cards, current horse show rules and regulations, bylaws, and other materials as may be appropriate.
- SECTION 3** The show approval chairperson shall approve or deny affiliations of shows as per horse show rules and regulations; he/she shall submit denial to the board for discussion and possible exception.
- SECTION 4** The points chairperson shall maintain an accurate and current point count as per horse show rules and regulations, he/she shall publish point count bi-monthly during show season beginning in July. In the newsletter or on the wham website. He/she shall determine the high point winners.
- SECTION 5** The promotional chairperson shall encourage, coordinate, and assist in organizing events and publishing ads promoting W.H.A.M. and the Tennessee walking horse in Michigan.

## ARTICLE IX STANDING COMMITTEES

- SECTION 1** Each standing committee chairperson shall be approved by the board yearly.
- SECTION 2** Each standing committee shall meet at least once yearly. All recommendations by such committees shall be submitted to the board for consideration.
- SECTION 3** The budget committee shall review previous year's budgetary events and recommend a budget for the current year. Committee members shall include both current and previous state treasurers and all regional treasurers.
- SECTION 4** The rules and regulations committee shall review the rules and regulations to update and clarify. Committee members may include show approval chairperson and points chairperson.
- SECTION 5** The bylaws review committee shall review bylaws to update and clarify.
- SECTION 6** The election committee shall consist of two members from each region who shall solicit nominations from the membership for officers and directors and select a slate to be published as per article VI, Section 2. They shall prepare & distribute ballots. The election chairperson shall receive ballots and take to election committee to tally the votes and notice board of results as per article VI.

## ARTICLE X OTHER COMMITTEES

- SECTION 1** It is recommended that the following committees be established by the board:
- a. Promotion Committee shall publicize the activities of WHAM and produce a calendar of events to be printed in the appropriate equine publications, and shall produce the member services guide yearly.

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- b. Youth Activities Committee shall coordinate the interests, needs, and involvement of the youth with WHAM.
- c. Awards Banquet Committee shall be responsible for the planning of the Awards Banquet.
- d. Fund Raising Committee shall organize and administer the raising of funds for the support of the WHAM treasury and shall consist of at least one member from each region.
- e. Futurity Committee shall organize and administer the WHAM Futurity.
- f. Spring Fling Committee shall organize and administer the WHAM horse show.
- g. Michigan State Championship Horse Show Committee shall organize and administer the WHAM horse show.
- h. Expo Committee shall organize and promote events at the Michigan Expos.
- i. Trail Ride Committee shall plan, coordinate and publicize trail rides.

**SECTION 2** Each regional organization may establish such committees as is deemed necessary for the transaction of business of the organization.

### **ARTICLE XI DISSOLUTION**

**SECTION 1** This corporation cannot be dissolved under any circumstances other than by two-thirds vote of the membership. Should the Walking Horse Association of Michigan be dissolved in its entirety at any time, all assets after payment of obligations shall be donated to a non-profit, Michigan horse oriented program. This organization shall decide upon by the remaining officers and members.

### **ARTICLE XII AMENDMENT TO BYLAWS**

**SECTION 1** These bylaws may be amended by the board of directors with of a two-thirds majority of the current board of directors.