

**CORPORATION BYLAWS
OF THE
WESTERN INTERNATIONAL
WALKING HORSE ASSOCIATION**

Adopted August, 2007

CORPORATION BYLAWS
OF THE
WESTERN INTERNATIONAL WALKING HORSE ASSOCIATION

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ARTICLE I. GENERAL

The Western International Walking Horse Association, Incorporated, is organized under the nonprofit corporation laws of the State of Oregon. The corporation objectives shall be to promote all aspects of the Tennessee Walking Horse (hereinafter called Walking Horse), both as a breed as well as the Walking Horse Industry. These objectives include but are not limited to: sponsorship and affiliation of shows, exhibitions and/or competitions for this breed; obtaining certification by the United States Department of Agriculture to train and license Designated Qualified Persons to inspect Walking horses; to license qualified persons to serve as Judges at Walking Horse exhibitions and competitions; to administer and execute rules, regulations and sanctions concerning the conduct and activities of owners, exhibitors, trainers, and breeders of Walking Horses to the extent that said conduct and or activities relate to Walking Horse shows, exhibitions and/or competitions, or to the extent that said conduct pertains to the classifications, conduct and operations of shows, or to general matters affecting exhibitors, judges, designated Qualified Persons and show officials; finally, to do all such lawful acts and things necessary or proper to promote the general welfare of the Walking Horse Industry, for the accomplishment of any objectives set forth herein, or any other objectives which shall be recognized as proper and lawful for such a trade association. This Corporation, notwithstanding any of the foregoing, shall at no time be empowered to engage in any activity whose purpose is not permitted under Section 501 (c) (5) or (6) of the United States Internal Revenue Code as amended, or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE II. MEMBERSHIP AND DUES

All local Tennessee Walking Horse Associations with jurisdiction in the western states and provinces shall be eligible for the active affiliation with this association, subject to approval by the Board of Directors. Annual dues for all such affiliated associations shall be \$100.00 due on or before the annual meeting, except to the extent waived by the Board of Directors of the Corporation. All affiliations shall be from January 1 to December 31. Affiliates may be suspended, admitted, retained, expelled, or readmitted by the Board of Directors for nonpayment of dues or other wise in accordance with such rules and regulations as the Board of Directors (through its Executive Committee) may, from time to time, adopt. Any person who is a paid member of an affiliated club is a member of WIWHA. Affiliated organizations and their members will only be allowed to vote in matters concerning WIWHA through their five (5) directors.

ARTICLE III. CORPORATE OFFICES

The registered office of the corporation shall be located at 1100 SW Sixth Avenue, Portland, Oregon 97204. The corporation may also have offices at other places, either within or out of the state of Oregon, as the Board of Directors may, from time to time, determine, or as the business of the corporation may require.

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ARTICLE IV. DIRECTORS

Section 1. The affairs of the corporation shall be managed by its Board of Directors and an Executive Committee, hereinafter created and empowered, which may exercise all such powers of the corporation. The Board of Directors and Executive Committee shall have the power and authority to make, amend, repeal and enforce the rules and regulations as set forth in the Western International Rule Book, and do all other lawful acts which are not prohibited or directed to required to be performed by other laws under the statutes of the State of Oregon, the Articles of Incorporation or these Bylaws.

Section 2. The number of directors of the corporation may vary, the exact number to be fixed from time to time by resolution of the Board of Directors, so as to permit each affiliate of the corporation to elect five (5) directors as provided in Section 4 hereof. No decrease in the number of directors shall have the effect of shortening the terms of any incumbent director.

Section 3. The initial Board of Directors shall be those individuals named in the Articles of Incorporation, and they shall serve until the first annual meeting, or until their successors are elected.

Section 4. Prior to each annual meeting of the Board of Directors, five (5) new Directors shall be elected by each current affiliate of the corporation to serve from the current annual meeting until the next annual meeting, or until their successors are elected. Any affiliate director must resign if the affiliating organization does not renew their affiliation.

Section 5. A vacancy occurring on the Board of Directors shall be filled by the appointment of the appropriate affiliated association. The new Director shall serve only the unexpired term of his/her predecessor.

Section 6. Whenever a local Walking Horse Association becomes an affiliate of this corporation, the Board of Directors shall, by resolution, increase the number of directors by five (5), and such new affiliate shall immediately elect five (5) directors who will serve until the next annual meeting, or until their successors are elected. A person must be a dues paying member of an Affiliated Association to serve on the Board of Directors.

Section 7. The annual meeting of the Board of Directors shall be held at the annual Oregon-Washington High Points Banquet, at an hour and place to be determined by the President. Notice of the time and place of the annual meeting shall be delivered personally, electronically mailed, faxed, or mailed to each member at least twenty (20) days prior to the date of the meeting. Affiliation fees are due at this meeting; failure to pay will result in a loss of voting rights.

Section 8. Regular meetings of the Board of Directors may be held upon such notice, and at such time and place, as shall be determined by the Board of Directors.

Section 9. Special meetings of the Board of Directors may be called by the Secretary when requested by the President, or when requested in writing by one-third (1/3) of the Directors. Notice of the special meeting shall be given to each Director, either in person, by electronic mail,

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fax, mail, or telephone, and must be received by each Director no less than twenty (20) days prior to the meeting.

Section 10. Meetings shall be conducted under Robert's Rules of Order. A quorum shall exist when twenty-five percent (25%) of the total number of Directors are present. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 11. Any Directors may be removed with cause by the Board of Directors whenever, in the judgment of two-thirds (2/3) of the remaining Directors, the best interest of the corporation shall be served by such removal. The removal shall be without prejudice to the contractual rights, if any, of the person removed. Prior to any removal, the Director sought to be removed must be given reasonable notice of the impending action, and a reasonable opportunity to speak on his/her own behalf before the Board of Directors at a regular meeting.

Section 12. A Director may appoint another member of his/her organization to act as his/her proxy at meetings of the Board of Directors, with the same voting privileges that the absent Director would have if present. If a Director from an affiliate cannot be present at a meeting of the Board of Directors, he/she may, by proxy submitted either by electronic mail, fax, or mail to the President, direct the President to vote on items set forth in the agenda for such meeting. If, for any reason, the agenda is changed, the proxies are void, unless a general proxy is given. Any proxy shall announce who they are representing, prior to the meeting.

Section 13. The Board of Directors of this corporation shall serve without compensation, but, by resolution of the board, all expenses incident to their office shall be paid when incurred in carrying out the purposes of this corporation.

ARTICLE V. OFFICERS

Section 1. The principal officers of this corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. No executive officer can function as a board member. Any officer elected from the board shall allow the affected affiliate to replace the board member.

Section 2. The election of officers shall take place each year at the annual meeting. Each officer elected must be a member of the newly elected Board of Directors.

Section 3. The Board of Directors may elect or appoint such other officers, agents, administrators and other employees as it shall deem necessary or desirable. They shall hold their offices for such terms shall have such authority and perform such duties as the Board of Directors shall determine. The salaries, if applicable, of all officers, agents, administrators and other employees of the corporation shall be fixed by resolution of the Board of Directors.

Section 4. Any officer, agent administrator or other employee elected or appointed by the Board of Directors, may be removed by the Board of Directors whenever, in the judgment of a majority of a quorum, the best interests of the corporation will be served by such removal. Such

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removal shall be without prejudice to the contractual rights, if any, of the person so removed. If any position should become vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 5. On the death, resignation, retirement or removal of any officer, agent, administrator or other employee, all books, papers, vouchers, money and any other property of whatever kind in his/her possession or under his/her control, which belongs to the corporation shall be restored to the corporation.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. The president shall be chief executive officer of the corporation and shall preside at all meetings of the Board of Directors. If the President is not available to run a meeting, the meeting may be run by the Vice President. If neither the President nor the Vice President are available to run a meeting, the President may appoint a designated member to conduct the specified meeting. He/she shall see to the general and active management of the affairs of the corporation, and shall also see that all orders and resolutions of the Board of Directors are carried into effect. The President shall serve no more than three (3) one-year consecutive terms. Upon completion of the term of service as President, he/she shall be ineligible to serve on the Executive Committee for one (1) year.

Section 2. The Vice President shall perform the duties and exercise the powers of President at such time as the President is unable to act, and such other duties as the Board of Directors shall prescribe.

Section 3. The Secretary shall attend all sessions of the Board of Directors and record the minutes of all proceedings in a book to be kept for that purpose. He/she shall also perform like duties for any committee when requested. He/she shall give notice of all meetings of the Board of Directors and committees as required under the provisions of the Oregon Nonprofit Corporation Law, the Articles of Incorporation and these Bylaws. He/she shall also tabulate all the Directors' votes, specifying the Director's name and his/her vote (yea/nay/abstain), and send copies to each affiliating organization to be included in their report to their members. He/she shall also perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he/she shall serve.

Section 4. The Treasurer shall have the duty to receive all moneys and funds of the corporation and shall deposit the same in the bank or banks, designated by the Board of Directors, in the name and to the account of the corporation. Funds shall be paid out only as the Board of Directors approves and directs. He/she shall keep full and accurate books of all accounts, and shall make reports of official financial transactions of the corporation as may be required by the Board of Directors. He/she shall also perform such other duties as may be prescribed by the Board of Directors.

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ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. The Executive Committee is comprised of the President, Vice President, Secretary and Treasurer, and shall have such powers and perform such duties as may be delegated and assigned from time to time by the Board of Directors, except as provided in the Oregon Nonprofit Corporation Law. No members of the Executive Committee shall come from the same household. Vacancies in the membership of the Executive Committee shall be filled by the Board of Directors at a regular meeting, or at a special meeting called for that purpose; vacancies shall be filled by a written ballot vote.

Section 2. The Executive Committee shall conduct its business following Robert's Rules of Order.

Section 3. All actions taken by the Executive Committee shall be reported to the Board of Directors at the meeting succeeding such action and shall be subject to revision, alteration and approval by the Board of Directors, provided, however, that no rights or acts of third parties shall be affected by such revision or alteration. Prior approval from the Board of Directors shall be necessary for expenditures from the general account above \$200.00.

Section 4. Meetings of the Executive Committee shall be called from time to time at the direction and upon the request of any member thereof. Notice of such meetings, unless waived, shall be given to each member at least one (1) day before the meeting, either orally or in writing.

Section 5. All actions taken by the Executive Committee shall be by a majority of those serving on the committee if taken at a meeting or by unanimous written approval if taken without a meeting.

Section 6. The Executive Committee shall keep records of its activities and proceedings, with minutes published to the Board of Directors within fourteen (14) days of such proceedings. All votes taken shall be recorded by the Secretary, specifying by name how each committee member voted (yea/nay/abstain), and reported to the Board of Directors.

ARTICLE VIII. OTHER COMMITTEES

Section 1. The Board of Directors may, from time to time, appoint other committees for such purposes as designated by the board. Each committee shall have such powers and shall perform such duties as may be delegated and assigned by the Board of Directors, except such powers as are prohibited under the Oregon Nonprofit Corporation Law. However, all matters transacted by the committee in the name of the corporation shall be submitted and ratified by the Board of Directors at its next regular or special meeting. Membership of any such committee shall include at least one member of the Board of Directors.

Section 2. The permanent committees shall be the Enforcement Committee, DQP Committee, Horse Show Committee, Versatility Committee, and Futurity Committee. The

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chairpersons of said committees shall be appointed by the President and subject to approval by the Board of Directors.

Section 3. The Enforcement Committee shall be made up of one Director from each affiliated association, with a Chairperson, Records person and the Western International Secretary. The function of this committee shall be to enforce the rules and regulations set forth in the Western International Rule Book and corresponding government regulations. This committee shall also approve the licensing of all Designated Qualified Persons.

Section 4. The DQP Committee shall be made up of a chairperson, and as many others as is deemed necessary. The function of this committee shall be to host the annual DQP Clinic. The chairperson, or his/her designee shall be responsible for the written notification to all DQP's and Western International Directors, at least thirty (30) days prior to the clinic.

Section 5. The Horse Show Committee shall be made up of one Director from each affiliated association. The purpose of this committee is to set the show dates for the Western International Walking Horse show each year, collaborate on show fees and purses, and class list premiums. Meetings of the Show Committee shall be held at least annually to prepare and plan for the upcoming show year, at a mutually agreed upon location. Records shall be kept at these meetings. The committee shall report to the Board of Directors, with a full report to be given at the annual meeting.

Section 6. The Versatility Committee shall be made up of one Director from each affiliated association. The purpose is to provide a venue for Western International Walking Horse shows to demonstrate the versatility of the flat-shod horses and their riders. Meetings of the Versatility Committee shall be held at least annually to prepare and plan for the upcoming show year, and in conjunction with other affiliated shows. Records shall be kept at these meetings. The committee shall report to the Board of Directors, with a full report to be given at the annual meeting.

Section 7. The Futurity Committee shall be made up of one Director from each affiliated association, with a chairperson, secretary and treasurer. The purpose of this committee is to host the Western International Walking Horse Futurity. The Futurity classes shall be held at some mutually agreed upon location. The committee shall report to the Board of Directors, with a full report to be given at the annual meeting.

ARTICLE IX. WAIVER OF NOTICE

Whenever any notice is required to be given to any Director under the provision of the Oregon Nonprofit Corporation law, the Articles of Incorporation and these Bylaws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the required notice. The presence of a Director at any meeting shall constitute a waiver of any notice required for such meeting, except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

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ARTICLE X. ACTION WITHOUT MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by seventy-five percent (75%) of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a vote of such Directors at a regularly convened meeting and may be stated as such in any articles or document filed with the Corporation Commissioner of the State of Oregon or any other government authority, person, or entity.

ARTICLE XI. INDEMNIFICATION

Section 1. The Corporation shall indemnify any person who was or is a party or is threatened with being made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals by reason of the fact that the he/she is or was a Director or officer of the corporation, or is or was serving at the request of the Corporation as Director, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonable incurred by him/her in connection with such action, suit, or proceeding if he acted in good faith and in the manner he reasonable believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her action was unlawful.

Section 2. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in the manner which he reasonable believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding that he had reasonable cause to believe that his conduct was unlawful.

Section 3. To the extent that a Director or Officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith.

Section 4. Unless indemnification is ordered by a court having jurisdiction therein, any indemnification shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the Directors or Officer is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (a) by the Board of Directors on a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, if a majority of such quorum of disinterested Directors so directs, by independent legal counsel (compensated by the corporation) in a written opinion.

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Section 5. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals), or threat thereof, may be paid by the Corporation in advance of final disposition of such action, suit, or proceeding as authorized in Section 4 upon receipt of any undertaking by or on behalf of the ultimately be determined that he/she is entitled to be indemnified by the Corporation.

Section 6. The indemnification provided by the Article shall not be deemed exclusive of or in any way to limit any other rights to which any person indemnified may be or may become entitled as a matter of law, by the Articles of Incorporation, Bylaws, regulation, agreements, insurance or a vote of disinterested Directors or otherwise, with respect to action in his official capacity and with respect to action in another capacity while holding such offices and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE XII. CONTRACTS

In addition to the Officers authorized by these Bylaws, the Board of Directors may authorize any officer(s) or agent(s), of the Corporation to enter into any contract or execute and deliver any instrument in the name of the Corporation. Such authority may be general or confined to specific instances.

ARTICLE XIII. CHECKS, DEPOSITS AND GIFTS

Section 1. All checks, drafts, or orders for payment of money, notes, or other evidences of debt issued in the name of the Corporation shall be signed in such manner by such officer(s) or agent(s) of the Corporation, as shall be determined by resolution, from time to time, by the Board of Directors. In the absence of such determination, such instrument shall be signed by the Treasurer and countersigned by the President.

Section 2. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or device for the general purpose, or any specific purpose, of the Corporation.

ARTICLE XIV. BOOKS AND RECORDS

The Corporation shall keep current and complete books and records of all accounts. The Board of Directors and any Committees having any of the authority of the Board shall keep minutes of their proceedings, and publish the record of such proceeding within fourteen (14)

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days of said proceedings. All books and records of the Corporation may be inspected by any Director for any proper purpose at any reasonable time.

ARTICLE XV. FISCAL YEAR

The Fiscal Year of the Corporation shall begin on the 1st day of January, and shall end on the 31st day of December of the same year.

ARTICLE XVI. DISPOSITION OF FUNDS

In the event the corporation ceases to exist for any reason whatsoever, all funds subject to the control of the corporation at that time, shall be transferred, without consideration to, and only to, the members of the corporation, whom, at that time, are exempt organizations under Section 501(c) (6) of the United States Internal Revenue Code as amended, or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE XVII. DISCIPLINE

Any member of an affiliated association, or any nonmember who exercises any of the privileges thereof or engages in any of the activities encompassed thereby, including, but not limited to exhibition of the 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 the rules and regulations as stated in the Western International rule book and penalties shall be as specified therein. Subject to review by the Board of Directors as to said rules and regulations, the general responsibility for discipline is delegated to the Enforcement Committee and to such other committee and/or divisions as may be designated by the Board of Directors.

ARTICLE XVIII. SEVERABILITY

If any part of these Bylaws shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of all remaining parts shall not be affected.

ARTICLE XIX. AMENDMENT TO BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority of the Directors then in office, at any regular meeting or special meeting called for that purpose.

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CERTIFICATE OF SECRETARY

I, Kimberly D. Swingle, the undersigned Secretary of the Corporation known as The Western International Walking Horse Association, hereby certify that the above and foregoing Bylaws were duly adopted by the Board of Directors of said Corporation as the Bylaws of said Corporation on the 29th day of September, 2007, and that they do now constitute the Bylaws of said Corporation.



Secretary