

PPWHANC BY-LAWS

Article I

Section 1. Title. This Association, which was organized November 4, 1988, shall be known as the Plantation Pleasure Walking Horse Association of North Carolina (PPWHANC), and shall at all times be operated and conducted as a non-profit association in accordance with the laws of the State of North Carolina, and it shall have all such rights and powers as are granted to such associations.

Section 2. Object. The Plantation Pleasure Walking Horse Association of North Carolina was established to promote the natural flat-shod Tennessee Walking Horse as the ideal pleasure mount and unite people with the same interest.

Section 3. The principal place of business of this Association shall be Raleigh, Wake County, North Carolina, but its members may be residents of any state, territory or county, and business may be carried on at any place convenient to such members or officials as may be participating. Only Bona Fide residents of the State of North Carolina may hold office in this Association.

Article II

Section 1. Members of this Association shall be admitted, retained and expelled in accordance with such rules and regulations as the Board of Directors may from time to time adopt.

- A.** Adult Membership (18 years of age or more) is entitled to one vote, per voting issue, during membership meetings.
- B.** All persons voting must be PPWHANC members at least 90 days prior to election of directors.

Section 2. Regular meetings of the members shall be at such time and place as may be fixed by resolution of the Board of Directors for the purpose of electing new directors and for the transaction of such other business as may be brought before the meeting. Notice to members shall be given not less than ten (10) days before said meeting, by written or oral notice, if it is reasonable under the circumstances and not prohibited by the Articles of Incorporation or these By-Laws. Notice may be communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television or other form of public broadcast communication.

Section 3. Special meetings of the members may be held at such time and place as may be designated in written notice to the members of the Board of Directors or President, or by not less than twenty-five (25) percent of the members then in good standing. Notice of each such special meeting shall state the purpose of the meeting and shall be given in the same manner as provided with respect to notice of regular meetings (Article II, Section 2).

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

Section 5. An Officer of the Association shall act as Chairman of each such meeting with precedent being given as follows: President, Vice-President, and Secretary. In the absence of all such officers, the members present may elect a Chairman. The Secretary of the Association shall act as secretary of all such meetings of the members, but in his/her absence, the President or Acting Chairman may appoint any person to act as Secretary of the meeting.

Section 6. All annual membership dues shall come due on January 1 of each year. Members shall have from January 1 to March 1 to make payment or they shall forfeit their membership from PPWHANC.

Article III

Section 1. The business and property of the Association shall be managed and controlled by the Board of Directors.

Section 2. A majority 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, the meeting shall be adjourned until a quorum shall be present. The Immediate Past President shall be a member of the Board of Directors with voting privileges.

Section 3. In the case of any vacancy in the Board of Directors by death, resignation, disqualification or removal, the remaining Directors by vote of a majority thereof may elect a successor director for the unexpired term.

- A.** Any Director missing three (3) consecutive meetings without a valid excuse or notification of the President may be subject to removal by the Board.
- B.** No voting substitutes will be allowed; however, any PPWHANC member may attend any and all board meetings.

Section 4. A regular meeting of the Board of Directors shall be held within 30 days following the annual election of new

Board members. No notice shall be required for such regular meeting of the Board.

Section 5. Special meetings of the Board of Directors shall be held whenever called by direction of the President, or by two-thirds (2/3) of the Directors. The Secretary shall give notice of each special meeting by the normal means of communication as set forth in Article II, Section 2 of these By-Laws to each Director at least seven (7) days prior to such meeting, but such notice may be waived by the President.

Section 6. The written contracts of the Association shall be executed in behalf of the Association by the President or Vice-President and attested by the Secretary.

Section 7. 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 these By-Laws, as they may deem proper relating to the conduct, management, and activities of the Association, all however, subject to revision or amendment by the majority of the members at any regular or special meeting.

Section 8. The Board of Directors, from time to time, may create and empower other committees, general and special.

Section 9. The Board of Directors shall consist of twelve (12) elected members. All Directors shall be members in good standing in the Association. Each Director shall hold office for a period of three (3) years with the exception that the composition of the original Board of Directors shall be such that one-third (1/3) of the members are elected for a period of one (1) year, one-third (1/3) of the members are elected for a period of two (2) years, and one-third (1/3) of the members are elected for a period of three (3) years in order that the terms of office of the Board of Directors be staggered so that four (4) Directors shall be elected annually.

Section 10. The Board shall have the option to increase the number of board members when and if deemed necessary and will be elected by membership vote. They may also draw up further standards for board membership, such as geographic location of residence.

Section 11. Election of Officers. The election of President and Vice-President of PPWHANC shall take place at the initial board meeting after election of new Board members. Officers shall be current members of the board. Only current board members in good standing shall vote.

Section 12. Officers (with the exception of Secretary and Treasurer) are limited to serve only two (2) consecutive years in a specific position.

Section 13. The offices of Secretary and Treasurer shall be appointed by the President with Board approval required. There is no limit on terms eligible to serve.

Section 14. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Board of Directors. He/she shall see that all By-Laws, Rules and Regulations of the Association are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors. He/she shall be an ex-officio member of all committees.

Section 15. In the absence of the President, the Vice-President shall perform the duties of the President and such other duties as may be prescribed by the Board of Directors.

Section 16. The Secretary, who is appointed from the Board, will keep minutes of all Directors' meetings and membership meetings and be responsible for the safekeeping of all documents and records of the Association.

Section 17. The Treasurer shall be appointed from the Board, will be a voting member of the Board, shall receive, disburse and account for all funds received in the name of the Association, by itemized statements in detail to each annual meeting of the members and to the Board of Directors as requested; shall make a report of this office to the Board of Directors as requested, and to all regular membership meetings.

Section 18. No Director or Officer of the organization shall receive any salary for or in connection with his or her services as a Director or Officer of the organization. Directors and Officers may be reimbursed for reasonable expenses incurred in the performance of their duties as Directors or Officers of the organization. However, in no event shall an Officer or Director receive reimbursement or compensation that would not be deemed reasonable "compensation" in accordance with the provisions of Internal Revenue Code Section 162.

Section 19. In the event of dissolution or other termination of the organization, all assets which remain after the discharge of the organization's liabilities shall be distributed by the Board of Directors to one or more organizations provided that such organizations are themselves exempt from income tax under Code Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any future law or to the federal, state or local government exclusively for public purpose.

Article IV

Section 1. Changes or amendments of the By-Laws, recommended by the Board must be approved by a vote of two-thirds (2/3) majority of the general membership. However, under no circumstances shall the members amend the By-Laws so that the organization may operate other than exclusively for non-profit purposes.