

Adopted January 4, 2003

BYLAWS OF THE NORTHWEST GAITED HORSE CLUB

ARTICLE I Definition

This organization shall be known as the Northwest Gaited Horse Club. It is a non-profit, 501(c)(7) organization. The principal office shall be held at 21105 SE 155th PL, Renton, WA, or such other location as may be designated by the Governing Board from time to time.

ARTICLE II Purpose

The purpose of the organization is to promote all naturally gaited horse breeds in the Pacific Northwest for pleasure or show; to provide support and encouragement to gaited horse owners and enthusiasts; to conduct all related lawful activities; to support barefoot and keg shod gaited horses, with a maximum shoe size of 3/8" x 3/4" on lite shod Tennessee Walking Horses in accordance with WIWHA rulebook; while prohibiting artificial action devices, additional weight, or evidence of soring.

ARTICLE III Membership

Membership shall be open to all those interested in gaited horse breeds who desire to make application. Membership shall commence with the completion of application and receipt of dues. The membership year will run from January 1 to December 31.

- A. Individual Membership. Any person who is eighteen years or older and is willing to support the club's purpose as stated in Article II. An individual member will be entitled to one vote in the organization.
- B. Family Membership. Immediate family of adult(s) and minor children residing in the same household who are willing to support the club's purpose as stated in Article II. A family membership will be entitled to one vote per adult. Only the adults may hold office.
- C. Termination of Membership. Membership shall be terminated upon resignation of the member or when dues become overdue. Members are also subject to termination if they are found violating the stated purpose of the club, or are a bad image to the horse community. A review by members of the board will determine whether a member is terminated or retained.
- D. Other categories. The Governing Board may establish additional categories of membership and dues from time to time.

ARTICLE IV General Membership Meeting, Voting

General membership meetings shall be held no less often than once each year, as determined by the Governing Board or that number of members that then constitute a quorum of members with voting privileges, by providing all members with a notice of the time and place for the meeting, as further specified below.

A quorum of members at meetings shall be the lesser of six, or 25%, of members entitled to vote. Matters voted on by the membership shall be passed by simple majority vote of those physically present and entitled to vote.

The Governing Board in its discretion may allow and provide in a notice of a general membership meeting that members may attend at their own expense by teleconferencing, under circumstances where such means are available and will allow for reasonable participation. Such attendance will then constitute physical presence.

Any business of the membership may also be conducted by written ballot and approved by a simple majority of those entitled to vote, as further specified below.

The general membership shall have the power to approve, ratify and/or prospectively revise all written rules and regulations, and dues and fees, proposed or previously established by the membership of Governing Board. The following matters must be submitted to the general membership for prior approval:

- Amendment of the Bylaws;
- Election of the Governing Board;
- Any matter submitted to the membership for approval by the Governing Board;
- All matters advisory to the Governing Board by the membership;
- Dissolution of the organization

ARTICLE V Governing Board

All business and operations of the organization shall be conducted by the Governing Board, other than those matters reserved to the general membership as set forth above.

The Governing Board shall consist of no less than four or more than eight members of the organization. A quorum of the Governing Board for transaction business shall be three members.

The Governing Board shall meet from time to time as reasonably necessary to effectively conduct the business of the organization. The Governing Board shall, to the extent practicable, provide reasonable notice to the membership of their regularly-scheduled meetings, which shall be open to attendance by the membership.

Terms of office shall be for two years, beginning July 1 of the year a member is elected. The Governing Board shall prepare a list of candidates for election to the Board to be presented to the general membership for vote. Any member of the organization may stand for election to the Governing Board by submitting his or her name to the Board for inclusion on the ballot, at least three weeks prior to any membership meeting at which elections are to be held, or before ballots are to be mailed.

If a vacancy occurs in any seat on the Governing Board, the remaining Board members shall, in the case of an officer, or may, in the case of a member at large, appoint a replacement to serve until the next regular election. If any Board member fails to attend three consecutive meetings, without good cause, the board may deem in its discretion that a vacancy has occurred and appoint a replacement.

The governing Board shall have the power to appoint committees and to delegate to them all relevant and necessary powers for their purposes.

ARTICLE VI Officers

Immediately after election, the Governing Board shall meet and elect Officers, which shall at a minimum include the President, Vice President, Secretary and Treasurer. Members of the Board not designated as Officers shall be Members at Large. The officers' duties shall include the following, and any additional duties specified by the Board:

- A. President. The president shall preside at all meetings; shall see that the rules and regulations of the organization are faithfully followed; shall see that all officers perform their duties in a proper manner; and shall perform such other duties as pertain to the office.
- B. Vice-President. The vice president shall assist and advise the president; shall serve as presiding officer in the absence of or at the request of the president; and shall perform such other duties as pertain to the office.
- C. Secretary. The secretary will maintain complete and current records of all meetings, and current copies of the Regulations, Articles, Bylaws; shall maintain a current list of members, shall answer correspondence; shall supervise a newsgroup and perform moderator duties, shall perform such other duties as pertain to the office.
- D. Treasurer. The treasurer shall maintain accurate financial records of the organization; shall receive all funds; shall hold or disburse funds as authorized; shall report regularly to the membership on the financial condition of the organization; and shall perform such other duties as pertain to the office.

ARTICLE VII
Notices and Ballots

Unless otherwise specified in these Bylaws, any notice or ballot provided for herein of or for any matter shall be deemed delivered to a member by use of any of the following means no less than three weeks prior to the event noticed:

- A. Being deposited in the U.S. Mail, first class postage prepaid, to the last address provided by the member to the organization;
- B. Being sent by email or fax to a member who has provided an email address or fax number approved for such purpose;
- C. Physical delivery;
- D. Any other means approved by the general membership.

Inclusion in a newsletter or other general communication to the membership shall constitute notice under paragraph A if timely mailed.

ARTICLE VIII
Dissolution

Upon dissolution of the organization, after paying or making provision for the payment of all the liabilities of the organization, any other assets shall be distributed to any other non-profit organization as the membership shall designate at a final dissolution meeting. Any such assets not so disposed of shall be paid as directed by the Court of Common Pleas of the County in which the principle office of the organization is then located, exclusively for such purposes as said Court shall determine.