

**TENNESSEE VALLEY  
PASO FINO HORSE ASSOCIATION, INC.  
CORPORATE CHARTER**

Revised 11/14/05

**ARTICLE ONE**

SECTION A.

1. The undersigned have on this date resolved to organize a membership association for the purposes set out in this charter; and do by affixing our signatures hereto approve and adopt these articles of incorporation.

2. The name of the association created by this charter shall be "Tennessee Valley Paso Fino Horse Association" (herein and otherwise more commonly referred to as "TV-PFHA").

3. This association shall be an affiliate of the "Paso Fino Horse Association, Inc.", (herein and otherwise more commonly referred to as "PFHA").

4. These articles are adopted in accordance with the provisions of the constitution of PFHA, and TV-PFHA shall be guided by PFHA "Show Rules" which are hereby adopted as if fully set out herein.

**ARTICLE TWO**

SECTION A.

1. This Association shall be a non-profit corporation organized for public education and general welfare purposes.

2. This Association shall at no time nor under any circumstances be used for personal gain of any member, except that: Salaries may be paid to members appropriately employed; and funds may be reimbursed or advanced to members for expenses incurred in behalf of the Association.

**ARTICLE THREE**

SECTION A.

1. The goals and objectives of this Association shall in the broadest sense include but not be limited to: educate, instruct, inform, enlighten and interest people in proper methods of Paso Fino care, treatment, training, handling, grooming and riding techniques; sponsor and conduct horse shows, clinics, forums, seminars, exhibits and work-shops; and publish articles, distribute literature, periodicals, and films intended to enhance, improve, promote, cultivate and protect the breeding practices, characteristics and heritage of the Paso Fino horse.

**ARTICLE FOUR**

SECTION A.

1. Any person interested in the purposes and objectives of this Association shall be eligible for membership.

2. Membership dues shall be as prescribed by the Board of Directors in By-Laws adopted by the Board pursuant to the provisions of this charter.

3. Categories of membership and procedures for admission shall be determined by the Board of Directors and shall be clearly defined in such By-Laws; provided however that there always be general members, each of whom shall be entitled to vote on an equal basis, and to participate in all of the activities of the Association.

4. The following persons have participated in the creation and incorporation of this association and shall for all intents and purposes be considered "Charter Members" with all of the rights and privileges of general membership: Joseph O. Denis, John Creech, Liz Puckett, Susan W. Denis, Debbie Eldridge, Gayle Pullen, Maxwell V. Judas, Jennifer Geer, Dan Rawley, Moira E. Judas, Roger Hand, Joan Rawley, Gene A Reed, Marsha Hand, Pat Sonberg, Doris Reed, Herbert Holden, Sam Snelgrove, Kay Reed, Hubert Holden, Scott Pallot, Candice Burger, Kenneth Montgomery, Linda Pallot, Margaret Burger, Jo C. Montgomery, Alberta Pallot, Cecil D. Burger, Tim Montgomery, Marni Pallot, Glen Barnard, June Musil, Bill Pallot, E. Liz Rawley, L. R. Smith

## **ARTICLE FIVE**

### **SECTION A.**

1. General Membership meetings shall be called and convened in the spring and fall of each year, at times and locations to be determined by the Board of Directors.
2. Special meetings of the general membership may be called: By the President; or By a written petition signed by a majority of the Directors; or By a written petition signed by not less than 25% of the total current membership.
3. Notices of all general membership meetings shall be sent to all members at least 20 days in advance of the date of each meeting; and such notices shall include but not be limited to date, time, location and a list of agenda items.
4. Minutes of the proceedings shall be taken by a secretary who shall be present; and then transcribed for distribution to all members not later than 30 days following the dates of such meetings.

## **ARTICLE SIX**

### **SECTION A.**

1. Officers of this Association shall be elected every other year, for terms of two years or until their successors have been elected and installed.
2. Elections of Officers and Directors of the Association shall be conducted at the regular general membership meeting convened in the fall of each year.
3. All elected Officers shall be members of the Board of Directors.
4. By-Laws may be adopted that provide for the election or appointment of Officers other than those listed in this Charter when and if deemed necessary or in the best interest of the Association.
5. Officer and Director vacancies may be filled by the Board of Directors in such manner as may be provided in the By-Laws.
6. Except as herein provided, the President shall not serve in any other elective capacity.

## **ARTICLE SEVEN**

### **SECTION A.**

1. The membership shall elect a President who shall be: Chief executive officer; Presiding officer at membership meetings; Chairman of the Board; Regional representative on the PFHA Board (with discretionary authority to appoint a member of the Board of this Association to serve in his stead as such regional representative); And, shall have such other authorities or responsibilities as may be elsewhere provided in this Charter or in the By-Laws.
2. The membership shall elect at least one Vice President who shall be the acting president with all the obligations and powers of that office in the event of the absence or inability of the President to serve; And who shall have such other responsibilities and authorities as may otherwise be prescribed herein or in the By-Laws.
3. In the event By-Laws provide for the election of more than one Vice President, each Vice President shall be ranked in designated senior positions entitled for purposes of succession to the presidency.
4. The membership shall elect a Secretary who shall be responsible for transcribing, maintaining and distributing minutes of all membership and Board meetings; And for performing such other secretarial functions as may be required by the President or in the By-Laws.
5. The membership shall elect a Treasurer who shall be the chief custodian of all funds received or collected for the Association and shall deposit such funds in a bank or in banks designated by resolution of the Board of Directors; Who shall be responsible for the maintenance of accurate records of all financial transactions conducted in behalf of the Association (including but not limited to the collection of dues); And who shall present current financial statements of condition at all regular membership meetings and as may be required by the President or the Board of Directors; And who shall perform such other duties as may be prescribed in the By-Laws.
6. The President with the approval of the Board of Directors shall appoint a Parliamentarian who shall be learned in Parliamentary and Judicial proceeding. The Parliamentarian shall be the arbiter in all disputes relating to rules of order during the conduct of all official meetings and adjudicate all matters in dispute relating to the meaning or intent of Articles and Sections contained in this Charter, or in the provisions of the By-Laws, or in any other rules adopted by this Association or committee thereof.

## **ARTICLE EIGHT**

### **SECTION A.**

1. The membership shall elect a Board of Directors consisting of not less than three members who are not elected Officers of this Association.

2. The Board of Directors shall be the policy making or governing body of this Association.

3. The Board of Directors shall convene and conduct quarterly annual meetings on dates and at locations as shall be designated by the President; And such meetings shall be as evenly spaced throughout the year as practicable.

4. A majority of the Board shall constitute a quorum; And a majority of those present shall constitute authority to take appropriate and decisive action.

5. The Board of Directors shall diligently pursue the goals and aims of this Association; Conduct normal and routine business transactions in pursuance thereof; And shall be empowered to adopt By-Laws for the accomplishment of such activities; And for the establishment of rules for the conduct of meetings and for the governance of this Association as provided in this Charter.

6. Special meetings of the Board may be called and convened by the President or by written petition if not less than four Directors.

7. The President with the approval of the Board shall appoint an executive Committee of the Board, consisting of not less than three Directors, no more than 2/3's of whom shall be Officers; And the Executive Committee shall be authorized to act upon matters that must be dealt with between Board meetings.

8. The By-Laws shall prescribe the number of members required to constitute a quorum at membership meetings and establish rules for voting by Proxy; And shall provide that a Vice President may act as Secretary and/or Treasurer and that one person may hold the officer of Secretary and Treasurer of this Association.

## **ARTICLE NINE**

### **SECTION A.**

1. This Charter may be amended at any meeting of the membership of this Association provided that; Notice of intention to propose an amendment to the charter shall be sent to the membership at least 30 days prior to the meeting date; Such notice shall contain the text of the amendment or amendments, and state the purpose or purposes and intent; And a 2/3 favorable vote shall be required for adoption.

## **ARTICLE TEN**

### **SECTION A.**

1. The membership may dissolve this corporation by election at any meeting of this Association and the procedure to do so shall be the same as it is to amend this Charter.

2. Should such dissolution occur or should this corporation be otherwise dissolved, all of its assets shall be transferred or assigned to a non profit organization dedicated to the same or similar purposes.

THE SUBSCRIBERS HEREBY ADOPT THIS CHARTER AND THESE ARTICLES OF INCORPORATION ON THIS DAY OF MAY, 1983, IN BEDFORD COUNTY, TN, AND HEREBY RATIFY ITS CONTENT FOR THE PURPOSES HEREIN ABOVE EXPRESSED.

AMENDED MAY 7, 1989 BY VOTE OF THE GENERAL MEMBERSHIP  
AMENDED MAY 10, 1997 BY VOTE OF THE GENERAL MEMBERSHIP

## **BY-LAWS TENNESSEE VALLEY PASO FINO HORSE ASSOCIATION**

1- Regular membership meetings of the Association shall be conducted in the spring and fall of each year after notice as required in the Charter.

2 - Board meetings shall be held quarterly as follows: One (1) on the Days of each regular membership meeting and two (2) in each of the other quarters as provided in the Charter.

3 - Membership dues shall be as follows: Individual Membership \$15.00, Couple Membership \$20.00, and Family Membership \$25.00 for the year, ending September 30 of each year and thereafter as established from time to time in the By-Laws.

4 - The President of the Association shall appoint the following standing Committees: Membership, Show and Nominating; and other Committees as may be deemed necessary and proper.

5 -The Secretary shall keep a permanent record of Association Board of Director and General Membership Meeting Minutes to be available at Membership Meetings or by individual request. (10/92)

6 -The Board of Directors will adopt policies that determine how the Association functions. These policies will be recorded in the Board of Directors minutes. (10/92)

7 - Regularly scheduled General Membership Meetings shall require no quorum. (5/93)

8- The Secretary shall keep a current list of Board Policy statements and shall update the list at least semi-annually. (1/94)

9 - To clarify Article Nine, Section A, a 2/3 favorable vote of members present or represented by proxy shall be required for adoption. (8/96)

10- Family Memberships in the Association shall include children up to the age of eighteen (18) by the beginning of the membership year. (10/96) Members may vote by proxy in official actions of the Association. Proxies shall apply to any vote taken at the membership meeting for which the proxy has been assigned. Proxies shall be signed by the member so voting in the presence of one subscribing witness and either mailed or turned in, immediately preceding the election, to the Secretary of the Association. (1/97)

11 - A contingency fund of \$30,000 is created as a safeguard in the event a possible or unlikely happening or condition occurs which would cause TVPFHA to be unable to continue as a viable organization without the use of this money. Assets from this fund can be used only with the approval of 2/3's of the membership. (10/03) **Amended 3/04:** to read "A contingency fund of \$30,000 is created as a safeguard in the event a possible or unlikely happening or condition occurs which would cause TVPFHA to be unable to continue as a viable organization without the use of the money. Assets from this fund can be used only with the approval of 2/3's of the membership present at an official membership meeting."

12 - All memberships expire September 30th of each year. Members may renew their memberships at the fall membership meeting without loss of voting rights provided they were "members in good standing" whose membership expired on September 30 of the same year. (4/05)

13 - A first time buyer may be given a free associate membership that is good until October 1<sup>st</sup>. No matter when the associate membership is given, it will expire on October 1<sup>st</sup>. Associate members do not have voting rights. To be eligible to vote, one must pay their dues and wait 90 days for first time members. (4/05)

14 - A member in good standing is defined as a member that does not owe unpaid monies to the association, is current in the payment of dues, and has not engaged in conduct that is financially detrimental to the association. (4/05)

15 - Memberships shall be revoked or suspended if any of the items listed below apply and will no longer be considered a member in good standing with TVPFHA. They will not be eligible to participate in any TVPFHA activities until the BOD reinstates their "member in good standing" status. (4/05)

- A - Non-payment of any fees for shows, sponsorships, advertising, in essence any money owed to the region.
- B - Anyone flagrantly breaking the Charter & By-Laws (as determined by the Board) who doesn't respond to a request from the board to bring their conduct into compliance with the rules.
- C - Anyone who's conduct is determined to be financially detrimental to the association
- D - Anyone bringing legal action against the region
- E - Anyone making threats of lawsuits against any Board Members in an attempt to intimidate or influence Board member actions or decisions. (4-05)

16 - A new member must be a member in good standing for 90 days before being eligible to vote. (4/05)

17 - For rules guidance, the following sources, in the following order, must be consulted and used: (1-First) TVPFHA Charter, By Laws, and Board Policies; (2-Second) PFHA Charter and By Laws; (3, third) Roberts Rules of Order. Where there is conflict between the sources, the first source where the rule is addressed (number 1,2, or 3) will be used. (4/05)

18 - The principal place of business for TV-PFHA shall be located in Murfreesboro, Rutherford County, Tennessee. Any and all legal action shall be filed in Rutherford County. (11/11/05)

19 - The Board of Directors reserves the right to review, reject, or revoke the application of any individual (including immediate family members) whose conduct violated the TVPFHA Charter and By-Laws or whose past conduct is deemed to be financially detrimental to the region and/or in violation of the Code of Ethics as detailed in the PFHA Constitution. (11-14--05)

20 - Individuals or applicants who are rejected or revoked have the right to request a due and proper hearing before the Board of Directors (BOD) at which time the applicant or former member is afforded an opportunity to be heard and defended on all charges. (11-14-05)

21 - The Board, within 90 days of the request for a hearing, will set a time, date and location for the hearing. Overturning a revocation or rejection for membership will require a 2/3 majority vote of the BOD present. Applicants / former members who are unsuccessful at the BOD level may appeal in writing to the BOD within 30 days of the BOD hearing and request a due and proper hearing from the general membership at the next scheduled membership meeting. The applicant / former members revocation or suspension will be over turned by a 2/3 majority vote of the membership present. (11-14--05)

22 - Revoked or rejected membership applicants (including family members) may not participate in TVPFHA sponsored activities. (11-14-05)

23 – Amend January 14, 1995 Board Policy to require Treasurer to prepare quarterly financial statements in lieu of a monthly statement. (8-17-06)

#### **TENNESSEE VALLEY PASO FINO HORSE ASSOCIATION BOARD POLICIES**

27 Sept '92--Monthly Treasurer's reports to be sent to all Board of Director members.

8 May '93--Each regional Show Chairman submit a detailed financial statement to the Board of Directors within 90 days after the event.

27 May '93--Committees responsible for TN Valley PFHA-sponsored events report to the Board of Directors a minimum of 90 days before the event for final approval of the event.

27 May '93--TN Valley PFHA fiscal year begins October 1.

- 19 Aug '93--Newly-elected Board of Directors meet at the annual Fall General Membership meeting.
- 9 Oct '93--The region awards a free one-year membership in Tennessee Valley to first-time Paso Fino buyers. Sellers should submit the completed membership form to the Secretary.
- 8 Jan '94--The Secretary conduct a survey before each national PFHA Membership Convention regarding rule changes that the region wishes to enact. The regional delegate will vote each individual's wishes, with the remainder of regional votes to be voted according to his/her best judgment.
- 8 Jan '94--The Treasurer be bonded in the amount of \$50,000.
- 6 Aug '94--Association members must have authorization to purchase from a Committee Chair or Executive Committee member, and submit a reimbursement request in writing for approval by a Committee Chair or Executive Committee member. The person requesting reimbursement shall forward the request to the Treasurer within 60 days of expenditure.
- 14 Jan '95--The Secretary summarize business from the Board of Directors meetings and submit a report for publication in the TN Valley newsletter.
- 14 Jan '95--The Treasurer prepare a quarterly financial status report as approved by the Board of Directors for publication in the newsletter.
- 14 Jan '96--Returned Check Policy: 1) \$20 fee for all returned checks 2) Notification by certified mail with a return receipt for issuers of returned checks with two weeks notice to make good on the debt 3) If no resolution has occurred within two weeks, the debt will be referred to the Paso Fino Horse Association national office for further action.
- 14 Jan '96--Check Deposit Policy: Checks payable to the TVPFHA are to be deposited within 30 days of receipt. This applies to all committees and functions. If received by any other than the Treasurer, the check(s) should be forwarded immediately to the Treasurer in order to follow this policy.
- 14 Jan '96--Debts owed to TVPFHA: Any member of a family membership owing money to TVPFHA will not be allowed to participate in any TVPFHA sponsored function until the debt is paid.
- 17 Oct '98--A clause is to be added to a judge's contract which will make the judge accountable for failure to come to a show at the last minute.
- 15 Jan '00--A financial committee is to be appointed annually to oversee all finances of the region.