

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

Revised 11/15/08

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 TVPFHA shall be guided by PFHA "Show Rules" which are hereby adopted as if fully set out herein.

5. The principal place of business for TVPFHA shall be located in Murfreesboro, Rutherford County, Tennessee. Any and all legal action shall be filed in Rutherford County.

6. Where this document is silent, TVPFHA shall consult and be guided by the following resources, in the following order, (1, First) PFHA Charter and By Laws; (2, Second) USEF Rules. Where there is conflict between the resource rules, the first resource where the rule is addressed (numbers 1 or 2,) will be used.

7. Roberts Rules of Order will be used for procedural guidance.

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 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. To revoke or change an existing By-Law adopted by the Board of Directors requires 20 days notice by mail and a 2/3 vote of the membership present at a membership meeting.

5. 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.

5 - Regularly scheduled General Membership Meetings shall require no quorum.

6- Family Memberships in the Association shall include children up to the age of eighteen (18) by the beginning of the membership year. 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.

7 - All memberships expire December 31st 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 December 31st of the same year.

8 - 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.

9 - A new member must be a member in good standing for 90 days before being eligible to cast votes for the election of members of the governing body of TVPFHA.

10 - A first time buyer may be given a free associate membership. Free first time memberships will expire on December 31st. Associate members do not have election voting rights. To be eligible to vote for the election of officers, first time members must pay dues 90 days prior to casting election votes.

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 and ratified by the membership at the next scheduled membership meeting.

6. Except as herein provided, the President shall not serve in any other **elective** capacity on the regional or national level.

7. Members of the Board of Directors must be residents of the state of Tennessee.

8. To be eligible to serve as a Member of the Board of Directors, individuals must have been continuous members of the region for at least 3 years.

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; 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, both receivables and payables for the Association and shall deposit such funds in a bank or in banks designated by resolution of the Board of Directors. The treasurer shall be responsible for using the funds of the region for the payment of region expenses. The Treasurer 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. If the appointed Parliamentarian is a member of the Board of Directors, they shall retain their voting rights as a Board Member.

7. The Board of Directors shall elect a regional representative from the Board of Directors of the Association to serve as the PFHA delegate and attend all PFHA Board of Director meetings.

8- Impartiality shall be maintained by the Board of Directors in that immediate family members (spouses, fathers, daughters, mothers, sons, siblings), business partners/associates, and/or employee/employer relationships are prohibited from serving together as voting members of the Board of Directors.

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 twice yearly 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 of members present or represented by proxy 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.

ARTICLE ELEVEN

SECTION A

SUSPENDED, REVOKED, OR DENIED MEMBERSHIPS

1 - Memberships shall be denied revoked, or suspended, if any of the conditions listed below apply and said members will no longer be considered a member in good standing with TVPFHA.

A - Non-payment of monies owed to the region.

B - Flagrant violation of the Charter & By-Laws (as determined by the Board) and refusal to respond to a request from the board to bring their conduct into compliance with the rules.

C - Conduct determined to be financially detrimental to the association

D - Bringing legal action against the region

E - Making threats of lawsuits against any Board Members in an attempt to intimidate or influence Board member actions or decisions.

2 - Revoked or rejected membership applicants (including family members) may not participate in TVPFHA sponsored activities.

3 - The Board of Directors reserves the right to review, reject, or revoke the application for membership 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.

4 - Individuals or applicants whose memberships 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.

5 - 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.

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

AMENDED NOVEMBER 15, 2008 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 - Membership dues shall be as follows: Individual Membership \$15.00, Couple Membership \$20.00, and Family Membership \$25.00 for the year, ending December 31st of each year and thereafter as established from time to time in the By-Laws.

3 - 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.

4 -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)

5 -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)

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

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

8 - A contingency fund 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 3/05:** to read "A contingency fund 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."