

**BY-LAWS OF THE
WALKING HORSE OWNERS'
ASSOCIATION OF AMERICA, INC.**

**ARTICLE I
TITLE, MISSION, OBJECTIVES, LOCATION, CORPORATE SEAL**

SECTION 1. TITLE: Pursuant to its Articles of Incorporation under the laws of the State of Tennessee this Association shall be known as the Walking Horse Owners' Association of America, Inc., and shall at all time be operated and conducted as a non-profit association in accordance with the laws of the State of Tennessee providing for such organizations and by which it shall acquire all such rights as granted to associations of this kind.

SECTION 2. MISSION STATEMENT: To vigorously represent the interest of all members in all matters pertaining to the Tennessee Walking Horse. To advocate for fair play and equal treatment of all members. To promote the well-being of the Tennessee Walking Horse so as to ensure the humane treatment of all Tennessee Walking Horses. To aid in the development of standards and rules which will eliminate unfair or unlawful practices affecting the Tennessee Walking Horse.

SECTION 3. PURPOSE: The objects and purposes for which the Association are organized are:

1. To improve, expand, supervise, foster and promote all disciplines of the breed known and designated as the Tennessee Walking Horse on a national and international basis, at all times keeping foremost the well-being of the breed and promoting the good image of the Tennessee Walking Horse while establishing standards and educating the public on any and all matters relating or pertaining to the history, breeding, exhibition, publicity, sale, health, or improvements of said breed;
2. To develop and educate the public in equestrian safety and care standards for the care, riding, and training of Tennessee Walking Horses;
3. To encourage and engage in research for the improvement and better understanding of the Tennessee Walking Horse and equestrian science, including the development of a positive identification program for Tennessee Walking Horses to aid in the enforcement of the Horse Protection Act and for the betterment of the breed;
4. To cooperate and partner with other organizations that foster and promote the Tennessee Walking Horse and equine interests, including humane associations, trainers' and breeders' associations, and other groups with common interests and objectives;
5. To cooperate with and assist governmental agencies in the development of programs relating to Tennessee Walking Horse activities;

6. To assist State and Federal authorities in the enforcement of all laws enacted to assure the humane treatment of horses, including, but not limited to, full cooperation with the United States Department of Agriculture in its responsibility to enforce the Horse Protection Act of 1976, and any amendments thereto;
7. To acquaint and educate the public on the Horse Protection Act of 1976;
8. To establish and promote honest and fair rules and regulations which shall be guidelines and standards for horse shows, exhibitions, or events in which Tennessee Walking Horses shall compete;
9. To develop high standards of qualifications for judges of said shows, in accordance with the Horse Protection Act of 1976, including, but not limited to criteria for obtaining a judge's license;
10. To develop and preserve the history and historic qualities of the Tennessee Walking Horse and educate the public about the benefits and heritage of the breed;
11. To aid and promote the Tennessee Walking Horse as a recreational and pleasure horse and work with 4-H organizations;
12. To promote equitation and versatility divisions of this organization;
13. To develop a Youth Association (youth 17 and under) under the auspices of the Association.
14. And to take such other steps as are necessary to effect these and related objectives.

SECTION 4. PLACE OF BUSINESS: The principal place of business of the Association shall be determined by the Board of Directors of the Association from time to time, but its members or officers may be residents of any state, territory, or country and business may be carried on at any place convenient to such members or officials as may be participating.

SECTION 5. CORPORATE SEAL: The seal of the Association shall be entrusted to the Secretary and shall bear the words Walking Horse Owners' Association, Inc.

ARTICLE II MEMBERSHIP AND MEETINGS

SECTION 1. Members of the Association will be admitted, retained, suspended, expelled, or re-admitted and otherwise regulated in accordance with such rules and regulations as the Board of Directors may from time to time adopt. In all matters governed by a vote of the members, each member in good standing shall be entitled to one vote provided they are eighteen (18) years of age or over and not otherwise disqualified. Membership privileges and benefits for each category are established by the Board of Directors and may be modified by the Board of Directors from time to time.

SECTION 2. MEMBERSHIP CATEGORIES

a. Adult Member

Individuals may become Adult members of the Association by paying dues, as set by the Board of Directors. An Adult member is entitled to all membership privileges, including one vote, one amateur card, if the member is declaring amateur status and be eligible for election to the Board of Directors. At the time of the original application for membership, the applicant must own a Tennessee Walking Horse which is registered with the TWHBEA.

b. Life Member

Individuals may become Life Members by paying a one time fee as set by the Board of Directors. Life Members are entitled to all benefits and privileges accorded to adult members.

c. Family Member

Families may become Family members by paying yearly dues as established by the Board of Directors. Each family is entitled to two (2) votes. A family is defined as father, mother, and children/step-children. Each family shall receive one amateur card for each adult member and one youth card for each child.

d. Youth Member

Any individual under the age of 18 as of January 1 of the membership year may apply for a Youth Membership at a reduced rate as set by the Board of Directors. Youth members may participate in functions open to youth members, but are not eligible to vote or other benefits of full paying members. Each Youth Member shall receive one Youth card.

e. Single Event Member

Individuals may become a Single Event member by paying a fee as set by the Board of Directors. Single Event members shall only have exhibiting or participation privileges for the duration of the event where the membership is purchased and are entitled to no additional benefits.

f. Associate Member

Businesses or individuals who do not own a registered Tennessee Walking Horse may become an Associate Member by paying an annual fee as set by the Board of Directors. Associate members shall not have voting privileges.

SECTION 3. The regular annual meeting of the members shall be held at a time and place to be designated and fixed by the Board of Directors.

The meeting shall be for the purpose of transacting such business as may be brought before the meeting. Members shall not be required to be present to vote, but may vote by mail ballot or electronic ballot or proxy in accordance with the provisions hereof.

Notice of the annual meeting shall be given by electronic notice or mailing written notice stating the time and place of such, meeting to each member's last known address as it appears on the Association's records thirty (30) days prior to the date of such meeting.

SECTION 4. All general membership meetings will at all times be open to members in good standing.

SECTION 5. Specially called membership meetings may be held whenever called by the President or by a majority of the Board of Directors or by petition signed by not less than twenty percent (20%) of the voting members in good standing.

Notice of each special meeting indicating briefly the purpose shall be given in the same manner as provided with respect to notice of annual meetings.

SECTION 6. At any meeting of the members held in accordance with the foregoing provisions as to notice, the members attending such meeting, present in person, or by proxy, or by mail ballot or electronic ballot shall constitute a quorum of the members for all purposes, unless the representation of a large number should be required by law, and in that case the representation so required shall constitute a quorum.

SECTION 7. The President shall act as Chairman of any meeting of the members, but in his or her absence, at any meeting regularly called pursuant to these By-Laws, any other officer may call the meeting to order and act as Chairman, precedence being given to the order of officers listed herein. The Secretary of the Association or the Assistant Secretary, shall act as Secretary of all meetings of the members, but in the absence of said Secretary, or his delegated Assistant, the Director may appoint any person to act as Secretary of the meeting.

SECTION 8. Whenever in these By-Laws the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right to vote.

SECTION 9. Any resolution passed by the membership must be made binding on the Board of Directors.

ARTICLE III DIRECTORS

SECTION 1. The business and property of the Association shall be managed and controlled by a Board of Directors of twenty-six (26) members, including the President and immediate past President. Directors shall serve for a term of three (3) years, or until their successors shall have been elected and qualified. No person who is on the USDA suspension (after the exhaustion of all administrative remedies and all appeals) or has been convicted of a felony is eligible to serve as a Director or an officer.

The term of office shall commence on the Monday following the tabulation of election results.

Anyone desiring to be a candidate shall give notice by registered mail, electronic mail, or fax to the Association of his intent to run for Directorship no later than December 1.

The President shall appoint a Nominating Committee for the purpose of nominating candidates for Directors. The Nominating Committee shall consist of five (5) members. Not more than two (2) said members shall come from one (1) state. Such nominations will be reported to the office by November 1 of each year.

Said Nominating Committee shall nominate eight (8) candidates for Directors.

The Association shall notify the membership at least thirty (30) days prior to the election of the names of the candidates for Directorship. A candidate shall be a member in good standing for a minimum of two (2) years prior to seeking a Directorship. Ballots shall be mailed or e-mailed on or before December 10. Ballots shall be returned no later than thirty-five days after mailing.

SECTION 2. Subject to the conditions stated above, Directors shall serve for terms of three (3) years. If a vacancy in the Board of Directors occurs, the Board shall be authorized to fill the unexpired terms from the membership.

SECTION 3. The regular annual meeting of the Board of Directors shall be held immediately preceding the annual members' meeting, and no notice shall be required for such regular annual meeting of the Board. The Board of Directors shall meet a minimum of four times annually. The Board, by rule, may provide for other regular meetings as stated times and places.

SECTION 4. Special meetings of the Board of Directors shall be held whenever called by direction of the President or by one-third (1/3) of the Directors.

The Secretary shall give notice of each special meeting by mailing or electronic mailing or telephoning the same to each Director at least ten (10) days before the meeting; but any Director may waive his own notice. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

SECTION 5. The Directors present at a regular or special meeting, called after due notice as provided in Section 4, shall constitute a quorum for the transaction of business. (Tennessee law requires a minimum of one-third of Directors to be present.)

SECTION 6. At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine. However, before every regularly scheduled meeting, an agenda will be sent to the Directors concerning intended topics ten (10) days prior to said meeting.

SECTION 7. The written contracts of the Association which are duly authorized shall be executed on behalf of the Association jointly by the President and the Executive Director or Vice-President and Executive Director and only at the direction of the Board

of Directors. By appropriate resolution the Board of Directors may delegate the execution of contracts relating to routine operations of the affairs of the Association to other person or persons.

SECTION 8. Any Director who, without just cause, fails to attend two (2) consecutive regular meetings of the Board may be removed from office at the next regular Board meeting by a majority of vote of the Board. Any such vacancy so created shall be filled as provided by Article III-Section 2 of these By-Laws.

SECTION 9. 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 the corporate charter, or these By-Laws, as they may deem necessary concerning the conduct, management and activities of the Association, the admission, classification, qualification, suspension, expulsion, and/or discipline of members, including the right to establish dues, make assessments, and to levy fines, removal of Directors and/or officers, and any other applicable or appropriate subject relating to the purposes of the Association.

The Board of Directors may establish committees, permanent, temporary, regular or special, and those committees will have such responsibility and authority as may be delegated to them by the Board of Directors. The Board President will appoint all committee chairs.

ARTICLE IV OFFICERS

SECTION 1. The officers of this Association shall be:

A President, who shall preside at all meetings of the Board of Directors and all membership meetings.

A Vice-President, who shall perform the duties of the President in the absence of the President. A Secretary, who shall record and preserve minutes of all meetings of the membership and Board of Directors. This person may delegate his duties to an already salaried person know as the Assistant Secretary, but he remains responsible for the office.

A Treasurer, who shall perform the usual duties of a corporate treasure. This person may delegate his duties to an already salaried person known as the Assistant Treasurer, but he remains responsible for the office.

The officers shall perform such duties as may be required by the By-Laws or by the Board of Directors.

SECTION 2. The President shall be elected by total popular vote by the majority of the members voting. Any candidate for President must have been a member in good standing and must have served on the Board of Directors for the past two years immediately prior to the election.

In order to be a candidate for President, other than being nominated by the Nominating Committee, a person must be nominated by a member in good standing of

this Association. Said nomination, together with a written statement by the nominee agreeing to said nomination, must be reported to the Association office thirty (30) days prior to the date of the election.

The Nominating Committee provided for in ARTICLE III, SECTION 1 will also nominate a candidate for President. The nomination will be reported to the office by November 1. The President will serve a term of one (1) year. No person shall be eligible to be President for more than three (3) full consecutive terms. The term of office shall commence on the Monday following the election results. The Association shall notify the membership thirty (30) days prior to the election the name of the person nominated for President by the Nominating Committee. The Association shall, thirty (30) days prior to the election, send a ballot to the membership, with all eligible candidates listed.

SECTION 3. All officers except President shall be elected by the Board of Directors and shall serve for terms of one (1) year and until the election and qualification of his successor. All officers except the President shall be elected from the membership of the Board of Directors.

The Board of Directors shall be authorized to fill any vacancies in the officers. Any officer elected to fill a vacancy shall serve the remainder of the term of the officer whose vacancy he was elected to fill.

Any officer shall be removed from his office, by two-thirds (2/3) vote by the Board of Directors for just cause. Just cause shall be defined as a violation by the officer of any by-law, rule or regulation promulgated thereunder, or any action detrimental to the well-being of the breed, and any State or Federal law affecting the Walking Horse breed and/or any show, exhibition, contest or competition, or sale relating thereto.

The regular election for officers shall be conducted by the Board of Directors, at a meeting to be held immediately prior to the annual membership meeting. The first order of business will be the election of officers.

SECTION 4. The Nominating Committee shall consist of five (5) members. Not more than two (2) of said members shall come from one (1) state.

Said Nominating Committee shall meet within ten days and submit a nominating report nominating the President, Vice-President, Secretary, and Treasurer.

In addition to the nominations of the Nominating Committee, other nominations for each position to be filled may be offered from the Board of Directors at large, and the election shall ensue after all nominations have been concluded. All officers must receive a majority of the votes cast in order to be elected. The Board of Directors shall, by resolution, establish the procedure to govern said election to accomplish this objective.

ARTICLE V

SECTION 1. Other committees, permanent, temporary, regular or special, may be created by the Board of Directors, and such committees shall have such responsibility and authority as may be delegated to them by the Board of Directors.

ARTICLE VI

SECTION 1. EXECUTIVE DIRECTOR AND TREASURER: In addition to other duties, functions and responsibilities set forth herein for the Board of Directors, it shall have the right to appoint an Executive Director of the Association, for a term not to exceed one (1) year, with a provision for termination of said appointment for cause, which appointment may be renewed by the Board of Directors for successive one (1) year terms. Other provisions of said appointment, such as salary, shall be on such terms as the Board of Directors, at its discretion, may determine. At the first meeting after the adoption of these By-Laws, the Board of Directors shall determine the duties, responsibilities and functions of the Executive Director, who shall maintain his office at the headquarters of the Association, or such other place as may be designated by the Board of Directors, and any contract of employment with said Executive Director shall include these provisions so declared by the Board of Directors. Said provisions may be prospectively amended from time to time.

Further, the same requirements which relate to the Executive Director shall apply to the employment of other executive and administrative personnel.

SECTION 2. TREASURER: The Treasurer shall be responsible for all money turned over to him from any source. He shall disburse the same only upon itemized demands and upon order by the Board of Directors or by the Executive Director acting in its stead. The Board of Directors by appropriate resolution shall be empowered and authorized to grant to the Treasurer the specific right to expend funds for the routine operation of the affairs of the Association, under such terms and provisions, and limitations as provided therein. He shall account for the same by itemized statements in detail to each annual meeting of the members, and the Board of Directors, at each regular meeting or at any special meeting when so demanded. Also, he shall cause to be submitted to the Board of Directors at the first meeting before the annual meeting of the members, a detailed budget of the proposed and anticipated expenditures for the forthcoming fiscal year of the Association. Upon approval of the said budget or its modification, it cannot be exceeded in the total amount set forth by more than ten percent (10%) without a majority vote of the Board of Directors.

SECTION 3. SURETY BONDS: The Executive Director and the Treasurer and all other officers of employees of the Association who may have the handling of any funds and other valuable assets of the Association shall give a surety bond at such limits required by the Board of Directors to be furnished at the expense of the Association for the faithful discharge of his or her duties.

SECTION 4. AUDITING OF ACCOUNTS: This Association shall conduct its affairs on the fiscal year basis, same to being; January 1 through December 31, inclusive.

An annual independent audit of the accounts of the Executive Director and the Treasurer shall be conducted on such terms as directed by the Board. Such accountant shall be a disinterested person and not a member of the Association.

**ARTICLE VII
MEMBERS' AND NON-MEMBERS' OBLIGATIONS**

Any person who applies for membership in the Association and any Single Event member, by so applying, agrees and binds himself to abide by the Charter, By-Laws, and all other Lawful rules and regulations of the Association, so far as they are applicable to him.

**ARTICLE VIII
DISCIPLINE**

Any member of this Association and any Single Event member who exercises any of the privileges thereof or engages in any of the activities encompassed thereby, including, but not limited to, the buying, selling, breeding, registration, exhibiting, or other activities relating to the Tennessee Walking Horse, may be disciplined for violation of any rule or regulation promulgated and published under the authority of these By-Laws or violation of a state law or a USDA violation or a felony conviction.

Discipline shall be administered by the Board of Directors or a committee established by the Board of Directors for the purpose of administering discipline. Rules may be promulgated by the Board of Directors or its designated committee and the procedures for said enforcement set forth in said rules and regulations shall dully determine the rights, privileges, responsibilities and duties of every member or single event member subject to the discipline of this Association.

**ARTICLE IX
PERSONS**

Any use of the pronoun "he" in the By-Laws, Corporate Rules or any other official document or action of the Association shall be considered a reference to a person, male or female.

**ARTICLE X
Fiscal Policies**

(a) The Association shall adopt a fiscal year, from January 1 to December 31, for its accounting and record keeping purposes.

(b) The Board of Directors is empowered to request an accounting at any time by a majority vote and may set the policy of all financial matters pertaining to the operation of the Association.

(c) The Board of Directors shall maintain and preserve the principal of the assets held in this Association from time to time in order that the net income to be derived therefrom shall be devoted and applied exclusively for the purposes described above, or for any related activities within the scope of the purpose of this organization.

(d) Subject to the approval of, and acceptance by the Board of Directors, any other person or entity may transfer and deliver any kind of property, real or personal, tangible or intangible, to the Board of Directors, their successors and assigns, by deed,

assignment, or will, and such property shall be held, managed, and disposed of in accordance with the provisions of these Bylaws.

ARTICLE XI
Prohibition Against Sharing in Earnings

No director, officer, employee, or any other person connected with the Association, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent the payment to any person of reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Association. Upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine exclusively to charitable, religious; scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. No Director shall be personally liable for the debts of the Association.

ARTICLE XII
Conflict of Interest Policy

(a) Purpose. The purpose of the conflict of interest policy is to protect this Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director or member of the Association or might result in a possible excessive benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

(b) Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(c) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

(i) Ownership or investment interest in any entity with which the Association has a transaction or arrangement.

(ii) A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or

- (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article XII, Paragraph (e), a person who has a financial interest may have a conflict of interest only if the Board of Directors or committee decides that a conflict of interest exists.

(d) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(e) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(f) Procedures for Addressing the Conflict of Interest.

- (i) An interested person may make a presentation at the Board of Directors meeting or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (ii) The chairman of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (iii) After exercising due diligence, the Board of Directors or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (iv) If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the

Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

- (g) Violations of the Conflicts of Interest Policy.
 - (i) If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - (ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- (h) Records of Proceedings. The minutes of the Board of Directors and all committees with board delegated powers shall contain:
 - (i) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's or committee's decision as to whether a conflict of interest in fact existed.
 - (ii) The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
- (i) Compensation.
 - (i) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
 - (ii) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

- (iii) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

(j) Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (i) Has received a copy of the conflicts of interest policy,
- (ii) Has read and understands the policy,
- (iii) Has agreed to comply with the policy, and
- (iv) Understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

(k) Periodic Reviews. To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic review shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (i) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (ii) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payment for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

(l) Use of Outside Experts. When conducting the periodic reviews as provided for in Article XII, Paragraph (k), the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIII
Investments

The Association shall have the right to retain all of any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV
Exempt Activities

Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulation as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 107(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XV
AMENDMENTS

By-Laws may be adopted, amended, or repealed by the members by a majority of the general membership at any annual or special meeting including those voting in person and those voting by mail ballot or by electronic ballot.

These By-Laws ratified at the General Membership meeting held in Murfreesboro, Tennessee on February 11, 2012.

ARTICLE XVI
AMENDMENTS