

**TEXAS AMERICAN SADDLEHORSE ASSOCIATION
AMENDED AND RESTATED BY LAWS
EFFECTIVE October 21, 2007**

Membership in the Texas American Saddlehorse Association (the "Association") is open to any person who has indicated an interest in furthering the purposes of the Association.

ARTICLE I:

DUES AND MEMBERSHIP

The membership year will begin on December 1 and expire on November 30 of the following year, in conjunction with the Association's fiscal year. Memberships must be renewed each year. A member may join at anytime. But Association high points will only count from the date the membership dues are received.

The categories of membership available are:

1. Adult Individual - \$ 25.00
2. Lifetime Adult - \$250.00
3. Juvenile - \$ 15.00
4. Family - \$ 35.00 (1 vote per Family membership)

The dues for each category of membership may be adjusted from time to time by the Board of Directors.

Each Adult member, current on dues, and in good standing, is entitled to one vote on any matter submitted to a vote of the general membership. A Family membership shall have 1 vote.

A delinquent member may be reinstated to good standing by paying the membership dues for the current year provided that such payment is received within the fiscal year in which such member became delinquent.

Membership in TASHA is required for eligibility to show at any TASHA sponsored horse show.

ARTICLE II:

MEMBERSHIP MEETINGS

1. ANNUAL MEETING:

One annual meeting of the general membership of the Association shall be held each Fiscal year, on such a date as may be fixed by the Board of Directors. The secretary of the Association shall mail, fax, or provide

electronic notification of said meeting to all members in good standing at least thirty (30) days prior to the date and time fixed by the Board of Directors of such meeting.

2. SPECIAL MEETING:

Special meetings of the membership may be called by the president, the Board of Directors, or by not less than twenty-five (25%) of the adult members (Family membership = 1 vote) in good standing.

3. QUORUM:

The members of the Association present at the annual meeting or any special meeting shall constitute a quorum.

4. SIMPLE MAJORITY:

A simple majority vote is necessary to transact such business as may come before the Association membership.

ARTICLE III:

BOARD OF DIRECTORS

All property and affairs of the Association shall be managed by the Board of Directors.

The Board of Directors shall consist of nine (9) active adult members of the Association. Only members in good standing, as reflected by the records of the treasurer and or record of the secretary, shall be eligible to maintain a position on the Board of Directors.

Eight directors shall be elected by the membership. The ninth directorial seat will be open to a UPHA member area trainer. This trainer must have submitted his/her request to serve in the ninth board seat and have received approval of the greatest number of UPHA area trainers, as determined through an informal canvas performed by an officer of the Association, by December 1st. This ninth, non-elected board member shall serve a term of one year and is not eligible for an officer position during that time. Should no UPHA member area trainer qualify for the ninth directorial seat in any one year, the seat it will be filled from general membership through the standard election process.

The eight general membership directors shall serve for terms of three (3) years and shall serve for such term or until successors are elected. To accommodate transition to this rotation basis, all nine board seats will be open at the next annual membership meeting (2007). Of the eight general membership nominees elected, two will draw one (1) year terms, three will draw two (2) year terms, and three

will draw three (3) year terms. At the expiration of these terms, the board seats will subsequently be up for re-election on the three year rotation basis. (Two in 2008, three in 2009, three in 2010, two in 2011, three in 2012, three in 2013, and so on). As previously stated, the ninth board seat open to a UPHA member area trainer has a one year term.

Five (5) or more members of the Board who are present at any meeting shall constitute a quorum for the transaction of any business including, but not limited to, the Amendment of By-Laws, the Election of Officers, and the Expenditure of Funds. Any such act shall be considered the act of the Board of Directors, unless the act of a greater number is required by the Law or these By-laws.

The full Board of Directors shall meet at least twice each year, and as often as may be deemed necessary. *One meeting must immediately follow the annual membership meeting in order to elect the new year's officers.* Meetings of the Board may be called at any time and place by the president, or upon written request of the majority of the full Board. All Board members shall be duly notified of any and all Board of Directors meeting by the secretary of the Association, or such other person as may be designated by the President. Notification should be in writing or by electronic method at least seven (7) days prior to the meeting date. In the event of any "emergency meeting", notification may be made by telephone or electronic notification.

Removal from Board of Directors:

Any Board member may be removed from his or her seat and relieved of duties by majority vote of the Board of Directors, for due cause. Due cause as follows:

- Actions deemed to be detrimental to the interest of the Association, its policies, programs, objectives and harmonious relationships among its members
- Failure to discharge the duties and responsibilities of his or her office
- Failure to maintain his or her membership status in good standing
- Failure to attend at least fifty percent (50%) of the duly called meetings of the Board of Directors

Any adult member in good standing may request the removal of any board member for due cause. The burden of proof falls on the person (s) requesting the removal. The request must be made in writing to the President of the Association. The President must then determine whether or not there is sufficient cause to bring the matter before the Board. A special meeting of the Board shall be called. The person (s) making the request should be present at the meeting to answer any questions by the Board. The Board member who is the subject of inquiry need not be present at the meeting however, said Board member must be notified of the purpose of the meeting and apprised of the charges brought against him or her. Failure to respond to the charges or to provide by proxy a written statement in

defense shall be deemed by the Board to constitute a statement of “no contest” (which does not in and of itself constitute an automatic vote for dismissal by the Board). Should the Board vote to remove any Director from the office and relieve him or her of their duties, the president shall appoint a successor (subject to approval) who shall serve out the remainder of the term.

Any Board member who resigns from his or her seat prior to the end of their elected term of office shall be replaced in the same manner as one who has been removed.

ARTICLE IV:

EXECUTIVE COMMITTEE

The Executive Committee of this Association shall consist of all duly elected officers of the Association. The Executive Committee shall, in the absence of specific directions from the Board, have the sole power to authorize the execution of any contract on behalf of the Association, and the expenditure of any funds. Meetings may be called by the president or on request of a majority of Executive Committee members.

The Executive Committee shall keep minutes of its proceedings and report the same to the Board at the next regularly scheduled meeting of the Board of Directors.

The presence of three (3) Executive Committee members at any meeting shall constitute a quorum.

ARTICLE V:

OFFICERS OF THE ASSOCIATION

Officers shall serve in their respective offices for a term of one (1) year or until their successors are elected. There is no limit to number of terms a person may serve as an elected officer.

PRESIDENT:

The president shall be the Chief Executive Officer and Chairman of the Board of Directors of the Association. He or she shall preside at all meetings of the members and directors. The president shall have general active management of the Association and see that all orders and resolutions of the Board are carried into effect.

The president shall execute or cause to be executed, all contracts of the Association upon appropriate approval. The president shall appoint any and all committees which in his/her discretion are necessary or proper, and shall be an ex-officio member of all said committees. The president shall have the general power of supervision and management usually vested in the office of the President.

VICE PRESIDENT:

In the absence of the president, or in case of disability of the president, the vice president shall perform the functions of the office of the President.

SECRETARY:

The secretary shall attend all sessions/meetings of the Board of Directors and general membership and act as clerk thereof and record all votes and minutes of all proceedings in a book to be kept for that purpose. The secretary shall perform like duties for any standing committee when required. He/she shall give or cause to be given notice of all meetings of the members and the Board and perform all other secretarial/administrative duties as shall be prescribed by the president and or Board of Directors. The secretary shall be an ex-officio member of all committees. The secretary shall keep a written record of all methods of selecting judges and method of tabulating High Point Awards.

TREASURER:

The treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association. He/or she shall deposit all monies and other valuable effects in the name of and to the credit of the Association, in such depositories as may be designated by the Board. The treasurer shall disburse funds of the Association as ordered by the Board or Executive Committee, taking proper vouchers for such disbursement and shall render to the president and Board at the regular meetings of the Board or whenever required by such, an accounting of all transactions as treasurer, and of the financial condition of the Association. He/she shall, if required, by the Board, give the Association a bond to be paid by the Association in the sum and with such sureties as may be satisfactory for the faithful performance of the duties of his or her office, and the restoration to the Association in case of his or her death, resignation, or removal from office, all books, papers, vouchers, money and other property of whatever kind in his or her possession that belong to the Association. The treasurer shall prepare and file with the secretary not later than thirty (30) days after the close of the fiscal year a full and complete financial statement covering the preceding fiscal year.

ARTICLE VI:

ELECTION OF BOARD OF DIRECTORS AND OFFICERS

BOARD OF DIRECTOR:

Nominations for members of the Board of Directors for the regular term shall be made by the nominating committee and submitted to the Board of Directors for approval at least thirty (30) days prior to the annual meeting. The ballot with the state of nominees will be sent to the members with the notification of the annual meeting not less than twenty (20) days prior to the annual meeting. *The nomination committee should place emphasis on equal representation from all area barns whenever possible in their recommendation of Board candidates.*

The election of Board of Directors shall be held at the annual membership meeting of TASHA. Each adult member present at the annual meeting will receive a voting ballot listing candidates for Board of Director positions. Members may vote by proxy by giving the written proxy to another voting member who shall be present in person at the annual meeting. Any member may "write in" names of candidates other than those selected by the nominating committee.

The votes will be tabulated at the meeting. The three nominees receiving highest number of votes shall be directors of the Association for the three fiscal years following election. The results of the election shall be announced at the annual meeting, and shall take effect immediately. Newly elected Directors shall assume their positions with the ongoing Board prior to the meeting to elect officers.

OFFICERS OF THE ASSOCIATION:

Officers of the Association shall be elected by the Board of Directors at the annual meeting immediately following election of the Board of Directors. Newly elected officers shall assume their duties effective immediately following the election.

TERMS OF OFFICE: Directors shall serve a term of three (3) years except as described in Article III above. Officers shall serve a term of one (1) year. There shall be no limit for the number of terms served.

ARTICLE VII:

AMENDMENTS

The Board of Directors may by a majority vote amend, change or repeal any and all rules, regulations, provisions and bylaws of the Association.

Any active voting member may propose an amendment or change in the bylaws of the Association. Such proposed amendment or change must be submitted in writing to the Board of Directors at least thirty (30) days prior to the meeting at which is to be presented.

ARTICLE VIII:

LIMITATIONS UPON ACTION

No money or property received or held by or for the Association, whether as principal, income or otherwise from whatever source derived, shall ever directly or indirectly insure to the private benefit of any person; but this shall not limit the power of the Association to disburse funds to its officers, directors, employees or others for services actually preformed, or in payment of charges for goods and services rendered, or by way of reimbursement for expense actually incurred in carrying out the work of the Association.

No money or property held by the Association, whether derived from the contributions of members or other wise, shall revert to the members directly or indirectly upon the dissolution of the Association. In the event of such dissolution by its members or otherwise, the net assets of the Association shall be paid to an entity qualified under Sec. 501(c)3 of the Internal Revenue Code.

No substantial part of the activities of the Association shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation.

ARTICLE IX:

FISCAL YEAR

The fiscal year of the Association shall be a twelve (12) month period beginning on December 1st of each year and ending the following November 30th.

A short fiscal year of September 1, 2007 to November 30, 2007 will be implemented to facilitate the fiscal year adjustment.

ARTICLE X:

ADOPTION OF BY LAWS

These Amended and Restated Bylaws are effective upon their adoption by the Board of Directors, superceding the original or any interim amended Bylaws of the Association.