

MIDDLE TENNESSEE CARRIAGE CLUB, INC.

BYLAWS

Rev A Approved 3/20/2016

Established: April 3, 1993

Incorporated January 14, 2002

Secretary of State (Tennessee) Control Number 0420190

These Bylaws shall regulate the business and affairs of the Corporation, subject to the provisions of the Corporation's Charter and any applicable provisions of the Tennessee Business Corporation Act, Section 48-11-101 et seq., Tennessee Code Annotated.

Article I -Name, Objectives and Offices

Section 1. Name

The name of this organization shall be the **Middle Tennessee Carriage Club, Inc. (Club)**

Section 2. Non-Profit Corporation.

(a) The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues, donations or club-sponsored events shall inure to the benefit of any member or individual.

(b) IRC Section 501(C)(3) PURPOSE. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code; including for such purpose, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 3. Purposes and Objectives.

(a) The purpose of the Club is to promote the sport of driving of horses and ponies to carriages, both competitively and for pleasure and;

(b) To educate current and prospective drivers in the techniques of safe and fun carriage driving; and

(c) To organize driving events and to facilitate the organization of driving events by others, including the rendering of technical assistance to event organizers and the publishing of event calendars; and

(d) To be a medium through which carriage drivers may meet other drivers in this area to swap ideas and be supportive of each other.

Section 4. Bylaw Revisions.

The Board Members of the Club may from time to time revise these bylaws as may be required to carry out these objectives.

Section 5. Offices.

The Registered Agent (RA) will be responsible for serving as the focal point for coordinating all corporate interests of the MTCC with the Secretary of The State of Tennessee. The RA will be appointed by the Board of Directors and must be a resident of Tennessee. Generally the Treasurer will be the RA.

(a) Principal Office. The principal office of the corporation was initially located at 127 Toddy Hollow Road, Fayetteville, Lincoln County, State of Tennessee.

(b) Change of Address: The designation of the county of the corporation shall be changed as the person appointed to the office of Registered Agent changes. The Board of Directors shall change the principal office from one location to another within the State of Tennessee by noting the changed address and effective date in Attachment B; and such changes of address shall not be deemed, nor required, as an amendment of these Bylaws.

The Secretary of The State of Tennessee will need proper notification as shown in Attachment (A). Also that change will require filing with the Register of Deeds in the new RA's residence County's Court House.

(c) Other Offices. The corporation may also have offices at such other places within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board or directors may, from time to time designate.

Article II - Membership.

Section 1. Membership Classes.

Membership shall be open to anyone interested in fostering the objectives of this organization.

There shall be four classes of members:

- (1) Family Membership includes up to 2 senior members and any junior members in household (under 18), with 2 voting privileges.
- (2) Individual Membership includes 1 senior member, with 1 voting privilege.
- (3) Junior Membership is for any junior member (under 18), with no voting privilege. The age of an individual on December 1st shall be maintained for 1 year thereafter. Persons born on Dec. 1st shall assume the greater -age on that date. Junior members shall be eligible to attend all meeting of the membership and take part in all Junior Programs developed by the Club.
- (4) Associate Membership includes 1 senior member, with no voting privileges. This reduced rate membership is for non-local event participants.

Section 2. Dues

Dues will be payable annually on January 1st of each year and must be received by the treasurer no later than February 1st of that year. Dues paid before October 1st shall not be prorated for the year. Dues paid on or after October 1st will apply through the next calendar year. The Board of Directors shall determine dues for the following year by October 1st and provide written notice of any change in membership dues to Club members by December 15th.

Section 3. Termination of Membership.

- (a) Death or resignation of the member, the dissolution of the Club, or failure to pay annual dues shall terminate membership. Automatic termination of membership shall occur if dues are not paid by February 1st unless individually waived by the Board of Directors.
- (b) A member can be expelled from the Club for conduct deemed by the Board to be prejudicial

to the interests of the Club provided prior notice in writing by Registered Mail of the charges and an opportunity to be heard thereon be given to such a member. If there is a termination of membership, no dues will be returned.

Article III. Directors and Officers

Section 1. Board of Directors.

The Board of Directors shall be of the age of majority in this state and shall consist of seven members; the four officers and three other members, one of whom shall be the immediate past president, all of whom shall be members in good standing and some of whom shall be elected for two year terms at each of the Club's annual meetings as provided in Article V, Section 2 and shall serve until their successors are elected. All directors and officers of the Club will serve in their same offices in the corporation. The general management of the Club's affairs shall be entrusted to the board of directors.

Section 2. Officers.

The Club's officers consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings.

- (a) The President shall be the principal executive officer. He/She shall preside at all meetings of the membership and of the board, appoint chairpersons to all committees, call all meetings as required by these Bylaws, and oversee the activities of the Club. He/She shall be an ex-officio member of all committees with full voting rights. Elected on uneven numbered years (ex 2001, 03, 05).
- (b) The Vice President shall assist the President in the performance of his/her duties and shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. The Vice President will appoint at least two Safety Advisors for each of the Club's driving activities. Elected on even numbered years (ex 2002, 04, 06).
- (c) The Secretary shall keep the record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club; charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses, and carry out such other duties as are prescribed by these bylaws. Elected on uneven numbered years (ex 2001, 03, 05).
- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank designated by the board, in the name of the Club. The books shall at times be open to inspection by the board and a report shall be given at every meeting on the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount, as the board of directors shall determine. Elected on even numbered years (ex 2002, 04, 06).
- (e) Two Board Members At Large will serve on the Board. Each will serve terms of two years and will be elected in alternating years.
- (f) The outgoing Past President will serve as a member of Board for a period of two years and assist as required. If there is no Past President, that Board position will be filled by an additional Member At Large and will serve as long as the Past President's term would have been.

Board Members will serve a term of two (2) years and will also serve in corresponding offices in

the corporation

Section 3. Vacancies.

Any vacancies occurring on the board or among the offices during the year shall be filled until the next annual election by a majority vote of all the remaining board members. This will be accomplished by the board at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose. Except that a vacancy in the office of President shall be filled automatically by the Vice President and then filling the resulting vacancy in the office of Vice President.

Article IV - Meetings and Voting.

Section 1. Club Meetings.

There will be a minimum of one general membership meetings each year Meetings are to be held at a variety of locations whenever possible. Members shall be notified prior to the meeting of its time and location One third of the voting club members constitutes a meeting quorum.

Section 2. Special Club Meetings.

Special Club meetings may be called by the President, or by a majority vote of the members of the board who are present and voting at any regular or special meeting of the board; and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held at a place, date and time determined by the President or Secretary. The Secretary shall send notice of such meeting at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the membership.

Section 3. Board Meetings.

Meetings of the board of directors shall be held a minimum of onetimes a year at such hour and place as designated by the board. Meetings may be conducted by teleconference. The Secretary shall notify board members at least five days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the board. Regular attendance of board members is required to retain their status as officials of the Club.

Section 4. Special Board Meetings.

Special meetings of the board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the board. Such special meetings shall be held at a place date, and hour determined by the President or Secretary. The Secretary shall send notice of such meeting at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the board.

Section 5. Electronic polling of the Board

Any board member or officer of the Club may propose an electronic board vote on any specific motion passed at a previous board meeting. This kind of polling is required to expedite the business of the Club.

The entire board shall be polled by the Secretary of the Club via e-mail (Return Receipt Requested.) All Board members are then required to vote the question (action) up (yes) or down (no) by return e-mail, majority rules.

Section 6. Voting.

Each member in good standing whose dues are paid for the current year shall be entitled to vote in accordance with his/her membership class for the current year at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election. Electronic voting is permitted but accommodations must be provided for members not having this capability.

Article V - Club Year, Elections

Section 1. Club Year.

The Club's fiscal year shall begin on first day of January and ends on the last day of December. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

Section 3: Elections.

Annual elections will occur by the end of February and the results of the Club Election shall be reported by the Club Secretary. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

Section 4. Nominations.

No person may be a candidate in a Club election who has not been nominated either by the Nominating Committee or having been nominated from the floor at a meeting of the Club membership. The Board will appoint a nominating committee at least two months prior to the planned election. The members will be notified of the pending election. The nominating committee will nominate Members in Good Standing for the officers and Board vacancies. Members may also nominate for the open positions by email or regular mail. All nominees must have agreed to stand for election. Nominations will close one month prior to the scheduled voting. Members will be sent a ballot by email or regular mail which contains the date at which the ballot must be executed. The ballot should be received at least two weeks prior to the election date.

Article VI - Committees

Section 1. Standing Committees.

The board may each year appoint standing committees to advance the work of the Club in such matters as driving shows, education, safety, membership, social, publicity, or other fields which may well be served by committees. Such committees shall always be subject to the final authority of the board.

Section 2. Committee Appointments.

Any committee appointment may be terminated by a majority vote of the full membership of the board upon written notice to the appointee; and the board may appoint successors to those persons whose services have been terminated.

Article VII - Safety

Every driving event of the Club must have at least one persons appointed by the Vice

President as Safety Advisors. The Safety Advisor has absolute authority to ask any person to leave the event and its surrounding vicinity if the advisor determines it is necessary for the safety and good of the Club. Typical reasons include: known chronic runaway horse, unsafe vehicle or harness, dangerous behavior, extremely green horse, horse never hitched before, abusive or poor conduct.

Article VIII - Amendments

Section 1.

Amendments to the constitution and bylaws may be proposed by the board of directors or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the board of directors and must be submitted to the members with recommendations of the board by the Secretary for a vote within three months of the date when the Secretary received the petition.

Section 2.

The constitution and bylaws may be amended by a vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting at least two weeks prior to the date of the meeting.

Article IX – Dissolution

Section 1.

The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of liquidation, dissolution or winding up of the corporation, whether voluntary, involuntary or by operation of law, the residual assets of the corporation shall be distributed to another corporation or entity established for the benefit of carriage horse promotion and activities, such distribution to be made in the sole discretion of the corporation's Board of Directors

Article X - Order of Business

Section 1.

At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of committees
- Election of officers and board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

Article XI - Parliamentary Authority

Section 1.

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the Club may adopt.

Attachment A, MTCC Corporation Registered Agent

Denis Root 127 Toddy Hollow Road, Fayetteville, Lincoln County, TN

Date: January 14, 2002

Ardeth Obenauf 489 Halls Mill Road, Shelbyville, Bedford County, State of Tennessee 37160. Date: March 21, 2015

_____ Date: _____, 20__

_____ Date: _____, 20__

Attachment B Revision and History Log

REVISION	DESCRIPTION	DATE
Baseline	Initial approved ByLaws	~1/14/2001
Rev A	Revision to update membership types, approach to elections, officer nomination process, define quorum, electronic voting, telecon Board Meetings and Registered Agent process	3/20/2016