

## **BYLAWS OF GYPSY VANNER HORSE SOCIETY**

These Bylaws govern the affairs of the **GYPSY VANNER HORSE SOCIETY**, a Texas non-profit corporation.

### **Article I - Name**

The name of the non-profit corporation shall be **GYPSY VANNER HORSE SOCIETY** and will be referred to herein as the “**Corporation**” and from time to time referenced as the “**Society**” or as the “**GVHS**”. The name of the non-profit corporation may from time to time read “**GYPSY VANNER HORSE® SOCIETY**” the Corporation is granted a license to use “**Gypsy Vanner Horse**” as part of its name which is a registered trademark dated December 15, 1998, numbered 2211775, serial number 75276640, filing date April 17, 1997 for goods and services IC 031 US001046 first use in commerce 19970400.

### **Article II - Membership**

#### **Section 1. Types of Membership**

The members of this Society consist of four (5) types:

**General Member** – this is a member who has ownership in a registered Gypsy Vanner Horse. This is a voting membership. To vote in an election, or in any vote called for by the Board of Directors, a member must be a General (or Lifetime) Member for no less than 90 days prior to the vote date.

**Lifetime Member** – this is a member who owns a registered Gypsy Vanner Horse And has paid lifetime dues and is not required to pay any additional annual dues for life. This is a voting membership.

**Associate Member** –this membership is for those who do not own a registered Gypsy Vanner Horse. This is a non voting membership.

**Honorary Member**- this is a non voting membership and can only be given by The Board of Directors.

**Youth Member**- this is a non voting membership for youth under age 18.

#### **Section 2, Dues**

- (a) Annual dues of each class of Membership shall be in such amount as established by the Board of Directors.
- (b) General and Associate dues will become due and payable on January 1 of the Membership year which runs January 1 through December 31.
- (c) A new member who pays first time annual dues during the 4th quarter of the year

be considered paid up through Dec 31<sup>st</sup> of the following membership year.

### **Section 3. Removal**

- (a) Any Member delinquent in payment of dues by more than 60 days will cease to be a member on the 61<sup>st</sup> day after the due date.
- (b) The Board of Directors by affirmative vote of two-thirds of the Board present and voting, after appropriate notice and hearing, may suspend or expel any Member for cause, including but not limited to the following:
  - (1) Aiding or abetting any unauthorized use of the term GYPSY VANNER HORSE®.
  - (2) Any act or conduct which may cause disrespect for or lack of public confidence in the maintenance of the purpose clause set forth herein these Bylaws or the name “GYPSY VANNER HORSE®”; or
  - (3) Violation of any provision of these Bylaws or any rule, regulation, or order adopted pursuant to these Bylaws.

### **Section 4. Resignation**

Any Member may resign by filing written resignation with the President. A resignation does not relieve a member of an obligation to pay dues, assessments, or other charges accrued and unpaid.

### **Section 5. Transfer of Membership**

Membership in this Society is *not transferable or assignable*.

### **Section 6. Cessation of Property Interest**

All rights, title, and interest, both legal and equitable, of a Member in and to any property of the Society ceases in the event of any of the following: (1) expulsion or termination of Membership; (2) failure to pay dues owed to the Society; (3) resignation; or (4) death.

### **Section 7. List of Members**

Each year, the Society, will maintain a list of its Membership. Members are responsible to notify the Society in writing of any change to their contact information. The member information will not be made public except for that information designated by the member on the release form as released to be provided on the public membership list and/or website. The Society will not sell its membership list or provide it for purposes other than Society purposes.

### **Section 8. Fees**

The Board of Directors may, in addition to any dues, set fees in amounts and purposes the Board determines to be in the best interest of the Society.

## **Section 9. Regions**

The Gypsy Vanner Horse Society will recognize the following regions for purposes of creating regional chapters, sponsoring regional shows and other activities as may be permitted under the blanket control of the Gypsy Vanner Horse Society :

**Region 1 (South)** consists of the following states, Florida, Tennessee, North Carolina, South Carolina, Georgia, Mississippi and Alabama.

**Region 2 (Atlantic)** consists of Virginia, West Virginia, Maryland, Rhode Island, Massachusetts, Connecticut, New York, New Jersey, Vermont, New Hampshire, Maine, Pennsylvania, Delaware, Washington DC, and the Canadian provinces of Labrador, Newfoundland, Quebec, Prince Edward Island, Nova Scotia and New Brunswick.

**Region 3 (Great Lakes)** is the states of Michigan, Ohio, Kentucky, Indiana, Illinois, Wisconsin and the Canadian province of Ontario (except for the 807 area code area).

**Region 4 (Midwest)** is the states of Minnesota, Iowa, North Dakota, South Dakota, Nebraska, and the areas of Canada in Nunavut, Manitoba and the 807 area code section of Ontario.

**Region 5 (Pac-West)** is Montana, Wyoming, Idaho, Washington, Oregon, Alaska the the Canadian areas of Saskatchewan, Alberta, British Columbia, Yukon Territory and Northwest Territory.

**Region 6 (Southwest)** consists of the states of California, Nevada, Utah, Arizona, and Hawaii.

**Region 7 (South Central)** is the states of Colorado, New Mexico, Kansas, Oklahoma, Texas, Missouri, Arkansas and Louisiana.

**Region 8 (Europe)** currently all areas of Europe.

## **Article III - Purposes of the Society**

The Gypsy Vanner Horse® Society is a mission based breed society established in 1996 by Cindy and Dennis Thompson. The visions of the Society's mission are critical to achieving its goals. The Society's goals are to bring honor, recognition, and a better understanding to one of the worlds most colorful and least understood Societies. The goal is to respect the spoken words of Gypsies who have dedicated lifetimes in the pursuit of breeding the perfect Vanner/caravan horse. The Society is committed to remain quality based, culturally sensitive and socially responsible. The Thompson's wrote the Gypsy Vanner Horse® Society's mission statement on the long journey to understand selectively bred horses raised by Gypsies. Visions to achieve this

society's mission were also conceived by the Thompson's on that same journey. It is therefore in line with this Society's mission goals to support the Thompson's social visions, principally called, Gypsy Gold 'n Geldings ®.

The purpose for which the Society is organized is to promote social welfare through the benevolent, agricultural, fraternal and educational oversight and development of significant matters that may impact the maintenance, preservation, promotion, and integrity of the breeding, importation, registration and certification marks of the **GYPSY VANNER HORSE®** breed. Moreover, the Society's purpose shall include the education of the public about the **GYPSY VANNER HORSE®** breed and the preservation through strict registration/certification standards of the **GYPSY VANNER HORSE®** breed. The Society may, from time to time, engage in activities that seek to affect the establishment or changes that are in furtherance of the aforementioned purposes. Further, for registration purposes, this Society will not allow crossbreeding in any form and shall have the purpose of protecting the purity, perfection, and wholesomeness of the **GYPSY VANNER HORSE®** breed.

Neither any donation made to the Society nor any fund or property arising therefrom, in whatever form it may take, shall be diverted from the purposes herein set out. The Society will exercise all the powers and duties set forth in these Bylaws and will have and exercise any and all powers, rights and privileges, which a corporation organized under the Texas Nonprofit Corporation Act, may now or hereafter have or exercise. The Society is organized pursuant to the **Texas Nonprofit Corporation Act** and is organized for nonprofit purposes only.

#### **Article IV - Board of Directors**

1. **General Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors. The first Board of Directors, which is referred to as the Foundation Board of Directors, shall consist of the Founding Board Members, and two (2) additional directors. The terms of the Foundation Board of Directors will be staggered to insure experienced leadership during the Foundation phase of the organization which is determined to be five years.

The Bylaws and "Rules and Regulations" affecting registration of Gypsy Vanner Horses shall be subject to change by the Board of Directors. 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 Articles of Incorporation or these Bylaws as they may deem expedient concerning the conduct, management and activities of Gypsy Vanner Horse Society, the admission, classification, qualification, suspension and expulsion of members, removal of officers, the rules of regulations governing the procedure of such suspension, expulsion and removal, the fixing and collecting of dues and fees, regulations regarding maintaining the stud book, registration, expenditures of money, auditing of books and records, awarding of championships, conducting of shows, contests, exhibitions, races, sales and social functions and other details relating to the general purposes of Gypsy Vanner Horse Society, all, subject to revision or amendment.

- (a.) **Amendment of Rules and By-laws-**Any Member can propose in writing changes in By-laws and Rules and Regulations as follows:

**At Regular Meetings:** The Rules and Bylaws may be amended at the annual meeting of the Society provided that:

- 1) A recommendation for Rule or Bylaw change has been originated and postmarked no later than September 30 of the previous year. (For example: To be considered at the annual meeting in 2009, a recommendation must be submitted prior to September 30, 2008).
- 2) The Rule or Bylaw change has been reviewed by the Rules and Bylaws Committee and forwarded to the Board of Directors for approval to submit at the annual meeting.
- 3) Notice of intention to amend the Rules and Bylaws shall first be published on the official Society website or mailed to the membership at least 30 days prior to the convening of the annual meeting at which the amendment shall occur; and
- 4) Such notice shall contain the content of each proposed amendment and state its purpose and intent; and
- 5) Any amendment submitted to the membership for vote requires 51% of eligible voting members to cast votes in order to take any action on the issue.
- 6) A two-thirds (2/3) majority of Society voting members of those present in person or by representation shall vote in favor of such amendment.

**At Special Meetings:** Special meetings to consider Rules and Bylaws amendments may be called by:

- 1) Written petition signed by a majority of the Board of Directors; or
- 2) Written petition signed by current voting members in good standing constituting at least thirty percent (30%) of the total voting membership;
- 3) Any amendment submitted to the membership for vote at a special meeting requires 51% of eligible voting members to cast votes in order to take any action on the issue.
- 4) A two-thirds (2/3) majority of Society voting members of those present in person or by representation shall vote in favor of such amendment.

**Vote by Mail (does not apply to elections):** The Rules and Bylaws may be amended with a vote by mail provided that:

- 1) Any amendment submitted to the membership for vote by mail requires 51% of eligible voting members to cast votes in order to take any action on the issue.
- 2) A two-thirds (2/3) majority of Society voting members of those casting votes by mail shall vote in favor of such amendment.

The Board of Directors may act without convening and meeting by written resolutions signed by all Members thereof and duly entered into the Society records, at all meetings of the Board, a majority in attendance shall constitute a quorum.

2. **Regular Meetings.** A regular meeting of the Board of Directors shall be held annually. The Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings without other notice than such resolution requires.

3. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, or a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them. Special meetings can be held in person, or via teleconference.

4. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least twenty one (21) days previously thereto by a written notice delivered personally or mailed to each Director at his business address, or by fax, or telephone. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by fax, such notice shall be deemed to be delivered when the fax transmission is sent and confirmed. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

6. **Quorum.** A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may conduct the meeting without further notice.

7. **Manner of Acting.** The act of the majority of the Directors present at a meeting shall be the act of the Board of Directors.

8. **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors or put up for election. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. The Board of Directors can choose to increase and decrease the number of Directors as long as the number is never less than three (3) and as long as it does not affect a term already held by an active Director. If a vacancy is created by an increase in number of Directors, that vacancy will be filled by majority vote of all members qualified to vote.

9. **Compensation.** No Director shall receive compensation for attending and participating in each regular or special meeting of the Board of Directors. Any compensation shall be determined by a majority of the Directors then serving. Each Director shall be

reimbursed for his actual expenses incurred in the performance of his duties only if approved by the Executive Officers.

10. **Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors in which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

11. **Interest of Directors in Contracts.** Any contract or other transaction between the Corporation and one (1) or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation, company or association of which one or more of its directors are members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

12. **Action by Directors without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members of the Board of Directors, as the case may be. Members of the Board of Directors, or members of any committee designated by such Board, may participate and hold a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such meeting pursuant to a conference call or similar communications equipment shall constitute presence in person at such meeting.

13. **Reliance on Reports, Etc.** A Director in the discharge of duty imposed or power conferred on such Director, may rely in good faith and with ordinary care on information, opinions, reports, or statements concerning the Corporation or another person, that were prepared or presented by officers or employees of the Corporation, legal counsel, public accountants, or a committee of the Board of Directors of which the Director is not a member.

14. **Appointments** The Board of Directors has the authority to appoint or hire a Registrar for the Society to record and issue registration certificates, and has authority to appoint or hire an Executive Director of the Society to manage the day to day activities as directed by the

President. In addition the Board of Directors can also terminate the appointment or hiring of these positions. These appointments can also be held by board members.

15. **Removal** A Director can be removed for reasons as established in Article II, Section 3, in addition a Director can be removed for not attending at least 50% of all Board of Directors meetings within a given year. This removal is subject to a majority vote of the remaining Board of Directors.

16. **Director – Ex Officio**. The category of Director referred to as Ex Officio is created pursuant to law with a beginning term date of January 1, 2008 and no expiration date. An Ex Officio Director will be elected by a majority vote of the Board of Directors. The Ex Officio Director will have a vote equal to that of a regular Director on the Board of Directors. Article II, section 3 (removal) shall apply to the Ex Officio director in the same manner as for the other directors, as provided in Article IV, section 15. (res. 11/07)

### **Article V – Executive Officers**

1. **Number**. The Officers of the Corporation shall be a President, one (1) one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, and such other officers and assistant officers as may be deemed necessary, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary cannot be held by the same person. A committee duly designated may perform the functions of any officer and the functions of any two or more Officers may be performed by a single committee, including the functions of both President and Secretary.

2. **Election and Term of Office**. The Executive Officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors, for a term of one (1) year. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3. **Removal**. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without the prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

4. **Vacancies**. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

5. **The President**. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and



control all business and affairs of the Corporation. He or she may agree upon and execute any deeds, mortgages, bonds, contracts, and other obligations in the name of the Corporation or assign these powers. In general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6. **The Vice President(s).** In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice President (or in the event there be more than one (1) Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In addition, the Vice President shall perform such duties as from time to time may be assigned to him or her by the President, or by the Board of Directors.

7. **The Secretary.** The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation, if any, and see that any seal of the Corporation is affixed to any documents, the execution of which, on behalf of the Corporation, under such a seal, if any, is duly authorized; (d) shall have charge of the Corporation books; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

8. **The Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may determine. He or she shall: (a) have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories in the manner prescribed by the Board of Directors; and (b) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

9. **Compensation.** No officer shall receive compensation for any service he may render to the Corporation except to the extent otherwise determined by the Board of Directors. However, any officer may be reimbursed for his actual expenses incurred in the performance of his duties.

10. **Reliance on Reports, Etc.** An officer, in the discharge of duty imposed or power conferred on such officer, may rely in good faith and with ordinary care on information, opinions, reports, or statements concerning the Corporation or another person that were prepared or presented by other officers or employees of the Corporation, legal counsel, or public accountants.

## **Article VI - Committees**

1. **Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more Committees, each of which shall consist of two (2) or more persons. However, no such Committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; election, appointing, or removing any member of any such Committee or any Director of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him by law.

2. **Other Committees.** Other Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at the meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the Corporation shall appoint the members of each such Committee. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. Members of such Committee or Committees may, but need not be, Directors.

3. **Term of Office.** Each member of a Committee shall continue as such until the next Annual Meeting of the members of the Board of Directors and until his successor is appointed, unless the Committee shall be sooner terminated, or unless such member be removed from such Committee, or unless such member shall cease to qualify as a member thereof.

4. **The Committee Chairman.** One member of each Committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

5. **Vacancies.** Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

7. **Rules.** Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **Article VII Elections**

1. There will be elections held to elect members to serve as Directors on The Board of Directors. For a member to be elected to a Director position they must be a member in good standing, and must be a General (or Lifetime) Member for at least 90 days prior to the designated election date.

2. **Term** A Director position will commence January 1 and expire December 31<sup>st</sup> three (3) years later.

3. **Term Limits** There are no term limits.

4. **Process of BOD Elections** Election of the Regular Directors on the Board will be by written ballot via postal mail service, supervised and counted by a third party service (CPA or Notary). Ballots will be mailed to all members entitled to vote based on membership type and date (Article II, 1.) The ballots will be mailed no later than 42 days before the expiring term(s). The return deadline will be stated on the ballot. (res 11/07)

## **Article VII - Contracts, Checks, Drafts, Bank Accounts, Etc.**

1. **Contracts.** The Board of Directors, except as otherwise provided by these By-Laws, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors or expressly authorized by these By-Laws, no officer or agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or for any amount.

2. **Loans.** No loan shall be contracted on behalf of the Corporation, and no negotiable papers shall be issued in its name unless authorized by a vote of the Board of Directors.

3. **Checks, Drafts, Etc..** All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidence of indebtedness of the Corporation shall be signed by the President on behalf of the Corporation or by such other Directors or officers in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select and for the purpose of such deposit the President, a Vice President, the Treasurer, the Secretary or any other officer or agent or employee of the Corporation to whom such power may be delegated by the Board of Directors, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

## **Article VIII - Self-Dealing; Indemnification**

1. **Transactions with Directors and Officers.** All contracts, transactions and acts entered into by the Directors or Officers on behalf of the Corporation shall be at arm's length and not violative of the limitations provided in the Articles of Incorporation or these By-Laws against the Corporation's use or application of its funds for private benefit; provided further that no contract or transaction shall be entered into on behalf of the Corporation if such contract or transaction is a prohibited transaction or would result in the denial of the tax exemption of the Corporation under any section of the Internal Revenue Code of the United States and its Regulations as they now exist or as they may hereafter be amended, or if such contract or transaction is at prices or rates which are not competitive with or more favorable to the Corporation than prices or rates otherwise prevailing on the market for similar or comparable goods, services or arrangements. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction, or other action.

2. **Indemnity of Directors and Officers.**

(a) **Generally.** Except as provided in Subsection (f) of this Section 2, the Corporation shall indemnify every officer, member of the Board of Directors and committee member (each, an "**Indemnified Party**") to the fullest extent permitted under Texas law, as the same currently exists or may hereafter be changed (but, in the case of any change, only to the extent that such a change permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against any and all liabilities and expenses, judgments, penalties (including excise and similar taxes and punitive damages), fine settlements and reasonable expenses (including without limitation attorneys fees) actually incurred by such Indemnified Party in connection with any civil, criminal, administrative, arbitral or investigative action, claim, demand, suit, or other proceeding (each a "**Proceeding**") to which he or she was or is made a party or is threatened to be made a party to or is involved pending or completed Proceeding, or any appeal in such a Proceeding or any inquiry or investigation that could lead to such a Proceeding by reason of being or having been an officer, Director, or committee member. This indemnification shall also apply to any liability and expenses incurred with the settlement of any Proceeding, if such settlement is approved in advance by the then Board of Directors. The Corporation may also indemnify and forever hold each Indemnified Party free and harmless against any and all personal liability to others on account of any contract or commitment made by them, in good faith, on behalf of the Corporation. Additionally, the Corporation expressly acknowledges that the indemnification conferred under this Section may include the indemnification of an Indemnified Party arising out of or related to the negligence or strict liability of the Indemnified Party.

(b) **Continuation.** Indemnification under this Section 2 shall continue as to each Indemnified Party who has ceased to serve in the capacity, which initially entitled such Indemnified Party to the indemnity hereunder. The rights granted pursuant to this

Section 2 shall be deemed contract rights, and no amendment, modification or repeal of this Section 2 shall have the effect of limiting or denying any such rights with respect to actions taken or proceedings arising prior to any such amendment, modification or repeal.

(c) **Advance Payment.** The right to indemnification conferred in this Section 2 shall include the right to be paid or reimbursed by the Corporation the reasonable expenses incurred by an Indemnified Party who was, is or is threatened to be made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding and without any determination as to the Indemnified Party's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred by any Indemnified Party in advance of the final disposition of a Proceeding, shall be made only upon delivery to the Corporation of a written affirmation by such Indemnified Party of his or her good faith belief that he has met the standard of conduct necessary for indemnification under this Section 2 and a written undertaking, by or on behalf of the Indemnified Party, to repay all amounts so advanced if it shall ultimately be determined that the Indemnified Party is not entitled to be indemnified under this Section 2 or otherwise.

(d) **Appearance as a Witness.** Notwithstanding any other provision of this Section 2, the Corporation will pay or reimburse expenses incurred by an Indemnified Party in connection with his appearance as a witness or other participation in a Proceeding at a time when he is not a named defendant or respondent in the Proceeding.

(e) **Nonexclusivity of Rights.** The right to indemnification and the advancement and payment of expenses conferred in this Section 2 shall not be exclusive of any other right which an Indemnified Party may have or hereafter acquire under any law.

(f) **Limitation on Indemnification.** No indemnification shall be provided under this Section 2 to any Indemnified Party with respect to any Proceeding in which an Indemnified Party shall be determined

(1) not to have acted in good faith;  
(2) not to have reasonably believed;  
(A) in the case of conduct in his official capacity as a Director of the Corporation, that his conduct was in the Corporation's best interests; and

(B) in all other cases, that his conduct was at least not opposed to the Corporation's best interests; and

(3) in the case of any criminal proceeding, had not reasonable cause to believe his conduct was unlawful.

### **Article IX - Miscellaneous Provisions**

1. **Principal Office.** The Corporation's principal office will be located at P.O. Box 65 Waynesfield OH 45896. The corporation may have such other offices, as the Board of

Directors may determine. The Board of Directors may change the location of any office of the Corporation.

2. **Registered Office and Registered Agent.** Until the Board of Directors otherwise determines, the registered office and registered agent of the Corporation required by the Texas Nonprofit Corporation Act to be maintained in the State of Texas, shall be the registered office and registered agent as stated in the Articles of Incorporation, but such registered office may be changed from time to time by the Board of Directors in the manner provided by law and need not be identical to the principal place of business of the Corporation.

3. **Notice and Waiver of Notice.** Whenever any notice whatever is required to be given under the provisions of these Bylaws, said notice shall be deemed to be sufficient if given by mail or fax, as it appears on the books of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

4. **Financial Records and Annual Reports.** The Corporation shall maintain true and accurate current financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any director.

5. **Procedure.** Meetings of the Board of Directors shall be conducted in an orderly procedure as shall be determined by the presiding officer at such meetings. The presiding officer shall make all rulings and decisions on any motion or question to come before such meetings and his ruling shall be final and decisive. Roberts Rules of Order shall prevail at all meetings.

6. **Fiscal Year.** The fiscal year of the Corporation shall be determined by the Board of Directors.

7. **Seal.** The Board of Directors may authorize a corporate seal.

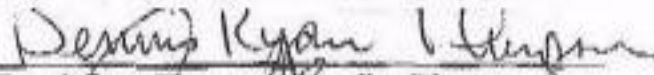
8. **Relation to Articles of Incorporation.** These Bylaws are subject to, and governed by, the Articles of Incorporation of the Corporation.

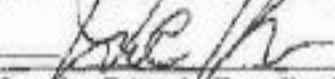
#### **Article X - Amendments**

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by the Directors at any time.

#### **CERTIFICATE OF ADOPTION OF BYLAWS**

**The undersigned hereby certifies that these Bylaws are the true and correct Bylaws of the Corporation voted upon and adopted by “Action of the Founding Directors of The Gypsy Vanner Horse Society® Without First Meeting” executed to be effective as of the July 1, 2004.**

  
Dennis Ryan Thompson, Founding Director

  
Douglas C. Kneis, Founding Director

  
Barbara S. Snyder, Founding Director