

# Idaho Paint Horse Club\* Inc. By\*Laws

As Amended November 9,1997

## ARTICLE 1

### Purpose, Location & Corporate Seal

1. Name: This organization shall be called the IDAHO PAINT HORSE CLUB, INC. The abbreviation shall be IPHC.

2. Purpose: The Club shall at all times be operated and conducted as a nonprofit organization in accordance with the laws of the State of Idaho providing for such organizations and by which it shall acquire all such rights as granted to organizations of this kind.

The purpose of this Club shall be to promote and stimulate interest in the Paint Horse by encouraging Paint breeding for conformation and ability; by promoting interest in the Paint Horse as a breed; by sponsoring and/or encouraging Paint Horse classes in all horse shows, pleasure and trail riding, racing and ail activities of the same nature in every way possible; by promoting good horsemanship and good sportsmanship; and by educating the public about the qualities of the Paint Horse and the American Paint Horse Association,

3. Location: The Club shall cover the area of the State of Idaho, but its members may be residents of any state, territory or country. The principal place of business shall be the address of the duly elected Treasurer although the actual business of the Club may be carried out at any place convenient to such members or officers as may be participating.

4. Corporate Seal: The Seal of the corporation shall be in the possession of the registrar of that seal who must be a member in good standing of the IPHC and a resident of Idaho.

## ARTICLE II

1. Members of the Club shall be admitted, retained and expelled in accordance which such rules and regulations as the Board of Directors may, from time to time, adopt.

Members shall not be limited to individuals, but may include firms, corporations, executors, trustees and institutions of learning.

2. Membership shall be on a calendar year basis.

Section 3. There shall be no shares of stock and only three classes of members, and membership shall be open to all persons who ascribe to the aims of the Club, abide by the rules and regulations and assist in furthering its purpose and objectives. The three classes of members shall be General (Firms, Corporations, Executors, Trustees, Institutions of Learning, Adult or Family including youth 18 years of age and under; Youth (outside a Family Membership and 18 years of age and under); and Honorary (for persons deemed worthy by the Board of Directors, on an annual basis).

Section 4. All adult members, white in good standing shall have equal rights, interests and responsibilities with respect to the Club and its property; shall have the right to vote in person in all membership meetings and to hold office and committee assignments, except as otherwise limited. Any member of the Club holding office who is delinquent in dues shall be removed from office automatically. 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.

Each adult, family, firm, corporation etc. membership entitles the member or members to one vote, except as otherwise limited. No more than two votes per entity shall be legal even if more than two memberships are held. Minor children 18 years of age and under are non-voting members.

Section 5. Dues may be changed as conditions warrant by a majority of the membership and are considered due and payable for the coming year at the annual meeting.

## ARTICLE KIS

### Directors

Section 1. The business and property of the Club shall be managed and controlled by the Board of Directors. Members of the Board of Directors may succeed themselves in office, but each person must be elected and re-elected individually.

The Board of Directors shall consist of eight members from each of the four areas as described by the following combinations of counties:

Area 1. (North) Benewah, Bonnor, Boundary, Clearwater, Idaho, Kootenai,

Latah, Lewis, Nez Perce and Shoshone counties.

Area 2. (Southwest) Ada, Adams, Boise, Canyon, Elmore, Gem, Owyhee, Payette, Valley and Washington counties.

Area 3. (Southcentral) Blaine, Camas, Cassia, Gooding, Jerome, Lincoln, Minidoka and Twin Falls Counties.

Area 4. (Eastern) Bannock, Brea Lake, Bingham, Bonneville, Butte, Caribou, Clark, Custer, Franklin, Fremont, Jefferson, Lemhi, Madison, Oneida, Power and Teton counties.

Directors will be elected by the membership in the area they reside to hold office for a two year period. Approximately one-half of the Board shall be elected each year. The President shall serve as Chairman of the Board. In addition to Directors so elected, the immediate past president of the Club shall serve as a director for that one year with voting privileges.

The Board of Directors shall have the right to appoint (designate) Honorary directors. No more than two (2) Honorary Directors shall serve at one time. An Honorary Director shall serve for life or until he or she resigns. Honorary Directors shall have all the rights and responsibilities as elected directors of the IPHC.

Each Director elected (or appointed) shall be a bona fide resident of the State of Idaho and the area he or she represents. (Personal Mailing address used in case of question). Two members of any family or firm may sit on the Board of Directors. Persons elected to the Board of Directors must have been a member in good standing of the IPHC for at least one year prior to taking office.

Section 2. If a Director or officer misses two meetings without the due cause or fails to discharge properly his or her duties, he or she may be removed from office by two thirds vote of the other members of the Board of Directors.

In case of any vacancy on the Board of Directors by death, resignation, unauthorized absence, disqualification, increase in number, or other cause, the remaining Directors by affirmative vote of a majority thereof may elect a successor, or the President may appoint and the remaining Directors may approve such a person for the rest of the term.

Section 3. 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 Certificate of Incorporation or these By-Laws, as they may deem expedient concerning the conduct, management, and activities of the Club, the admission, classification, qualification, suspension and expulsion of members, removal of officers, the rules and regulations governing the procedure of such suspension and expulsion and removal, the fixing and collecting of dues and fees, the awarding of championships, the conduction of shows, contests, exhibitions, races, sales and social functions and other details relating to the general purposes of the club.

**Section 4.** The Board of Directors may act, without convening in meeting, by written resolution signed by all directors of the Board and duly entered into the Club's records. At all meetings of the Board of Directors those present shall constitute a quorum.

**Section 5.** No officer of the Board of Directors except the Secretary and Treasurer may serve on the Board of Directors in excess of six (6) consecutive years.

## ARTICLE

### ***JV Officers and Duties***

**Section 1. Officers:** The officers of the Club shall be the President, Vice-President, Secretary and Treasurer and such other officers as may be authorized from time to time by the Board of Directors. Such officers shall hold office for a period of one year and until their successors are elected and qualified,

**Section 2.** The written contracts of the Club shall be executed in behalf of the Club by the President or Vice-President and attested by the Secretary and the Corporate Seal.

**Section 3. President:** The President shall be the chief executive officer of the Club and shall preside at all meetings of the Board of Directors and the Membership. He shall see that the bylaws, rules and regulations of the Club are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors.

**Section 4. Vice-President:** The Vice-President shall preside in the absence of the President and shall perform such duties as prescribed by the President and succeed the President should the office be vacated prior to the regular election of a successor.

**Section 5. Secretary:** The Secretary

shall cause to be kept all the records and minutes of official meetings of the Club, cause to be made any annual reports to the Club, State, Federal Government, and other reports that may be required, and conduct the correspondence of the Club.

**Section 6, Treasurer:** Shall be directly responsible to the President for the operation and management of the business office. The Treasurer will return a Treasurer's Report to the membership following the close of the Club year and at such other times as the President or Board of Directors may require. A Treasurer's Report shall be returned at each Club meeting if requested or required by the Board of Directors. The books of the Treasurer shall be open to inspection at all times.

**Section 7. Inspection of Records:** The Board of Directors reserves the right to authorize an attorney or certified public accountant to inspect all records of the corporation maintained by the Secretary and Treasurer for any proper purpose at any reasonable time.

**Section 8. Surety Bonds:** The Treasurer and all other officers and employees of the Club who may have the handling of any funds of the Club shall give surety bond to be furnished at the expense of the Club for the faithful discharge of his or her duties, if so required by the Board of Directors.

**Section 9, Vacancies:** AH vacancies in the position of officers of the Club shall be filled by appointment of the Board of Directors for the unexpired term. Such appointment shall be made from the Board of Directors and those so appointed shall serve until the election and acceptance of their duly qualified successors.

## ARTICLE

### ***V Committees***

**Section 1. Committees:** The Board of Directors may, from time to time, create and empower committees, general or special. General or special committees shall consist of two or more persons, the Chairman may be appointed by the President or the Board of Directors; the remainder may be chosen by the chairman and need not be directors, but must be current members of the Club. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or an individual director, of any responsibility imposed on it or him or her by law. Any non-director who became a member of any such commit-

tee shall have the same responsibility with respect to such committee as a director who is a member thereof.

**Section 2. Special Committees:** The President may appoint special committees from time to time to attend to special business. These committees serve for the duration of the special problem or until replaced or until the committee is disbanded.

## ARTICLE VI

### ***Elections***

**Section 1. Election of Directors:** The President shall appoint a nominating committee, the members of which shall be announced publicly, at least 60 days prior to the annual membership and director's meeting. The committee shall consist of no less than two and no more than members from the Board of Directors or the general membership.

The nominating committee will prepare a recommended slate for election of the directors and prepare a suitable ballot setting forth the instructions and deadlines for casting the ballot and the instructions for counting the ballots. Ballots containing the slate of nominees presented for directors for each area, leaving space for write-ins for each directorship to be filled, will be mailed to all members in good standing in each area. Ballots to be post marked and returned by US Mail on and/or by a specific date and counted at the annual membership meeting.

**Section 2. Officers:** All officers shall be elected by majority vote. Each officer shall be nominated, voted upon by written ballot, and election completed before nomination can be accepted for the next office. The officers shall be elected by and from the Board of Directors.

**Section 3.** The elections and installation of officers and directors shall be held during the Annual Membership Meeting on the date agreed upon by the Board of Directors.

## ARTICLE

### ***VII Meetings***

**Section 1. Regular Meeting:** The regular annual meeting of the members shall be held by December 31st of each year for the transaction of such business as may be brought before the meeting. The Board of Directors may change this meeting date under extenuating circumstances.

Notice of the annual meeting shall be given by mailing a notice of such meeting j

to the last known address of each adult member in good standing, stating the time and place of such meeting. Said notice shall be mailed not less than ten or more than 50 days prior to the date of such meeting. If special topics are to be discussed and/or voted upon, members shall be notified of these topics.

Section 2. Special Meetings: Special Meetings of the members may be held at such time and place as may be designated in the notice whenever called in writing by direction of the President or by a majority of the Board of Directors or by a notice signed by not less than twenty percent of the members then in good standing.

Notice of each special meeting indicating briefly the object or objects thereof shall be given in the same manner as provided with respect to notice of the annual meeting. Only business listed on the agenda can be voted upon at this special meeting.

Section 3. Any meeting of the members held in accordance with the fore-going provisions as to notice, the member attending such meeting, present in person shall constitute a quorum of the members for all purposes.

Section 4. Any officer of the Club may call the meeting of the members to order and may act as chairman of such meeting, precedence being given as follows; President, Vice-President, Secretary, Treasurer. In the absence of all such officer, members present may elect a chairman.

Section 5. Board of Director Meetings: The Board of Directors shall meet at least twice a year. One such meeting shall be held in the first half of the year. State times and places of the two mandatory regular meetings may be set by rule and no notice of the meeting shall be required, or the meeting may be held at a time and place set by the President or by a majority of the directors and notice of such meeting shall be given not less than 10 nor more than 50 days prior to the date of the meeting. The Board by rule, may provide for other regular meetings at stated times and places of which no notice shall be required.

Section 6. Voting for the transaction of business may be done by mail or conference call, if it is not practical to have a meeting of the Board of Directors.

Section 7. Special meetings of the Board of Directors shall be held whenever called by direction of the President or by a majority of the directors for the time being in office.

The Secretary shall give notice of each special meeting by mailing or telephoning the same to each Director not less than 10 nor more than 50 days before the date of the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 8. At meetings of the Board of Directors business shall be transacted in such order as the Board may determine.

#### ARTICLE VIII

##### Parliamentary Authority

Section 1. The rules contained in the current edition of Roberts Rules of Order shall govern the Club in all cases which they are applicable and in which they are not inconsistent with these bylaws, the Articles of incorporation and any special rules of order the Club may adopt.

#### ARTICLE IX

##### Amendments

The power to adopt, amend, and repeal the By Laws of the corporation shall be in the Board of Directors and the By Laws may be adopted, amended, or repealed by two-thirds vote of the directors in office at a meeting of the directors specifically called for that purpose.

The notice of any meeting at which the By Laws are altered, amended, or repealed, or at which new By Laws are adopted shall include the text of the proposed By Laws provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed.

#### ARTICLE X

##### Rules

The Board of Directors is responsible for establishing the rules consonant with and supplementary to the Articles of Incorporation and By-Laws for general administration of the business of the Club. The rules shall be published and distributed to the members with revisions published when sufficient changes to the rules warrant a new publication. The Board of Directors must conduct an annual review of the rules with a view towards updating.

#### ARTICLE XI

##### Indemnification

Each director, officer and committeeperson of said Club shall be indemnified by the Club against all costs, expenses and liabilities reasonably incurred by him or her in connection with or resulting from any action, suit or proceeding to

which he or she may be made a party by reason of his or her being or having been a director, officer or committeeperson of the Club, except in relation to matters which shall have been occasioned by the willful misconduct or dishonestly or such officer, director or committeeperson. The foregoing right of indemnification shall cover amounts paid in settlement of any such action, suit or proceeding when such settlement appears to be in the interest of the Club. The foregoing rights shall be in addition to any other rights to which such director, officer or committeeperson may be entitled as a matter of law.

#### ARTICLE XII

##### Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such matters, or to such organization or organizations organized and operated exclusively for agriculture purposes as shall at the time qualify an exempt organization or organizations under section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. The American Paint Horse Association, Fort Worth, Texas is to be given first consideration.

#### ARTICLE XIII

##### Discipline

Section 1. Disciplinary action to any member shall be taken by the Board of Directors as laid out in the APHA Rulebook. All members shall be given prior notice of their proposed action and shall be given a chance to appear in person before such disciplinary committee.

Section 2. This action will be invoked by breaking of Club or APHA rules or actions causing a bad reflection on this organization or the Paint Horse Breed.

Section 3. Anyone suspended by APHA is automatically suspended by the Club.

Section 4. In any conflict between the By-Laws of the Club and Rules and By-Laws of APHA, the Rules of APHA shall govern.

