

OREGON PAINT HORSE CLUB CONSTITUTION AND BY-LAWS

ARTICLE I

NAME, PURPOSE, LOCATION

Section 1 - Name: This organization shall be named the **Oregon Paint Horse Club**. The official abbreviation shall be **OPHC**. This organization is incorporated in the State of Oregon.

Section 2 - Purpose: The Oregon Paint Horse Club shall at all times be operated and conducted as a non-profit 501.C(3) organization, in accordance with the laws of the State of Oregon. The purposes of this Club are as follows:

- A. To promote and stimulate interest in the Paint horse by encouraging Paint breeding for conformation and ability.
- B. To promote interest in the Paint horse as a breed.
- C. To promote the Paint horse shows, pleasure and trail riding, racing, and all other activities of the same nature.
- D. To promote good horsemanship and good sportsmanship.
- E. To educate the public about the qualities of the Paint horse and of the American Paint Horse Association (APHA).
- F. To encourage membership in both regional and national levels of the American Paint Horse Association.
- G. To abide by the Constitution and Regulations of the American Paint Horse Association.

Section 3 - Location: The boundaries of the Oregon Paint Horse Club shall cover and include the entire State of Oregon, but its members may be residents of any state. The principal office of the Club shall be the address of the duly appointed Secretary, but business of the Club may be conducted at any location established by the Officers and Board of Directors.

ARTICLE II

MEMBERSHIP

Section 1 - Membership: Membership shall be open to all persons who subscribe to the aims of the Club, abide by the Rules and Regulations of the Club, and assist in furthering the aims and objectives of the Club. Membership in the Club shall be in accordance with the Rules and Regulations adopted from time to time by the Board of Directors. Membership categories may include the following: (1) Individual, (2) Ranch, (3) Youth - Age 18 and under as of January 1, and (4) Family.

Section 2 - Rights: All members shall have equal rights, interests and responsibility with respect to the Club and its property. There shall be no shares of stock issued to any member. In all matters governed by a vote of the members, each member in good standing shall be entitled to vote(s) as established by the Board of Directors. These By-Laws may be amended by a two-thirds (2/3) vote of the members present at any membership meeting.

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Section 3 - Annual Meeting: There shall be an Annual Meeting of the general membership at a time and place established by the Board of Directors. All members in good standing shall receive notice of the meeting, to include date, time, place, and agenda, a minimum of three (3) weeks in advance of the meeting. Publication on the Club's website shall be deemed notification. The annual general membership meeting will be held in the month of December, on a day determined by the Board of Directors. The Year End Awards Banquet will be held at a date to be announced. Special Membership meetings may be called by the President or by a majority of the Board of Directors, if deemed necessary, and provided all members have been notified as stated above.

Section 4 - Quorum: Twenty percent (20%) of the members of the Club shall constitute a quorum for conducting a meeting of the general membership. Except as provided elsewhere in these By-Laws, a simple majority vote of the members present at any meeting of the general membership shall be sufficient to approve any matter brought before the membership for action. No business shall be conducted without a quorum being present, with the exception of adjourning the meeting until a quorum shall be present. Absentee or vote by proxy will not be allowed in the Annual Meeting or Special Membership meeting unless otherwise noted.

ARTICLE III

BOARD OF DIRECTORS

Section 1 - Members and Election of Directors: The Board of Directors of the Oregon Paint Horse Club shall consist of the four (4) Officers of the Club, and six (6) Directors, elected by the members at the Annual Meeting. Directors shall be elected for a two (2) year term, beginning January 1, and ending December 31, and may be re-elected. These terms may be staggered. Vacancies will be appointed by the Board of Directors to complete terms. Proxy votes are not allowed.

Section 2 - Power and Authority of the Board: The business and property of the Oregon Paint Horse Club shall be controlled and managed by the Board of Directors. The Board of Directors shall have the power and authority to adopt, amend, repeal, and enforce such rules and regulations not contrary to the laws of the State, or the Certificate of Incorporation, or these By-Laws, as they may deem expedient concerning the:

- A.** Conduct, management and activities of the Club.
- B.** Removal or suspension of Officers and Directors.
- C.** Admission, classification, qualification, suspension and expulsion of Members;
- D.** Fixing and collection of dues and fees.
- E.** Expenditure of monies.
- F.** Auditing of books and records.
- G.** Awarding of year end awards and recognition.
- H.** Conducting of shows, contests, exhibitions, races, sales, social functions, and other details relating to the general purposes of the Club.
- I.** Establish standing and/or special Committees.

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Section 3 - Board of Directors Meetings: The Board of Directors shall meet regularly, and at the call of the President or a majority of Board members. Absentee or proxy votes will not be allowed at any regular or special Board meeting. The Board of Directors shall be required to attend a meeting in person once every quarter (4 times annually) and will be allowed to call in via phone/zoom the other times within the quarter. A simple majority of the Board of Directors shall constitute a quorum for the purpose of conducting business. No business shall be conducted without a quorum present, with exception of adjourning until a quorum is present. A simple majority vote of the Board members present shall be sufficient to approve any matter brought before the Board for action. Membership and Board of Directors meetings shall be governed by Roberts Rules of Order.

ARTICLE IV

OFFICERS AND DUTIES

Section 1 - Officers: The officers of the Club shall be the President, Vice President, Secretary, and Treasurer. The President and Vice President shall be elected by the Members at the Annual Membership Meeting for a term of one (1) year, beginning January 1, and ending December 31, and may be re-elected. The Secretary and the Treasurer will be appointed by the President.

Section 2 - Duties:

A. **President:** The President is the Chief Executive Officer of the Oregon Paint Horse Club. The President shall preside at all meetings of the Board of Directors and the general membership. The President shall have such other duties and responsibilities as may be assigned.

B. **Vice President:** The Vice President shall preside at meetings of the Board of Directors and general membership, in the absence of the President. The Vice President shall have such other duties and responsibilities as may be assigned.

C. **Secretary:** The Secretary shall record minutes of all Board of Director and general membership meetings of the Club, and member attendance at such meetings. The Secretary shall perform all such other duties as assigned by the President or Board of Directors. The Secretary shall submit all official reports as required.

D. **Treasurer:** The Treasurer shall collect, deposit and disperse monies of the Club as prescribed by the Board of Directors. The Treasurer shall prepare the annual financial and tax reports and perform all such other duties as assigned by the Board of Directors.

Section 3 - Vacancies: All vacancies in the Officers or Directors of the Club shall be filled by the Board of Directors for the unexpired term. Those appointed shall serve until the election and acceptance of their duly qualified successors. If the office involved is the President, the Vice President shall automatically succeed to the Presidency, and the vacancy to be filled shall be that of the Vice President.

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ARTICLE V

ELECTION OF OFFICERS AND DIRECTORS

Section 1 - Nomination: The President shall appoint a Nominating Committee three (3) months prior to the Annual Membership Meeting. The Nominating Committee Chairman shall prepare and present a slate of nominees for each Officer and Director position to be elected for approval two (2) months prior to the Annual Membership Meeting. Additional nominees can be accepted from the floor at the Annual Membership Meeting.

Section 2 - Election: The slate of candidates will be announced at the October Board of Directors meeting, and posted on the Club's website after the October Board of Directors meeting. Ballots will be provided to the membership at the Annual Membership Meeting in December. Voting for the slate of candidates at the Annual Membership Meeting will be by written ballot. Only adult members in good standing will be permitted to vote.

- A. Elections shall begin with the President. Ballots will be counted for each Officer prior to moving on to subsequent offices, so that nominees not elected for a position may be nominated for subsequent Officer and/or Director positions.
- B. The nominee receiving a simple majority of votes shall be elected.
- C. Results of the election shall be forwarded to the APHA Office within fourteen (14) days of the election.

ARTICLE VI

STANDING COMMITTEES

Section 1 - Committees: The Oregon Paint Horse Club shall have the following standing committees:

- A. By-Laws and Rules & Regulations
- B. Show and Contest
- C. Awards and Banquet
- D. Nominations
- F. Budget
- G. Other

Section 2 - Chair & Members: The Committee Chair shall be appointed by the President and the Board of Directors for a one (1) year term. The Chairperson shall be responsible for selecting Committee members.

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ARTICLE VII

INDEMNIFICATION

Section 1 - Indemnification: Each Officer, Director, and Committee Member of the Oregon Paint Horse Club shall be indemnified by the Oregon Paint Horse Club against all costs, expenses and liabilities reasonably incurred by him/her in conjunction with/or resulting from an action, suit, or proceeding, to which he/she may have been a party, by reason of his or her being or having been, a Director, Officer, or Committee Person of the Club, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such Officer, Director, or Committee Person. 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 right to which such Officer, Director, or Committee member may be entitled as a matter of law.

ARTICLE VIII

DISSOLUTION

Section 1 - Dissolution: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation, exclusively for the purposes of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for agricultural purposes, as shall at the time qualify as exempt organizations under Section 501.C(5) 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. In the event that the Oregon Paint Horse Club shall disband, all monies shall be donated to the Oregon State University College of Veterinary Medicine, for research on horses.

ARTICLE IX