

IDAHO PAINT HORSE CLUB, INC., BY-LAWS

Revised February 2023

ARTICLE I

Name, Purpose, Location & Corporate Seal

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

Section 2. Purpose: The Club shall at all times be operated and conducted as a non-profit 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 the 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 all 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. No part of any net earnings shall inure to the benefit of or be distributable to any member, officer, trustee or other private persons, except the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in this article.

Section 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.

Section 4. Corporate Seal: The seal of the corporation shall be maintained in the custody of the Club secretary or other designated officer. It may be maintained in the safety deposit box approved by the Board of Directors.

ARTICLE II

Members

Section 1. Members of the Club shall be admitted, retained and expelled in accordance with 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.

Section 2. Membership shall be on a calendar year basis. All memberships expire on December 31st.

Section 3. There shall be no shares of stock and only four classes of members and memberships 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 four classes of members shall be:

- a. (General – Firms, Corporations, Executors, Trustees, and Institutions of Learning
- b. Adult/Family – Including youth 18 years of age and under

- c. Individual Youth – A youth outside a family membership and who is 18 years of age and under
- d. Honorary – For persons deemed worthy by the Board of Directors on an annual basis

Membership shall not be transferable.

Section 4. All adult members, while in good standing, shall have the equal rights, interests and responsibilities with respect to the Club and its property; all adult members may participate in committees.

Section 5. Dues may be changed as conditions warrant by a majority of the Board of Directors and are considered due and payable for the following year starting at the annual meeting and may be paid at any show or such time as an individual wishes to become a member. Dues paid prior to October 31st of said year will allow members to vote during that year's annual election.

Article III

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 reelected individually. The Board of Directors shall consist of no less than four and no more than eight elected directors. The number of directors may be changed by the Board of Directors whenever considered advantageous to the Club. Directors will hold office for two years.

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 Honorary Directors shall serve at one time. An Honorary Director shall be appointed for an annual term. 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 reside in the area he or she represents. (Personal Mailing address used in case of question) No more than two members of any family or firm may sit on the Board of Directors. (Family defined as spouse, Parents or siblings and spouses.) Persons elected to the Board of Directors must have been a member in good standing of the IPHC for a minimum of one year prior to the election and before placement on the election ballot.

Section 2. If a Director or officer misses two consecutive meetings without 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 of number, or other cause, the remaining Directors by affirmation 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 of the Certificate of Incorporation or these By-Laws, as they may deem expedient concerning:

- 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 collecting of dues;
- 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 and social functions and other details relating to the general purposes of the Club; and
- i. Establishing standing and/or special committees.

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.

Article IV

Officers and Directors

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 on behalf of the Club by the President, Vice President, or Secretary. The contracts shall be approved by the Board of Directors.

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/She) shall see that the by-laws, 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. The President votes only to break a tie. The President also has the authority to dissolve any committee excluding the Executive Committee.

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 record and maintain all records of the Club. He/She shall serve as custodian of all Club records, maintain and keep current club roster (including names, addresses, and elected position) of all members. He/She must prepare reports and correspondence as required by the President and national APHA office. He/She must notify members of regular and special meetings, turn all collected monies to the Treasurer, and keep up with when all documents are required to be turned in to APHA each year.

Section 6. Treasurer: The 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. The treasurer will utilize the proper record keeping to meet the requirements of the club, state, and federal government.

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 as any reasonable time.

Section 8. Surety Bond: 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: All vacancies in the position of officers of the Club shall be filled by appointments of the Board of Directors for the unexpired term. Such appointment shall be made from the Board of Directors and those appointed shall serve until the election and acceptance of their duly qualified successor. If the office involved is the President, the Vice President shall automatically succeed the Presidency and the vacancy to be filled shall be that of the Vice President.

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 committee shall have the same responsibility with respect to such committee as a Director who is a member thereof. The Board of Directors reserves the right to appoint advisory committee members and they shall be excluded from the membership requirements of this section. It is the Committee Chairpersons responsibility to keep the President involved in all communications that involve said Committee.

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 replacement or until the committee is disband.

Section 3. Executive Committee: There is hereby created the Executive Committee of the Club officers, President, Immediate Past President, the Vice President, the Secretary, and the Treasurer. Their objective is to make Club decisions. All actions of the Executive Committee are subject to revision or amendment by the Board of Directors at any regular or special meeting. No member shall serve on the Executive Committee that is not a member of the American Paint Horse Association. The Executive Committee may act, without convening a meeting, by written resolution signed by all members of the Committee, and duly entered into the Club's records. At all meetings of the Committee, those present shall constitute a quorum.

Article VI

Elections:

Section 1. Elections 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 with the President serving as Chairperson or designating the Chairperson of the Nominating Committee. To be nominated, a person must be an APHA member, a resident of the state of Idaho, over the age of eighteen, and fulfill the IPHC one year minimum membership requirement. The nominating committee will prepare a recommended slate for the 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 leaving space for write-ins for each directorship to be filled will be mailed/delivered electronically to all members in good standing ~~in each area~~. Ballots to be postmarked and returned by US Mail/or electronically 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 ballots, and election completed before nominations can be accepted to 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. Annual Membership Meeting: The regular annual meeting of the membership 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 to the last known address of each adult member in good standing, or by email and posted on social media platforms stating the time and place of such meeting. Said notice shall be mailed not less than ten or more than fifty days prior to the date of such meeting. If special topics are to be discussed and/or voted upon members shall be notified of the 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 indicated 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 members attending such meetings present in person shall constitute a quorum of the members for all purposes.

Section 4. Any office 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 officers, members present may elect a chairman.

Section 5. Board of Directors 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 ten days nor more than fifty 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, e-mail or electronic meeting, if it is not practical to have a meeting of the Board of Directors. If not done at a regular meeting, the typed response must be printed and attached to the meeting minutes for future reference.

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

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 by-laws, 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 at a special meeting of the Board of Directors. 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 consistent 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 dishonesty of such officer, director or committeeperson. The forgoing 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 organizations or organizations or organized and operated exclusively for agriculture purposes as shall at the time qualify an exempt organization or 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. 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 Rule Book. 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. Cause for disciplinary action. 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.

Approved by Board of Directors February 20, 2023