

OFFICIAL HANDBOOK



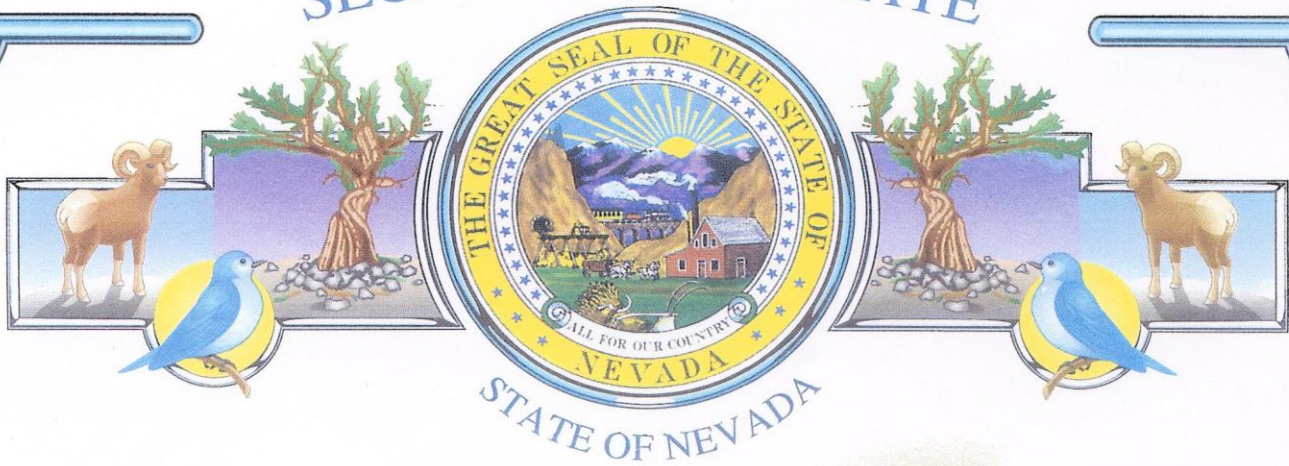
~Articles of Incorporation~
~Bylaws~

4610 New Mexico 206
Milnesand, NM 88125
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Website: www.icaainc.com
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By the Board of Trustees of the
International Colored Appaloosa Association, Inc
Revised 2018

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **INTERNATIONAL COLORED APPALOOSA ASSOCIATION** did on **October 27, 1997** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **October 27, 1997**.

Secretary of State

By

Certification Clerk



Articles of Incorporation

Article I - Name and Seal

Section 1. The name of the association shall be: INTERNATIONAL COLORED APPALOOSA ASSOCIATION, INCORPORATED.

Section 2. The seal of this association shall be in the form shown.

(seal)



Article II - Purposes

The purposes for which this association is formed are:

Section 1. To preserve and protect as an equine breed, by lineage and purity of blood, Appaloosa stallions, mares, spayed mares, and geldings; and to establish and maintain stud books for registering the pedigrees of such Appaloosa horses, and to issue owners of these Appaloosa horses such certificates of registration as are commonly accepted as record of the purity of blood within most livestock breeds of other species.

Section 2. To promulgate an equine breed of Appaloosa breeding stallions and mares of the highest purity of Appaloosa blood possible under current and future conditions, and to improve the gene pool to a standard of purity commonly acceptable in breeds of other livestock species, and to preserve the same from undesirable introductions or influences of equine breeds or colors by maintaining stud books closed to other equine breeds or by declaring ineligible for registry breeding animals of unacceptable colorations.

Section 3. To engage in such other activities as are incidental to: operating and perpetuating registrations of Appaloosa horses; making rules and regulations governing the eligibility of Appaloosa breeding stallions and mares to be registered which are in the best interest of the Appaloosa breed and its purity of blood and proper colorations; promoting the Appaloosa breed and the sound breeding practices of same; engaging in genetic research for the benefit of the Appaloosa breed, and ensuring the protection and survival of the breed and sound breeding practices for future generations.

Section 4. To use wisdom and knowledge in the selection of Appaloosa stallions to be used in breeding programs for the future bloodlines of the purebred Appaloosa horse, and to encourage and practice the gelding of even outstanding colts that are not to be considered for use in a breeding situation, or colts to be used solely for youth; to ensure the value of these outstanding geldings by promoting the ability and beauty acquired from their purebred Appaloosa lineage and their place as representatives of the Appaloosa breed; and to encourage and practice the gelding or spaying of any purebred offspring that shows undesirable traits in order to preserve the future integrity and uniformity of the Appaloosa breed.

Section 5. This Article may not be amended or altered in any way wherein it may be a detriment to the goal of a registry of purebred Appaloosa equine breed for the duration of the association.

Article III - Period of Existence (Duration) and Restrictions

Section 1. Period of Existence. The duration or period of existence of this association shall be PERPETUAL.

Section 2. Restrictions. No part of the net earnings of this association shall inure to the benefit of any member, trustee, district representative, officer or employee of the association.

Article IV - Registered Agent, Registered Office, Principal Office and Other Offices

Section 1. Registered Agent, Registered Office, and Principal Office. The registered agent for service of process shall be:

Mary Pauline Stankuviene
Nevada Discount Registered Agent, Inc
PO Box 100
Carson City, Nevada 89702

The registered office and the principal office shall be the same.

Section 2. Official Office of the Association. The official office of the association shall be located in Shipshewana, IN 46565.

Section 3. Secondary Office and Official Mailing Address of the Association. A secondary office and the official mailing address of the association shall be that of the Secretary, located at:

4610 New Mexico 206
Milnesand, NM 88125

All matters of a legal/corporate or financial nature must be sent directly to the official office of the association. All remittances must be in US funds, received at the official office of the association, and must be deposited into the association's checking account or escrow or savings account within five (5) days of receipt and record made thereof in the association's cash journal and account books. No checks or money orders shall be cashed for any reason whatsoever, but shall be deposited into one of the association's accounts only. These accounts must remain in a bank in the same state and in the same area as that of the official office of the association. All personal or company checks will be collected in full plus any applicable service charges in the event any are returned insufficient funds. The association's accounts and account books will be audited annually. Auditors shall be disinterested parties and shall have no other Appaloosa association's members or friends or relatives of such members on their staff. The Board of Trustees shall be responsible for all monies, securities, and other valuables that may come into the possession of the association, and payment of any amounts to be incurred by the association must be pre-approved by the Board of Trustees.

Section 3. Other Offices. The Registration Records Office and/or the office of the Editor of the ICAA Newsletter shall be at such place as designated by the Board of Trustees.

Article V - Membership

Section 1. Classes of Membership. Membership shall be comprised of three classes of those who shall pay the annual dues: voting adults, associate adults, and youth.

Section 2. Rights, Preferences, Limitations, and Restrictions of Classes of Members. Any member who shall pay the annual dues shall be considered an active (paid-up) member. Members with dues not current shall be considered inactive members and shall not be entitled to any privileges or rights of membership until dues are brought current. Paid-up members who have no disciplinary actions pending against them shall be considered active members in good standing. This section of this Article may not be amended or altered for any reason for the duration of this association except by order of the Board of Trustees.

- a) Associate Adult Members: Paid-up associate adult members in good standing are those over the age of eighteen (18) at the beginning of the calendar year who have no Appaloosas registered with the ICAA but who wish to support the purposes and endeavors of the ICAA. Paid-up associate adult members in good standing have the right to advertise on the ICAA website (if the horse being advertised meets the registration standards of the ICAA).
- b) Voting Adult Members: Paid-up voting adult members in good standing are those over the age of eighteen (18) at the beginning of the calendar year, and who have at least one Appaloosa registered with the ICAA. Paid-up voting adult members in good standing have the right to: nominate and elect their district representatives; advertise on the ICAA website (if the horse being advertised meets the registration standards of the ICAA); pay registration and other fees at the reduced Member rate; request and receive the minutes to any or all District Representative, Board of Trustees, joint, or general membership meetings; petition for a vote of the paid-up voting adult membership with signatures of twenty (20) percent of the active voting adult membership to amend the bylaws where permitted; or recall the district representative of their district, and accomplish the same by a two-thirds (2/3) majority vote of the district's paid-up voting adult members in good standing.
- c) Youth Members: Paid-up youth members in good standing are members under the age of eighteen (18) at the beginning of the calendar year. Paid-up youth members in good standing have the right to: advertise on the ICAA website (if the horse being advertised meets the registration standards of the ICAA); pay registration and other fees at the reduced Member rate; and to participate in and/or run for office in any ICAA youth activities as are created by or for them.

Section 3. Voting Rights of Member Classes, Quorums. Paid-up voting adult members in good standing have only one (1) vote each in elections and in matters of the association brought before the paid-up voting adult membership in good standing for a vote. Paid-up voting adult members in good standing may vote either in person, by mail ballot or by signed proxy.

- a) A mail ballot vote must be on an ICAA or ICAA-approved ballot, and must contain, in the required form, identification that the individual voting is in fact a paid-up voting adult member in good standing and meets the membership qualifications for voting, as stated below. *See Article V, Section 3, c)*
 1. Ballots shall be returned by the paid-up voting adult member via the US Postal Service to the address indicated on the ballot for ballot return, and must be postmarked by the US Postal Service in a manner that clearly indicates the ballot was mailed on or before the ballot deadline.
 2. The ballot itself must be sealed in an envelope ("the inner envelope") that is marked with the paid-up voting adult member's printed name and signature and ICAA membership number. No other markings made by the paid-up voting adult member shall appear on this envelope.
 3. The sealed inner envelope containing the ballot shall be placed in an outer envelope addressed to the ballot collection address printed on the ballot.
 4. No ballot shall be returned in an outer envelope containing anything other than the ballot or the ballot envelope. Each ballot shall be mailed separately, in its own individual outer envelope.

5. Any ballot returned for tally that does not adhere to the procedure outlined above, unless expressly indicated on the ballot itself that other procedures are to be followed, shall not be included in the vote tally.
- b) A quorum for elections or association matters requiring a vote shall be two-thirds (2/3) of the paid-up voting adult members in good standing.
- c) Annual dues must be brought current no less than sixty (60) days prior to any election or other matter placed before the voting adult members in good standing for a vote. New voting adult members must have been a member for a full ninety (90) days before they shall be entitled to vote in an election or other matter placed before the voting adult members in good standing for a vote.
- d) Paid-up associate adult members in good standing have no voting rights of any kind in the association.
- e) Paid-up youth members in good standing who are under the age of 18 at the beginning of that calendar year shall be ineligible to vote in any of the affairs of the association in that year regardless of the date on which they turn 18, but may vote in such ICAA youth activities as are created for them, one (1) vote each, until the beginning of the following year. The procedure for valid mail ballot voting for ICAA youth activities shall be the balloting procedures outlined in Article V, Section 3, 1.

Section 4. Eligibility, Application, Transfers and Term. Any individual natural person owning a horse of the Appaloosa breed and already participating in the reproduction, preservation, protection, and promotion of this breed, or any individual natural person who demonstrating an interest in the Appaloosa breed and the reproduction, preservation, protection, and promotion of this breed shall be eligible for membership in this association.

- a) Membership in this association shall not be transferable, and each member shall be issued a membership card that shall show a unique number, and that number shall be only that member's membership number. A membership number may not be reassigned for any reason for the duration of the association.
- b) The term of membership shall be from the beginning of the calendar year (January 1) to the end of the calendar year (December 31). Members shall have until March 1 of each year to tender their dues without being considered to be past due or relinquishing any of their rights as members.

Section 5. Obligations of Members. Persons who have applied for membership and are accepted by the Secretary of Records have entered into a contract with the association to uphold the bylaws, rules, and regulations of the association and to abide by the standards of representation and ethics of the association for so long as they are members. *See Article IX, Section 5, Standards of Representation and Ethics.*

- a) Upon payment of dues for membership in ICAA, members agree to accept all decisions made by the Board of Trustees and thereby waive any rights to bring suit against the Board of Trustees or any one or more of its members, against the ICAA as a not-for-profit association, district representatives, officers, or any other member in good standing, in reference to any ruling regarding registration rules and regulations or due process of disciplinary action under Section 6 of this Article.
- b) While it is a privilege to be accepted for membership in ICAA and not a right, accepted members have such rights as are given in Section 2 of this Article (Rights, Preferences, Limitations, and Restrictions of Member Classes).

Section 6. Disciplinary Actions. Membership rights may be revoked or barred for a specified period of time, revoked for the duration of the association, suspended for a specified period of time, or denied for a specified period of time or for the duration of the association.

- a) The process for disciplinary action against any ICAA member shall be as follows: Upon receipt at the ICAA office of a signed written letter of protest issued by one or more active ICAA member(s) in good standing, including any and all alleged substantiating documentation and the required protest filing fee of three hundred dollars (\$300.00) in US Funds only, or proper notification from an official or staff member of the ICAA (proper notification being defined as substantiating documentation presented in writing and pertaining to overt or covert violation of rules, regulations, and/or known falsification of an Appaloosa pedigree), the Secretary of Records shall give written notice via the US Postal Service Certified Mail return receipt requested (if in the United States) to the protested member stating that a protest has been officially filed, the procedure to follow to respond to said protest, and any action pending and the reason, and such member shall have fifteen (15) days from the date of receipt of said letter to respond in writing.
 1. If the protested member fails to respond in the allotted time the action shall become effective by default on the part of the protested member, and the \$300.00 protest filing fee shall be returned to the protesting member(s).
 2. If the protested member responds in the allotted time, the Secretary of Records shall duly present the response and all other information relative to the case to the Board of Trustees.
 3. The Board of Trustees, at a regularly scheduled Board of Trustees meeting or a specially called meeting, shall then duly consider all matters relevant and make their determination of appropriate action known to the Secretary of Records, who shall then notify the protested member in writing via the US Postal Service Certified Mail return receipt requested.
 4. A protested member disciplined by such process shall have the right to appeal to the Board of Trustees within fifteen (15) days or receipt of the Secretary of Records' Advice of Determination. This appeal must be in writing and may include any and all additional substantiating documents.

5. The Board of Trustees shall respond to such appeal within forty-five (45) days of notification by the protested member, and the Board of Trustees may schedule in writing a hearing by telephone if they so desire. After due consideration of all evidence presented by the protested member and the Secretary of Records, the Board of Trustees shall make their appeal determination, which shall be final and binding on all parties.
6. If the matter is decided against the protested member, the \$300.00 protest filing fee shall then be returned to the protesting member(s). If the matter is decided in favor of the protested member, the \$300.00 protest filing fee shall be deposited into the general funds of the ICAA.
7. The names of all members disciplined, the nature of the infraction, the disciplinary action(s) taken, and the duration of said disciplinary action(s) shall be published in the next ICAA Newsletter and on the ICAA website, and in the case of a suspension or revocation for a set period of time, shall continue to be published in each issue and on the ICAA website until such disciplinary period has expired.

Article VI - Trustees

Section 1. First Trustees, Board of Trustees.

- a) The first trustees (founding members David Higgins, Ramona Schultz and Lora Duckett, and no others) shall form the initial body of the Board of Trustees, shall serve as members of same until such time as they may resign or expire.
- b) The Board of Trustees shall consist of no more than seven members.
- c) The Board of Trustees shall consist of those first trustees who have not resigned, been removed for cause, or expired and other trustees who have been voted in by the first trustees and/or existing trustees.
- d) The Board of Trustees shall appoint the Treasurer, who shall be a member of the Board of Trustees.
- e) A Board of Trustee member must maintain his/her paid-up active voting adult membership in ICAA, and shall have the right to vote on all matters brought before the paid-up active adult voting membership in ICAA.
- f) For the purposes of incorporation and all matters pertaining to incorporation, the "officers" of the ICAA shall be known as Chairman, Secretary, and Treasurer, and these "officers" shall be Board of Trustee members. (These "officers" are not the Officers of the Association in Article VII.)

Section 2. Vacancies, Removals, Terms.

- a) Vacancies shall be filled by a two-thirds (2/3) majority vote of the remaining or current trustees.
- b) A trustee may be removed from the Board for cause by a two-thirds (2/3) majority vote of the remaining trustees. Cause will include but not be limited to failure to pay current dues or unexcused absence from two consecutive board meetings duly called. Additionally, a trustee shall be suspended from the Board immediately upon any disciplinary action pending investigation, and the chairman may temporarily appoint an interim trustee.
 1. In the event that a suspended trustee is disciplined, and such action is not appealed or the appeal is not decided in such trustee's favor, a new trustee shall be appointed by the Board to replace that trustee within sixty (60) days.
- c) A Board of Trustee member shall serve until such time as he/she may resign or expire or be removed for cause.

Section 3. Meetings and Quorum. Meetings of the Board shall be held at least once annually, and quarterly (January, April, July and October) when possible, and at such other times as two-thirds (2/3) of the trustees shall request it either in writing or in person to the Chairman. A quorum shall be two-thirds (2/3) of the trustees. Each trustee shall have one (1) vote and that vote must be made in person or by conference call that includes all trustees.

Section 4. Compensation. Trustees may be reimbursed for approved expenses incurred in the performance of their required duties providing said expenses have been approved in advance by the Board. Trustees shall keep accurate and truthful records of reimbursable personal expenses incurred in the performance of their duties for the association in an expense account form, and shall retain accurate and truthful receipts of same until such time as the treasurer has reimbursed them. Trustees shall not be paid for their services as trustees, but neither shall they be prohibited from serving the association in other positions and capacities for which a salary is generally paid.

Section 5. Duties and Responsibilities. The Board of Trustees shall be a self-governing body which shall: manage the daily affairs of the association; oversee and enforce the Articles of Incorporation and bylaws of the International Colored Appaloosa Association; protect the assets and records of the association; appoint committees for any reasonable purpose related to the affairs it is responsible for; appoint inspectors; decide matters or appoint officials in the absence of quorums, approve judges and regional affiliates; and direct and oversee the show and registration rules and regulations of the ICAA to the betterment of the Appaloosa breed as set out under the purposes of this association. This section may not be amended for the duration of the association except as approved by the Board of Trustees.

Section 6. Executive Committee.

- a) The Board of Trustees may, by majority vote of its members, designate an Executive Committee consisting of three Board members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions.
- b) By majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of members of the Executive Committee, and fill vacancies on the Committee from members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with corporate records, and report the same to the Board from time to time as the Board may require.

Article VII - Officers of the Association

Section 1. Officers.

- a) The officers of this association shall be as follows: President; Vice-president; Secretary.
- b) Officers of the association shall be elected by the district representatives.
- c) Officers of the association may or may not be district representatives.
- d) No elected officer shall hold more than one (1) office.
- e) Officers shall serve until such time as they may resign, expire, or be removed for cause or come under disciplinary action(s), or until their term shall expire.

Section 2. Duties of Officers.

- a) President: The president shall preside at all meetings of the district representatives, and at all general membership meetings. It is the president's duty to ensure the enforcement of the registration rules and regulations of the association, and to assist with any other duties as may be required by the Board of Trustees.
- b) Vice-president: The vice-president shall act as president at any time that the president must be absent or becomes incapacitated or unable to perform his/her duties as required, or is removed for cause. If at any time the president is unable to properly attend to his/her duties for any reason, or refuses to do so as set out in these bylaws, the officers may declare the vice-president to be president by a two-thirds (2/3) majority vote and give over all presidential duties to the vice-president. The vice-president shall also perform such other duties as may be assigned by the president.
- c) Secretary: The secretary shall maintain full, accurate minutes of all district representative meetings, joint meetings of the trustees and district representatives, and general membership meetings. The secretary must report annually to the membership, and quarterly to the district representatives, and monthly to the Board of Trustees, on the affairs and progress of the association, and any other information requested by the Board of Trustees, or the members. The secretary may appoint an assistant with the approval of the president.
- d) Failure of any officer to perform his/her duties can be cause for removal and/or disciplinary action.

Section 3. Other Duties and Responsibilities. Other duties and responsibilities of the officers of the association shall include but not be limited to: To cause the Official Handbook to be compiled at such times as it is deemed necessary by the Board of Trustees, and shall cause such Handbook to be made available free of charge on the ICAA website; and to assist in any manner necessary to cause a member newsletter to be published according to Article XI (Official Publications and Editor) to be made available free of charge on the ICAA website; and any other reasonable duties requested of them by the Board of Trustees.

Section 4. Terms, Removals, Vacancies.

- a) An officer's term shall be one (1) year.
- b) An officer may be removed by the Board of Trustees or district representatives for failure to perform such duties as are prescribed in these bylaws or for failure to perform such duties as may be assigned him/her by the Board or requested of him/her by two-thirds (2/3) majority vote of the paid-up voting adult members, or may be removed as per Article IX, Section 5 (Standards of Representation and Ethics) of these bylaws, pending investigation by the Board of Trustees.
- c) Any vacancies due to resignation, other relinquishing of an official position, or vacancies due to a removal, shall be filled by a two-thirds (2/3) majority vote of the district representatives within thirty (30) days of such vacancy and that person shall serve until said term shall expire.

Section 5. Compensation. Officers of the association may not receive a salary unless set by the Board of Trustees, but may receive reimbursement of some expenses if approved in advance by the Board and incurred in the performance of their required duties to the association. Officers are to keep accurate and truthful record of reimbursable personal expenses incurred in the performance of their duties for the association in an expense account form, and shall retain accurate and truthful receipts of same until the treasurer has reimbursed them.

Article VIII - Statement of Property and Value

A statement of the association's property and the value and the value thereof shall be prepared and read to the general membership by the treasurer at each annual membership meeting. The ownership of this property shall remain with the paid-up voting adult members in good standing and may not be transferred, sold, removed, or otherwise dispensed with except by order of the Board of Trustees.

Article IX - Provisions for Regulation and Conduct of the Affairs of the Association

Section 1. District Representatives.

- a) Districts for ICAA shall be defined as follows:
 - District I: US states of Maine, New Hampshire, Vermont, Massachusetts, Connecticut, New Jersey, New York, Pennsylvania
 - District II: US states of Maryland, Delaware, Virginia, West Virginia, Kentucky, Tennessee
 - District III: US states of North Carolina, South Carolina, Georgia, Florida
 - District IV: US states of Alabama, Mississippi, Louisiana, Arkansas
 - District V: US states of Texas, Oklahoma, Kansas, Missouri
 - District VI: US states of New Mexico, Arizona, Colorado, Wyoming
 - District VII: US states of California, Oregon, Washington
 - District VIII: US states of Utah, Nevada, Idaho, Montana
 - District IX: US states of North Dakota, South Dakota, Nebraska, Minnesota, Iowa
 - District X: US states of Wisconsin, Illinois, Indiana, Michigan, Ohio
 - District XI: US states of Alaska, Hawaii, and all US possessions, and all non-US countries except Canada
 - District XII: Canada with providences broken down into CA Districts as follows:
 - CA District 1: Alberta
 - CA District 2: British Columbia
 - CA District 3: Manitoba
 - CA District 4: Ontario
 - CA District 5: Quebec
 - CA District 6: Saskatchewan
 - CA District 7: All other Canadian provinces
- b) A district representative shall maintain a permanent home located in the district that he/she represents.
- c) Elections, Eligibility of Nominees and Term of Office.
 1. Elections to fill open positions for district representatives shall be held annually at the general membership meeting. Ballots shall be made available to all paid-up voting adult members in good standing in each affected district for those open positions. Voting may occur in person or by mail-in ballot.
 2. Nominees for district representative:
 - A. Must maintain a permanent residence in the district for which he/she is running for office.
 - B. Shall have been a paid-up voting adult member in good standing for the two (2) consecutive years prior to the date of the election for district representative.
 - C. Shall have filed a completed application or tendered a complete resume with the ICAA main office at least three (3) months prior to the date of the election.
 - D. Shall not be currently listed on the disciplinary actions list of any breed registry they may be involved in.
 - E. The term of office for a district representative shall be three (3) years.
 - F. No district representative shall serve more than two (2) consecutive terms, but may serve additional terms in two-term increments after at least one (1) term has expired in the interim.
- d) Duties and Responsibilities.
 1. District representatives shall be a readily accessible contact for all ICAA members within their district, and shall field questions, comments, and concerns issued by that district's members. As appropriate, district member questions, comments, and concerns shall be forwarded to the Chair of the Board of Trustees for the Board's attention.
 2. District representatives shall keep the Board of Trustees informed of ICAA-related activities within their district.
 3. District representatives shall serve as the official contact person for ICAA within their district and shall truthfully and accurately represent the association to ICAA members and prospective members.
 4. District representatives shall issue an every-other-month "newsletter" or personal letter (which may be copied) to each current ICAA member within their district.
 - A. This "newsletter" or personal letter may contain district member news, views, complaints, problems, answers to previously asked questions, or appropriate news items (for example, the incidence of rabies in that district or known open shows that IOSPP members might attend).
 - B. This "newsletter" or personal letter may also be sent to prospective ICAA members.

- C. Postage for this mailing shall be a reimbursable expense only if proper USPS receipts are presented to the ICAA home office within thirty (30) days of issue.
- 5. District representatives may act as a positive ICAA presence for recruitment by personal visits, attendance of local, state and regional shows or meetings, educational activities, and involvement in other ICAA-related programs and activities.
- 6. District representatives shall forward to the ICAA Newsletter Editor an appropriate write-up of district news for inclusion in the newsletter. This write-up shall be sent in a timely manner for each issue of the ICAA Newsletter.
- e) Meetings and Quorum.
 - 1. District representatives shall meet at least once per year with the Board of Trustees and shall meet at least once per year for an annual district representatives meeting. These meetings may take place in conjunction with the annual membership meeting.
 - 2. A president, vice-president, and secretary (officers of the association, see Article VII) shall be elected at each annual district representative meeting.
 - 3. The president shall preside at said annual meeting or at such special district representatives meetings as may be called by a request to the president of no less than two-thirds (2/3) of the total number of representatives, either in person or in writing. If the president is unable to preside at such meeting(s), the vice-president shall preside in his/her stead.
 - 4. The secretary shall keep full and accurate minutes of all district representative meetings and joint Board of Trustees and district representative meetings.
 - 5. A quorum for any business conducted at any district representative meeting shall be two-thirds (2/3) of the total number of district representative positions filled.
 - 6. Voting may be done in person or by signed proxy.
- f) Vacancies.
 - 1. Upon any vacancy, whether for resignation, removal for cause, or by recall, the Board of Trustees may appoint a district representative from that district to fill such position for the remainder of the term if the term remaining is less than twelve (12) months.
 - 2. For a remaining term in excess of twelve (12) months, a mail ballot shall be issued to paid-up voting adult members in good standing for election of a district representative. The elected district representative shall then begin a three-year term in office.
- g) Compensation: District representatives may be reimbursed for some expenses as determined in advance by the Board of Trustees. Expenses must be submitted within thirty (30) days of issuance along with the original receipt.

Section 2. Recall of State Representatives. Any district representative may be recalled in the following manner:

- a) One or more paid-up voting adult members in good standing of a given district shall request a petition form from the Board of Trustees and upon that form collect original signatures of twenty percent (20%) of the paid-up adult voting members in good standing of that district. The Board of Trustees is required to deliver such petition form to that member or members requesting same, and is required to inform that member or members how many signatures constitute 20% of the paid-up voting adult membership of that district. It is not a Board of Trustee's function to provide information regarding which members are eligible to sign such petition, nor to provide a mailing list to petitioning member or members.
- b) Within thirty (30) days of receipt and authentication of a duly signed petition form, the district representatives are required to initiate and count a special vote in that district for the recall of said representative. Upon a two-thirds (2/3) majority vote of that district's paid-up voting adult membership in good standing, said representative shall be immediately removed.

Section 3. Meetings and Status Reports. A meeting of the general membership shall be held each year.

- a) A permanent time for the annual meeting to be held shall be established by the Board of Trustees and approved by the membership. This time shall not then be changed without a two-thirds (2/3) majority vote of the paid-up voting adult members in good standing.
- b) The location of the annual general membership meeting shall be established by the Board of Trustees. The location of the annual general membership meeting may change from year to year, and shall be announced in the ICAA Newsletter and on the ICAA website at least ninety (90) days before the meeting.
- c) At each general membership meeting, status reports shall be read.
 - 1. The Secretary of Records shall report on the general affairs and progress of the association. These reports shall include a previous and present year comparison of the following numbers: total members; horses registered; transfers; sanctioned shows; and affiliated regionals approved.
 - 2. The association Secretary shall read the minutes of the last previous membership meeting and the last previous meeting of the Board of Trustees.

3. The Treasurer shall report to the membership on the financial condition of the association. These reports shall include a previous and present year comparison of the following: association balance sheet; profit-and-loss statement; accounts payable owed by the ICAA; accounts receivable owed to the ICAA that are past due; salaries paid to officers and staff of the association; a statement of property owned by the association and the value thereof. The Treasurer shall cause a copy of the association's balance sheet and profit-and-loss statement to be mailed to each paid-up voting adult member in good standing no later than sixty (60) days prior to the annual meeting each year.
4. Other reports may be requested in writing no later than ninety (90) days prior to the annual meeting by any paid-up voting adult member, any trustee or officer of the association, or any district representative.

Section 4. *Approved payments to Trustees, District Representatives, Officers, and Staff of the Association.*

- a) Trustees shall not receive a salary for their duties as trustees, but may be entitled to reimbursement of approved expenses incurred in the performance of their duties as set forth in Article VI, Section 4, and may not be prohibited from serving in other positions or capacities for which a salary is generally paid.
- b) Officers, if set by the Board of Trustees, may receive a salary commensurate with their duties and with other breed registries of like size; and may be entitled to reimbursement of pre-approved expenses incurred in the performance of their required duties as set forth in Article VII, Section 5.
- c) District representatives may be entitled to reimbursement of certain pre-approved expenses as set forth in Article IX.
- d) Full-time or part-time staff or specific contract labor employed by the association shall be paid a salary commensurate with experience and duties, and regional or local levels of pay for similar positions or jobs.
- e) All salaries, approved expenses, or reimbursement for special duties (such as convention booths, special promotional activities, etc), shall be paid as determined in advance by the Board of Trustees, but shall in no way unfairly benefit any trustee, district representative, officer, staff member, association member, or relatives or friends thereof.

Section 5. *Standards of Representation and Ethics.* Any trustee, district representative, officer, staff member, employee, or member of the association, or member who misrepresents the purposes or intent of the association, or who engages in criminal, fraudulent, unethical, or suspicious activities, or activities unbecoming a member or subversive to the purposes of this association, or who seeks to use his or her position to receive personal monetary or valuable gain (beyond that authorized by these bylaws or the trustees), or seeks to unfairly profit from his or her position, shall immediately be removed from said position in the association and be suspended from all involvement in the affairs of this association, by the Board of Trustees, pending further investigation.

Article X - Records of the Association.

- a) "Records" shall be defined to include: Registration papers, transfer papers, stallion reports, membership lists, membership files, financial reports, and any and all correspondence of or to the association.
- b) The records shall be entrusted to the Secretary of Records, but shall remain the property of the two-thirds (2/3) majority of the paid-up voting adult members in good standing and may not be disposed of, transferred, removed, sold, or otherwise dispensed with except by order of the Board of Trustees.
- c) The Secretary of Records shall keep and maintain two (2) copies of the registration records and the mailing list, one copy of which shall be kept in a fireproof safe or vault and completely secure away from the association headquarters. Said location shall be made known to the paid-up voting adult membership in good standing, and upon order of the Board of Trustees, such safe or vault may be opened and the records therein moved to a location they have deemed necessary and prudent to the reproduction, protection, preservation, and promotion of the Appaloosa breed.
- d) This Section shall not be amended or altered for any reason for the duration of this association.

Article XI - Official Publications and Editor.

- a) The official publication of the ICAA shall be the "ICAA Newsletter" and shall be published a minimum of two times per year.
- b) The ICAA Newsletter will be made available free of charge on the ICAA website..
- c) All letters to the editor, materials submitted for publication, advertising fees, and advertisements should be sent as per the ICAA Newsletter Editor's instructions printed in the ICAA Newsletter.

Article XI - Amendments.

These bylaws, except where prohibited, may be amended by the affirmative vote of no less than a two-thirds (2/3) majority of the Board of Trustees, or by the affirmative vote of no less than two-thirds (2/3) majority of the paid-up voting adult members in good standing, whether by membership vote in person or by signed proxy, at the annual membership meeting.

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