

Oregon Appaloosa Breeders Association, Incorporated
By-Laws
Revised January 16, 2016

ARTICLE I-PURPOSE

SECTION 1. Purpose

- (A) Oregon Appaloosa Breeders Association, Inc. is organized exclusively to support and promote the Appaloosa breed, and to encourage sportsmanship, horsemanship and the humane treatment of equines across all breeds.
- (B) Make charitable contributions to other organizations that align with our purpose.
- (C) Oregon Appaloosa Breeders Association, Inc. is a nonprofit group organized under Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future tax code.

SECTION 1. Location of offices

- (A) The principle office of the corporation in the State of Oregon shall be located in the city of the office or residence of the Registered Agent.
- (B) The Board of Directors may determine, as the affairs of the corporation may require, other offices to be established.
- (C) The corporation shall continuously maintain, in the State of Oregon, a registered agent, as required by the Oregon Non-Profit Corporation Act.

ARTICLE II- MEMBERSHIP

SECTION 1. Membership Eligibility

- (A) General Membership:
 - 1. A general member is a person, regardless of residency, 18 years of age or older who has the best interest of the Appaloosa breed at heart, and who has paid their current OApBA membership dues.
 - 2. Membership shall be on a calendar year basis, expiring each year on December 31st.
- (B) Junior Membership:
 - 1) A junior member is any person under 18 years who. otherwise meets the membership qualification of Section I– A.
 - 2) A junior member may neither vote nor hold office in this association.
 - 3) A junior member may serve on a committee or act in an advisory capacity to the Board of Directors.
- (C) Membership shall be on a calendar year basis, expiring each year on December 31st.

SECTION 2. Voting Rights

- (A) Each general member shall be entitled to vote. The function of the general membership shall be to elect the Board of Directors and to ratify any amendments of these by-laws.
- (B) A declaration of candidacy for the Board of Directors shall be provided to each interested general member during the month of September. A candidate must be a current member in good standing.
- (C) Any interested members must return a completed declaration of candidacy to the Secretary, no later than November 1st.
- (D) Ballots are to be provided to each general member during the month of November.
- (E) General members will vote for the number of candidates, equal to the number of open board positions.
- (F) Members are to return completed ballots to the Secretary, and must be received no later than December 15th.
- (G) Ballots shall be counted by January 1st, with no less than three Board of Directors members present. The members with the most votes are elected to the Board of Directors, with two alternates. Election results will immediately be made available to the general membership, and posted on the club web-site.

SECTION 3. Termination of Membership

- (A) A majority vote of the total Board of Directors at any regular constituted meeting may terminate the membership of any members who becomes ineligible for membership, or who, in the judgment of the Board of Directors, brings discredit upon the club.
- (B) Termination shall become effective immediately following the decision of the Board, and will remain effective until reinstated by a majority of the total Board of Directors.
- (C) If a member is suspended for any reason (with the exception of Article II; Section 3, D) a one year probationary period will be served by that member.
 1. Application for reinstatement must be submitted to the Board of Directors.
 2. Upon a second suspension, the member will be permanently expelled from the Oregon Appaloosa Breeders Association regardless of the offense.
- (D) Any member who pays any dues or fees with a non-negotiable check shall immediately be suspended from this organization, and all rights and privileges shall be revoked.
- (E) Repayment of a non-negotiable check must be made by means other than a personal check. A fee of twenty dollars (\$20.00) will be charged on a non-negotiable check.
- (G) Immediately upon termination or suspension of any member, all dues and fees paid by the member shall be forfeited and the property of the organization.
- (H) Rights, privileges, dues and fees will be invoked at the time of reinstatement.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1. General Powers

- (A) Subject to any provisions contained in these by-laws or any applicable statute, the business affairs of this association shall be controlled, authorized and conducted only by the Board of Directors.
- (B) The affairs of this organization shall be conducted on a calendar year basis.

SECTION 2. Term, Number, Tenure and Qualifications

- (A) All members of the Board of Directors shall be residents of the State of Oregon..
- (B) The Board of Directors shall hold office and conduct the affairs of this association until the normal expiration of their office..
- (C) The number of directors shall be Five(5) to Nine(9), plus two elected alternates. Vacancies may be filled by appointment by the remaining directors.

- (D) Each director shall hold office for a term of two (2) years. Each term will incept on January 1st and expire December 31st, two years following election. In the year 1984, four (4) Board Members shall be elected, and in the year 1985, five (5) Board Members shall be elected, with the number of members elected to alternate yearly thereafter.
- (E) Any director who has two (2) consecutive absences from a regular board meeting or has missed four (4) regular board meetings in one year, will be automatically removed from the Board of Directors, unless a simple majority of the Board of Directors overrides this rule at the meeting that the infraction occurs for legitimate or excusable reasons. The Board of Directors shall fill the vacancy from the general membership. Said replacement will serve the remainder of the unexpired term.

SECTION 3. Annual Meeting

- (A) The annual meeting of the Board of Directors and the general membership shall be held at a time that is deemed suitable by the Board of Directors..
- (B) There shall be a minimum of four (4) general membership meetings per year, including the annual meeting.
- (C) .Visitors are welcome at any meeting of this organization.

SECTION 4. Special Meetings

- (A) Special meetings of the Board of Directors may be called by or at the request of the President, or not less than one-third of the members of the Board.

SECTION 5. Meeting Place

- (A) The Board of Directors may designate any place within the State of Oregon as the place of meeting for the annual meeting, or for any special meeting.
- (B) A Board of Directors meeting may, at the discretion of the president or by a majority vote of the Board of Directors, include telephone conferencing or video conferencing, providing notice is provided in accordance with Section 6.

SECTION 6. Notice of Meetings

- (A) Notice of any meetings of the Board of Directors shall be given not less than ten (10) days before the date of such meeting by the following means:
 - 1. By written notice, delivered personally, sent by mail, e-mail or telegram to each director at the address registered in the records of the corporation.
 - 2. Any director may wave notice of meeting.
 - 3. The attendance of a director at any meeting shall constitute a waive of notice to such a meeting, except when a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 7. Quorum

- (A) The majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- (B) If less than a majority of the directors are present at said meeting, including the two (2) alternates, no meeting can or will be held.

SECTION 8-- Manner of Acting

- (A) The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by laws.

SECTION 9. Compensation

- (A) Directors, as such, shall not receive any stated salaries for their services.
- (B) By resolution of the Board of Directors, a fixed sum for expenses, if any, may be allowed for attendance at events deemed beneficial to the organization or to assist in the completion of their duties as a director.

SECTION 10. Informal Action By Directors

- (A) Any action which would normally be taken at a meeting of the Board of Directors, may be taken without a meeting, if consent in writing shall be signed by all the directors entitled to vote.

ARTICLE IV – OFFICERS

SECTION 1. Description

- (A) The officers of the corporation shall consist of the following:
 - 1. President
 - 2. Vice President
 - 3. Treasurer
 - 4. Secretary

SECTION 2. Election and Term of Office

- (A) The officers of this corporation shall be elected annually by the Board of Directors.
- (B) The election of officers shall be held at the January Board of Directors meeting, held as soon as possible following the announcement of the election results.
- (C) Each officer shall hold office until a successor shall have been duly elected and shall have been qualified.

SECTION 3. Removal

- (A) Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the total Board of Directors whenever, in its judgment, the best interest of the corporation would be served thereby.
- (B) Such removal shall be without prejudice to the contract right, if any, of the officer removed.

SECTION 4. Vacancies

- (A) A vacancy in any office, because of death, resignation, removal, or otherwise, may be filled by the Board of Directors for the unexpired term.

SECTION 5. President

- (A) The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business affairs of the corporation.
- (B) The President shall preside at all meetings of the members of the Board of Directors.
- (C) The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed; with the exception of:
 - 1. In the case where the signing and execution thereof shall be expressly delegated by the Board of Directors.
 - 2. In cases where prohibited in these by-laws or authorization is set forth by statute to some other officer or agent of the corporation.
- (D) In general, the President shall perform all duties incidental to the office of President and other duties as may be prescribed by the Board of Directors.
- (E) The President shall have full voting rights in all matters.

SECTION 6. Vice-President

- (A) In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President.
- (B) When so acting, the Vice-President shall have all the powers and be subject to all the restrictions that have been placed upon the office of President.
- (C) The Vice-President shall perform such other duties as may be assigned by the President of the Board of Directors.

SECTION 7. Secretary

- (A) The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for the purpose.
- (B) The Secretary shall present a copy of the minutes of the meeting to each board member.
- (C) The Secretary shall make a copy of the minutes available for inclusion in the club newsletter and/or web-site.
- (D) The Secretary shall keep a register of the mailing address, email address and phone number(s) of each member, which shall be furnished by such member.
- (E) The Secretary shall be the custodian of the corporation records and see that the corporation seal is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws.

SECTION 8. Treasurer

- (A) If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall deem fit.
- (B) The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation.
- (C) The Treasurer shall receive all receipts for monies due and payable to the corporation from any source whatsoever.
- (D) The Treasurer shall deposit all monies received in the name of the corporation, in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article N of these by-laws.
- (E) The Treasurer shall, in general, perform all the duties incidental to the office of Treasurer and such other duties as may be assigned by the President or the Board of Directors.

ARTICLE V – COMMITTEES

SECTION 1. Steering Committee

- (A) The Steering Committee shall act in the capacity of an investigation committee.
- (B) The Steering Committee shall file all reports and make recommendations to the Board of Directors.

SECTION 2. Other Committees

- (A) Other committee members may be appointed by a majority of the Board of Directors present.
- (B) Committee members shall be current members in good standing.
- (C) Any member thereof may be removed by a majority of the Board of Directors present, if in their judgment, the best interest of the corporation shall be served by such removal.
- (D) Junior members may serve on any committee providing that a board member is the director of said committee, as stipulated in Article II Section 1 - (B) 3.

SECTION 3. Term of Office

- (A) Each member of a committee shall continue as such until December 31st, unless:
1. The committee shall be sooner terminated.
 2. Such member be removed from such committee.
 3. Such member shall cease to qualify as a member thereof.
 4. Purpose of committee no longer exists, or projects have been completed.

SECTION 4. Chairman

The chairman of each committee shall be a Board of Director.

SECTION 5. Vacancies

- (A) Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments (see Article V Section 2 (B)).

SECTION 6. Quorum

- (A) Unless otherwise provided in the resolutions of the Board of Directors designating a committee, a majority of the committee shall constitute a quorum.
- (B) The act of a majority of the members present at a committee meeting in which a quorum is present shall be the act of said committee.

SECTION 7. Rules

- (A) Each committee may adopt rules for its own government in accordance with these by-laws and/or rules adopted by the Board of Directors.

ARTICLE VI – CONTRACTS, MONIES, AND GIFTS

SECTION 1. Contracts

- (A) The Board of Directors may authorize any officers, agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.
- (B) The authorization mentioned in the previous paragraph may be general or confined to specific instances.

SECTION 2. Checks, Drafts, Etc.

- (A) All checks, drafts, and orders for payment of money, notes or other evidence(s) of indebtedness issued in the name of the corporation, shall be signed by such the Treasurer of the corporation for sums under \$200.00
- (B) All checks, drafts, and orders for payment of money, notes or other evidence(s) of indebtedness issued in the name of the corporation, shall be signed by such the Treasurer of the corporation, and one other officer as appointed by the Board of Directors for sums exceeding \$200.00.
- (C) Signing of said documents shall be in such a manner as shall be determined by resolution of the Board of Directors.

SECTION 3. Deposits

- (A) All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. Gifts

- (A) The Board of Directors may accept on behalf of the corporation, any contribution, grant, bequest or device for the general and/or any special purpose(s) of the corporation.

SECTION 5. Reimbursement

- (A) Prior approval must be obtained by the Board of Directors for any expenditure of corporation monies.
- (B) All reimbursements shall require receipts before payments will be given.

ARTICLE VI – BOOKS AND RECORDS

SECTION 1. Minutes

- (A) The corporation shall keep minutes of the proceedings of the Board of Directors and the committees having any of the authority of the Board of Directors. (See Article IV Section 7, A & B.

SECTION 2. Records and Books

- (A) The corporation shall keep correct and complete books and records of accounts.
- (B) All books and records of the corporation may be inspected by any member or his agent or attorney, for any purpose, at any reasonable time.
- (C) Records will be retained for a minimum of seven (7) years that pertain to the financial records of the corporation, Oregon Bred Registries and membership lists.

ARTICLE VII – AUDIT OF THE BOOKS

SECTION 1. Audits

- (A) The budget committee shall be designated by the Board of Directors prior to the close of business in each fiscal year.
- (B) The designated auditor or committee shall audit and examine the books of accounts of the corporation and certify to the Board of Directors and members, the annual balance of said books.
- (C) The designated auditor or committee shall provide a Year End Profit and Loss Statement and Balance Sheet to the Board of Directors.
- (D) An audit of the books will be done when there is a change of officer holding the position of Treasurer.

ARTICLE IX- FISCAL YEAR

SECTION 1. Fiscal Year

- (A) The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X – MEMBERSHIP DUES

SECTION 1. Membership Dues

- (A) The Board of Directors shall determine at each annual meeting the amount of membership dues payable to the corporation by the members for the succeeding year.

SECTION 2. Payment of Membership Dues

- (A) The payment of membership dues shall be due and payable no later than December 31st of each year.
- (B) Dues of new members, within any fiscal period shall be payable on the same basis herein provided.

ARTICLE XI – WAIVER OF NOTICE

SECTION 1. Waiver of Notice

- (A) These by-laws may be altered, amended or repealed.
- (B) New by-laws may be adopted by a majority vote of the members present at any regular meeting or at any meeting.
- (C) At least a thirty (30) day written notice must be given of intent to alter, amend, repeal or adopt new by laws.

ARTICLE XII – AMENDMENTS TO BY-LAWS

SECTION 1. Amendments to By-Laws

- (A) When an amendment or new by-law is adopted, it shall be copied in the minute book with the original by-laws in the appropriate place.
- (B) If any by-law is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.
- (C) Subject to Article I Section 2 of these by-laws.

ARTICLE XIII PARLIAMENTARY PROCEDURE

SECTION 1. Parliamentary Procedure

- (A) All meetings of the general membership, Board of Directors, or committees shall be conducted in keeping with parliamentary procedures set forth in the Roberts Rules of Order.

ARTICLE XIV - DISOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more except purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code. Assets shall be distributed to another nonprofit aligning with our purpose, or shall be distributed to the Federal Government, or to a State or local Government for a public purpose

