

BY LAWS OF UPPER MICHIGAN PAINT HORSE CLUB

Effective December 1, 2023

ARTICLE I

Name, Purpose, Location and Corporate Seal

SECTION 1.

Name. This organization shall be named **UPPER MICHIGAN PAINT HORSE CLUB**. The official abbreviation shall be **UMPHC**. All further references in this document made to the name of this club shall be referred to as Club.

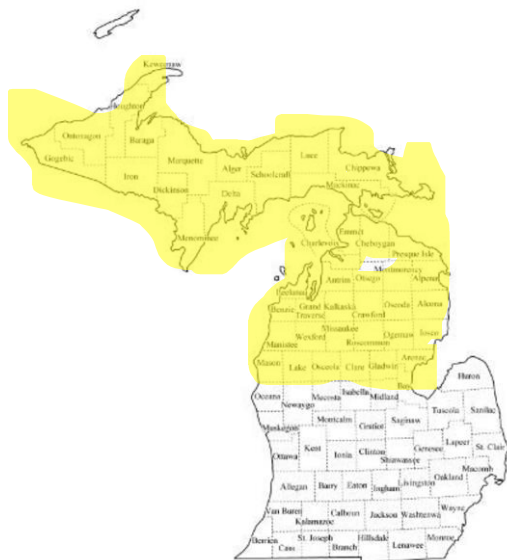
SECTION 2

Purpose: The club shall be operated and conducted as a non-profit association in accordance with the laws of the state of Michigan. The purposes of the club are as follows:

- a. To promote and stimulate interest in the Horse Industry & Paint Horse by encouraging Paint breeding for conformation and ability;
- b. To promote the Paint Horse as a breed;
- c. To promote the Paint Horse through 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**;
- f. To encourage membership at both regional and national levels.

SECTION 3

Location: The club shall include the following area: Northern and Upper parts of Michigan, but its members may be residents of any state. Please see attached Michigan map for definition of



counties.

SECTION 4

Place of Business: The principal office of the Club shall be the address of the elected President, but business of the Club may be conducted at any location established by the Board of Directors.

SECTION 5

Corporate Seal: The seal of the corporation shall be maintained in the custody of the Club by a designated officer.

ARTICLE II

MEMBERS

Section 1. Membership. Membership shall be open to all people who subscribe to the aims of the Club, abide by the by-laws, rules and regulations of the Club, and assist in furthering the aims and objectives of the Club. Membership shall be in accordance with the rules and regulations as adopted by the Board of Directors.

Section 2. Membership of the UMPHC shall be admitted, retained, and expelled in accordance with these By-laws, and such rules and regulations as the Board of Directors may from time-to-time adopt. Membership may include individuals, firms, corporations, executors, trustees and institutions of learning. Memberships are not transferable. Persons who have been expelled or suspended from the APHA are not eligible for membership in the UMPHC during expulsion or suspension. Memberships are available in single or multi-year but will expire December 31 of the paid thru year.

Section 3. All members in good standing shall have equal rights, interests and responsibilities with respect to the UMPHC and its property; shall have the right to vote in person or virtually at all membership meetings, and to hold office and committee assignments, except as otherwise limited herein. **Any UMPHC member elected to the office will pay current dues before talking office.** Whenever in the Bylaws the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right to vote. Each adult membership entitles the member or members to **ONE** vote, but no more than two votes per household shall be allowed even if a household has more than one membership (e.g., partnerships, corporations, etc.). minor children (18 and under) of a household are non-voting members. Membership rules are to be determined by the Board of Directors on a year-by-year basis. Proper receipts and certificates of membership cards shall be issued.

Section 4. Quorum. At each meeting of the general Board or Board of Directors, the presence of the lesser of (a) 7 members, or (b) one-third of the members then serving on the Board (but in no case less than 3) or committee (but in no case less than 2) shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote result in a tie, the vote of the Chair shall be the deciding vote. The act of the majority of the Board members serving on the general Board or Board of Directors and present at a meeting in which there is a quorum shall be the act of the general Board or Board of Directors, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring

otherwise. If a quorum is not present at a meeting, the Board of Directors present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the general Board or Board Directors if during the meeting he or she is in radio or telephone communication with the other Board members participating in the meeting.

Section 5. Meetings. To have an annual meeting voting right. UMPHC members must have been a member sixty (60) days prior to the annual meeting, or August 1, whichever is longer.

ARTICLE III

Board of Directors

Section 1. The business and property of the UMPHC shall be managed and controlled by the Board of Directors hereinafter created and empowered. ELECTION OF DIRECTORS Four (4) directors shall serve on the Board of Directors. The Board of Directors shall include the President, Vice-President, Secretary and Treasurer for a total of eight (4) members on the Board of Directors. The Board of Directors shall be elected by the UMPHC membership. Each director will serve for two (2) years, the directors will be elected on alternating years. The President and Vice-President shall serve as chairperson and Vice Chairperson of the Board of Directors, respectively. No member shall be eligible to be elected to the Board of Directors unless he/she is an active member of the American Paint Horse Association and Upper Michigan Paint Horse Club. If any officer or director fails to properly discharge his/her duties, commits a fraudulent action towards UMPHC or threatens, harasses or bullies any member. He/she may be removed from office by a one-thirds (1/3) vote of the Board of Directors. If a member commits embezzlement or a threatening manner towards another Board member, the President has the right to remove member without notice.

Section 2. *Power and authority of the Board.* **The business and property of the 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, 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. Collecting 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, and social functions and other details relating to the general purpose of the Club; and
- i. Establishing standing and/or special committees.

Section 3. *Board of Directors meetings.* The board of Directors shall meet regularly and at the call of the President or majority of Board members. Absentee or vote by proxy will not be allowed at any regular or special Board meeting. A 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 except for adjourning until a quorum is present.

All members in good standing shall receive written or email notice of all Board meetings, to include date, time and place, a minimum of two weeks in advance of the meeting. The general membership may attend Board meetings as guests, but not participants. Exception: Executive sessions may be held as closed meetings. See Roberts' Rules of Order for definition of "Executive Session". Actions of the Board are subject to ratification by the membership at the annual membership meeting.

Section 4. In case of any vacancy on the Board of Directors, the remaining directors by affirmative vote of a majority thereof may elect a successor for the unexpired term of such **director**.

Section 5. The written contracts of the UMPHC shall be executed on behalf of UMPHC by any member of the Board of Directors providing the approval has been given by the Board of Directors.

Section 6. The Board of Directors may create and empower the committees, general or special

Section 7. Board of Directors meetings will be held every month via conference call or at a named location or at a minimum, one in person meeting at UMPHC show the current year. There shall be an Annual Meeting of the membership to be held in connection with the Year End Awards Banquet no later than April 1st., if finances are available, either virtually or in person. All members in good standing shall receive written notice of the meeting, to include date, time, place and agenda., a minimum of 3 (three) weeks in advance of the meeting, if the annual meeting is scheduled.

Section 8. Any Board of Directors officer of the Club may call a meeting of the members, but in his/her absence the Directors may appoint any person to act as Secretary of the meeting.

ARTICAL IV

Officers and Duties.

Section 1. Officers. The officers of the Club shall be the President, Vice President, Secretary, and Treasurer and such other Officers as may be authorized by the Board of Directors.

Section 2. Duties;

- A. President: The President of the Club shall be the chief executive officer and shall preside at all meetings of the Board of Directors and the general membership. He/she performs all such other duties and responsibilities as may be assigned by the Board of Directors.
- B. Vice-President: The Vice President shall preside at meetings of the Board of Directors and general membership in the absence of the President. He/she shall perform all such other duties and responsivities assigned by the President or the board of Directors.

- C. **Secretary:** The Secretary shall record minutes of all Board of Director and general membership meetings of the Club and member attendance as such meetings and shall submit all official reports as required. He/she shall report all actions of the Board to the membership. He/she shall perform all such other duties and responsibilities assigned by the President or Board of Directors.
- D. **Treasurer:** The Treasurer shall collect, deposit and disburse monies of the Club as prescribed by the Board of Directors. He/she shall present financial reports at all membership meetings, accounting for all funds generated by the club and special interest groups. He/she shall prepare and review the annual financial report and budget of estimated income and expenditures for the coming year and forward to all members in good standing and shall perform all such other duties and responsibilities as assigned by the President or Board of Directors.

Section 3. Vacancies. All vacancies in the offices or Board of Directors of the Club shall be filled by the Board of Directors of the unexpired term, and 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 vacancy to be filled shall be that of the Vice President.

ARTICLE V

Election of Officers and Directors.

Section 1. All officers and directors shall be elected by written ballot. These ballots shall be kept by the Secretary for one (1) year via received online or mail.

Section 2. Election of Directors and Officers. The President shall appoint a nominating committee at least sixty (60) days prior to the annual membership meeting. The committee shall consist of no less than two (2) nor more than five (5) members. The current President shall serve as chairman or shall designate the chairman of this committee. The nominating committee will prepare a recommended slate for the election of the members of the Board of Directors and Officers. The election shall be held at the annual membership meeting or via email or mail ballots if an annual membership meeting is not held. Additional nominations shall be accepted from the voting members that are present or written in. Each Officer and Director shall be voted upon individually by written or virtual ballot, and the election completed for each office before nomination's be accepted for the next office. New directors and officers shall be installed as of January 1st following their election. All officers shall be elected for a term of two years and for no more than two consecutive two-year terms. Directors may succeed themselves in officer. Each Officer and Director must be elected and re-elected individually.

ARTICLE VI

Defining Rules & Regulations

Section 1. The Board of Directors shall have the power and authority to amend, repeal, and enforce such rules and regulations not contrary to the Bylaws and APHA Rules as it may deem necessary concerning the UMPH conduct, management, and activities, membership criteria and requirements; removal of officers; collection of dues and fees; auditing requirements; the conduct of shows, contests, exhibitions, races, sales, championships, social functions and all other details relating to the general purposes of UMPHC. However, any such rules and regulations established shall be reviewed annually by the Board of Directors, subject to revision or amendment by the General Membership at a General membership meeting.

Section 2. In consideration for the opportunity to exhibit and participate in horse shows and other activities sponsored by the UMPHC, each member, exhibitor, and participant (hereinafter collectively referred to as 'participant'), agrees to abide by all rules under which the horse shows and other activities will be conducted. Participant further agrees indemnify and hold harmless the Upper Michigan Paint Horse Club, its officers, directors, and employees from and against all claims, demands, and cause of action whatsoever that the participant may have for any and all loss, damage or injury sustained by the participant, the animals being exhibited by the participant, and participants equipment; or by the minor for whom a participant may represent, by the animals he or she is exhibiting, or by his or her equipment before, during and after said horse shows or activities. Participant further agrees that if he or she is unsuccessful in an attempt to overturn the Upper Michigan Paint Horse Club decisions, actions, rules, or regulations, to reimburse the Upper Michigan Paint Horse Club for its reasonable attorney fees, court costs, and other reasonable expenses incurred in defense of such suit, and that no action will be commenced whether in law or equity against the Upper Michigan Paint Horse Club in any court other than the county in which the current UMPHC President resides.

SECTION VII

Meetings

Section 1: ANNUAL MEMBERSHIP MEETING: The regular annual membership meeting shall be held at such time and place as may be fixed by resolution of the Board of Directors during the period from November 1 to April 1 of the following year. Said annual membership meeting shall be for the purpose of electing and installing officers and directors, and for the transaction of such other business as may be brought before the meeting. Notice of the General Membership meeting shall be given by mail or electronically, stating the time and place of such meeting whether held in person or virtually, to the last known address or email address of each member in good standing, not less than thirty (30) days prior to the date of such meeting. If special topics are to be discussed and/or voted upon, members shall be notified of any such topics.

Section 2: Any Officer of the UMPHC may call the membership meeting to order and may act as chairman of such meeting, precedence given in the following order: President, Vice President, Secretary. The Secretary shall act as Secretary of all membership meetings. In the absence of the Secretary, the Directors may appoint any person from the Board of Directors to act as Secretary of the meeting. This person cannot use the Secretary's voting privilege.

Section 3: Special membership Meetings: Special meetings of the members may be called on written notice to all members. The notice shall state the time and place of the meeting and a brief

description of all topics to be discussed. The notice shall be sent by mail or email to the last known address or e-mail address of all members at least thirty (30) days prior to the meeting. Special meetings may be called by the President, a majority of the Board of Directors, or by a notice signed by at least twenty per cent (20%) of the membership.

Section 4: At any membership meeting the members in attendance shall constitute a quorum.

ARTICAL VIII

Amendments

Section 1. The Board of Directors shall make, amend and repeal the By-Laws of the UMPHC only when written notice of intention of specified amendments of any By-Laws shall have been mailed or emailed to all voting members at least thirty (30) days prior to the annual membership meeting. These specified amendments must be voted on by the General membership.

ARTICAL IX

Special Interest Clubs

Section 1. The UMPHC may from time to time, upon application, sponsor special interest Clubs (Amateur, Trail, Youth, etc). Such sponsorship shall be governed by the American Paint Horse Association rules and regulations and UMPHC By-Laws, together with such rules and regulations as may be adopted by the UMPHC Board of Directors. Officer of any such special interest Clubs shall be elected at an annual meeting of such special Clubs. Monthly Secretary and Treasurer's reports and monthly activity reports of special interest Clubs shall be regularly submitted to the UMPHC Board of Directors.

ARTICAL X

Indemnification

Section 1: This Club shall indemnify a director of this Club, and each director of this Club who is serving or has served at the request of this Club as a director, officer, partner, trustee, employee or agent of another Club, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorney's fees, judgements, penalties, fines, settlements and reasonable expenses actually incurred by such director or person relating to his/her conduct as a director of the Club or as director, officer, partner, trustee, employee or agent of another Club, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (1) to a breach of a director's duty of loyalty to the Club or its members, (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (3) for a transaction from which a director derived an improper personal benefit.

ARTICAL XI

Dissolution

Section 1. Upon the dissolution of the UMPHC, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the UMPHC, dispose of all the assets of the UMPHC exclusively for the purpose of the UMPHC, or to such organization or organizations operated exclusively for agricultural purposes as shall determine.

ARTICAL XII

Discipline

Section 1: The Club (UMPHC) through its Board of Directors may impose such fines or penalties upon any member who violates its rules, regulations, or bylaws. A member may be suspended for a period or expelled for violation of any of the bylaws, regulations, or rules of the UMPHC, or for conduct prejudicial to the best interest of the UMPHC or the Paint Horse breed. Suspension or expulsion shall be reviewed by the Board of Directors. The member shall be given an opportunity to resent a defense at the time and place mentioned in such notice if approved by President.

Section 2: Anyone suspended by the APHA is automatically suspended by the UMPHC.

ARTICAL XIII

Rules of Order

Section 1. All meetings of the Board and committees appointed by the Board shall be governed by, unless said rules are contrary to the Articles of Inc., or the by-laws of UMPHC in which case the Articles of Inc, or by-laws shall govern.

These by laws were last amended on May 30, 2024

Signatures of UMPHC officers at the time of revision:

President

Vice President

Secretary

Treasurer

