

Bylaws of the Barock Pinto Association of North America (BPANA)

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Article I – Organization

1.1 Principal Office

The principal office of the BPANA will be determined by the Board of Directors. Other offices may also be established at

such places that the Board deems necessary for the conduct of business. A copy of these bylaws will be kept at the principal office.

1.2 Registered Agent

The name and address of the Registered Agent is provided in the Articles of Incorporation filed with the Secretary of State. Changes to the Registered Agent must be approved by the Board of Directors.

1.3 Governing Instruments

The BPANA will operate under the requirements set forth in its Articles of Incorporation and Bylaws. The Bylaws may be amended by the Board of Directors. Meetings will be governed using Roberts Rules of Order.

1.4 Member-Focused Organization

The Barock Pinto Association of North America (BPANA) is a member-focused and member-run organization. Its purpose is to serve its members and the broader Barock Pinto community by promoting the breed and fostering engagement through various activities and initiatives.

1.5 Compliance with Dutch Studbook

The BPANA will follow the guidelines set forth by the Barock Pinto Studbook Netherlands to ensure alignment with international standards for promoting and preserving the Barock Pinto breed.

Article II - Purpose, Objectives, and Membership

2.1 Purpose and objectives

The purpose of the BPANA is to promote the Barock Pinto horse breed in North America. This includes organizing clinics, educational seminars, social gatherings, horse shows, inspections, and other events to raise awareness and appreciation for the Barock Pinto breed. The association is an affiliate of and sponsored by the Barock Pinto Studbook of the Netherlands (BPSN), which provides guidance, resources, and support to ensure that BPANA activities align with the highest standards for promoting and preserving the Barock Pinto breed. Through this partnership, BPANA benefits from BPSN's extensive network and expertise, further enhancing its ability to serve both its members and the broader equestrian community.

Objectives

Process all registrations of horses in North America for the Barock Pinto Studbook Registry Netherlands.

Process Memberships and provide member services.

Organize and support yearly Barock Pinto Studbook Inspections in North America.

Education and Advocacy: Raising awareness about equine care, health issues and advocating for better treatment and protection laws.

Preservation and promotion of the Barock Pinto Breed through breeding programs and support of genetic research.

Community Engagement: Organize events, workshops, and clinics to educate the public and engage the community in Barock Pinto equine activities.

2.2 Inurement of Income

The income of the BPANA shall not be distributed to or used for the benefit of its members, directors, officers, or

other persons, except for reasonable compensation for services rendered.

2.3 Political Activities

The BPANA shall not participate in or intervene in any political campaign on behalf of any candidate for public office or dedicate a substantial part of its activities to propaganda or attempts to influence legislation.

2.4 Operational Limitations

The BPANA shall not conduct or participate in any activities not permitted to be carried on by a tax-exempt 501(c)(5) organization.

2.5 Nondiscrimination Policy

Unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap, or disability will not be permitted or tolerated by the BPANA.

2.6 Membership

Membership in the BPANA shall be open to both BPANA members and non-BPANA members (Barock Pinto Enthusiasts).

Membership categories and dues are defined by the Board of Directors. New categories or changes in the dues may be made upon Board approval should the need arise.

- Full Member
- Business Member

- Associate Member
- Youth Member
- Founding Member
- Lifetime Member

Only Full, Business and Lifetime Members shall have voting rights.

Members shall be in good standing with BPANA.

New categories or changes in the dues may be made upon Board approval should the need arise.

2.7 Removal of Members

A member may be removed by a majority vote of the Board of Directors or by a petition from the membership to the Board. The Board will review such petitions and make a final decision. Causes for removal may include but are not limited to violations of the bylaws, unethical behavior, or actions detrimental to the BPANA.

Article III - Board of Director Meetings

3.1 Meeting Location

Meetings shall be held at the BPANA's principal place of business or at an alternate location chosen by the Board.

3.2 Regular Meetings

Regular Meetings shall be held at a date and time that is acceptable to the Board members and at a frequency that promotes the growth of the BPANA.

3.3 Special Meetings

Special meetings may be called at any time by the Chair of the Board of Directors. Notice of the meeting must be received by each Director at least 3 days before the meeting and include the agenda, place, and time.

3.4 Telephone Meetings

When necessary, the Board may elect to meet via conference call or any other means where all participants can hear each other. Decisions made at such meetings will have the same authority and power as decisions made at meetings where participants are physically present.

3.5 Action Without a Meeting

Any action that may be taken at a regular or special meeting of the Board may be taken without a meeting if all members of the Board in writing consent to the action. All such actions will have the same authority and power as actions passed at meetings where participants were physically present.

3.6 Quorum

A majority of the authorized Directors will constitute a quorum. A quorum is required for actions taken to be considered Board approved.

3.7 Annual Member Meeting

An annual meeting shall take place for all members of BPANA. Meeting can be in person or virtual.

Article IV – Directors

4.1 Authority

The business and affairs of the BPANA shall be managed by a Board of Directors subject to any limitations in the Articles of Incorporation.

4.2 Election

The members of the Board of Directors will be elected by the voting members when the terms have expired, with elections staggered to ensure continuity of leadership. All Director positions will be four year terms.

4.3 Number of Directors

The BPANA shall be governed by a board of six members, consisting of four officers (Chair, Vice Chair, Treasurer, and Secretary) and two additional Directors. The number of authorized directors may be increased or decreased as needed by a vote of the Board while maintaining a minimum of six members who are full members of BPANA. The officers of the Board will be elected by the Board of Directors.

4.4 Resignation

At any time, a Director may resign by giving a letter of resignation to the Secretary of the BPANA. The resignation will become effective immediately or at the date specified without a vote of the Board. A vote of a quorum of Directors will be required to remove a Director for cause.

4.5 Vacancies

Vacancies on the Board will be filled by a vote of the Board. A majority vote of the current Directors will be required for election. Board elected directors will serve until the next election.

4.6 Compensation

All Board of Director positions are voluntary and are not compensated financially. Directors will not receive compensation for their services except for expenses incurred and specified by Board resolutions. A Director may be compensated for services provided to the BPANA if they also serve in another position such as an officer, agent, or employee.

Article V – Officers

5.1 Number of Officers

The BPANA shall have at least a Chair, Vice Chair, Treasurer, and a Secretary who are full members of BPANA. Other officers, along with titles and responsibilities, may be added by the Board of Directors. One person may be selected to serve in more than one position.

5.2 Election Officers

Election, length of term, and compensation are set by the Board.

5.3 Removal and Resignation

An officer may be removed or resign at any time with or without cause. Removal requires an action of the Board. Resignation requires that the officer submit a written notice of their resignation to the Secretary.

5.4 Chair

The Chair will serve as the general manager and chief executive officer of the BPANA. The Chair will have the authority and power to run the day-to-day operations of the

BPANA under the guidelines provided by the Board. In the absence of a Treasurer, the Chair will also serve as the chief financial officer.

5.5 Vice Chair

The Vice Chair will support the Chair in their duties and will assume the role of Chair in their absence or as designated.

5.6 Secretary

The Secretary will be responsible for: (1) sending out notices for all meetings, (2) keeping minutes for all meetings, (3) maintaining the Corporate Record Book, (4) maintaining BPANA records and seal.

5.7 Treasurer

- **Financial Oversight:** Oversee the financial health of the organization, including planning, budgeting, reporting, and ensuring compliance with policies and regulations.
- **Internal Controls:** Safeguard the organization's assets by maintaining and overseeing internal financial controls and audits.
- **Collaboration:** Work closely with the Executive Director, finance staff, and Board members to align financial strategies with organizational goals and chair finance or audit committees when needed.
- **Fundraising Support:** Provide financial insights and strategies to support fundraising efforts and ensure accurate tracking of grant and donor funds.

Article VI – Committees

6.1 Establishment

The Board may establish committees as needed to plan and organize shows, events, and other activities.

6.2 Membership

Committee members shall be appointed by the Committee Chair and may include both Board members and general members of the BPANA.

Article VII – Finances

7.1 Non-Profit Status

The BPANA shall operate as a non-profit sport club in accordance with applicable state law.

7.2 Sponsorships

The BPANA may accept sponsorships to support its activities and events.

7.3 Financial Records

Financial records shall be maintained, and made available for inspection upon request. A Yearly financial report will be provided to the BPS by February 1 of each calendar year.

7.4 Fiscal Year

The Board of Directors will determine the fiscal year of the BPANA based on the prevailing guidelines of the Internal Revenue Service.

7.5 Bank Account

The BPANA shall establish and maintain its own bank account for the deposit of all funds received through

sponsorships, membership dues, and other sources of income. The account shall be managed exclusively by the Treasurer, the Secretary, the Chair and the registered agent. All other members of the Board of Directors shall have view-only access to the account, as determined by the Board. Any changes to the management or access of the bank account shall require a vote of the Board of Directors. All transactions must be documented and reported regularly to the Board.

Article VIII – Amendments

These bylaws may be amended by a majority vote of the Board of Directors provided that notice of the proposed amendment has been given at least 30 days in advance.

Article IX – Dissolution

Upon authorization from the Board of Directors to dissolve and after all liabilities of the BPANA have been addressed, any remaining assets shall be distributed to another organization dedicated to the promotion and preservation of the Barock Pinto horse breed as determined by the Board of Directors.

Article X - Indemnification and Insurance

10.1 Indemnification The directors and officers will be indemnified to the fullest extent of the law by the BPANA. Any director or officer that is found to be negligent or guilty of misconduct will forfeit their indemnification.

10.2 Insurance The BPANA shall have the power to purchase and maintain insurance for any agent of the BPANA including but not limited to directors, officers, and employees.

Article XI: Dissolution and Return of Registration Documents

11.1 Return of Registration Papers and Documents

In the event of the dissolution of the Baroque Pinto Association of North America (BPANA), all registration papers, records, and other official documents pertaining to the Baroque Pinto Studbook (BPS) and its registered horses shall be returned to the Baroque Pinto Studbook in the Netherlands (BPS).

11.2 Safeguarding of Records During Dissolution

During the dissolution process, the BPANA Board of Directors shall ensure that all registration papers, records, and documents are safeguarded and remain intact. These materials shall be prepared for transfer in an organized and complete manner to avoid any loss or mismanagement of critical data.

11.3 Notification and Coordination with the BPS

Upon initiating the dissolution process, the BPANA shall notify the Baroque Pinto Studbook (BPS) and coordinate directly with the appropriate representatives to facilitate the secure and timely return of all registration materials.

11.4 Responsibility of the Board of Directors

11.5 The BPANA Board of Directors shall be responsible for overseeing the return of documents and ensuring

compliance with this provision. A dissolution committee may be established to manage the logistics of this process if deemed necessary.

11.6 Prohibition on Distribution of Records

Under no circumstances shall registration papers, records, or other official documents be distributed, sold, or transferred to any party other than the Baroque Pinto Studbook (BPS) without explicit written authorization from the BPS.

Section 6: Certification of Compliance

Upon completion of the return of registration materials to the BPS, the BPANA Board of Directors shall certify in writing to the BPS that all documents and records have been transferred as required.

Adopted 01-30-2025 SB