**CONSTITUTION AND BY-LAWS FOR**

**PENNSLYVANIA PAINT HORSE CLUB**

**Article I**

**Name, Purpose, Location and Corporate Seal**

**Section 1.** Name. This organization shall be named the Pennsylvania Paint Horse Club. The official abbreviation shall be PPHC. 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 at all times be operated and conducted as a non-profit association in accordance with the laws of the state of Pennsylvania. The purposes of the Club are as follows:

1. To promote and stimulate interest in the Paint Horse by encouraging Paint breeding for conformation and

ability;

1. To promote the Paint Horse as a breed;
2. To promote the Paint Horse through horse shows, pleasure and trail riding, racing and all other activities of the same nature;
3. To promote good horsemanship and good sportsmanship;
4. To educate the public about the qualities of the Paint Horse and of the American Paint Horse Association;
5. To encourage membership at both regional and national levels.

**Section 3.** Location. The Club shall include the following area: Entire State of Pennsylvania but its members may be residents of any state.

**Section 4.** Place of Business. The principal office of the Club shall be the address of the duly elected secretary, 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 secretary or other designated officer.

**Article II**

**Members**

**Section 1.** Membership. Membership shall be open to all persons 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.

Membership categories are, but are not limited to, the following: ( *Adult, Family, Youth, Farm/Corporation/Business, etc.)* shall be in accordance with the rules and regulations as adopted by the Board of Directors.

**Section 2.** Rights. All members shall have equal rights, interest and responsibility with respect to the club and its property. There shall be no shares of stock issued to any member. In all matters governed by the vote of the members, each member in good standing shall be entitled to vote(s) as established by the Board of Directors. Business or Family 2 votes, Adult/Single Membership 1 vote.

**Section 3.** Quorum of 2/3 (two thirds) members of the Club shall constitute a quorum for the purpose of business at a membership meeting. Except as provided elsewhere in the by-laws, a simple majority vote of the members present at any meeting of the membership shall be sufficient to approve any matter brought before the membership for action. No business shall be conducted without a quorum being present, with the exception of adjourning the meeting until a quorum shall be present. Absentee or vote by proxy will not be allowed at any annual or special membership meeting.

**Section 4.** Meetings. . Annual Meeting. The annual meeting of the membership shall be held once a year at a convenient time for members.. All members in good standing shall receive written or electronic notice of the meeting, to include date, time place and agenda, a minimum of two weeks in advance of the meeting. *Roberts’ Rules of Order* shall govern membership meetings.

Special membership meetings may be called by the President, by a majority of the Board of Directors, or by 50 % plus one of the members, if deemed necessary and provided all members have been notified in writing or by email as stated above.

**Article III**

**Board of Directors**

**Section 1.** Members. The Board of Directors shall consist of the elected officers of the club, the immediate Past-President and 3 elected Directors. No more than two persons living in the same household shall serve as a director or officer at the same time.

**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 bylaws) as they may deem expedient concerning the:

1. Conduct, management and activities of the Club;
2. Removal or suspension of officers and directors;
3. Admission, classification, qualification, suspension and expulsion of members;
4. Fixing and collecting of dues and fees;
5. Expenditure of monies; (Exceeding\_\_\_\_\_\_\_\_\_)
6. Auditing of books and records;
7. Awarding of year-end awards and recognition;
8. Conducting of shows, contests, exhibitions, races, sales and social functions and other details relating to the general purposes of the Club; and
9. 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 (50% plus one) for the purpose of conducting business. No business shall be conducted without a quorum present with the exception of adjourning until a quorum is present. A simple majority vote of the Board members shall be sufficient to approve any matter brought before the Board for action. *Roberts’ Rules of Order* shall govern board of Directors meetings.

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.

**Article 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.

1. 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 shall perform all such other duties and responsibilities as may be assigned by the Board of Directors.

1. 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 responsibilities assigned by the President or the Board of Directors.

1. Secretary: The Secretary shall record minutes of all Board of Director and general membership meetings of the Club and member attendance at 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.

1. 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. Treasurer is required to be bonded through an independent source. The office of Secretary/Treasurer may be combined into one office if necessary.

**Section 3.** Vacancies. All vacancies in the offices or board of directors of the Club shall be filled by the Board of Directors for 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 the vacancy to be filled shall be that of the Vice President.

**Article V**

**Election of Officers and Directors**

**Section 1.** Nomination. The President shall appoint a nominating committee two month(s) prior to the annual membership meeting. The Nominating Committee shall prepare and present a slate of nominees for each office and director positions to be elected to the Board of Directors for approval one month(s) prior to the membership meeting.

1. Additional nominees can be accepted from the floor at the annual membership meeting*.*
2. To be nominated for any office, a person must be a PPHC member in good standing for one full year.
3. At the conclusion of the nominating meeting, the approved slate of nominees shall be placed on a ballot to be mailed or emailed to all voting PPHC current members.

**Section 2.** Election. The election of officers and directors will be conducted at the annual membership meeting. **Voting by proxy or assigning one’s vote to another person to vote in his absence is NOT allowed.** Only adult members in good standing will be permitted to vote.

A1. *(Mail Ballot)* Ballots containing the slate of nominees for officers and/or directors are mailed to all members in good standing to be returned by a specified date and counted at a specified date or meeting. Members need not be present at the meeting or time ballots are counted, thereby eliminating the need for absentee voting. Once the ballots have been mailed, there can be no further nominations or changes made to the slate of nominees.

A2. *(Written/Voice Ballot at a Meeting)* Ballots with the slate of nominees are handed out or presented to the members in good standing at a specified meeting. Votes are tabulated for each officer prior to proceeding to the next officer to be elected. Elections shall begin with the President. Ballots will be counted for each officer prior to moving on to subsequent offices so that nominees not elected for a position may be nominated for subsequent office and/or director positions. Members must be in attendance and nominations from the floor can be accepted. **Absentee voting is not allowed.**

A3. Electronic Voting. Ballots containing the slate of nominees for officers and/or directors are emailed using a reputable online voting website, to all members in good standing to vote by a specified date. The president would be responsible for updating the email list of all members. Absentee voting would not apply in this case. Once the ballots have been emailed, there can be no further nominations or changes made to the slate of nominees.

1. The nominee receiving a simple majority of votes shall be elected.
2. Results of the election shall be forwarded to the APHA office within 14 days of the election and results listed on the PPHC website.

**Section 3.** Term of Office. Officers shall serve for a term of \_\_\_2\_\_\_\_ year(s) or until their successors are duly elected and qualified. All officers shall be elected in the same year. Official duties shall be assumed at the conclusion of the December meeting. An elected Director shall be elected each year to serve a two (2) year term. The immediate past- president shall serve a one (1) year term on the Board of Directors.

**Article VI**

**Amendments**

These By-laws of the Club may be amended or revised by written request at any official membership meeting where the proposal may be read. Any proposed change will be mailed/emailed to club members and presented for discussion and voting at the next scheduled membership meeting. A vote of 50% plus one (percentage) of the attending membership must be obtained. APHA shall be notified of any Bylaw changes that have been amended by the club membership.

**Article VII**

**Indemnification**

Each officer, director and committee member of the Club shall be indemnified by the Club against all costs, expenses and liabilities reasonably incurred by him/her in connection with/or resulting from any action, suit or proceeding to which he/she may be made a party by reason of his or her being or having been a director/officer or committee member of the Club, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such officer, director or committee member. The foregoing right indemnification shall cover amounts paid in settlement of any such action, suit or proceeding when such settlement appears to be in the interest of the Club. The foregoing right shall be in addition to any other rights to which such officer, director or committee member may be entitled as a matter of law.

**Article**

**VIII**

**Dissolution**

Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for agricultural purposes as shall at the time qualify as exempt organization or organizations under Section 501.C (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. The American Paint Horse Association, Fort Worth, Texas, is to be given first consideration.

By Laws Adapted (complete revision): March 2018

Signatures

President \_\_\_\_\_\_Carli Progin\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Vice President \_\_\_\_\_\_Carla Perri\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary \_\_\_\_\_\_Brigitte mason\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Treasurer \_\_\_\_\_\_Anne Connelly\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Board Member \_\_\_\_\_ Lyn Fick\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Board Member \_\_\_\_\_\_Jacki Walker\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Board Member \_\_\_\_\_Sharon Horn\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_