

PAINT HORSE CLUB OF OKLAHOMA
BYLAWS
Effective August 2023

Article I
Title, Purpose and Location

SECTION 1. Club shall be known as the PAINT HORSE CLUB OF OKLAHOMA and shall at all times be operated and conducted as club in accordance with the laws of the State of Oklahoma

SECTION 2. LOCATION. The PAINT HORSE CLUB OF OKLAHOMA shall encompass the State of Oklahoma.

SECTION 3. Purpose of the Paint Horse Club of Oklahoma, herein referred to as PHCO shall be to promote and improve the Paint Horse breed of horses and to conduct activities in furtherance of such promotion, including but not limited to seminars, meetings, shows, races, publicity and any other activities toward this effort; to promote good horsemanship and good sportsmanship; to educate the public about the qualities of the Paint Horse and of the American Paint Horse Association (APHA) ; and to encourage membership at both regional and national levels.

SECTION 4. PLACE OF BUSINESS. The principal place of business the PHCO 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. The fiscal year of the Club shall be the calendar year.

Article II
Members

SECTION 1. 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. Members whose annual dues are paid will have all privileges of a membership. However, an PHCO member must be an Oklahoma resident to be elected to serve as an PHCO officer or director. Any member in good standing may be elected to serve on the Board of Directors

SECTION 2. Members of the PHCO shall be admitted, retained and expelled in accordance with such rules and regulations as the Board of Directors may, from time to time, adopt. In all matters governed by the vote of the members, every member in good standing who has reached the age of at least 19 years shall be entitled to vote. A member in good standing

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shall be defined as a member currently free of disciplinary restrictions. Members on probation are not considered in good standing.

SECTION 3. Membership in PHCO shall be conditioned upon timely payment of such dues as the Board of Directors may set from time to time, provided, that no change of dues or schedule of dues shall be effective until three (3) months after such dues schedule is sent to each member of the Club.

SECTION 4. Board of Directors may authorize the following types of memberships and shall at member meetings be allowed voting privileges respectively as follows:

Individual membership: 1 Vote;

Family membership (Husband & Wife): 1 Vote Each;

Organization membership (partnership or corporation): 1 Vote.

SECTION 5. To exercise voting privileges, a member must be physically present at a meeting, which privilege cannot be delegated by proxy or absentee ballot. The PHCO Officers, by majority vote, to waive the “physically present” requirement set forth in both bylaws should force majeure circumstances make it illegal, impossible, inadvisable, or commercially impracticable to require “physical presence” at a meeting in question. Should such circumstances result in the aforementioned waiver of “physical presence”, the OPHC Officers may designate means in which voting and participation in meetings may be accomplished by means other than via physical presence.

SECTION 6. Membership in the association shall not be transferable.

SECTION 7. The term members as used in these by-laws shall mean and refer to a member of the OPHC in good standing and shall be counted with respect to the right and number of votes attending. In all matters to determine the right to vote, or to determine membership, the books and records of the Club as maintained by the secretary shall control.

SECTION 8. It is a privilege, to become a member, to serve on the PHCO Board of Directors or become an PHCO Officer and not a right. Throughout his/her tenure, must (a) remain a member of the PHCO in good standing; (b) adhere to APHA and PHCO rules and regulations pertaining to membership conduct and, (c) in addition, must conduct themselves in an exemplary manner so as to reflect favorably on the PHCO. (d) refrain from conduct that is detrimental to the interests of the PHCO, its programs, policies, objectives and harmonious relationship of its members. A Member’s conduct is subject to continual review and that membership may be terminated or rejected by the Board of Directors with or without notice and formal hearing.

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Article III
Membership Meetings

SECTION 1. Regular annual meeting of the membership shall be held during the first quarter, unless otherwise designated by the Board of Directors. Place of the meeting shall be designated by the President. Notice of such meeting shall include the time, date, and place.

SECTION 2. Special meetings of the membership may be held at such time and place as designated by notice in writing whenever called by the President or by a majority of the Board of Directors or by notice signed by not less than twenty (20) members of the Club. All members in good standing shall receive notice of such meeting, to include date, time, place and agenda, Roberts Rules of Order shall govern membership meetings. Notice of special meetings must indicate the purpose for which the meeting is called and the business to be brought before the meeting. At such a special meeting, no other business shall be properly considered.

SECTION 3. MEETING NOTICE Prior notice to members of any Annual Membership Meeting or Special Meeting of members may be given by written notice to members sent at least ten (10) days prior to the meeting by. (a) separate written notice; (b) notice contained in a conspicuous place in regular official membership publication or newsletter or social media; (c) electronically communicating; (d) PHCO website or; (e) or by any other means allowed by law shall be construed and is accepted as legal notice of such meeting.

SECTION 4. At any meeting of the membership held on proper notice, members attending shall constitute a quorum and attendance shall be deemed waiver of notice as to the attending members. A majority of the members present shall control all questions properly put to membership vote. A member shall be eligible to vote after thirty (30) days continuous membership prior to the meeting.

SECTION 5. At any meeting of the membership, the President or in his absence, the next succeeding officer shall act as Chairperson. The Secretary of the Club shall act as secretary for such meeting. In the absence of secretary, the Chairperson may appoint a member to act as secretary of the meeting.

Article IV
Election of Officers and Directors

SECTION 1. NOMINATIONS: President shall appoint a Nomination Committee. Nomination Committee shall prepare and present a slate of nominees for each office and

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director position to be elected to the Board of Directors for approval one (1) month prior to the annual membership meeting.

A. Additional nominees can be accepted from the floor at the annual membership meeting with the exception of the position of President, which must be filled by a member of the Board of Directors.

SECTION 2. ELECTION. The election of officers and directors will be conducted at the annual membership meeting.

A. Ballots with the slate of nominees are handed out or presented to the members in good standing at the specified meeting. Votes are tabulated for each officer prior to proceeding to the next officer to be elected. Nominations from the floor can be accepted.

B. Elections shall begin with the President. Ballots will be counted for each officer prior to moving on to subsequent officers so that nominees not elected for the position may be nominated for subsequent offices and/or directors positions.

C. The nominee receiving a simple majority of votes shall be elected.

D. Results of the election shall be forwarded to the APHA office within fourteen (14) days of the election.

SECTION 3. At all elections provided for in these By-Laws, the ballots will be counted by three (3) members or non- members designated by the President, and their count and tally of such ballots will be final and uncontestable unless, within fifteen (15) days of the date of such election the President has been notified in writing by a member(s) of their desire and intent to contest the election.

A. All ballots of any election will be delivered to the custody of the Secretary to be retained in a place of safekeeping in the office of the Association, until properly disposed of as hereinafter provided. The ballots from any uncontested election shall be destroyed on the sixteenth (16th) day following such election.

B. The ballots from any contested election shall be retained by the Secretary until the Board of Directors has, by special meeting, declared the results of the contested election final or invalid. Should the contested election be declared invalid, a new election will be held, as soon as is practical, in the same manner as any other election, with proper notice to those entitled to vote. Upon completion of the new election, ballots from the original election will be destroyed, and the procedures governing elections and any contest thereof will be applicable to the new election.

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C. Should any individual nominated or elected to any position prove to be ineligible or decline to accept the nomination or serve in the elected capacity, the individual who received the next highest number of votes will automatically assume the nomination or the elected position. In the event of a tie, a re-vote will be taken by the same members who participated in the original voting.

Article V

Officers and their Duties

SECTION 1. Officers of the Paint Horse Club of Oklahoma shall be President, Vice-President, Secretary, and Treasurer and such other officers as may be authorized from time to time by the Board of Directors. Officers must be residents of Oklahoma, must be members of the Club for a minimum of twelve (12) consecutive months and shall be elected by a majority vote of the members at the regular annual membership meeting, or such other special meeting as called for that purpose. Officers shall hold office for a period of one (1) year and until their successors are elected and qualified or they are re-elected.

A. All officers upon election shall become members of the PHCO Board of Directors by office. Officers who are members of the Board of Directors by office shall have full privileges and shall have the right to speak and vote on any issue, not otherwise prohibited by reason of conflict or disqualification.

SECTION 2. PRESIDENT: President shall be the chief executive officer of the Club and shall preside at all meetings of the Board of Directors and members. President shall be responsible to see that the By-Laws, rules and regulations of the Club and orders of the Board of Directors are performed and enforced. President shall have such other duties as may be prescribed from time to time by the Board of Directors. He shall be an ex officio member of all committees.

SECTION 3. VICE PRESIDENT: In the absence of the President, the Vice President shall have the power, authority and responsibility to perform the duties of the President and such other duties as may be prescribed by the Board of Directors.

SECTION 4. SECRETARY: Secretary shall record and maintain the minutes and other written documents of all actions of the membership and the Board of Directors; shall maintain a current and accurate list of members; and shall be charged with possession of all records and documents of the Club. Secretary shall give notice of all meetings of members and directors as herein provided, attest to all certificates, deeds and contracts executed by the Club and shall sign all certificates of membership, and other documents

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as authorized by the Board of Directors. One person can hold both positions of Secretary and Treasurer.

SECTION 5. TREASURER: Treasurer shall receive, record and account for all monies belonging to the Club and shall disburse such funds as shall be directed by the Board of Directors. Treasurer shall, not less than annually, file a written report with the Board of Directors and the members as to the financial status of the Club. Treasurer shall sign all checks and drafts and other documents as authorized by the Board of Directors. However, if the Any member that the Club grants check writing access to a third party, that individual must be bonded. The amount and sufficiency of such bond will be fixed by the Board of Directors and the premium for such bond to be paid by the Club.

SECTION 6. In the case of a vacancy in the Officers of the Club by death, written resignation, disqualification, a member moving out of the State of Oklahoma, or the failure of a member to attend 50% of the PHCO meetings during one calendar year, or other cause, vacancy may be filled at any meeting of the PHCO Board of Directors, and the officer so elected shall fill the unexpired term of the Officer being replaced, or until a successor is elected.

Article VI

OPHC Board of Directors

SECTION 1. PHCO Board of Directors shall consist of the duly elected officers of the OPHC, no less than five (5) directors elected by the voting membership and the immediate past-president, as long as he or she shall remain as an active member. Board members must be members in good standing with the American Paint Horse Association and the Paint Horse Club of Oklahoma and residents of the state of Oklahoma.

SECTION 2. PHCO Directors must be active members of the Club for a minimum of twelve (12) consecutive months. They shall serve for a term of two (2) years after election. In each odd numbered year, at the annual membership meeting, the voting members shall elect no less than three (3) directors and in each even numbered year thereafter at the annual meeting the voting members shall elect no less than (2) directors

SECTION 3. In the case of a vacancy in the PHCO Board of Directors by death, written resignation, disqualification, a member moving out of the State of Oklahoma, or the failure of a member to attend 50% of the PHCO meetings during one calendar year or other cause, vacancy may be filled at any meeting of the PHCO Board of Directors, and the Director so elected shall fill the unexpired term of the Director being replaced, or until a successor is elected

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Article VII
Board of Directors Meetings

SECTION 1. Regular annual meeting of the Board of Directors shall be held immediately following the annual membership meeting and no notice shall be required for such regular meeting of the board. Board may provide for other regular meetings at stated times and places and no notice shall be required.

SECTION 2. Special meetings of the Board of Directors shall be held whenever called by the President or by two- thirds of the Directors in office. Special meetings shall be called only upon to members sent at least ten (10) days prior to the meeting. Any director either before or after such meeting may make waiver of such notice, and all business may be transacted at such a special meeting. Presence by any director at a meeting, with or without notice, shall waive the requirement for notice as to such director.

SECTION 3. MEETING NOTICE Prior notice to PHCO Board of Director Meeting or Special Meeting of Board of Directors may be given by written notice to members sent at least ten (10) days prior to the meeting by. (a) separate written notice; (b) notice contained in a conspicuous place in regular official membership publication or newsletter or social media; (c) electronically communicating; (d) PHCO website or; (e) or by any other means allowed by law shall be construed and is accepted as legal notice of such meeting.

SECTION 4. To exercise voting privileges, a member must be physically present at a meeting, which privilege cannot be delegated by proxy or absentee ballot. The PHCO Officers, by majority vote, to waive the “physically present” requirement set forth in both bylaws should force majeure circumstances make it illegal, impossible, inadvisable, or commercially impracticable to require “physical presence” at a meeting in question. Should such circumstances result in the aforementioned waiver of “physical presence”, the PHCO Officers may designate means in which voting and participation in meetings may be accomplished by means other than via physical presence.

SECTION 5. A majority of the number of directors shall constitute a quorum for the transaction of business, provided that if at any meeting the Board of Directors there be less than a quorum present, a majority of those actually present may adjourn the meeting from time to time until a quorum shall be present.

SECTION 6. Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations as the Board may deem to be expedient concerning the conduct, management and activities of the Club, dues, classification, qualification, suspensions and expulsion of members, officers and directors

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SECTION 7. Actions of the Board of Directors are subject to revision or amendment by the voting members at any special or regular meeting of the membership, provided that written notice of such intention is published in a notice of the meeting and specifically sets forth the intended revision or amendment.

Article VIII VI

Committees and Appointment of Chairmen

SECTION 1. President will appoint such committees as are deemed necessary to carry out the activities of the club. President will appoint a chairperson for each committee. The term of office shall be for one (1) year. To be eligible for a standing committee assignment, an individual must be a current PHCO member in good standing. Each standing committee shall consist of at least three PHCO members, appointed by the President. Committees can include but not limited to:

Amateur Awards

Business Development & Finance

Constitution & By-Laws

Marketing,

Membership & Social Media

Nominations

Ranching

Show & Competition

Youth

SECTION 2. Members to serve on the committees may be appointed by the President or by the chairperson on the committee. Their term shall be for one (1) year.

SECTION 3. Actions of the committees shall be presented to the Board of Directors for approval before being set in action.

Article IX

Fiduciary Responsibility Club Accounting

SECTION 1. PHCO shall conduct its affairs on a calendar year beginning January 1 of each year and to end on the last day of December of each year. The Club shall operate on a cash basis. Audit of the Club's books and records and audit of the funds of the Club shall occur from time to time as may be directed by the Board of Directors.

Article X

Amendment of By Laws

SECTION 1. By-Laws of the PHCO may from time to time be amended upon approval of a majority of the members present at any properly noticed and called meeting. Proposed By-

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Laws amendments may be submitted by the Board of Directors or by a current members of the association in writing to the Board of Directors not less than sixty (60) days prior to the members meeting at which amendments are to be considered.

SECTION 2. PHCO Members will be notified of the proposed amendments by (a) separate written notice; (b) notice contained in a conspicuous place in regular official membership publication or newsletter; (c) electronically communicating; (d) OPHC website; (e) by any other means allowed by law shall be construed and is accepted as legal notice

Article XI

Indemnity of Officers, Directors and Employees

SECTION 1. Each officer, director and committee member of the Paint Horse Club of Oklahoma shall be indemnified by the Paint Horse Club of Oklahoma 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 part by reason of his/her being or having been a director, officer or committee member of the Club.

Exception will be in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such officer, director or committee member.

Article XII

Dissolution

SECTION 1. DISSOLUTION: Upon the dissolution of the Paint Horse Club of Oklahoma, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Club, dispose of all the assets of the Club exclusively for the purposes of the PHCO in such manner to such organization or organizations organized and operated exclusively for agricultural purposes as shall at the time qualify as an exempt organization or organizations under Section 501 C (5) 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.