

## **ARTICLE I - Title, Objectives, Location, Corporate Seal**

**Section 1. TITLE:** This club shall be known as the NEVADA PAINT HORSE CLUB, and shall at all times be operated and conducted as a non-profit corporation in accordance with the laws of the State of Nevada. The official abbreviation shall be NPHC.

**Section 2. OBJECTIVES:** The purpose of the club is to function as an affiliate club of the American Paint Horse Association, Inc.; sponsoring, or encouraging the Paint Horse breed by conducting, sponsoring, or encouraging Paint Horse Shows, Racing, Sales, and other activities in Nevada.

**Section 3. LOCATION:** The principal place of business shall be in the area known as the State of Nevada. Members may reside in any state. The principal office of the Club shall be the address of the duly elected secretary, but the business of the Club may be conducted at any location established by the Board of Directors.

Corporate seal: The seal of the corporation shall be maintained in the custody of the Club Secretary or other designated Officer.

All club business, including meetings, newsletters, points, By Laws of the club, and all show information for NPHC is available on our official website. The address for the website is [www.nevadapainthorseclub.org](http://www.nevadapainthorseclub.org). Hard copies of any and all documents are available from the Secretary on request.

## **ARTICLE II MEMBERS**

**Section 1. MEMBERSHIP:** The membership of the club shall be open to any person, firm, or corporation who is interested in the Paint Horse Breed. It is not necessary that the applicant be the owner of a Paint Horse. Upon filing an application form with the Secretary or designated person, and payment of dues for the current year, the applicant shall become a member of the club. The Board of Directors must approve the NPHC application form. The membership shall consist of the following: 1.Honorary, 2.Life Member, 3.Adult Member, 4.Youth Member, 5.Family (includes husband/wife and youth 18-under), and 6.Ranch "Self Proprietorship".

Section 2. HONORARY MEMBER: Any Person, firm or corporation may be elected an honorary member of the club by an affirmative vote of three-fourths ( $\frac{3}{4}$ ) of a membership meeting. Such Honorary Member shall be entitled to all the privileges of a member except holding office, shall not have voting rights, and shall not be required to pay any dues. This membership can be either a Regular or a Lifetime Membership.

Section 3. LIFE MEMBER: Any person, firm or corporation shall become a life member of the club by paying the current life membership fee. Such Life Members shall be entitled to all the privileges of an adult member, and shall not be required to pay any additional dues.

Section 4. ADULT: An Adult Member is one who has reached his/her 19<sup>th</sup> birthday, as defined by the OFFICIAL APHA RULE BOOK. He/she shall pay current dues per year.

Section 5. YOUTH: A youth member is one who has not reached his/her 19<sup>th</sup> birthday as defined by the OFFICIAL APHA RULE BOOK. He or she shall pay current dues per year.

Section 6. FAMILY: A family membership is defined as Husband/Wife and any youth member 18-under (as of Jan 1<sup>st</sup> of the current year).

Section 7: RANCH (Self Proprietorship): Doing business as a ranch/firm. They shall pay current dues which entitles them to one (1) vote.

Section 8. DUES: Dues shall be due and payable on January 1, of each year. Any member who has not paid his/her dues by March 1st shall be delinquent and dropped from the membership of the club. A membership can be made current at any time of the year by submitting a member application and paying the current required dues. All membership dues shall be paid to the Secretary or designated person to turn over to the treasurer. No cancellation or refund of dues shall be made at any time.

Section 9. DISCIPLINE: Any member charged with conduct unbecoming a member of an APHA affiliated club and against whom charges are sustained, after due and proper hearing before the Board of Directors, may be expelled from membership by a 2/3rds vote of the entire Board of Directors. Upon a complaint being made to the Board of Directors, the President shall appoint a committee for investigation, report, and recommendation before the Board

takes any action on such charges. When such a complaint is made to the Board of Directors, it shall be made in writing and accompanied by a fee of Twenty-Five (\$25.00) dollars, which is non-refundable.

Any person whose membership in the club has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the club and all rights to the use of the clubs name, emblem, and/or other insignia.

Section 10: VOTING: At every meeting of the membership, each Senior and Life member in good standing and whose names are recorded on the membership records of the club are entitled to receive a notice of membership meetings and vote at such meetings. Exception: Any one joining after July 31st of the current year shall not be entitled to vote at membership meetings for the rest of the year, including the annual election of officers

Section 11. RESIGNATION: Any member who wishes to resign from the Club shall give written notice of such intention to the Secretary. His/her resignation becomes effective upon filing of said resignation with the Secretary.

Section 12. MEETINGS: Meetings may be held any time or place when called by the President or Secretary, provided that the members shall be given at least 10 days written notice of such meetings. The Annual membership meeting will take place prior to the Awards Banquet, which will be held in February. A special meeting may be called by petition of 50% of the members in good standing, said petition filed with the secretary and due notice given the membership such meeting shall be held within 21 days after the filing of said petition.

Section 13. ELECTIONS: The President shall appoint a nominating committee at the August meeting. The nominating committee shall prepare and present a slate of nominees for each office and director position to be presented at the last horse show of the season. Additional nominees can be accepted from the floor. NPHC will hold its election by mail. The slate of nominees will be announced at a called meeting with proper notification at the last horse show of the season. Ballots containing the slate of nominees for officer and directors will be mailed to all members in good standing who have met the requirement of joining by July 31<sup>st</sup> of the current year. Ballots

are to be returned by a specific date and counted at a specified date or meeting.

### **ARTICLE III DIRECTORS**

**Section 1. BOARD OF DIRECTORS:** The powers and authority of the club shall be vested in and exercised by the Board of Directors, consisting of four members, plus the immediate Past President, President, Vice President, Secretary, and Treasurer. To occupy a seat on the Board Of Directors, you must have been a member in good standing for 24 months prior to being nominated to these positions. The Directors shall hold office on a rotating basis consisting of the following: Election for a 2 year term, with 2 Directors being elected one year and 2 being elected the following year.

The Board of Directors shall have the power and authority to make, amend, repeal, and enforce such rules and regulations, not contrary to law or the certificate of incorporation, or the by-laws and they may deem appropriate concerning the conduct management and activities of the club including complete management of APHA shows and such rules and regulations shall be the instruments thru which the club implements and executes it's policies plans and procedures.

**Section 2. ABSENCE:** In the event that a Director is absent from 3 consecutive meetings without the consent of the Board of Directors then such Office and the Directorship held by such person in the club shall thereupon terminate.

**Section 3. REGULAR BOARD MEETINGS:** The Board of Directors shall meet whenever and wherever called by direction of the President and four members of the Board acting jointly. The Secretary shall give written notice to all Board Members at least seven (7) days prior to the meeting.

A special meeting of the Board of Directors may be called by the President of the NPHC, may be held at a time different from any regular meeting and convened only to consider one or more items of business specified in the call of the meeting. The reason for this special meeting shall be to deal with important matters that may arise between regular meetings and that urgently

require the action of the Board of Directors. This meeting may be held either by telephone or by email communication if necessary.

Section 4. QUORUM: Five Directors shall be necessary to constitute a quorum of the Board of Directors, and a majority vote of the five Directors shall decide the issues involved, after establishing the presence of a quorum. The President is to vote in a tie breaking capacity or to make a quorum.

Section 5. VACANCY: In the event of any vacancy in the Board of Directors by death, resignation, disqualification, increase in number or other cause, the members by affirmative vote of a majority thereof may elect a successor to serve the remaining term.

Section 6. COMMITTEE: The President may select Committees, as he/she deems appropriate from time to time, and shall select the Chairman of the Committee(s), all subject to the approval of the Board of Directors. The powers and duties of each committee shall be only as delegated by the Board.

Section 7. INDEMNIFICATION: Each Director, officer, and committeeman of said 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/her being or having been a Director, Officer or Committeeman, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such Officer, Director, or Committeeman. The forgiving right of 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 rights shall be in addition to any other rights to which such Officer, or Committeeman may be entitled as a matter of law.

#### **ARTICLE IV - OFFICERS**

Section 1. OFFICERS: The officers of the Club shall be a President, Vice President, Secretary, and Treasurer. To become an Officer of NPHC, you must have been a member in good standing for 24 months prior to being nominated to these positions. The officers shall be elected by general membership. All officers shall be elected for a period of one year, or until

successors are elected, and shall be eligible for re-election. All officers shall hold office subject to removal by a two-thirds (2/3) vote by general membership.

Section 2. PRESIDENT: The President shall be the chief officer of the Club. The President shall preside at all meetings of the Club. He/she shall perform all other duties that may be prescribed by the Board of Directors. He/she shall be the ex-officio member of all committees. At the expiration of his/her term he/she shall deliver to his/her successor all property belonging to the Club in his/her possession.

Section 3. VICE-PRESIDENT: In the absence of the President, the Vice President shall have the powers and shall perform the duties of the President and the Board of Directors may prescribe such other duties as deemed necessary. At the expiration of his term he/she shall deliver to his/her successor all property belonging to the Club.

Section 4. SECRETARY: The Secretary shall keep the minutes of all membership and Board of Directors meetings and shall keep and safeguard the records of the Club. He/she shall be ex-officio Secretary of all committees appointed by the President or the Board of Directors. He/she shall make a report of his office at all regular meetings and to the Board of Directors. He/she shall perform such other duties as may be prescribed by the President or the Board of Directors. He/she shall keep an account of all dues and memberships paid. He/she shall make available the rules and regulations, and By-Laws for the current year as approved by the Board of Directors annually to all members in good standing. At the expiration of his/her term of office he/she shall deliver to his/her successor all records and properties of the Club in their possession.

Section 5. TREASURER: The Treasurer shall make payment for expenses as authorized by the Board of Directors. He/she shall keep an account of all monies received in the bank or banks approved by the Board of Directors. He/she shall make a report at general membership meetings for approval. The final budget for the year-end awards for Nevada Paint Horse Club will be decided at the meeting of the club to be held after the conclusion of the last Nevada Paint Horse Club Show each year. At the end of his/her term of office they shall deliver to their successor all books, monies, and other properties of the club in their possession. An annual financial statement shall be distributed to all club membership in good standing.

Section 6. BANKING AND EXPENDITURES: The President, Vice President, Secretary and Treasurer, shall be empowered to sign any or all checks for the Club in accordance with the By-laws of the club.

#### **ARTICLE V - AMENDMENTS**

Section 1. AMENDMENTS: Any proposed amendments to these by-laws submitted to the Club must be in writing and signed by five (5) members in good standing. The Secretary shall be required to give ten (10) days written notice that the proposed amendment will be part of the order of business at the next meeting of the membership. Any changes must be approved by a Quorum before the change is made official.

**ARTICLE VI - NATIONAL AND DISTRICT OBLIGATIONS:** The Board of Directors or Officers shall provide for the prompt payment of all dues and other obligations to the AMERICAN PAINT HORSE ASSOCIATION. The Board of Directors or Officers shall provide for the prompt review, approval and forwarding of all reports required or requested by the AMERICAN PAINT HORSE ASSOCIATION. Voting Directors to all annual meetings of the AMERICAN PAINT HORSE ASSOCIATION, at which the Club is obligated to be represented, shall be a member of the AMERICAN PAINT HORSE ASSOCIATION.

#### **ARTICLE VII-REVENUE.**

Section 1. REVENUE: The annual dues shall be due and payable on January 1<sup>st</sup> of each year.

Revenue from other sources than those defined in this article may be raised as determined by the Board of Directors and approved by two-thirds (2/3) vote of the membership present at any regular meeting of this Club, providing written notice shall have been given the members at least ten (10) days prior to the meeting.

#### **ARTICLE VIII - FINANCE**

Section 1. FINANCE: Not later than the last day of February the Board of Directors shall draft a budget of estimated income and expenditures for the current year.

Section 2. ACCOUNTING: This Club's books of account shall be audited at least once each year, not later than July. The Board of Directors shall name the auditors.

Section 3. DEPOSITORY: The Board of Directors shall determine the official depository or depositories. In case of the inability of persons designated to sign checks to perform their functions, the Board of Directors shall determine who shall act as substitutes.

### **ARTICLE IX - RULES OF ORDER**

Section 1. RULES OF ORDER: The latest revised issue of "Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

**ARTICLE X - APPROVAL:** These By-Laws and amendments or additions shall not be effective unless approved by the AMERICAN PAINT HORSE ASSOCIATION.

### **ARTICLE XI - DISSOLUTION**

Section 1. DISSOLUTION: Upon 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 such manner, or to such organizations organized and operated exclusively for agricultural purposes as shall at the time qualify as exempt organization or organizations under Section 501.C (5) of the Internal Revenue Law of 1954 (or the corresponding provisions 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.

AMENDED/REVISED February 15, 2009