

CONSTITUTION AND BY-LAWS OF APHA REGIONAL CLUB AFFILIATE

INDIANA PAINT HORSE CLUB

ARTICLE I

TITLE, PURPOSE, PLACE OF BUSINESS, CORPORATE SEAL

Section 1. Title: This Association shall be known as The Indiana Paint Horse Club, Inc. (INPHC) and shall at all times be operated as a non-profit associate in accordance with the laws of the State of Indiana, providing for such organizations and by which it shall acquire all such rights as granted to associations of this kind.

Section 2. Purpose: The INPHC shall at all times be operated and conducted as a non-profit organization and shall follow the standard procedures as set forth by the American Paint Horse Association. The purpose of the INPHC shall be:

- A. To function as a regional club affiliated with and under the supervision of The American Paint Horse Association.
- B. To promote an active interest in 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 sportsmanship and horsemanship.
- 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 the regional and national levels.

Section 3. Place of Business: The place of business shall be in the State of Indiana, but its members or officers may be residents of any state, territory or country, and business may be carried on at any place convenient to such members or officials, as may be participating. Business Address: Indiana Paint Horse Club - Office of Treasurer.

Section 4. Corporate Seal: The Seal of the Corporation shall be maintained in the custody of the Secretary.

ARTICLE II MEMBERS

Section 1. Membership:

- A. Members shall be admitted to the INPHC upon written application accompanied by the current membership fees. By applying for membership, the applicant automatically agrees to be bound by and abide by the By-Laws, Rules and Regulations of the INPHC.
- B. All members shall have equal rights, interests and responsibilities with respect to the INPHC and its property. There shall be no share of stock issued to any member.
- C. The membership year shall be from January 1st to December 31st irrespective of when membership fees are paid. Fees are neither transferable nor refundable. Exception: The membership of an individual(s), who has never been a member of INPHC joining after November 1st shall be extended to cover the following membership year.
- D. Membership categories shall be: Youth Only (18 & under as January 1) - Adult (19 & over) – Family (Husband/Wife & children under 19 years of age) Adult members shall have one (1) vote. Youth members shall have no voting privileges. For new members only, after being a member for thirty (30) days, voting privileges will be extended.
- E. Membership renewal notices and applications shall be published on the website/social media prior to October 31st each year.
- F. It shall be the responsibility of the members to notify the Secretary of any change of address, email or telephone number.

Section 2. Meetings: The regular annual meeting of members shall be held once a year at such time and place as may be fixed by resolutions of the Board of Directors for the purpose of electing officers & directors and for the transaction of such other business as may be brought before the meeting.

- A. Notice of the annual meeting shall be posted on the website/social media not less than two weeks prior to the date of such meeting.
- B. Special meetings of the membership 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 as stated above.

Section 4: Quorum. At any meeting of the members held in accordance with the established rules, the adult members in attendance shall constitute a quorum for the transaction of business. A simple majority of those present shall be sufficient to approve any matter brought before the membership for action.

Section 5: Any officer of the Association may call the meeting of the members to order and may act as chairman of such meeting, precedence being given as follows: President, Vice President, Secretary and Treasurer.

The Secretary of the Association shall act as Secretary of all meetings but in his or her absence, the Directors may appoint any person to act as Secretary of the meeting.

Section 6: Whenever in these By Laws, the term member or members shall be used, unless otherwise specified, it shall mean a member in good standing having the right to vote.

ARTICLE III BOARD

Section 1. The Board of Directors of the INPHC shall consist of the duly elected Officers and Directors hereafter referred to as the Board. Election of Board members shall be held at the annual meeting. It is the duty of Board members to attend all regular scheduled or special meetings of the Board and to serve on a minimum of one (1) committee.

Section 2. The business and property of the INPHC shall be managed and controlled by the Board. The Board shall have the power and authority to make, amend, repeal and enforce such rules and regulations, (not contrary to the laws of the Certificate of Incorporation of these By-Laws) as they may deem expedient concerning the:

- A. Conduct, management and activities of the INPHC
- B. Removal or suspension of officers and directors;
- C. Admission, classification, qualification, suspension and expulsion of members;
- D. Fixing and collection of dues and fees;
- E. Expenditure of monies;
- F. Auditing of books and records;
- G. Awarding of year-end awards;
- H. Conducting of shows, contests, exhibitions, races, sales, and social functions and other details relating to the general purposes of the INPHC.
- I. Establishing standing and/or special committees.

Section 3. Actions of the Board are subject to ratification by the membership at the annual meeting.

Section 4. The Board shall meet regularly each month with the exception of May, June, July and August or at the call of the President or 50% of the Board members. A majority

of the Board members shall constitute a quorum for the transaction of business. No business shall be conducted without a quorum being present at any meeting with the exception of adjourning of the meeting until a quorum shall be present. A simple majority vote of the Board members shall be sufficient to approve any matter brought before the board. Roberts' Rules of Order shall govern Board meetings.

A. Board meetings shall be open to all members. The general membership may attend Board meetings as guests, but not participants.

B. Disciplinary Board and conference call meetings shall be closed to the general membership.

Section 5. The President shall sit as Chairman of the Board of Directors and vote only to break a tie vote.

Section 6. At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine.

ARTICLE IV OFFICERS AND DUTIES

Section 1. The Officers of the INPHC shall be the President, Vice President, Secretary, Treasurer and any other Officers that may be authorized from time to time by the Board.

A. Any member may be nominated and elected to the offices of President and Vice- President provided said member:

1. Is at least nineteen (19) years of age on January 1 of the current year.
2. Has been a member of the INPHC for one (1) year prior to election.
3. Is currently serving as a member of the Board.
4. Has attended fifty (50) percent (%) of the previous year's Board meetings.

B. Any member may be nominated and elected to the offices of Secretary and Treasurer provided said members:

1. Is at least nineteen (19) years of age.
2. Has been a member of the INPHC for one (1) year prior to election.
3. If a member of the Board the previous year, must have attended fifty (50) percent of the Board meetings.

Section 2. The office of President, Vice President and Treasurer will be bonded positions funded by INPHC, or such positions that are signers on the INPHC banking accounts.

Section 3. The Directors of the INPHC, not less than three (3) nor more than fifteen (15) in number, shall be elected at the regular annual membership meeting provided said members:

- A. Is at least nineteen (19) years of age.

B. If a member of the Board the previous year must have attended fifty (50) percent of the Board meetings.

C. In addition to the Directors elected, immediate past President of the INPHC and National Director shall be a Director at Large with all the privileges of an elected Director.

D. The number of Directors to be elected shall be determined by the Board at any Regular meeting prior to the Annual Membership meeting according to the current membership in the INPHC.

Section 4. The term office for the Officers is (2) years with President limited to (2) consecutive (2) year terms. Directors will serve two (2) year terms with one-half (1/2) being elected each year. Official duties shall be assumed at the close of the regular annual membership meeting. President and Secretary will be elected on even years and Vice President and Treasurer in odd years.

Section 5. President: The President shall be the chief executive officer of the INPHC and shall preside and insure orderly conduct at all Board and membership meetings of the INPHC. Shall see that the By-Laws, Rules and Regulations of the INPHC are enforced and shall perform all other duties that may be prescribed and shall be ex-officio member of all committees. The President shall vote only to break a tie.

Section 6. Vice President: In the absence of the President, the Vice-President shall have the power and shall perform the duties of the President. Shall perform such other duties as may be assigned or prescribed.

Section 7. Secretary: The Secretary shall keep the minutes of all meetings of the INPHC, publish/distribute said minutes, record member attendance at all meetings, submit reports to APHA as required, maintain articles of incorporation with the State of Indiana and shall perform other duties as may be assigned or prescribed.

Section 8. Treasurer: The Treasurer shall collect, deposit and disburse monies of the INPHC as prescribed by the Board. Shall prepare the annual financial report and budget of estimated income and expenditures for the coming year. Shall submit all official reports to APHA as required. Shall file appropriate tax forms with the IRS/State of Indiana. Shall make all financial records/statements available for inspection on request. Shall perform such other duties as may be assigned or prescribed by the Board.

Section 9. Vacancies: The Board shall fill all vacancies in the Officers and Directors of the INPHC 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.

A. Officers and/or Directors may be removed from duties for just cause by a majority vote of the Board. Just cause shall mean failure to attend three (3) Board

Meetings or performing the duties of the office. The President will contact Officers and/or Directors regarding possible action.

B. Replacement of an Officer(s): The President shall appoint a current Director to the officer(s) position. The position to be filled will then become that of a Director(s).

C. Replacement of a Director(s): The Director position(s) shall be filled by the person receiving the most votes during election at the annual meeting after the designated number of Directors have been elected. Upon depletion of eligible person(s), the Board shall appoint the replacement from the general membership.

Section 10. Auditing of Accounts. This Association shall conduct its affairs on the calendar year basis, same to begin January 1 and ending on the last day of December. Audit to be completed by February 1 of the year following.

ARTICLE V

ELECTION OF OFFICERS AND DIRECTORS

Section 1. Nomination. The President shall appoint a nominating committee two (2) months prior to the annual membership meeting. The Nominating Committee Chairman 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 (1) month prior to the annual membership meeting.

Section 2. Elections. 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 of good standing will be permitted to vote.

A. Ballots containing the slate of nominees for officers and/or directors will be posted on the website/social media or mailed upon request to members in good standing to be returned by a specified date and counted at a specified date or meeting. With this method, members need not be present at the meeting or time ballots are counted, thereby eliminating the need for absentee voting. Once ballots have been posted, there can be no further nominations or changes made to the slate of nominees.

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

C. The results of the election shall be forwarded to the APHA office within 14 days of the election by the Secretary.

ARTICLE VI COMMITTEES

Section 1. Standing committees shall be created and empowered by the Board of Directors and shall consist of three (3) or more members.

- A. Committees should meet on a regular basis and submit written minutes and/or recommendations to the Board for review and possible action.
- B. The standing committees may be but not limited to: Amateur, Nominating, Awards & Banquets, Financial, Fund Raising, Membership, Futurities, Rules & By Laws, Show/ Contest/Judges, and Youth.
- C. Committee guidelines will be established and shall be made available to the Chairperson. It is the Chairpersons responsibility to provide Committee members with these guidelines.
- D. The Chairperson and members of each committee shall be appointed by the President annually as soon as possible following the Annual Meeting and published on the website/social media.
- E. Committee Chairpersons and members shall serve on a membership year basis.

ARTICLE VII FINANCES

Section 1. All INPHC monies shall be deposited in the official depository as designated by the Board and in the manner and accounts as prescribed.

- A. All monies collected by special interest groups shall be forwarded to the Treasurer for deposit in the official depository in a timely fashion.
- B. Special accounts may be established with Board approval providing all statements are directed to the Treasurer.

Section 2. All disbursements of monetary holdings of the INPHC shall be written by check and an accounting of said disbursements shall be presented to the inspection of the Board members.

Section 3. Accounts and financial books shall be audited and tax returns filed annually according to the membership year. Audit to be completed prior to February 1 of the year following.

Section 4. An annual financial report shall be provided at the annual membership meeting.

Section 5. It is recommended that a budget be adopted and/or approved annually.

Section 6. There should always be three signers on file with the bank, preferably members of the executive committee.

ARTICLE VIII SHOW AND CONTEST

Section 1: The INPHC will not be responsible for any loss, damage or injury to horses exhibited or persons present or for any article of any kind or nature that may be lost, stolen, destroyed or in any way injured. Each exhibitor will be solely responsible for any consequential or other loss, injury or damage done to, or accessioned by, or arising from any horse or article owned by him and shall indemnify the INPHC and the hosting facility against all legal or other proceedings, claims or demands of any kind or nature, in regard thereto, or that may arise from the participation or other actions of such exhibitor or the person in charge of exhibitor's horse or article.

Section 2: All Shows and contests sponsored/approved by the INPHC shall be conducted in accordance with the rules and regulations in the current APHA rulebook.

Section 3: The Board will approve all show dates and locations. A Show calendar shall be published to the website/social media as dates are approved.

Section 4: The following will be posted on the website/social media: starting time of the show, order of halter and performance classes, name of Judge(s), name and telephone number of the manager and secretary, rules for entries, entry deadline, entry fees and how entry fee is to be paid, awards, and other information as applicable

Section 5: The Board shall establish and approve all show fees. An all day fee will be offered if financially feasible.

ARTICLE IX RULES

Section 1. The Board is responsible for establishing the rules (consistent with and supplementary to) The Articles of Incorporation and By-Laws for the general administration of business of the INPHC. The rules shall be reviewed/revised and approved by the Board annually with a view toward updating. The rules shall be published and distributed to the members, with revisions published when sufficient changes to the rules warrant a new publication.

ARTICLE X AMENDMENTS

Section 1. Amendments: The By-Laws of the INPHC may only be amended or revised by vote of the majority of the adult members present at any annual or special meeting provided that the notice of such meeting was mailed at least fifteen (15) days prior shall accompany such notice.

ARTICLE XI INDEMNIFICATION

Section 1. Indemnification: Each officer, director and committee person of the INPHC shall be indemnified by the INPHC against all costs, expenses and liabilities reasonably incurred by him or her in connection with/or resulting from any action, suit or proceeding to which he or she may be a party by reason of his or her being or having been an officer, director or committee person of the INPHC, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such officer, director or committee person. The foregoing right indemnification shall cover amounts paid in settlement of any such action, suit or proceedings when such settlement appears to be in the interest in the INPHC. The foregoing rights shall be in addition to why other rights to which such officer, director or committee person may be entitled as a matter of law.

ARTICLE XII DISSOLUTION

Section. 1. Dissolution: Upon the dissolution of the Corporation, the Board 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 purpose of the corporation in such manner, or to such organization(s) organized and operated exclusively for agricultural purposes as shall at the time qualify as exempt organization(s) under Section 501 C (5) of the Internal Revenue Code of any future United States Internal Revenue Law), as the Board shall determine. The American Paint Horse Association, Fort Worth, TX is to be given first consideration.

Signatures; Club Officers

DATE: February 17, 2018

President: Tony Truex

Vice President: Melanie Cox-Dayhuff

Secretary/Treasurer: Susan Francoeur-Amich

Updated 1-14-2018

Approved 2-17-2018