

**BYLAWS OF
NORTHERN CALIFORNIA PAINT HORSE CLUB**

ARTICLE I - NAME. PURPOSE. LOCATIONS & CORPORATE SEAL

Section 1. Name: This organization shall be called the Northern California Paint Horse Club. The official abbreviation shall be NCPHC.

Section 2. Purpose: The Club shall at all times be operated and conducted as a non-profit organization in accordance with the laws of the State of California, providing for such organizations and by which it shall acquire all such rights as granted to organizations of this kind. The purpose of the Northern California Paint Horse Club is as follows:

- A. To promote and stimulate interest in the Paint Horse by encouraging Paint breeding for conformation and ability;
- B. To promote 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 horsemanship and good sportsmanship;
- E. To educate the public about the qualities of the Paint Horse and of the American Paint Horse Association; and
- F. To encourage membership at both regional and national levels.

Section 3. Location: The club shall cover the area of the southern boundaries of the California-Oregon border on the North; the Nevada border on the east; north of Highway 20 on the south and the Pacific Ocean on the west, but its members may be residents of any state, territory or country. The principal place of business shall be the address of the current duly elected secretary. But business may be carried out at any place convenient to such members or officers as may be participating.

ARTICLE II - MEMBERS

Section 1. Membership: The members of the club shall be admitted, retained or expelled in accordance with such rules and regulations as the Board of Directors may, from time to time adopt. Membership shall not be limited to individuals, but may include firms, corporations, executor, trustees and institutions of learning.

Section 2. Shares: There shall be no shares of stock and only one class of members and membership shall be open to all persons who subscribe to the aims of the Club, abide by the rules and regulations and assist in furthering its purposes and objectives.

Section 3. Adult Members: All adult members, while in good standing, shall have equal rights, interest and responsibilities with the respect to the Club and its property; shall have the right to vote in all membership meetings and to hold office and committee assignments, except as otherwise limited. Any member of the club holding office who is delinquent in dues shall be removed from office automatically. Whenever in these bylaws

the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right to vote. Each adult individual membership entitles the member to one vote and each family membership is entitled to two votes, even if the family has more than one membership such as a partnership, corporations, etc. Youth members and minor children 18 and under as of Jan. 1 of the immediate family are non-voting members.

Section 4. Points: Points shall be counted from the date membership is paid through the end of the show season. Points shall not be retroactive prior to the date membership is paid. Points are earned at NCPHC/APHA approved shows. Points may be used to tabulate year end awards, youth scholarships and special appreciation award.

ARTICLE III - DIRECTORS

Section 1: Board of Directors: The business and property of the Club shall be managed and controlled by the Board of Directors. Members of the Board of Directors may succeed themselves in office, but each person must be elected and re-elected individually. The Board of Directors shall consist of nine members (4 officers and 5 board of directors), elected by the membership to hold office for a one-year term: The president shall serve as Chairman of the Board, the chairman voting only to break a tie. In addition to directors so elected, all present and future past presidents of the Club shall be a director for one year after expiration of their term with voting privileges.

No more than two members of any family or firm may sit on the Board of Directors. Persons elected to the Board of Directors will pay their dues before taking office. No member shall hold office without being at least 19 years of age as of Jan. 1. All officers and directors must be members in good standing in the Club by March 1 of the calendar year prior to taking their office.

Section 2: Vacancy: If a director misses two consecutive meetings without notification to the Board or without due cause he or she will be automatically dropped from the Board and replaced at the next meeting of the Board. If any director or officer fails to properly discharge his or her duties, he or she may be removed from office by a quorum vote of the Board of Directors. In case of any vacancy in the Board of Directors by death, resignation, unauthorized absence, disqualification, increase in number or other cause, the remaining directors by affirmative vote of a majority thereof may elect a successor.

Section 3. Power and authority of the Board: The business and property of the NCPHC 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 by-laws) as they may deem expedient concerning the:

- A. Conduct, management and activities of the NCPHC;
- B. Removal or suspension of officers and directors;
- C. Admission, classification, qualification, suspension and expulsion of members;
- D. Fixing and collecting of dues and fees;

- E. Expenditure of monies;
- F. Auditing of books and records;
- G. Awarding of year-end awards and recognition;
- H. Conducting of shows, contests, exhibitions, races, sales and social functions and other details relating to the general purposes of the NCPHC; and
- I. Establishing standing and/or special committees.

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 from time to time by the Board of Directors and such officers shall be nominated from the floor at the yearly membership meeting and such officers shall hold office for a period of one year and until their successors are elected and qualified. Such officers shall be elected from the membership and become members of the Board. The office of secretary and treasurer may be held by the same person. The President shall vote only in the event of a tie.

Section 2. Written Contracts: The written contracts of the club shall be executed in behalf of the club by the president or vice-president and attested by the secretary.

Section 3. President: The President shall be the chief executive officer of the Club and shall preside at all meetings of the Board of Directors and general membership. He/she shall see that the bylaws, rules and regulations of the Club are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors.

Section 4. Immediate Past President: Shall serve on the Board of Directors after expiration of term with voting privileges for a term of one year.

Section 5. Vice-President: The vice-president shall preside in the absence of the president and shall perform such duties as prescribed by the president and succeed the president, should the office be vacated prior to the regular election of a successor.

Section 6. Secretary: The secretary shall be directly responsible to the president for the operation and management of the business office. The secretary shall keep all the records and minutes of the official meetings of the Club, and make available any annual reports to the Club, state, federal government and other reports that may be required and conduct the correspondence of the Club. The secretary will turn all collected monies to the treasurer.

Section 7. 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 Board of Directors and general membership meetings, accounting for all funds generated by the club and special interest groups. An annual audit shall be performed. He/she shall prepare and review the annual financial report of income and expenditures and forward to

all members in good standing via mail, e-mail or the club website, and shall perform all such other duties and responsibilities as assigned by the President or Board of Directors.

Section 8. Vacancies: All vacancies in the positions of officers of the Club shall be filled from the Board of Directors for the unexpired term except the secretary or secretary-treasurer which may be appointed by the Board of Directors and need not be a member of the Board and those so succeeding or appointed shall serve until the election and acceptance of their duly qualified successors.

ARTICLE V - COMMITTEES

Section 1. Appointment: The Board of Directors from time to time may create and empower committees, general or special. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, which to the extent provided in such resolutions, in the Articles of Incorporation or in these bylaws, shall have and exercise the authority of the Board of Directors in the management of the corporation. Each such general or special committee shall consist of two or more persons; one of which is a director and the remainder need not be a director. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual directors of any responsibility imposed on it by him or her by law. Any non-director who becomes members of any such committee shall have the same responsibility with respect to such committee as a director who is a member thereof.

Section 2. Quorum: The committees may act, without convening in meeting, by written resolution signed by all members of the committee and duly entered in the Club's records. At all meetings of the committees, those present shall constitute a quorum.

ARTICLE VI - ELECTIONS

Section 1. Nomination: The president shall appoint a nominating committee at least 30 days prior to the annual membership and directors meeting. The nominating committee will prepare a recommended slate of nominees for each office and director position to be elected. These nominees will be presented 15 days prior to the general meeting in October and any additional nominees can be accepted from the floor.

Section 2: Election: All officers and directors shall be elected by written vote. The secretary will prepare a suitable ballot listing the recommended nominees, leaving space for write-ins for each office to be filled in addition to the names presented. Notice of the membership meeting for the purpose of counting the ballots shall be given by mailing or e-mailing a notice with attached ballot to the last known address of each adult member and family membership in good standing stating the time and place of such meeting. A member must be in good standing by June 15 before they can vote for directors or officers that year. Said notice shall be mailed or e-mailed not less than ten days prior to the date of such election meeting. The ballots may be returned by mail or brought to the meeting. The ballots will be counted by persons appointed by the president and the results will be announced at that meeting. The elections shall be held annually on the date

of the October meeting. The new directors will be installed at the January meeting. Newly elected directors will work with the outgoing directors until the new directors are officially installed at the January meeting.

ARTICLE VII – MEETINGS

Section 1. Regular Membership Meetings: The regular monthly meeting of the members shall be held on the third Tuesday of each month or a general meeting may be moved to an NCPHC event (with a minimum of one meeting a quarter) for the purpose of the transaction of such business as may be brought before the meeting. No meeting will be held in December. Notice of the meeting shall be given by mailing or e-mailing a notice stating the time and place of such meeting to the last known address of each member in good standing not less than 10 days nor more than 50 days prior to the date of such meeting. General meetings may be held with members, officers and directors in different physical locations, provided there is a conference call or web conference available where all participants can hear and participate. If special topics are to be discussed and/or voted upon, members will be notified of these topics. If the time and place of the meeting is stated in the bylaws, the bylaws may contain a provision that no notice of a general meeting shall be required. The annual meeting will be held in January of each year. Membership meetings shall be governed by *Roberts' Rules of Order*

Section 2. Special General Meetings: Special meetings of the members may be held at such a time and place as may be designated in the notice, whenever called in writing by the direction of the President or by a majority of notice of each special meeting indicating briefly the object or objects there of shall be given in the same manner as provided with respect of notice of general meetings. Only business listed on the agenda can be voted upon at this special meeting.

Section 3. Quorum: A quorum consists of half-plus-one members of the board, which includes the officers at any meeting. Quorum members do not need to be physically present at the same location. If a quorum is not present, an informal meeting can be held without any official business. Notes will be taken and motions will need to be made at the next meeting with a quorum.

Section 4. Officers: Any officer of the club may call the meeting of members to order and may act as chairman of such meeting, precedence being given as follows: president, vice-president, secretary and treasurer. In the absence of all such officers, members present may elect a chairman. The Secretary of the club shall act as secretary of all meetings of the members, but in his or her absence the directors may appoint any person to act as secretary of the meeting.

Section 5. Board of Directors Meetings: The Board of Directors shall meet at least quarterly each year. Stated times and places of the meetings may be set by rule and no notice of the meeting shall be required. The meeting may be held at a time and place set by the president or by a majority of the directors and notice via e-mail or mail of such meeting shall be given at least seven but not more than 50 days prior to the date of the

meeting. Board of Director meetings may be held in with officers and directors in different physical locations, provided there is a conference call or web conference available where all participants can hear and participate. The Board by, rule, may provide for other regular meetings at stated times and places of which no notice shall be required. Board meetings are closed. A member or members can attend by notification to the president or a board member if they have an issue.

Section 6. Special Board of Director Meeting: Special meetings of the Board of Directors shall be held whenever called by direction of the president or a majority of the directors for the time being in office. The secretary shall give notice to each special meeting by mailing, e-mailing or telephoning the same to each director not less than seven, nor more than 50 days before the date of the meeting. Meetings may be held in with officers and directors in different physical locations, provided there is a conference call or web conference available where all participants can hear and participate. Only business listed on the agenda may be transacted at a special meeting. A member or members can attend by notification to the President or a board member if they have an issue.

Section 7: Quorum: At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine. Quorum members do not need to be physically present at the same location. At any meeting of the Board, a majority of the board shall constitute a quorum.

Section 8: Election: At the October general membership meeting the Board shall proceed to the election of officers of the club.

ARTICLE VIII - AMENDMENTS

Section 1: Amendments: These bylaws may be amended at any official general meeting by an affirmative vote, by written ballot, of two-thirds of the members present at the meeting. Proposed amendments shall be sent in writing to the Secretary at least 15 days in advance of the meeting so that they appear on the notice of the meeting where the changes will be proposed. All proposed changes will then be sent to the membership via mail or e-mail and voting will occur at the next general membership meeting. This will allow time for the membership to review proposed changes.

ARTICLE IX - RULES

The Board of Directors is responsible for establishing the rules consonant with and supplementary to the Articles of Incorporation and bylaws for the general administration of the business of the Club. The rules shall be published and distributed to the members, with revisions published with sufficient changes to the rules warrant a new publication. The Board of Directors must conduct an annual review of the rules with a view toward updating. All rule changes must be proposed at the January annual meeting and proposed changes will be sent via e-mail or mail to the membership 10 days prior to the vote. Voting on rule changes will occur at the next general meeting.

ARTICLE X - INDEMNIFICATION

Each director, officer and committeeman of the Club shall be indemnified by the Club against all cost, 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 made a party by reason of his or her being or having been a director, officer or by committeeman of the club, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such officer, director or committeeman. The foregoing right of indemnification shall cover amounts paid in settlement appears to be in the best interest of the club. The foregoing rights shall be in a addition to any other rights to which such director, officer of committeeman may be entitled as a matter of law.

ARTICLE XI - DISCIPLINE

Section 1. Discipline: Disciplinary action to any member shall be taken by the Board of Directors as laid out in the APHA Rule Book. All members shall be given prior notice of their proposed action and shall be given a chance to appear in person before such disciplinary committee with a 21 day notice.

Section 2. This action will be invoked by the breaking of NCPHC or APHA rules or actions causing a bad reflection on this organization or the Paint Horse Breed.

Section 3. Suspension: Anyone suspended by the APHA is automatically suspended by NCPHC.

ARTICLE XII DISSOLUTION

Section I. Dissolution: Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for the payment of all liability of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, in such a manner, or to such organization or organization or organizations under Section 501C(5) of the Internal Revenue Code 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.

By-laws adapted November 1983 at Anderson, California.

By-laws revised April 16, 2013.

Leslie Ohlau
President NCPHC

Kristine Duncan
Secretary NCPHC

Teri Ray
Vice-President NCPHC

Heather Weldon
Treasurer NCPHC

Rules and Regulations:

Year End Awards: See year-end awards document – revised March 1, 2013.

Procedure for Reimbursements and Collection of Monies Owed: Expenditure of club funds must be pre-approved at a Board of Director, general or special meeting for reimbursement to occur. Official itemized receipts must be provided in order for reimbursement from club funds to disburse. Official receipts include actual printed receipts or e-mailed invoices, all receipts must show itemized purchases. All itemized receipts for reimbursement must be submitted to the treasurer by mail or e-mail within 60 days from the date of approval unless an extension is granted at a board or general meeting.

When any person is guilty of the following: failure to pay when due any obligation owing to NCPHC; giving a worthless check or otherwise failing to pay for entry fees, stall fees, office charges connected with the exhibition of horses, such person, whether member or non-member, will be subject to disciplinary procedures insofar as practical. A bill with proof of delivery confirmation will be sent by the treasurer for all unpaid charges, which will be payable 20 days from the postmark date. If payment is not made, the bill will be turned over to APHA for disciplinary action.

Use of Club E-Mail List: Club business will be sent to paid members. All members who have not paid the current years membership dues by June 15 will be dropped from the club e-mail list until dues have been paid. The club e-mail list will only be used for informational purposes. E-mails regarding club information will be sent by one of the officers. Board members or members may request an e-mail be sent. The club e-mail list is not an opinion forum.

Meeting Etiquette: Even though members may be attending board and general meetings at different physical locations due to conference or online calls, common meeting etiquette needs to be observed. Please refrain from side conversations and comments, focus needs to remain on agenda items and club business. Membership meetings shall be governed by *Roberts' Rules of Order*.