

By-Laws
FLORIDA PAINT HORSE CLUB
As of January 30th, 2015

Article I: Name, Purpose, Location and Corporate Seal

Section 1: Name – This organization shall be named the FLORIDA PAINT HORSE CLUB (hereinafter “Club”). The official abbreviation shall be “FPHC”

Section 2: Purpose – The Florida Paint Horse Club shall at all times be operated and conducted as a nonprofit organization in accordance with the laws of the State of Florida.

Purposes of this club are:

- a) To promote and stimulate interest in the American Paint Horse in cooperation with the programs and functions of the American Paint Horse Association, herein referred to as “APHA”, which is the parent organization that files records and issues certificates of registration;
- b) To promote interest in the American Paint Horse as a breed;
- c) To promote the American Paint Horse through horse shows, workshops, clinics and all other activities of the same nature;
- d) To educate the public about qualities of the American Paint Horse and the APHA;
- e) To encourage membership at both regional and national levels; and
- f) To promote good horsemanship and good sportsmanship.

Section 3: Location – The FPHC shall cover all of Florida.

Section 4: Corporate Seal – The seal of the corporation shall be in the charge of the Secretary.

Article II: Members

Section 1: Membership. There shall be no shares of stock 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. Membership in the club shall be in accordance with the rules and regulations currently adopted by the Board of Directors.

Membership categories include the following:

- a) Individual adult membership– entitled to 1 vote;
- b) Individual youth membership (up to the age of 18, as of January 1st) – no voting privileges; and
- c) Family and Farm memberships – entitled to 2 votes, youth are non-voting members.

Memberships are due annually and expire December 31 of each calendar year. Nominal, non-refundable fees as established by the Board of Directors must accompany each application in order for applicant to be a member in good standing and entitle membership holder to votes as described above. Any member of the Club holding office who does not renew dues annually will be removed from office automatically.

Section 2: Membership Rights. The following are recognized as equal rights, interest and responsibilities for all Voting Members:

- a) With respect to the Club and its property;
- b) To hold office and committee assignments, except as otherwise limited;
- c) Whenever the term "member" or "members" is used within these bylaws, unless otherwise specified, it shall mean a member or members having the right to vote.

Article III: Board of Directors

Section 1: Management. The business and property of the Club shall be managed and controlled by the Board of Directors and the Executive Committee. Directors shall be elected to serve for terms of two years, except during the transitional year of 2007, in which one half of the elected Directors shall be elected to serve one year terms. Thereafter, as many Directors shall be elected each year as required to fill vacancies.

- a) The Board of Directors shall consist of at least 5 directors or one director per fifty (50) members, and if membership increases during the non-elective period, the President shall appoint additional directors until such time that normal elections are held, when they can be elected by the membership to hold office for a one (1) year term. There shall be no less than five (5) directors on the Board of Directors at any time.
- b) The President shall serve as Chairman of the Board, and vote only to break a tie;
- c) In addition to elected directors, the Immediate Past President of the Club shall be a Director-at-large, serving one (1) year with voting privileges.

Section 2: Requirements for Directorship. The following are requirements for directorship in the Club:

- a) No more than two members of any family may sit on the Board of Directors at the same time.
- b) Persons elected to the Board of Directors will pay their dues before taking office.
- c) No members shall hold office without being at least 18 years of age.
- d) All directors must be current members of the Florida Paint Horse Club a minimum of one year prior to the election and before placement on an election ballot.

Section 3: Removal of Director. The following are causes for removal from the Board of Directors:

- a) If a director misses two (2) meetings with unexcused absences, he/she may be dropped from the Board and replaced at the next meeting of the Board.
- b) If any Director or officer fails to properly discharge his or her duties, he or she may be removed by majority vote of the Board of Directors.
- c) 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 may elect a successor by majority vote.

Section 4: Power and authority of the Board. 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 of these bylaws) as they deem expedient to the Club:

- a) Conduct, management, and activities of the Club;
- b) Admission, classification, qualification, suspension and expulsion of members;
- c) Removal of officers;
- d) Regulations governing the procedure of officer/director suspensions or removal;
- e) Fixing and collecting of dues and fees;
- f) Expenditures of monies;
- g) Auditing of books and records;
- h) Awarding of championships;
- i) Conducting of shows, contests, exhibitions, races, sales and social functions;
- j) Other details relating to the general purpose of the Club.

Article IV: Officers and Duties

Section 1: Officers. The officers of the Club shall be as follows: President, Vice President, Secretary and Treasurer, and any other officers as may be authorized by the Board of Directors. The Secretary and Treasurer may be held by the same person. Club officers will be elected by the general membership in according to current election procedures.

- a) Each Officer elected should be a bona fide resident of the area;
- b) No more than two members of any family or firm may serve as officers at the same time;
- c) Persons elected to an officer's position must pay their dues annually before taking office;
- d) No members shall hold office without being at least 18 years of age;
- e) All officers must be current members of the Florida Paint Horse Club a minimum of one year prior to the election and before placement on an election ballot.

Section 2: Written Contracts. The President or Vice President will execute all contracts on behalf of the Club. Contracts are to be attested to by the Secretary and corporate seal affixed to the document.

Section 3: President. Duties:

- a) The President shall be the chief executive officer of the Club and shall preside at all meetings of the Board of Directors, Executive Committee, and general membership meetings;
- b) The President shall see that the bylaws, rules and regulations of the Club are enforced;
- c) The President shall perform all other duties that may be prescribed by the Board of Directors;
- d) The President votes only to break a tie vote.

Section 4: Immediate Past President. The Immediate Past President shall serve on the Executive Committee and Board of Directors as a member with voting privileges.

Section 5: Vice President. Duties:

- a) Preside in the absence of the President;
- b) Perform such duties as prescribed by the President;

- c) Succeed the President should the office be vacated prior to the regular election.

Section 6: Secretary. The Secretary shall be directly responsible to the President for the operation and the management of the business office. Duties include:

- a) Keep and maintain for review minutes of all Club Meetings (including standing committees, Executive Committee meeting, and Board of Directors meetings);
- b) Serve as custodian of all club records, including the monthly financial report;
- c) Maintain and keep current Club roster (including names, address, and elected position) of all members;
- d) Prepare reports and correspondence as required by the President and national APHA office;
- e) Notify members of regular and special meetings in accordance with the notification procedures within these bylaws;
- f) The Secretary will turn all collected monies to the Treasurer;
- g) Furnish updated member list to reporter, if the Club has one;
- h) Serve on the Executive Committee with voting privileges.

Section 7: Treasurer. Duties:

- a) The Treasurer will be directly responsible to the President for the proper management of all monies and property of the Club;
- b) The Treasurer will utilize the proper record keeping to meet the requirements of the Club, state and federal government;
- c) He/she shall set up an annual line item budget, and submit the records for an annual financial report to be distributed to all Club members in good standing;
- d) The Treasurer shall distribute a copy of the financial report to the officers of the Club;
- e) The Treasurer will return a Treasurer's report at the first annual membership meeting following the close of the club year and at other such times as the President, the Board of Directors, or membership may require;
- f) The Treasurer shall present a Treasurer's report at each Club meeting if required by the Board of Directors or membership; *(created new paragraphs d-f. Was all one paragraph before...)*
- g) The Treasurer shall serve on the Executive Committee with voting privileges;
- h) Full financial accountability for the Club rests with the membership. Membership is entitled to review and challenge the Treasurer's report.

Section 8: Security Bonds. The Secretary and Treasurer and all other officers and employees of the Club, who may have the handling of any funds of the Club, shall give a security bond to be furnished at the expense of the Club for the faithful discharge of his or her duties, if so required by the committee.

Section 9. Vacancies. All vacancies in the positions of the officers of the Club shall be filled by a member of the Executive committee or a member of the Board of Directors for the unexpired term, except for the Secretary/Treasurer which may be appointed by the President and the Executive Committee or the Board of Directors, and need not be a

member of the Board, and those succeeding or appointed shall serve until the election and acceptance of their duly qualified successors.

Article V: Committees

Section 1. Committees. The Board of Directors or the President may empower general or specific committees as necessary to meet the management needs of the Club. A committee will have two or more members, at least one of which will be the Director. The Board will maintain responsibility for the actions of each committee.

Section 2. Executive Committee. There is hereby created an Executive Committee of the Club officers, President, the Immediate Past President, the Vice President, the Secretary, and the Treasurer.

- a) The Executive Committee will make Club decisions, when time and circumstances of an unusual or emergency nature preclude the meeting of, and decision by, the entire Board of Directors. All actions of the Executive Committee are subject to revision or amendment by the Board of Directors at any regular or special meeting of the Board of Directors.
- b) Additional members to the Executive Committee may be elected as deemed necessary by the Board of Directors, each member serving for a term of one (1) year. No member shall serve on the Executive Committee that is not a member of the American Paint Horse Association (APHA).

Section 3. Executive Committee Vacancies. The Board of Directors shall fill the vacancies in the Executive Committee occurring between Club elections by electing a successor, with the exception of the President. The President's office shall be filled by the Vice President. In this case, a member of the Board of Directors shall fill the office of Vice President, as chosen by a majority vote of the Board of Directors.

Section 4. Executive Committee Actions. The Executive Committee may act, without convening a meeting, by written resolution signed by all members of the Committee, and duly entered in the Club's records. At all meetings of the Committee, those present shall constitute a quorum.

Section 5. Executive Committee Powers. All powers of the Board of Directors are vested in the Executive Committee.

Article VI: Elections

Section 1. Nomination

- a) The President shall appoint a nominating committee at least sixty (60) days prior to the January membership meeting.
- b) The President shall serve as Chairperson or shall designate the Chairperson of the Nominating Committee.
- c) All members in good standing may submit nominations for Officers/Directors during a specified time period agreed upon by the Board of Directors. Members may be notified of this time period via email or newsletter.

- d) Nominees will also be accepted from the floor at the Fall membership meeting.
- e) The Nominating Committee will prepare a recommended slate of Directors and Club Officers for the coming year. They will prepare a suitable ballot, leaving additional spaces for write-ins next to each position presented by the Committee.

Section 2. Election Procedures. The election of officers and directors will be conducted in the Fall of each year. Only adult members in good standing will be permitted to vote.

- a) Elections will be conducted online through SurveyMonkey.com or similar polling website. However, a member can request a paper ballot at the designated show or to be mailed to their address on file.
- b) For those who request a physical ballot. Ballots containing the slate of nominees for officers and/or directors are to be 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.
- b) If the officers and board members are contested in the election, the ballots are to be returned by a specified date to and counted by a Third Party. If the officers and board members run uncontested, ballots need to be returned to the Chairman of the Nominating Committee to be counted and reported within 30 days.
- 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 14 days of the election.

Section 3. Term of Office. Officers shall serve for a term of two (2) years, or until their successor is duly elected and qualified. Official duties shall be assumed on January 1 of each year. Each officer may be re-elected consecutively to the same office for an additional two (2) year term, with no limit to the number of terms.

Article VII: Meetings

Section 1: General Membership Meetings

- a) There will be two membership meetings a year, the dates of which shall be determined by the current Officers and Board.
- b) Members in good standing will be notified via mail, email or phone of the time and location of such meetings no less than thirty (30) days prior to the scheduled meeting date. If special topics are to be discussed and/or voted upon, members will be notified of these topics.
- c) The number of members attending a general membership meeting (held in accordance with the Notice provisions) shall constitute a quorum.
- d) Membership meetings shall be governed by *Roberts' Rules of Order*.

Section 2: Special Meetings

- 1) Special meetings of the members may be held at such time and place as may be designated:
 - a) By majority of the Board of Directors;
 - b) By notice signed by not less than twenty percent (20%) of the members then in good standing.

- 2) Notice of each special meeting indicating briefly the reason for the meeting shall be given in the same manner as provided for general membership meetings.
 - a) Only business listed on the notice agenda can be voted upon at this special meeting;
 - b) The members attending the special meeting of the membership held in accordance with the foregoing notice provisions, whether present in person or by email or mail in writing to the secretary at least three (3) days prior to the meeting, shall constitute a quorum of the members.

Note: If the representation of the large number should be required by law that required representation shall constitute a quorum. Should a quorum not be present, the officers attending the meeting shall adjourn the meeting.

Section 3. Regular Board of Directors Meetings.

- a) The Board of Directors shall meet at least twice a year. One such meeting shall be held in the first half of the year, and the last regular meeting to be held in the last half of the year.
- b) Stated times and places of the two mandatory meetings will be set by rule and no notice of the meeting shall be required; or the meeting may be set by the President, or by the majority of the directors and notice of such meeting shall be given not less than two (2) weeks prior to the date of the meeting.

Section 4. Special Board of Director Meetings.

- a) Special meetings of the Board of Directors shall be held whenever called by direction of the President, or a majority of the directors currently in office.
- b) The Secretary shall give notice of each special meeting by mail, email or telephone to each director not less than one (1) week before the date of the meeting. Unless otherwise indicated in the notice, any business may be transacted at a special Board of Directors meeting.

Article VIII: Rules

The Board of Directors and/or the Executive Committee is responsible for establishing the Standing Rules, administrative details that ~~is~~ are consonant with and supplementary to the Articles of Incorporation and by-laws for the general administration of business of the Club. The Standing Rules shall be published and distributed to the members, with revisions published when sufficient changes to the rules warrant a new publication. The Executive Committee must conduct an annual review of the rules with a view toward updating.

Article IX: Amendments.

Section 1. Amendment Procedures.

- a) These bylaws may be amended at the annual meeting of the membership by an affirmative vote of the members present at the meeting;

- b) Proposed amendments to these bylaws shall be sent in writing or via email to the Secretary at least thirty (30) days in advance of the meeting;
- c) Notice of the agenda shall follow notification procedures for general meetings;
- d) The subsequent amendment must be attached to the bylaws, so referenced within the body of the bylaws, and a copy submitted to APHA for proper review and action.

Article X: 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 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/her being or having been a director, officer or 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 of any such action, suit or proceeding when such settlement appears to be in the best interest ~~in~~ of the Club. The foregoing rights shall be in addition to any other rights to which such director, officer or committeeman may be entitled as a matter of law.

Article XI: Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for agricultural purposes as shall at the time qualify as exempt organizations under Section 501-C(5) of the Internal Revenue Code of 1954 (or 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.

Article XII: Discipline

Section 1. Disciplining Authority. Disciplinary action to any member shall be taken by the Executive Committee 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.

Section 2. Cause for Disciplinary Action. This action will be invoked by the breaking of Club or APHA Rules or actions causing a bad reflection on this organization or the Paint breed.

Section 3. APHA Suspension. Anyone suspended by the APHA is automatically suspended from this club.

Note: In any conflict between the Constitution of the Club and the Rules and By-Laws of the American Paint Horse Association, the Rules of the American Paint Horse Association will govern.

Revised April 18, 2002

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Revised and approved by General Membership January 14, 2006

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