

BYLAWS OF THE NEW ENGLAND PAINT HORSE CLUB, INC

As Revised and Adopted 1975
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ARTICLE I – TITLE & LOCATION

Section 1: Title:
This organization shall be known as THE NEW ENGLAND PAINT HORSE CLUB, INC., hereinafter referred to as NEPHC and shall be conducted as a non-profit corporation in accordance with the laws of New Hampshire.

Section 2: Location:
The NEPHC shall include the following States: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont, but its members may reside in any state. The principal office of the Club 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.

ARTICLE II - PURPOSE

Section 1: Purpose:
To function as an affiliate of the American Paint Horse Association, Inc., hereinafter referred to as APHA The club will strive for and dedicate itself to the improvement of the Paint Horse breed. To promote an active interest in paint horses through exhibition, club activities and publicity. The club will support activities of APHA and those of neighboring clubs when such activities are deemed to be in the best interest of NEPHC. The club will promote the general welfare of the horse industry regardless of breed or registry.

ARTICLE III - MEMBERSHIP

Section 1: Qualification:
Any person, regardless of place of residence, who has an interest in the purposes for which the NEPHC has been organized, shall be eligible for membership.

Section 2: Term:
Membership shall be on an annual basis to extend from January 1st of the current year through December 31st.

Section 3: Classification
Membership may be on an individual, family, business, corporate or farm basis. Family memberships will include all children under the age of 18 as of January 1st of the current year.

Section 4: Dues:
Membership, regardless of classification will be recorded and recognized upon payment of dues. Only members whose dues are current will be considered as members in good standing.

(a) Family memberships do not include membership in the Youth Club; all youth, in addition, must be members of the Youth Club to receive year-end awards for youth.

Section 5: Right to Vote:
Each individual adult membership duly recorded and recognized and in good standing shall be entitled to one vote. A family, business, corporate or farm membership will be entitled to two votes. Youth members (as defined by APHA rules) shall have no voting privileges.

ARTICLE IV - MISCONDUCT CHARGES

Section 1: Cause for Action:
Any member charged with conduct unbecoming a member of NEPHC or other actions prejudicial to the best interests of NEPHC may be subject to disciplinary action after due and proper hearing as hereinafter defined.

Section 2: Procedure:
Any and all charges brought against a member must be submitted to the Board of Directors in writing and a specific request is made that action on it be taken.

Section 3: Validation of Charges:
The Board of Directors will first review any and all charges brought against a member. If it is the opinion of the Board of Directors the charges warrant further action, the member bringing such charges shall be required to post a bond in the amount of fifty dollars (\$50). Said bond to be returned only if the charges so brought are sustained. Upon compliance with above, the President shall appoint a committee for investigation, report and recommendation before any further action is taken.

Section 4: Due and Proper Hearing
The Board of Directors shall serve written notice on the accused member at least ten (10) days prior to the date of the proposed hearing. Said notice shall state the name of the member initiating the action, the charges and specification, the date, time, and place of said hearing. The accuser shall be required to present evidence in support of the charges, and the accused shall be given equal opportunity to offer evidence refuting such charges. It is mandatory both parties to the action be present at the hearing. Only one hearing shall be held. Both parties shall be notified by registered mail.

Section 5: Action by the Board of Directors:
When all evidence has been submitted and the committee's report and recommendations reviewed, the Board of Directors shall, within five (5) days, decided whether or not such charges shall be sustained and what action, if any, and shall be taken. A copy of their decision shall be mailed to both parties within five (5) days from the date of such decision.

Section 6: Consequences of Expulsion:
Any person whose membership has been terminated in any manner shall forfeit any and all right to and interest in any funds or property belonging to NEPHC and all rights to use its name, emblem or other insignia. Any member suspended or expelled from APHA is automatically suspended or expelled for NEPHC.

ARTICLE V - MEETINGS

Section 1: Proper- Notice:
Notice of all meetings, date, time, place and directions shall be published in the NEPHC Newsletter and/or on the NEPHC website in sufficient time to be received or viewed by members prior to the meeting.

Section 2: Annual Meeting:
During the month of November, there will be the Annual Meeting of the General Membership of NEPHC at which time the Officers and Directors for the following year will be announced (ARTICLE VII, Section 3).

Section 3: Special Meeting:
The President and/or Board of Directors may call a meeting. A member may request a special meeting by serving written notice to the Board of Directors, stating the reason for, and importance of, their request.

Section 4: Quorum:
A quorum for meetings of NEPHC shall consist of the members present at such meeting and business may be transacted by majority vote of said quorum.

Section 5: The Order of Business at All Regular Meetings shall be as follows:

1. Call to Order
2. Introduction of new members and guests
3. Reading of Minutes
4. Treasurers Report
5. Communications
6. Officer's Reports
7. Committee Reports
8. Old and Unfinished Business
9. New Business
10. Adjournment

ARTICLE VI - ELECTIONS

Section 1: Elective Offices
On an annual basis, the members of NEPHC shall elect a President, First Vice-President (Promotion), Second Vice-President (Shows), Treasurer, Secretary, Point Secretary and twelve (12) regional directors; six (6) from either Maine, New Hampshire or Vermont, and six (6) from either Massachusetts, Connecticut or Rhode Island.

Section 2: Term of Office:
Elected Officers and Regional Directors shall assume their duties of office immediately after election.

Section 3: Procedure:
(a) On or before August 15th of each year, the President shall appoint a Nominating Committee Chairperson. The Committee Chairperson shall form a committee consisting of at least three (3) members; if possible, at least one member will not be running for any position on the ballot. A past President of NEPHC may be a member of this committee.

(b) The Club Secretary will prepare a Nomination Form with a closing date of sixty (60) days prior to the Annual Meeting for publication on the NEPHC website and for distribution at the NEPHC Fall Futurity Show (if show is timely). The Nomination Form will provide that the forms must be returned to the Nominating Committee Chairperson and postmarked by the closing date.

(c) The Nominating Committee will review all nominations received from members, making certain that nominees are members in good standing, residents of the New England states and are willing to accept office. Incumbent officers and directors must be nominated to be considered by the Nominating Committee, meet the same criteria as members and will be reviewed under the same guidelines as other nominees.

(d) The Nominating Committee will prepare a ballot with the date, time and place of the Annual Meeting. It will list at least one (1) member but not more than three (3) for each office. For Regional Directors, it will list at least six (6) members but not more than twelve (12) per area (ME/NH/VT or MA/CT/RI). There will be a space for a write-in vote for each office.

Section 4: Voting:
If possible, but not required, the Ballot will be presented to the Board of Directors at the October Board of Directors' meeting for review for compliance purposes (only). Ballots will be mailed to current members and postmarked at least twenty one (21) days prior to the date of the Annual Meeting. Ballots to contain a self-addressed envelope bearing the name and address of the Club Secretary and stamped with an ORIGINAL

stamp. Ballots may be mailed or brought to the Annual Meeting where they will be accepted until the Annual Meeting is called to order. The Nominating Committee Chairperson and at least two other members of the Nominating Committee will make the Official Count

- (a) Only Original Ballots mailed by the Nominating Committee will be accepted.
- (b) No ballots will be opened until the polls are closed.
- (c) Should a write-in candidate have sufficient votes to be considered for office, he/she cannot be accepted unless meeting the criteria of a member in good standing and a resident of one of the New England states.
- (d) Ballots to be retained by the Club Secretary for a period of one (1) year and be available for inspection upon request.

Section 5: APHA National Director(s):

The Nomination Form shall include nomination(s) for National Directors, as determined by APHA. The Nominating Committee shall recommend nominees from each representative area to the ballot, subject to APHA allocation, that meet the same criteria set forth in Section 3(c) herein. The nominee(s) receiving the highest number of votes per area will be recommended to the APHA for national director(s) and the nominee(s) receiving the next highest number of votes per area will be recommended as the alternate director(s). At all times, the APHA director election area alignment and director allocation will govern the Nomination Form and Ballot

ARTICLE VII - OFFICERS AND DIRECTORS

Section 1: Qualification:

All Officers and Regional Directors of NEPHC shall be members in good standing as of the date they take office, must be at least eighteen (18) years of age, and must be residents of the New England States.
(a) All Officers and Regional Directors must also be current members of the APHA.

Section 2: Term of Office:

All Officers and Regional Directors shall be elected for a one (1) year term. It is the duty of each Officer and Regional Director to attend all regularly scheduled or special meetings of the Board of Directors and for each Regional Director to serve on a minimum of one (1) committee.

Section 3: Removal From Office:

Absence from three (3) consecutive meetings without notifying either the President or the Secretary may constitute grounds for removal from office. Removal from office for any cause may be effected only by action of the Board of Directors.

Section 4: Vacancies:

In the event that an Office or Directorship should become vacant the President with the approval of the Board of Directors, shall fill such vacancy by appointment. Said appointment to be valid for the remaining term of such Office or Directorship.

Section 5: New Offices or Directorships:

Should the need arise for a change in the number of offices or directorships; the same can be effected only by Amendment of these Bylaws.

Section 6. Elected National and Alternate Directors and National Directors at Large shall be reimbursed reasonable air fare and room expenses when attending APHA Workshop(s) and Convention provided they are members in good standing with the NEPHC and have attended the monthly Board of Directors' meetings prior to and following the APHA Workshop(s) and Convention.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1: Members:

The Board of Directors shall be composed of all duly elected Officers, Regional Directors and such other officers, as may be authorized by the Board of Directors and shall be charged with the general management of the affairs of the NEPHC.

Section 2: Meetings:
A Board of Directors meeting shall be held as called by the President and/or Member of the Board of Directors. The President will act as Chairperson of these meetings.

Section 3: Quorum:
The number necessary to constitute a quorum for the purpose of conducting business shall be at least fifty percent (50%) of the total membership of the Board of Directors. In the event a quorum is not present the chairperson shall have the power to appoint not more than two (2) regular members to obtain the number necessary to constitute a quorum.

ARTICLE IX - OFFICERS

Section 1: President:
The President shall be the Chief Executive Officer of the NEPHC. He or she shall preside at all Membership and Board of Directors Meetings. He or she shall be responsible for the enforcement of the Bylaws, Rules and Regulations, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall appoint all Committee Chairpersons, with the exception of Promotion and Shows, as these are elected positions.

Section 2: First Vice-President:
This Vice-President is automatically the Committee Head in charge of all promotion for the NEPHC. In the absence or disability of the President he or she shall have all of the powers and functions of the President and shall perform such other duties as the President or Board of Directors may prescribe.

Section 3: Second Vice President:
This Vice President is automatically the committee head in charge of shows.

Section 4: Treasurer:
The Treasurer shall have care and custody of all of the funds of the NEPHC and shall deposit said funds in the name of NEPHC in any bank or trust company that he or she may elect. He or she, when duly authorized by the Board of Directors, shall sign and execute all contracts, checks, drafts, notes and orders for payment of money. Authorization by the Board of Directors shall be required if the amount involved is in excess of one hundred dollars (\$100). The annual financial report is to be distributed to all members.

He or she shall stand ready to exhibit the books and accounts to the President and/or Board of Directors upon request. He or she shall be required to make a report at all Membership and Board of Directors Meetings or at any other time the President and/or Board of Directors may direct.

The President of NEPHC may also sign checks, when necessary, with the one hundred dollar (\$100) restriction as stated above.

Section 5: Secretary:
The Secretary shall keep the minutes of all Membership and Board of Directors Meetings. He or she shall attend to the giving and serving of all notices directed by the President and/or Board of Directors, and shall have charge of such books and records as the President and/or Board of Directors may direct. He or she shall attend to such correspondence as may be assigned, and shall keep a roll of the membership showing the names and addresses of all members. The Secretary shall have custody of the Corporate Seal.

Section 6: Point Secretary:
The Point Secretary shall keep records of all points earned at all NEPHC sponsored Paint Shows of all eligible horses owned by members. The Point Secretary shall also keep records of all points earned by eligible members' horses at any open shows when received in a proper and timely manner and duly signed by the show secretary.

- (a) The Point Secretary must be able to exhibit point records upon request
- (b) Mid-term results are to be sent to the Newsletter Editor for publication.
- (c) A valid final report of placing and points must be prepared for publication in the month of December.

ARTICLE X - COMMITTEES

Section 1: Committees:

Any committee that has financial responsibility will have a Director as a committee member. If the committee Chairman is a Director than a second Director must be on the committee. The President will appoint the Chairman and Director to these committees. Any Committee Chairman may add members to the committee as long as they are members in good standing with NEPHC.

The President will appoint the following committees. All committees will be under the jurisdiction of the Board of Directors. All committees, through their Chairperson or designate, will bring rule changes, additions or suggestions to the Board of Directors for consideration and discussion before being presented to the membership for approval.

- Youth Committee – The Youth committee is responsible for the promotion of the N.E.J.P.H.C. and its annual functions.
- Banquet Committee – The Banquet committee will plan an annual year-end Awards Banquet; it may or may not be in conjunction with the annual membership meeting.
- Show Committee – The Show committee provides guidance and promotion of the Paint Horse through sponsored shows in accordance with APHA rules and regulations. The Chairman of the Show committee is automatically the 2nd Vice President in charge of Shows.
- Rules Committee – The Rules committee will review and designate the rules of the Club for all aspects of the Club, either general or show related. All amendments will be brought to the Board of Directors for discussion before being implemented.

ARTICLE XI - AMENDMENT OF BYLAWS

Section 1: Recommendation:

The Board of Directors may recommend amendment of the Bylaws at any time. Any such recommendation by a member or group of members must first be presented to and approved by the Board of Directors.

Section 2: Procedure:

For Bylaw changes approved by the Board of Directors, the Secretary shall prepare a ballot with the proposed changes to be published in the NEPHC Newsletter and/or mailed to all current members.

- (a) A space for voting YES or NO on each proposed change to be provided and members must return the completed ballot to the Secretary within thirty (30) days of the mailing date of the newsletter and/or mailing. (Date stamped on front cover of newsletter or ballot, if a mailing).
- (b) The Secretary will tabulate the results of the vote; then present ballots and results to the Board of Directors.
- (c) Ballots to be retained by the Secretary for a period of one (1) year and be available on request for inspection.

ARTICLE XII - INDEMNIFICATION

Section 1: Indemnification:

Each director, officer and committee person of the NEPHC shall be indemnified by the NEPHC 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 director, officer, or committee person of the NEPHC, except in relation to matters which shall have been occasioned by the willful misconduct of dishonesty of such officer, director, or committee person. 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 interest of the NEPHC. The foregoing rights shall be in addition to any other rights to which such director, officer, or committee person shall be entitled as a matter of law.

ARTICLE XIII - DISSOLUTION

Section 1: Dissolution:
Upon the dissolution of the Corporation (NEPHC), 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, to The American Paint Horse Association, Fort Worth, Texas.

SIGNATURES OF OFFICERS OF NEW ENGLAND PAINT HORSE CLUB:

President: _____
1st Vice President: _____
2nd Vice President: _____
Treasurer: _____
Secretary: _____
Point Secretary: _____