

# **BYLAWS OF THE NEW ENGLAND PAINT HORSE CLUB, INC**

As Revised and Adopted 1975  
Revised May 1987  
Revised March 1989  
Revised September 1994  
Revised November 1995  
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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 or 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 1<sup>st</sup> of the current year through December 31<sup>st</sup>.

Section 3:        Classification:  
Membership may be on an individual adult (19 or older) or youth basis. Youth members are under the age of 18 as of January 1<sup>st</sup> of the current year.

An affiliate membership is for one (1) parent or legal guardian of a paid youth club member (if there are multiple youth members for the same household, only (1) parent may join under this membership.) This membership can run for a board of director position (as long as all requirements are met per NEPHC Bylaw Article *VII*. Affiliate members will not be eligible for any year-end awards.

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)        Affiliate 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. An affiliate membership will be entitled to one vote. 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 two hundred fifty dollars (\$250.00). 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.

**ARTICLE IV - MISCONDUCT CHARGES (continued)**

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, decide 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 or *NEPHC social media account* 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 2).

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, Vice-President, Treasurer, Secretary, Point Secretary and eight (8) regional directors; four (4) from either Maine, New Hampshire or Vermont, and four (4) 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 *September 15<sup>th</sup>* 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 thirty (30) days prior to the Annual Meeting for publication on the NEPHC website/NEPHC Social media or *using appropriate notification procedures*. The Nomination Form will provide that the forms must be returned to the Nominating Committee Chairperson and postmarked or *emailed* 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 four (4) members but not more than eight (8) 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). All NEPHC members who have an email address on file by November 15<sup>th</sup> of the election year will receive a ballot via email with a link to vote for their area's nominees. The Nominating Committee Chairperson and at least two other members of the Nominating Committee will make the Official Count

- (a) No ballots will be opened until the polls are closed.
- (b) 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.
- (c) 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 Shows, as this is an elected position.

### Section 2:      Vice-President:

This Vice-President is automatically the Committee Head in charge of all shows 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 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.

### *ARTICLE X – COMMITTEES (continued)*

- Youth Committee – The Youth committee is responsible for the promotion of the N.E.P.H.Y.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 Vice President who is in charge of Shows.
- Promotions Committee – The Promotions committee will be responsible for all promotion of the New England Paint Horse Club and its annual functions.
- 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 electronic mailing. (Date stamped on front cover of newsletter or ballot, if a electronic 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.

### NEW ENGLAND PAINT HORSE YOUTH CLUB (NEPHYC) BYLAWS

#### ARTICLE I – TITLE & LOCATION

Section 1: Title:  
This organization shall be known as the New England Paint Horse Youth Club (NEPHYC). The parent organization of NEPHYC is the New England Paint Horse Club (NEPHC) and through the parent organization NEPHYC is affiliated with the American Paint Horse Association (APHA) and the American Junior Paint Horse Association (AJPHA).

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: The objectives and purposes of the NEPHYC shall be as follows:

- A. To improve and promote the American Paint Horse breed.
- B. To improve and develop the capabilities of Youth, both individually and through group participation, in the breeding, raising and exhibition of the American Paint Horse.
- C. To develop and improve scholarship, leadership and community interest and participation of young people.
- D. To acquaint junior members with the parent organization, NEPHC, APHA, and AJPHA and their structures and functions.
- E. To promote good horsemanship and good sportsmanship;
- F. To encourage membership in both regional and national levels.
- G. To coordinate all Youth activities, assist in keeping and maintaining the Youth records in conjunction with the NEPHC and APHA.
- H. To advise, counsel, report activities, desires and actions of NEPHYC to the NEPHC Board of Directors.
- I. To propose rules of the Board of Directors that represent the interests of all Youth.

## ARTICLE III - MEMBERSHIP

Section 1: Membership must be open to all Paint Horse owners 18 years and younger who are not married or divorced and in good standing. Voting privileges in the organization will be vested in NEPHYC members or Officers. Membership shall be on an annual basis to extend from January 1<sup>st</sup> of the current year through December 31st.

## ARTICLE IV - OFFICERS

The Executive Board shall consist of the President, Vice-President, Secretary, Treasurer, and any additional Directors. These shall be elected for one year terms by a vote of the majority membership at the annual meetings.

Section 1: President  
The President shall be the chief executive officer of the club and shall have general supervision of the affairs of the club and shall preside at all meetings. The President shall submit to the members annually at their meeting a report of the status of the club and its activities during the preceding year. The President shall attend the Board of Directors meeting of the NEPHC in the capacity of Youth Representative or arrange for another officer of NEPHYC to attend and act as Youth Representative on their behalf.

Section 2: Vice President  
The Vice-President shall in the absence, disability, or inability of the President to act, perform the duties and exercise the powers of the President and shall perform such other duties as the President shall prescribe from time to time.

Section 3: Secretary  
The Secretary shall attend all meetings of the members and Executive Board and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the club to be kept for that purpose. 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 names of youth members will be collected from the NEPHC membership list and kept up to date.

Section 4: Treasurer  
The Treasurer shall maintain records of youth funds through close association with the Youth Advisor(s) and the NEPHC Treasurer.



**Section 5:** **YOUTH ADVISOR(S)** The Youth Advisor(s) shall coordinate NEPHYC activities. The Youth Advisor(s) shall direct the collection of money earned through youth activities and the expenditure of such money. All money collected shall be turned over to the NEPHC Treasurer. Authorization by the Board of Directors shall be required if the amount involved is in excess of one hundred dollars (\$100). The Youth Advisor shall attend the Board of Directors meeting of NEPHC on behalf of the youth.

**YOUTH ADVISOR** The Youth Advisor(s) will be appointed by the NEPHC President and approved by the Board of Directors.

**ARTICLE V - PLACE OF BUSINESS**

**SECTION 1:** **LOCATION** The Club shall cover the area of the states of Connecticut, Maine, New Hampshire, Massachusetts, Rhode Island and Vermont but its members may be residents of any state. 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 of such members or officers as may be participating.

**SECTION 2:** **CORRESPONDENCE** All correspondence regarding the NEPHYC shall be directed to the current Secretary or the Youth Advisor(s).

**ARTICLE VI - MEETINGS**

**SECTION 1:** **PLACE OF ANNUAL MEETING** The annual meeting of members shall be held at the same meeting place on the same date of the regular annual meeting of the NEPHC.

**SECTION 2:** **SPECIAL MEETINGS** Special meetings of the members may be held at any time and for any purpose or purposes at such place within or outside New England as may be designated from time to time by resolution of the Executive Board.

**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. Persons present at any meeting who are not members of NEPHYC shall have the right to enter into the discussion of any subject, but shall not have the right to make or second any motion or vote on any motion.

**SECTION 4:** **MEETING NOTICES** Notice of all meetings, date, time, place and directions shall be published in the NEPHC Newsletter and/or on the NEPHC website or NEPHC social media account in sufficient time to be received or viewed by members prior to the meeting.

**SIGNATURES OF OFFICERS OF NEW ENGLAND PAINT HORSE CLUB**

PRESIDENT: \_\_\_\_\_

VICE PRESIDENT: \_\_\_\_\_

SECRETARY: \_\_\_\_\_

TREASURER: \_\_\_\_\_

POINT SECRETARY: \_\_\_\_\_