

## **By-Laws of The Mountain and Plains Appaloosa Horse Club**

### **ARTICLE I: Purpose**

Section 1: To promote the Appaloosa horse at the regional level, cooperate with and aid in every way the ApHC, and to abide by the Rules and Regulations printed in the current Official Handbook of the Appaloosa Horse Club. The club is affiliated with the Appaloosa Horse Club, Inc., Moscow, Idaho.

Section 2: The activities of the corporation shall be designed to engender knowledge and appreciation for the Appaloosa horse breed. The corporation will be operated in such a way that interest is stimulated with members and the public at large in the characteristics of the breed to serve as a companion animal and as a horse of diverse talent and use under many circumstances. The corporation shall conduct such programs of an educational and instructional nature as will enhance the development of the Appaloosa horse breed and the best interests of the membership of the club. Programs will be developed to encourage youth who are members of the corporation or whose families are members of the corporation to become involved in the training and use of Appaloosa horses.

Section 3: The club was established as a non-profit organization and any profits realized from any of its activities shall be used only to further the welfare of the club, its membership, and the Appaloosa horse.

Section 4: The principal office for the transaction of business of this club shall be located in Colorado. The MPApHC will have and continuously maintain in the state of Colorado a registered office and agent. The registered office may be, but not need be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

### **ARTICLE II: Membership fees, Rights, and Powers**

Section 1. There may be four classifications of members: individual adult, family, individual youth, and business (or corporation).

A. Adult members shall be defined as 19 years of age and over; couples shall be defined as those who are married or otherwise legally recognized as common-law married; youth members are defined as being 18 years of age and under on January 1 of the current membership year; family members are defined as parents/guardians and their children or legal dependants who are residing in the same home and who have not reached 19 years of age on January 1 of the current year. Business members are defined as a legally registered business, corporation, partnership, farm or ranch.

B. Membership fees shall be set by the Board of Directors.

Section 2. Voting rights. All paid members above the age of 19 in good standing with MPApHC shall have the right to cast votes on any subject at any membership meeting. Individual memberships are entitled to one vote; family memberships are entitled to two votes; business memberships are entitled to one vote. Youth memberships are not entitled to vote.

Section 3. Non-Transferable Membership. The membership in this club is non-transferable. Any attempt to transfer shall immediately void the membership and relieve the club of any obligation to refund any dues paid.

Section 4. The members of MPApHC shall not be assessable, nor shall they be liable for, any faults or debts of the club, with the exception of their yearly membership dues.

Section 5. All club members, by payment of dues, upon joining the club, will in no way hold the club responsible for any accident which may occur during any club sponsored activity. The parent or legal guardian of a youth member must sign a release form.

Section 6. The fiscal year of the club shall be from January 1 to December 31. Dues are to be presented to the Secretary/Treasurer on or before January 1 of the current calendar year and deposited. Members in arrears 60 days after January 1 shall be deemed to be delinquent and will be dropped from the membership rolls. New membership dues received after October 31 will apply to the new fiscal year beginning January 1 thru December 31. Points will be tabulated from the date membership dues are received. If payment by check for a membership is denied, points will be tabulated from the date the check is made good.

Section 7. Due Process

A. Those members abusing or misusing their privileges of membership will have their memberships revoked after an appropriate hearing of the club's Board of Directors. Said meeting shall be closed to the general membership if so requested at the commencement of the meeting by the party subject to disciplinary action.

B. Membership may be terminated for the following reasons: a) Resignation of the member. b) Default in the payment of dues or other monies owed to MPApHC. c) An egregious act has been committed against officers, directors or other members of MPApHC. d) Suspension by the ApHC or any other regional affiliate of the ApHC. E) by conduct or behavior prohibited by current ApHC rules.

C. Suspension or revocation for valid cause will occur after an appropriate hearing to the Board of Directors, giving the member involved notice of said hearing and opportunity to be present, upon the affirmation vote of the majority of the Board of Directors.

Section 8. Reinstatement. Members may, upon application, be reinstated at the discretion of the Board of Directors.

Section 9. Members are expected to serve on such committees, panels or work groups as necessary to support the club in its functions.

Section 10. Various activities may be undertaken by the membership for raising funds to further promote the Appaloosa horse breed; such fund-raising activities will be restricted to the benefit of the membership of the corporation in the pursuit of the goals or objectives heretofore mentioned. No individual members of the corporation nor the public at large may benefit as individuals from the net receipts of any fund-raising activity of the corporation. Any variance thereto must have prior Board approval. No part of the net earnings of the corporation may inure to the benefit of any member of individual and no substantial part of the activities of the corporation will be involved in carrying on propaganda or otherwise attempting to influence legislation. The corporation will not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 11: Year-end awards. All paid members in good standing of MPApHC are eligible to earn year-end awards presented by the club. This includes representing MPApHC at the World Championship Appaloosa Show, as recorded in the club's point system.

The MPApHC point system shall be:

	# of Horses in the Class						
	1	2	3	4	5	6	7 & Above
Placing:							
1st	1	2	3	4	5	6	7
2nd		1	2	3	4	5	6
3rd			1	2	3	4	5
4th				1	2	3	4
5th					1	2	3
6th						1	2

Grand -- 2 more points than the highest pointed class in its division.

Reserve -- 1 more point than the highest pointed class in its division.

Any changes to the MPApHC point system shall be made by amendment to the bylaws. All changes shall be made and published to the membership at least one month prior to the commencement of the show year.

All owners of the horse exhibited in open classes shall be members of MPApHC for MPApHC points to accumulate. In open classes, the exhibitor of the horse does not need to be a member of MPApHC for points to accumulate. The youth or non-pro exhibitor must be a member of MPApHC for points to accumulate for youth or non-pro awards.

No points shall be accumulated during any time of suspension. No points shall accumulate for any horse or youth or non-pro exhibitor whose payment of show fees was denied unless payment is made within ten days of notification of the failed payment.

### **ARTICLE III: Meetings of Members and Elections.**

#### Section 1. Membership Meetings

A. There shall be two membership meetings each year. The Membership meetings of the corporation shall be held each year at such place and time within the State of Colorado as shall be specified by the Board of Directors in a notice to the membership. One meeting shall be the awards banquet in November or December of each year, at which the membership shall elect members to fill the open positions on the Board of Directors. One meeting shall be an annual business meeting to be held no later than March 31 of each year. Any proposed amendments to bylaws shall be addressed at the annual business meeting.

B. The Board of Directors shall present the minutes of all board meetings to the members and shall address membership questions about the actions and activities of the board since the last membership meeting. Treasurers reports shall be given, as well as committee reports from all committees. The year-end awards banquet shall be held in conjunction with one of the two meetings.

C. Method of election of the Board of Directors is to be by secret ballot at the Awards Banquet. To run for office, the nominee must be a member of MPAPHC in good standing, over the age of 19. Anyone currently holding an office or board position on another regional club shall be ineligible to hold office or be on the Board of Directors.

D. The President shall preside at all meetings. In his absence, the Vice President shall preside in his stead.

Section 2. Special Meetings. Other special meetings of the membership may be called by the President, by the Board of Directors, or upon the request of twenty (20) percent of the membership, lodged in writing with the Secretary of the corporation. Such special meetings shall be held at such time and place as shall be specified in a notice to the membership. The notice of special meeting shall specify the object of said meeting, and no business shall be transacted at such special meeting except such as may be mentioned in said notice.

Section 3. Notice of Meetings Notice of membership meetings and special meetings shall be

given to the entire membership by: delivering notice personally to a member, or depositing in the post-office a notice to be mailed to a member, or by emailing notice to any member who has provided an email address, at least fourteen days before such meeting. The Notice of Meeting shall be provided to each member and shall state the time and place of such meeting and the name and title of the person sending the notice.

Section 4. Quorum A quorum at a Membership Meeting shall be ten paid members (who are not on the Board of Directors) plus five Board of Directors.

#### Section 5. Voting Rights

A. Voting during a meeting shall be held by majority vote, however, amendments to the by-laws must be approved by a two-thirds majority of all members present.

B. Members in good standing shall be entitled to vote at any membership meeting. Family memberships shall have two votes, individual members one vote, and business members one vote. Guests are welcome at all meetings.

### **ARTICLE IV: Board of Directors/Election**

#### Section 1. Election.

A. In 2006, nine directors shall be elected, three directors to serve three year terms, three to serve two year terms, and three to serve one year terms. After 2006, three Directors shall be elected each year, each to serve a term of three years.

B. The election of the new directors to replace those completing their terms shall be accomplished at the awards banquet. Nominations shall be accepted from the floor. All nominations must be seconded before becoming eligible. After confirming that the nominee will serve if elected, their name will be accepted as a candidate.

C. When all nominations have been completed (a motion made, seconded and passed) a secret ballot will be accomplished.

D. Every eligible member present at the annual meeting will be given a ballot to be used to vote for the number of candidates to be elected. The candidates receiving the most votes will be elected. The directors so elected shall take office as of January 1, however, the board can select the officers for the following year at any time after the results of the election are declared. .

E. The affairs of the club shall be managed by its Board of Directors. Only one Board member or Officer may be elected from the same family.

Section 2. Vacancies. In the event of death, suspension, or written resignation or refusal to serve on the Board, these vacancies shall be temporarily filled by the Board of Directors. The membership shall approve or deny the appointment at the next regular membership meeting. . Should any member of the Board be absent from three regularly scheduled Board meetings during the fiscal year of this club without just reason accepted by the Board, the position may be declared vacant on a majority vote of the Directors present.

Section 3. Meetings. Meetings of the Board of Directors shall be held monthly or at the call of the President or any three directors. The person or persons authorized to call meetings of the Board of Directors may fix any place either within or without of the state of Colorado as the place for holding any meeting of the Board of Directors called by them. The topics and decisions of all meetings will be published to the members.

Section 4. Notice Notice of any special meeting of the board of directors shall be given at least six days before such meeting. Any director may waive notice of any meeting. The attendance of any member at any meeting of the Board of Directors shall constitute waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any meeting of the Board of Directors need to be specified in the notice of waiver of such notice of such meeting. Members are welcome to attend all Board meetings. The location and time of all meetings shall be published on the website.

Section 5. Quorum A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The president shall preside at all meetings of the Board of Directors. In his absence, the Vice President shall preside in his stead.

Section 7. Compensation Directors shall not receive any compensation for their services.

Section 8. Attendance at Meetings – Resignation No director shall miss more than three regular or special meetings of the Board of Directors during the fiscal year without an approved absence from such meeting. In order to be considered an approved absence, the reason and the explanation for the director's absence from said meeting should be given to the President prior to the meeting, or no later than three days after said meeting. More than three unapproved absences may be considered as the director's written resignation from this position on the Board of Directors and acted upon in accordance with the vacancies section of these by-laws.

Section 9 Officers The President, Vice-President, and Secretary shall be chosen from the Board of Directors, the Treasurer may be any member. Each officer shall serve a one year term.

Section 10. Dissolution In the event of dissolution of the within corporation, no member shall in any way participate or receive any assets of the corporation in liquidation. The then officers and directors are hereby specifically empowered and authorized to, after paying all debts of the corporation, convey any and all assets to a charitable organization within the state of Colorado which enjoys “nonprofit” and/or “tax exempt” status under applicable laws and regulations, provided that no income or distribution shall either directly or indirectly inure to the benefit of any members of the within corporation.

#### **ARTICLE V: Board of Directors/General Powers**

Section 1. General Powers. The Board of Directors shall define the policies of the corporation and shall have administrative directions and management of this association. Board of Directors meetings shall be held monthly, and shall be open to all membership. The location and time of all board meetings shall be published to the members on the website of the club at least two weeks prior to the meeting, or through written communication if the website is no longer in service.

Section 2. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 3. LOANS. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. ]

#### **ARTICLE VI: Officers.**

Section 1. President. The President shall be the Chief Executive Officer. He shall in general supervise the business and affairs of the club. He shall preside at all meetings of the members of the Board of Directors; and in general, perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 2. Vice-President. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. He shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. It shall also be his responsibility to supervise committees, attend their meetings and furnish a report of their activities when requested by the President. The Vice President shall also be responsible for receiving and reconciling the bank statements of the club each month.

Section 3. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and of the members in records solely for that purpose, see that all notices are duly given in accordance with the provisions of these By-Laws, and be custodian of the corporate records. The Secretary shall also keep the membership roll containing the mailing addresses of all members. It is the responsibility of each member to keep the Secretary informed of any address change. The Secretary shall also be responsible for all fees and dues, and shall remit the same to the Treasurer. The Secretary may be assigned other duties and functions as designated by the President or Board of Directors. Minutes of all meetings shall be published after approval and shall be made available to all members.

Section 4. Treasurer. The Treasurer shall keep an accurate record of the books and accounts, and shall deposit all club funds in such banks or banks as may be approved by the Board of Directors. Such money shall only be withdrawn by check and signed by the Treasurer. All disbursements must be approved by the Board of Directors prior to payment. No club funds shall be expended without the prior approval of the Board of Directors or membership. A financial report shall be given to the members at all membership meetings. The club's books will be audited annually by a three-member committee appointed by the Board of Directors. Said committee to be comprised of one Director and two members in good standing of the club.

Section 5. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

#### **ARTICLE VII: Committees.**

Section 1. Committees. The members of a committee shall be members in good standing of the club. The Board of Directors shall appoint a Chairman to such committee as they deem necessary. (Examples of committees include By-Laws, Show, Youth, Trail Rides, Fundraising, Promotions, etc. and should be covered within their own section.)

Section 2. Term of Committee. The term for any position or committee member is one year, unless the committee is terminated sooner.

Section 3. Point Keeper. The club may provide a point system for all horses in the various show categories. All high point winners are to be presented year-end awards at an awards banquet and/or annual meeting. The point keeper will keep accurate tabulations of the points and report the standings periodically in the newsletter, and will handle the World Championship Appaloosa Show qualifying bids.

Section 4. Newsletter Editor. The newsletter is the main communication link for MPApHC. It shall be published and distributed to the members at least four times a year. The newsletter shall be distributed by email to members who have provided email addresses, all other members shall be sent a copy via US Mail. Such newsletter shall include minutes and corrections of all meetings, club news and activities, and any advertising which will publicize and promote the



Appaloosa horse in this club. Advertising rates shall be set by the Board of Directors and the rates shall be published. The newsletter shall be sent by email to all members who provide email addresses. The regional newsletter may not be used to embarrass, contest or oppose any action of the ApHC staff or Board of Directors at any time, and may not use a disclaimer to any editorial material that in any way fails to promote or cooperate with the ApHC Articles, By-Laws and Rules.

## **ARTICLE VIII: Conduct and Order of Business**

Section 1. Conduct. Except as required by statute or as otherwise provided in these By-Laws, all meetings of the members, Board of Directors and Committees shall be in accordance with Roberts Rules of Order.

Section 2. Order of Business. Order of business of the membership meeting shall be as follows:

- A. Roll call of Directors and Officers and noting of absentees.
- B. Reading and approval of minutes of previous meeting.
- C. Treasurer's report on all receipts and disbursements since previous meeting.
- D. Acting on new membership applications.
- E. Approval of bills, communications, etc.
- F. Reports of committees.
- G. Unfinished/Old business.
- H. New business.
- I. Elections of Directors (any vacancies as well as the annual elections)
- J. Being no other business, adjournment.

The Order of business of the Board of Directors meetings shall be the same as stated above.

## **ARTICLE IX: Amendments:**

Section 1. Amendments to the By-Laws:

A. Proposed Amendments to these By-Laws shall be submitted in writing to the Secretary so that the entire proposed Amendment may appear in the notice of the next meeting. At least 30 days notice of a vote on a proposed Amendment must be provided to the members. For members who have provided an email address, notice may be sent via email, all other members shall be notified by US Mail.

B. Following the recommendations and report of the Board of Directors to the membership, the amendment shall be put to a vote and to pass shall require a two-thirds majority vote of all members present at the meeting.

C. These by-laws shall be considered adopted upon the two-thirds majority vote of all members present at the meeting and the revised by-laws shall be published and disseminated to the members, through the website, as soon as possible. Any member requesting a copy of the by-laws shall be provided a copy.

Adopted and approved effective December 3, 2006.