

# TENNESSEE PAINT HORSE CLUB

## BY-LAWS

### Article I – Name, Purpose, Location, and Corporate Seal:

**Section 1. Name:** The organization shall be called the Tennessee Paint Horse Club INC. The official abbreviation shall be T.P.H.C.

**Section 2.** The Tennessee Paint Horse Club shall at all times be operated and conducted as a non-profit organization in accordance with the laws of the State of Tennessee. The purpose of the TPHC are as follows:

- A. To promote and stimulate interest in the Paint Horse by encouraging Paint breeding for conformation and ability:
- B. To promote the Paint Horse as a breed:
- C. To promote the Paint Horse through horse shows, pleasure and trail riding, and all other activities of the same nature:
- D. To promote good sportsmanship and horsemanship:
- E. To educate the public about the qualities of the Paint Horse and the American Paint Horse Association:
- F. To encourage Membership at the local, regional and national levels.

**Section 3. Location:** The Tennessee Paint Horse Club shall include the entire State of Tennessee, but its members may be residents of any state.

**Section 4. Place of business:** The principal office of the Club shall be the address of the duly elected secretary, but the business of the Club may be conducted at any neutral location established by the Executive Committee within the State of Tennessee.

**Section 5. Corporate Seal.** The seal of the corporation shall be maintained in the custody of the Club secretary or another designated officer.

### Article II – Members:

**Section 1.** Members of the Club shall be admitted, retained, and expelled in accordance with such rules and regulations as the Executive Committee may adopt from time to time. Membership shall not be limited to individuals, but may include families, business firms, corporations, executors, trustees, and institutions of learning.

**Section 2.** 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 the furthering its purposes and objectives. Membership will run from January 1<sup>st</sup> through December 31<sup>st</sup>.

**Section 3.** All adult members, while in good standing, shall have equal rights, interest, and responsibilities with respect to the Club and its property; shall have the right to vote in all membership meetings, and to hold office and committee assignments, except as otherwise limited.

Any member of the Club holding an office who is delinquent or passes away shall be removed from office automatically. Whenever in these By-Laws the term Member or Members is used, unless otherwise specified by these By-Laws, it shall mean a Member or Members having voting rights.

Each family Membership entitles the Membership to 2 votes, but no more than 2 votes per immediate family shall be legal, even the family has more than 1 Membership such as partnership, corporation, etc. Minor children of the immediate family ( Age 18 and under as of January 1<sup>st</sup> ) are non-voting members. Once a child reaches the age of 19 as of January 1st, that child must have their own membership.

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**Article III - Executive Committee:**

**Section 1.** The business and the property of the Club shall be managed and controlled by the Executive Committee hereinafter created and empowered. The Executive Committee shall consist of the duly elected officers of the Club as outlined herein, the Board of Directors, and the immediate Past President of the Club. Members of the Executive Committee may succeed themselves in office, but each person must be re-elected individually.

**Section 2.** The Executive Committee shall have the power and authority to make, amend, repeal, and enforce such rules and regulations. This power and authority shall not be contrary to law or the Certificate of Incorporation, or these By-Laws, as they may deem expedient concerning the conduct, management, and activities of the Club. The admission, classification, qualification, suspension, and expulsion of Members, removal or suspension of Officers. The fixing of dues and fees, the expenditure of monies, the auditing of books and records or financial review every 2 years by an independent source.

The awarding of year-end awards and the recognition there of. The conduction of shows, contests, exhibitions, races, sales and other social events and other details relating to the general purposes of the Club. Also establishing standing and, or special committee. All of this section is subject to revision or amendment by the by the Membership eligible to vote at any special Membership meeting. To pass any of these by the Membership eligible to vote it must pass by 2/3 majority vote. There must be written notice of intention by any Member to move the revision or specified amendment of any rule or regulation must be mailed by The United State Postal Services to all Members.

**Section 3.** The Executive Committee may act without convening in meeting by written resolution signed by all Members of the committee and duly entered in the Club's records. At all meetings of the committee, 50% + 1 shall constitute a quorum.

**Section 4.** No Officer or Member of the Executive Committee except the Secretary / Treasurer may serve on the Executive Committee in excess of 6 consecutive years.

**Article IV – Officers and Duties:**

**Section 1. Officers:** The officers of the Club shall be the **President, Vice President, Secretary, and Treasurer**, and such other officers may be authorized from time to time by the Executive Committee.

A. Officers shall be elected in accordance with **Article VI, Elections**.

**Section 2. President:** The President shall be the chief executive office of the Club, and shall preside at all meetings of the Board of Directors and Executive Committee. They shall see that the By-Laws, rules and regulations of the Club are enforced and shall perform all other duties that may be prescribed to them from time to time by the Executive Committee. The written contracts of the Club shall be executed on behalf of the Club by the President or other such officer designated by the President and attested by the Secretary and the Corporate Seal. The President shall only vote in the case of a tie.

**Section 3. Immediate Past President:** The immediate Past President shall serve on the Executive Committee after the expiration of their term with voting privileges.

**Section 4. Vice President:** The Vice President shall preside in the absence of the President, and shall preform such duties as prescribed by the President, and succeed the President should the office be vacated prior to the regular election of a successor.

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**Section 5. Secretary:** The Secretary shall be directly responsible to the President for the operation and management of the business office. The Secretary shall keep all the records and minutes of the Club, any annual reports to the Club, State of Tennessee, or the Federal Government, and or any other reports that may be required, and conduct the correspondence of the Club. The Secretary may serve in an advisory capacity to the Executive Committee without voting privileges after the expiration of their term if necessary.

**Section 6. Treasurer:** The Treasurer will be directly responsible to the President for proper management of all monies and real property of the Club, and will prescribe the necessary record keeping and meeting requirements of the Club, State of Tennessee, and The Federal Government.

The Treasurer will return a Treasurer's report at the first General Membership meeting following the close of the Club year, and at such other times as the President or Board of Directors may require. A copy of the annual financial report shall be available to all Members.

The Treasurer shall be prepared to present a Treasurer's report at each Club meeting. The Treasurer may serve in an advisory capacity to the Executive Committee without voting privileges after the expiration of their term if necessary.

**Section 7. Vacancies:** All vacancies in the positions of officers of the Club shall be filled from the current Board of Directors for the unexpired term. With the exception of the Secretary or Treasurer which may be appointed by the Board of Directors, and need not be a member of the Board of Directors, but must be a current Resident Member of the Club. This appointment shall serve until the election and acceptance of their duly qualified successor.

**Section 8.** The duties of each duly elected officer shall be determined by the needs of the Club in addition to the published guidelines of the American Paint Horse Association.

**Article V – Directors:**

**Section 1.** The Board of Directors shall consist of at least 4 and no more than 8 Members elected by the General Membership. Each Director will serve for 2 years, with one-half the number of Directors elected each year. The number of Directors required for the efficient functioning of the Clubs will be determined by the Board of Directors, and may be adjusted up or down annually on the needs of the club.

In addition, the Director of the Tennessee Youth Paint Horse Club will serve as a non-voting member of the Board of Directors. This individual is responsible for reporting on the activities of the Youth organization and will follow the same rules as voting Directors.

Each Director elected shall be a bona fide resident of the area State. No two Members of any one family or firm may sit on the Board of Directors at the same time. Persons elected to the Board of Directors will pay their dues on or before January 1st, and be a current member of APHA. No Member shall hold office without being at least 18 years of age. All Directors must be in good standing of the Club for at least 1 year prior to taking their office. Failure to pay dues on time will cause that person or persons to lose their newly elected position.

**Section 2.** If a Director misses 2 meetings without just cause they will be removed from the Board of Directors, and will be replaced at the next meeting of the Board of Directors. If any Director or Officer fails to properly discharge his or her duties, he or she may be removed from office by a majority vote of the Board of Directors.

In the case of a vacancy in the Board of Directors by death, resignation, unauthorized absence, disqualification, increase in the number, or other causes, the remaining Directors, by affirmative vote of a majority thereof, may elect a successor or the President shall appoint a successor to be approved by the Board of Directors.

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**Article VI – Elections:**

**Section 1.** All Officers and Directors shall be elected at a properly convened General Membership meeting held in a neutral place between November 15<sup>th</sup> and December 15<sup>th</sup> of each calendar year. Officers and Directors must be bona fide Residents of the State of Tennessee. All of those who are nominated for an Officer or Director position must have been a Member in good standing for at least 1 year prior to being nominated for an Officer or Director position. All Members voting in the election must have their Membership's paid to the Club by August 15<sup>th</sup> of the calendar year to be able to vote in the election of Officers and Board of Directors for the upcoming year. Photo I.D. must be shown by the Member, and that Member must sign-in on said sign-in sheet created by the nominating committee before receiving their ballots.

**Section 2. Nominating Committee:** The President shall appoint a Nominating Committee at least 60 days prior to the scheduled election. The Nominating Committee shall consist of no less than 2 Members and not more than 6 Members. The current President shall serve as chairperson or shall designate the chairperson of this Committee.

The Nominating Committee will prepare a recommended slate of nominees for election of Officers of the Club and Members of the Board of Directors, and prepare a suitable ballot, leaving spaces for write-ins for each office in addition to the names presented.

**Section 3.** Nominations for each office and directors may be made from the floor in addition to the slate proposed by the Nominating Committee.

**Section 4.** All Officers and Directors shall be elected by a majority of the Members present. Each Officer beginning with the President shall be nominated, voted upon, and the election completed before another nomination can be accepted for the next office. Directors will be chosen from a list of those nominated, with the highest number of votes determining those elected.

The new Directors and Officers will be installed on January 1<sup>st</sup> following the elections. Newly elected Officers and Directors will work with the outgoing Officers and Directors until the new Officers and Directors are installed on January 1<sup>st</sup>.

**Article VII – Meetings:**

**Section 1. Regular Membership Meetings:** The regular annual meetings of the Members shall be held at such time and neutral place as may be fixed by resolution of the Executive Committee for the purpose of installing or electing Directors and Officers and for the transaction of such other business as may be brought before the meeting. All Members may attend the regular meetings and cast votes. A regular meeting of the existing Officers and Board of Directors will be held immediately following the regular annual meeting. All meetings will follow Roberts Rules of Order.

Notice of the annual meeting may be given by mailing a notice stating the time and place of such meeting to the last known address of each Member in good standing not less than 10 days prior nor more than 50 days prior to the date of such meeting. This notice will also be posted on the Club website.

**Section 2. – Special Meetings:** Special meetings of the Members may be held at such time and place as may be designated in the notice whenever called by direction of the President or a majority of the Board of Directors, or by notice signed by not less than 20 percent of the Members in good standing. Notice of each Special Meeting indicating briefly the object or objects thereof shall be given in the same manner as provided with respect to notice of the annual meeting. Only business on the agenda can be voted on at this meeting. This notice will also be posted on the Club website.

**Section 3.** At any meeting of the Members held in accordance with the foregoing provisions as to notice, the Members attending such meeting, present in person, shall constitute a quorum.

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**Section 4.** Any Officer may call the meeting of Members to order and may act as chair of any such meeting, precedence being given as follows: President, Vice President, Secretary, and Treasurer. In the absence of all such officers, Members may elect a chair. The Secretary of the Club shall act as Secretary of all meetings of the Members, but in his / her absence the Directors may appoint any person to act as Secretary of the meeting.

**Section 5. - Executive Committee Meetings:** The Executive Committee shall meet at least twice a year. One such meeting shall be held in the first half of the year and the last meeting is to be held in the second half of the year. Stated times and in a neutral location of the two mandatory meetings may be set by rule, and no notice given of the meeting shall be required of the President by a majority of the Directors. Notice of such meeting must be given not less than 10 days nor more than 50 days prior to the date of the meeting. The Committee, by rule, may provide for other regular meetings at stated times and in a neutral location of which no notice shall be required.

**Section 6.** Special Meetings of the Executive Committee shall be held whenever called by the direction of the President, or by two-thirds of the Directors for the time being in office. The Secretary shall give notice of each Special Meeting by mailing, or telephoning, and email the same to each Director not less than 10 days prior nor more than 50 days prior to the date of the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a Special Meeting.

**Section 7.** At meetings of the Executive Committee, business shall be transacted in such an order as the Executive Committee may determine. At any meeting of the Executive Committee a majority shall constitute a quorum. A quorum consists of 50% + 1 of the Executive Committee Members.

**Section 8.** Quorum. 50% + 1 of members of the Club shall constitute a quorum for the purpose of conducting Club Business at a General Membership meeting, Except as provided elsewhere in the By-Laws, a simple majority vote of Members present at any meeting shall be sufficient to approve any matter brought before the membership for action. No business shall be conducted without a quorum being present, with exception of adjourning the meeting until a quorum shall be present. Absentee or vote by proxy will not be allowed at any Annual, Special Membership or Executive Committee meeting.

**Article VIII – Amendments:**

These By-Laws of the Tennessee Paint Horse Club may be amended or revised not more than 1 time per calendar year. Proposed amendments must originate from an Executive Committee Member or the President. The Secretary shall publish the proposed amendments the General Membership at least 30 days prior to the vote. In order for the proposed amendment to be adopted, it must pass by two-thirds majority of the Membership responding to a written ballot. The Membership will receive such items by United States Mail with a written ballot to be returned to a neutral party to be counted. Each change of the By-Laws must be listed separately, and voted on individually.

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Article IX – Indemnification:

Each Director, Officer, and Committee person of said Club shall be indemnified by the Club against all cost, expenses, and liabilities reasonably incurred by them in connection with or resulting from any action, suit, or proceeding to which they may be party of by reason of them having been a Director, Officer, or Committee person of the Club. Except for the relation to Matters in which have been occasioned by the willing misconduct or dishonesty of such Officer, Director, or Committee person. The foregoing right of indemnification shall cover amounts paid in a settlement of any such action suit, or proceedings when such settlement appears to be in the best interest of the Club. The foregoing right shall be in addition to any other rights to which such Director, Officer, or Committee person may be entitled as a matter of law.

Article X - Dissolution:

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation. Making distributions of all assets of the corporation exclusively for the purpose of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for agricultural purposes as shall at that time qualify as exempt for organization under Section 501.C of the Internal Revenue Code of 1954 ( or the corresponding provisions of any future United States Internal Revenue law ), as the Board of Directors shall determine. The American Paint Horse Association of Fort Worth Texas is to be given first consideration.

Article XI – Discipline:

Section 1. Disciplinary action to any Member shall be taken by the Executive Committee as proposed in the APHA Rule Book. All Members shall be given prior notice of their action and shall be given a chance to appear in person before said Committee.

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

Section 3. Anyone who is suspended by the APHA will be automatically suspended by the Club.

Article XII - Dispute Resolution:

Section 1. If any dispute shall arise that cannot be resolved by any other section of these By-Laws, within 30 Days of the dispute arising, the matter will be decided by Binding Arbitration.

Article XIII – Year End Awards:

Section 1. The criteria for Year End Awards may change from year to year. The criteria for such Year End Awards shall be posted on the Club website each year before the 1st show of the season. Year End awards are open to all Members in good standing and fulfills the set criteria for Year End Awards.

HOWARD NORMAN \_\_\_\_\_  
( 2017 TPHC President )

JULY 28, 2017 \_\_\_\_\_  
Date

RON ORR \_\_\_\_\_  
( 2017 TPHC Vice President )

JULY 28, 2017 \_\_\_\_\_  
Date

RACHEL HATTENDORF \_\_\_\_\_  
( 2017 TPHC Secretary )

JULY 28, 2017 \_\_\_\_\_  
Date

PENNY FREELAND \_\_\_\_\_  
( 2017 TPHC Treasurer )

JULY 28, 2017 \_\_\_\_\_  
Date