

# 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. 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 purposes 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, racing, 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; and
- f. to encourage membership at the regional and national levels.

**Section 3. Location:** The Tennessee Paint Horse Club shall include the area 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 business of the Club may be conducted at any location established by the Executive Committee.

**Section 5. Corporate Seal.** The seal of the corporation shall be maintained in the custody of the Club secretary or other 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, from time to time, adopt. Membership shall not be limited to individuals but may include firms, corporations, executors, trustees, and institutions of learning.

**Section 2.** There shall be no shares of stock and only one class of members 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.

**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 office who is delinquent or dies shall be removed from office automatically. Whenever in these bylaws the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right to vote.

Each family membership entitles the membership to two votes, but no more than two votes per immediate family shall be legal even if the family has more than one membership such as partnership, corporation, etc. Minor children of the immediate family (age 18 and under as of January 1) are non-voting members.

### Article III – Executive Committee

**Section 1.** The business and the property of the Club shall be managed and controlled by an 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, not 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 and collecting of dues and fees, the expenditure of monies, the auditing of books and records, the awarding of year-end awards and recognition, the conducting of shows, contests, exhibitions, races, sales, and social functions and other details relating to the general purposes of the Club; and establishing standing and/or special committees all, however, subject to revision or amendment by the members at any regular or special meeting of the members, provided written

notice of intention by any member to move the revision or specified amendment of any rule or regulation shall have to be mailed to all the 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, those present 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 six 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 as may be authorized from time to time by the Executive Committee.

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

**Section 2. President:** The President shall be the chief executive officer of the Club and shall preside at all meetings of the Board of Directors and Executive Committee. He/she shall see that the by-laws, rules and regulations of the Club are enforced and shall perform all other duties that may be prescribed 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.

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

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

**Section 5. Secretary:** The Secretary shall be directly responsible to the President for the operation and management of the business office. The Secretary shall cause to be kept all the records and minutes of the Club, cause to be made any annual reports to the Club, State, or Federal Government, and any other reports that may be required, and conduct the correspondence of the Club. The Secretary shall serve in an advisory capacity, without voting privileges after the expiration of his/her term.

**Section 6. Treasurer:** The Treasurer will be directly responsible to the President for the proper management of all monies and property of the Club and will prescribe the necessary recordkeeping meeting requirements of the Club, State, and 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 other such 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 shall serve in an advisory capacity to the Executive Committee, without voting privileges, after the expiration of his/her term.

**Section 7. Vacancies:** All vacancies in the positions of officers of the Club shall be filled from the Board of Directors for the unexpired term, except 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 so succeeding or appointed shall serve until the election and acceptance of their duly qualified successors.

**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 four and no more than 8 members elected by the general membership. For the year 2009 only, one-half of the directors elected shall serve a one-year term. One-half of the directors elected shall serve a two-year term. Beginning with 2010 each director will serve for two years with one-half the number of directors elected each year. The number of directors required for the efficient and effective functioning of the Club will be determined by the Executive Committee and may be adjusted up or down annually based 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 junior 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 family or firm may sit on the Board of Directors. Persons elected to the Board of Directors will pay their dues before taking office. No member shall hold office without being at least eighteen years of age. All directors must be members in good standing of the Club for at least one year prior to taking their office.

**Section 2.** If a Director misses two meetings without due cause, he or she will automatically be dropped from the Board and will be replaced at the next meeting of the Board. 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 case of vacancy in the Board of Directors by death, resignation, unauthorized absence, disqualification, increase in 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.

#### **Article VI - Elections**

**Section 1.** All officers and directors shall be elected at a properly convened general membership meeting held between November 15 and December 15 of each calendar year. Officers and directors must be bona fide residents of the state of Tennessee.

**Section 2. Nominating Committee.** The President shall appoint a nominating committee at least 60 days prior to the scheduled elections. The committee shall consist of no less than two (2) members and not more than six (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 for election of officers of the club and members of the Board of Directors and prepare a suitable ballot, leaving space 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 members present. Each officer, beginning with the president, shall be nominated, voted upon, and election completed before 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 at the annual awards banquet in January following the election. Newly elected officers and directors will work with the outgoing officers and directors until the new officers and directors are officially installed at the meeting filling the Club's needs.

#### **Article VII -- Meetings**

**Section 1. Regular Membership Meetings.** The regular annual meetings of the members shall be held at such time and place as may be fixed by resolution of the Executive Committee for the purpose of installing or electing Directors or officers and for the transaction of such other business as may be brought before the meeting.

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.

**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 in writing by the 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 annual meetings. Only business on the agenda can be voted on at this meeting.

**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. Should a quorum not be present, the officers attending the meeting shall adjourn the meeting.

**Section 4.** Any officer of the Club may call the meeting of the members to order and may act as chair of any such meeting, precedence be 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 the secretary of all the 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 regular meeting is to be held in the second half of the year. Stated times and places of the two mandatory regular 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 shall be given not less than ten (10) nor more than fifty (50) days prior to the date of the meeting. The Committee, by rule, may provide for other regular meetings at stated times and places 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 the same to each director not less than 10 days prior nor more than 50 days prior before the date of the meeting. Unless otherwise indicated in 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.

**Section 8. Quorum.** Any number of members of the Club present 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 the members present at any meeting of the membership shall be sufficient to approve any matter brought before the membership for action. No business shall be conducted without a quorum being present, with the exception of adjourning the meeting until a quorum shall be present. Absentee or vote by proxy will not be allowed at any annual or special membership meeting.

**Article VIII – Amendments**

These by-laws of the Tennessee Paint Horse Club may be amended or revised at any time. Proposed amendments must originate from an Executive Committee member or the President. The secretary shall publish the proposed amendment to the general membership at least 30 days prior to the vote. In order for the proposed amendment to be adopted, it must pass by a two-thirds majority of the membership responding to a written ballot.

**Article IX – 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/her in connection with or resulting from any action, suit, or proceeding to which he/she may be party by reason of his/her 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 of the Club. The foregoing right shall be in addition to any other rights to which such Director, officer, or committeeman 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, make distribution 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 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, 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 laid out 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 evoked by the breaking of Club or APHA rules or actions causing bad reflection on this organization of the Paint Horse breed.

**Section 3.** Anyone suspended by the APHA is automatically suspended by the Club.

In any conflict between the Constitution of the Club and the rules and by-laws of the APHA, the rules and by-laws of the APHA will govern.

Charles Spurlock \_\_\_\_\_  
(2008 TPHC President)

\_\_\_\_\_ Date

Vickie "Cat" Mathews \_\_\_\_\_  
(2008 TPHC Vice President)

\_\_\_\_\_ Date

Sheron Neeley \_\_\_\_\_  
(2008 TPHC Secretary/Treasurer)

\_\_\_\_\_ Date