

NORTH DAKOTA PAINT HORSE CLUB BY-LAWS

Article I

Name, Purpose, Location and Corporate Seal

Section 1. Name. This organization shall be named the North Dakota Paint Horse Club. The official abbreviation shall be NDPHC.

Section 2. Purpose. The NDPHC shall at all times be operated and conducted as a non-profit association in accordance with the laws of the state of North Dakota. The purposes of the NDPHC is 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 horsemanship and good sportsmanship;
- E. To educate the public about the qualities of the Paint Horse and of the American Paint Horse Association;
- F. To encourage membership in both regional and national levels.

Section 3. Location. The NDPHC shall include the state of North Dakota, but its members may be residents of 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

Members

Section 1. Membership. Membership shall be opened to all persons who: subscribe to the aims of the Club; abide by the by-laws, rules and regulations of the Club; and assist in furthering the aims and objectives of the Club. Membership shall be in accordance with the rules and regulations as adopted by the Board of Directors. Membership shall be on an annual basis of January 1 to December 31 of each year. A membership is defined as any single individual or family unit with one voting privilege.

Section 2. Rights. All members shall have equal rights, interest and responsibility with respect to the club and its property. There shall be no shares of stock issued to any member. In all matters governed by the vote of the members, each member in good standing shall be entitled to vote(s) as established by the Board of Directors.

Section 3. Quorum. Only those members in good standing of the Club shall constitute a quorum for the purpose of business at a membership meeting. 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. Absentee or vote by proxy will not be allowed at any annual or special membership meeting.

Section 4. Annual Meeting. There shall be an annual meeting of the membership at a time and place established by the Board of Directors. All members in good standing shall receive notice of the meeting to include: date; time; place and agenda. This notice will be sent a minimum of two weeks in advance of the meeting. Membership meeting shall be governed by Roberts Rules of Order.

- A. Special membership meetings may be called by the President or by a majority of the Board of Directors if deemed necessary.

Article III

Board of Directors

Section 1. Members. The Board of Directors shall consist of the elected officers of the club and a minimum of five and no more than eight Directors.

Section 2. Power and authority of the Board. The business and property of the NDPHC shall be controlled and managed by the Board of Directors. The Board of Directors shall have the power and authority to adopt, amend, repeal, and enforce such rules and regulations, (not contrary to the laws of the State or the Certificate of Incorporation or these by-laws) as they may deem expedient concerning the:

- A. Conduct, management and activities of the NDPHC;
- B. Removal or suspension of officers and directors;
- C. Admission, classification, qualification, suspension and expulsion of members;
- D. Fixing and collecting of dues and fees;
- E. Expenditure of monies;
- F. Auditing of books and records;
- G. Awarding of year-end awards and recognition;
- H. Conducting of shows, contests, exhibition, races, sales and social functions and other details relating to the general purposes of the NDPHC;
- I. Establishing standing and/or special committees.

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Section 3. Board of Directors meetings. The Board of Directors shall meet regularly and at the call of the President or majority of Board members. Absentee or vote by proxy will not be allowed at any regular or special Board meeting. A majority of Board of Directors shall constitute a quorum for the purpose of conducting business. A simple majority vote of the Board members shall be sufficient to approve any matter brought before the Board for action. Board of Directors meetings shall be governed by Roberts Rules of Order.

Section 4. Requirements. Each director shall be a member in good standing. A director's term will be two years. In the event after the election of disability or inability of a director-elect to serve for the term for which he/she was elected, the vacancy shall be filled by the club at a regular meeting or at a Board of Directors meeting upon one week notice of nominations.

Article IV

Officers and Duties

Section 1. Officers. The Officers of the NDPHC shall be the President, Vice President, Secretary, and Treasurer and such other Officers as may be authorized by the Board of Directors.

Section 2. Duties.

- President: The President of the NDPHC shall be the chief executive officer and shall preside at all meetings of the Board of Directors and the general membership. He/she shall perform all such other duties and responsibilities as may be assigned by the Board of Directors.
- Vice President: The vice President shall preside at meetings of the Board of Directors and general membership in the absence of the President. He/she shall perform all such other duties and responsibilities as may be assigned by the Board of Directors.
- Secretary: The Secretary records minutes of all Board of Director and general membership meetings of the NDPHC and member attendance at such meetings. He/she shall perform all such other duties and responsibilities as assigned by the President or Board of Directors.
- Treasurer: The Treasurer shall collect, deposit and disburse monies of the NDPHC as prescribed by the Board of Directors. He/she shall prepare and review the annual financial report and budget of estimated income and expenditures for the coming year and forward to all members in good standing. He/she shall perform all such other duties and responsibilities as assigned by the President or Board of Directors.

Section 3. Vacancies. The Board of Director shall fill all vacancies in the offices or directors of the NDPHC for the unexpired term and those appointed shall serve until the election and acceptance of their duly qualified successors. If the office involved is the President, the Vice President shall automatically succeed to the Presidency and the vacancy to be filled shall be that of the Vice President.

Article V

Election of Officers and Directors

Section 1. Nomination. The President shall appoint a nomination committee 2 months prior to the annual membership meeting. The Nomination Committee Chairman shall prepare and present a slate of nominees for each office and director position to be elected to the Board of Directors for approval two weeks prior to the annual membership meeting.

Section 2. Election. The election of officers and directors will be conducted at the annual membership meeting. Voting by proxy or assigning one's vote to another person to vote in his/her absence is NOT allowed. Only adult members in good standing will be permitted to vote. Elections shall begin with the President. Ballots will be counted for each officer prior to moving on to subsequent offices so that nominees not elected for a position may be nominated for subsequent office and/or director position. The nominee receiving a simple majority of votes shall be elected. Results of the election shall be forwarded to the APHA office within fourteen days of the election.

Section 3. Term of Office. Officers shall serve for a term of 1 year or until their successor is duly elected and qualified. Official duties shall be assumed on the first day of November.

Article VI

Committees

- A. There shall be the following standing committees; show committee and futurity committee. Each standing committee shall be composed of at least three members and shall serve for one year. All committee persons shall be appointed by the President and shall be subject to removal by him/her. Each committee shall be responsible to the President and shall make such reports as he/she may direct.
- B. The President may appoint other special committees and they shall perform such duties as may be defined in their creation.
- C. Any reimbursements to officers, directors, committees or members must have prior approval by a majority vote of the Board of Directors and be accompanied by receipts for the expenses incurred. Expenses such as, but not limited to: phone; fax; copies; printing; etc. but not personal time or mileage. Personal time is on a volunteer basis. There are not paid club employees.

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Article VII
Indemnification

Section 1. Indemnification. Each officer, director and committee member of the NDPHC shall be indemnified by the NDPHC 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 made a party by reason of his or her being or having been a director, officer, or committee member of the Club, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such officer, director or committee member. The foregoing right indemnification shall cover amount paid in settlement of any such action, suit or proceeding when such settlement appears to be in the interest in the Club. The foregoing right shall be in addition to any other rights to which such officer, director or committee member may be entitled as a matter of law.

Article VIII
Dissolution

Section 1. Dissolution. Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation such manner to such organization or organizations organized and operated exclusively for agricultural purposes as shall at the time qualify as exempt organization or organizations under Section 501.c(5) 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, Forth Worth, Texas is to be given first consideration.

Article IX
Amendments

Section 1. Amendments. These By-laws of the North Dakota Paint Horse Club may be amended or revised by vote of the Board of Directors with ratifications by the general membership at the annual meeting.

Revised 2006

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