

CORPORATION BY-LAWS
SOUTHERN INDIANA PAINT HORSE CLUB

(Revised: January 16, 2010)

ARTICLE 1
NAME, PURPOSE & LOCATION

SECTION 1. **NAME:** This organization shall be called the Southern Indiana Paint Horse Club. The official Abbreviation shall be S.I.P.H.C.

SECTION 2. **PURPOSE:** The club shall at all times be operated and conducted as a non-profit organization in accordance with the laws of the State of Indiana providing for such organizations and by which it shall acquire all such rights as granted to organizations of this kind.

The purpose of this club shall be to promote and stimulate interest in the Paint Horse by encouraging Paint breeding for conformation and ability; by promoting interest in the Paint as a breed; by sponsoring and/or encouraging Paint Horse classes in all horse shows, pleasure and trail riding, racing and all activities of the same nature in every way possible; by promoting good horsemanship and good sportsmanship; by educating the public about qualities of the Paint Horse and The American Paint Horse Association; and by encouraging membership in both the regional and national levels.

SECTION 3. **LOCATION:** The Club shall cover the area encompassed in the following boundaries: Bounded on the north by Interstate 70, bounded on the east by the Ohio state line, bounded on the south by the Kentucky state line and bounded on the west by the Illinois state line. The following counties are included within the above stated boundaries: Vigo, Clay, Owen, Morgan, Johnson, Shelby, Rush, Fayette, Lawrence, Gibson, Floyd, Washington, Posey, Spencer, Union, Franklin, Decatur, Brown, Bartholomew, Greene, Sullivan, Davis, Dubois, Clark, Orange, Vanderburg, Perry, Monroe, Jackson, Jennings, Ripley, Dearborn, Ohio, Switzerland, Jefferson, Knox, Crawford, Scott, Pike, Warrick, Harrison, and the southern part of Wayne County, 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 to such members or officers as may be participating.

ARTICLE II
MEMBERS

SECTION 1. Members of the club shall be admitted, retained and expelled in accordance with such rules and regulations as the Board of Directors 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 or stock and only one class of members, and memberships shall be open to all persons who subscribe to the aims of the Club, abide by the rules and regulations, and assist furthering its purpose 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 person 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 in dues shall be removed from office automatically. Whenever in these by-laws the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right to vote.

Each adult membership entitles the member or members to one vote, but no more than two votes per immediate family shall be legal even if the family has more than one membership, such as partnerships, corporations, etc. Minor children (18 & under as of January 1) of the immediate family are non-voting members. Voting privileges for new members shall begin on the 60th day following receipt of date membership dues are paid.

ARTICLE III DIRECTORS

SECTION 1. The business and property of the club shall be managed and controlled by the Board of Directors and an Executive Committee hereinafter created and empowered. Members of the Board of Directors and Executive Committee may succeed themselves in office but each person must be elected and re-elected individually.

The Board of Directors shall consist of no less than 3 and no more than 9 members, elected by the membership to hold office as follows: 1 for 1 year, 1 for 2 years, and 1 for 3 years. At the end of the annual membership meeting for election of officers, each director shall rotate in this manner: 3 year-2 year-1year, with 1 year off.

The President shall serve as Director of the Board, the chairman voting only to break a tie. In addition to directors so elected, all present and future past presidents of the club shall be Director for one year after expiration of their term with voting privileges.

Each Director elected does not have to be a resident of the area. 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 19 years of age.

SECTION 2. If a Director misses three (3) meetings in succession without due cause, he or she will automatically be dropped from the Board and replaced at the next meeting of the Board.

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

SECTION 3: The Board of Directors 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 of 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 of officers, the rules and regulations governing the procedure of such suspension and expulsion and removal, the fixing and collecting of dues and fees, the awarding of championships, the conducting of shows, contests, exhibitions, races, sales and social functions and other details relating to the general purpose of the club, all however, subject to revision of amendment by the members at any regular or special meeting of the members, provided written notice of intention by any members to move the revision or specified amendment of any rule or regulation shall have been mailed to the President and the Secretary at least thirty (30) days in advance of the meeting.

ARTICLE IV OFFICERS AND DUTIES

SECTION 1. Officers: The Officers of the club shall be the President, First Vice-President, Second Vice-President, Secretary, and Treasurer. Officers shall be nominated from the floor at the yearly membership meeting and such officers shall hold office for a period of one year and until their successors are elected and qualified. Said office may be nominated and elected for any number of years.

No member shall hold office without being at least 19 years of age.

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 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 Board of Directors. President shall vote only in the event of a tie.

SECTION 3: **Past President:** Shall serve on the Executive Committee for one year after expiration of term, with voting privileges.

SECTION 4: **Vice-Presidents:** The **First 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.

The **Second Vice-President** shall preside in the absence of the President and First Vice-President and succeed the First Vice-President, the First Vice-President succeeds the President.

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 official meetings of the club, cause to be made any annual reports to the club, state, federal government and other reports that may be required, and conduct the correspondence of the club. The Secretary will turn all collected monies to the Treasurer.

SECTION 6: **Treasurer:** The Treasurer will be directly responsible to the President and club for the proper management of all monies and will submit a report monthly at meetings. He or she shall submit records to the auditing committee for annual audit. The President shall appoint a three (3) member auditing committee at least one (1) month prior to audit.

A copy of the audit report will be distributed to the officers of the club and Treasurer will return a Treasurer's report at the first annual membership meeting following the close of the club year-end and at such other times as the President or Board of Directors may require. The Treasurer shall present a Treasurer's report at each club meeting if requested or required by the Board of Directors of members. The annual financial report is to be distributed to all club members.

SECTION 7. **Vacancies:** All vacancies in the position of officers of the club shall be filled from the Executive Committee, or the Board of Directors for the unexpired term, except the Secretary or Treasurer, which may be appointed by the President and the Executive Committee or the Board of Directors, and need not be member of the Board; and those so succeeding or appointed shall serve until the election and acceptance of their duly qualified successors.

ARTICLE V COMMITTEES

SECTION 1. **Executive Committee:** There is hereby created an Executive Committee consisting of the President, the First Vice-President, the Second Vice-President, the Secretary, each for a term of one year and until the selection and qualifications of his or her successor. No member

shall serve on the Executive Committee without being a member of the American Paint Horse Association.

SECTION 2. The Executive Committee, from time to time, may create and empower other committees, general or special. The Executive Committee by resolution, in Articles of Incorporation, or in these by-laws, shall have and exercise the authority of the Executive Committee in the management of the corporation.

SECTION 3. The Board of Directors shall fill all vacancies in the Executive Committee occurring between election of the club by election of a successor.

SECTION 4. The committee may not act without convening; however, it must submit to the club for an "all club" vote. At all meetings of the committee or club those present shall constitute a quorum.

SECTION 5. All powers of the Board of Directors are hereby vested in the Executive Committee.

ARTICLE VI ELECTIONS

SECTION 1. All Officers and Directors shall be elected by written vote. Each Officer shall be nominated, voted upon by verbal or show of hands, and election completed before nomination can be accepted for the next office.

SECTION 2. **Voting Privileges:** All membership dues must be paid sixty (60) days prior to annual election of officers.

The elections shall be held annually on the date agreed upon by the Executive Committee and Board of Directors. **The new Directors will be installed at the annual membership meeting.**

ARTICLE VII MEETINGS

SECTION 1. **Regular Membership Meetings:** Shall be as designated by the Executive Committee by written notice within thirty (30) days of said meeting. **The annual election of Officers will be held at the November meeting. New officers will take office January 1 of the following year.**

SECTION 2. Any officer of the club may call the meeting of members to order and may act as Chairman of such meeting, precedence being given as follows: President, First Vice-President, Second Vice-President, Secretary and Treasurer. In the absence of all such officers, members present may elect a chairman.

The Secretary of the club shall act as the Secretary of all meetings of the members, but in his or her absence, the Directors may appoint any person to act as Secretary of the meeting.

ARTICLE VIII AMENDMENTS

The Board of Directors shall have the power to make, amend and repeal the by-laws of the club by vote of two-thirds of the Directors in office at any regular or special meeting of the Board, providing prior notice of intent to amend the by-laws has been given. Any member in good standing may propose an amendment to the by-laws by submitting the proposed amendment in writing to the Executive Committee through the business office. The amendment will become effective only upon written ballot, two-thirds of the members concurring in the amendment.

ARTICLE IX RULES

The Board of Directors and/or Executive Committee is responsible for establishing the rules consonant with and supplementary to the Articles of Incorporation and by-laws for the general administration of business of the club. The rules shall be published and distributed to the members, with revisions published when sufficient changes to the rules warrant a new publication. The Executive Committee must conduct an annual review of the rules with a view toward updating.

ARTICLE X 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 or her in connection with or resulting from any action, suit or proceeding to which he or she may be made a party by reason of his or her being or 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 such action, suit or proceeding when such settlement of any in the interest of the club. The foregoing rights shall be in addition to any rights to which such director, officer or committeeman may be entitled as a matter of law.

ARTICLE XII DISCIPLINE

SECTION 1. Disciplinary action to any member shall be taken by the Executive Committee as laid out in the Southern Indiana Paint Horse Club Rules & Regulations. All members shall be

given prior notice of their proposed action and shall be given a chance to appear in person before such disciplinary committee.

SECTION 2. This action will be evoked by the breaking of the Southern Indiana Paint Horse Club and APHA rules or actions causing a 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 American Paint Horse Association, the American Paint Horse Association will govern.

The proceeding by-laws were revised this 16th day of January 2010.

PRESIDENT

FIRST VICE-PRESIDENT

SECOND VICE-PRESIDENT

TREASURER

PRESIDENT