

Sierra Paint Horse Club, INC.

Constitution and By-Laws

Revised April 14, 2012, effective January 1, 2013

Article I

SECTION 1 NAME

The club shall be known as the SIERRA PAINT HORSE CLUB, INC. Throughout these by-laws the initials SPHC will stand for the SIERRA PAINT HORSE CLUB, INC. SPHC will, at all times, be operated and conducted as a non-profit, mutual benefit corporation in accordance with the laws of the State of California.

SECTION 2 PURPOSE

The purpose of the SPHC shall be to improve the breed of American Paint Horses by the promotion and advancement of the Paint Horse breed through conducting, sponsoring or encouraging of Paint Horse shows, racing, sales and other Paint Horse related activities in a manner consistent with established principles of breed improvement. These by-laws shall be reviewed and amended as necessary every five (5) years.

SECTION 3 LOCATION

The principle place of business shall be the eastern Sacramento Valley and the foothills of the Sierra. This encompasses the following counties: Amador, El Dorado, Nevada, Placer, Sacramento, Sierra, Sutter and Yuba. *The SPHC business address is P.O. Box 929, Wilton, CA 95693* and the address of the duly recorded SPHC Secretary.

ARTICLE II

SECTION 1 MEMBERSHIP

The membership of SPHC shall be open to any *reputable* person, firm, business or corporation interested in the improvement of the Paint Horse breed. Members need not be owners of a Paint Horse. Upon filing the approved form and payment of current year dues with the Secretary, the applicant shall become a member of SPHC. Membership shall be in one of the following classes: Family, Adult, Youth or Life. Life Membership is only available to such members who have paid such dues at such a time when the Life category was offered by SPHC. Life members must pay the annual California Coordinating Committee assessment to SPHC. In the event a Life member does not pay this fee, they will not be included in the SPHC membership roster. Life membership is no longer an option for those not already subscribed.

- A. FAMILY** Open to members of a family unit residing in the same household, not to exceed two adult members, but unlimited in the number of family youth members. (Entitled to 2 votes-minor children are non-voting members.)
- B. ADULT** Open to anyone who has reached their 19th birthday as defined in the APHA rule book, or a firm corporation or business. A firm, corporation or business shall file in writing with the Secretary, the

person designated eligible to hold office, cast its vote and exercise the rights and privileges of an adult member. Adult membership is entitled to 1 vote.

- C. **YOUTH** Open to anyone who has not reached their 19th birthday as defined in the current APHA rulebook, and not included in a family membership. Youth members are not voting members.
- D. **LIFE** Although no longer available as an option, those who have paid such dues in years past are still acknowledged as viable members. Life members must pay annual CCC fees to maintain member privileges of SPHC, i.e., voting, newsletters, meeting notices, events schedules, and membership listings. In the event that a life member does not submit the annual CCC fee, the membership status will be dormant until such time the life member pays the current year CCC fee. Payment of prior year CCC fees is not required to reactivate membership status. There will not be a time limit on life membership and it will be maintained in secretary records as active or dormant.

SECTION 2 DUES

The annual dues shall be for the calendar year January 1 through December 31, and shall be due on January 1st of each year. Dues not paid by February 15th will cause the termination of one's membership. A membership so terminated may be reinstated only upon filing a new application for membership and payment of dues. The Board of Directors shall fix annual dues, which include the California Coordinating Committee fee, on an annual basis. No cancellation or refund of fees shall be made if a member resigns.

SECTION 3 VOTING

Each family and adult member whose dues are paid and has been a member for thirty (30) days as of the first day of the month in which a membership meeting is held shall be entitled to vote. The Secretary shall have the membership roll and current dues status to qualify a member's eligibility. Voting by proxy is not recognized by SPHC. All elections will be held by secret ballot.

SECTION 4 MEETINGS

The time and place of the monthly meeting shall be the second Wednesday of each month. The next meeting date shall be posted on the website. Special membership meetings may be called by the President, a majority of the Board of Directors, or ten percent (10%) of the voting eligible membership. A notice, including the purpose of the meeting, shall be mailed or e-mailed to the membership by the Secretary at least seven (7) days prior to such meeting.

SECTION 5 ELECTIONS

Any member who would like to run for a position on the Board must have been a member in good standing for a minimum of ninety (90) days prior to nomination. Officer and Board election procedures are as follows: Nomination from the floor for officers and board members will be taken at the October general membership meeting with elections to be held at the November general membership meeting. Printed or handwritten ballots are to be used. Notices of these two meetings must be mailed or e-mailed to members in good standing in the prior month's minutes.

ARTICLE III

SECTION 1 CONDUCT

Members of SPHC shall be expelled when a situation of indebtedness is not corrected within three (3) months of the member being advised, in writing, by the Secretary, of the situation. A member shall face immediate expulsion from SPHC for misappropriation of funds. A member may be expelled from SPHC when it has been determined that the conduct of a member has undermined the provisions of ARTICLE I, Section 2.

Any Officer or Board of Director may be removed from office when such action is deemed to be in the best interest of SPHC. Inefficiency or offensiveness in the conduct of his or her duties shall be deemed contrary to the best interest of the SPHC Removal from office will require a two-thirds (2/3) vote by eligible voting SPHC members in good standing at a general membership meeting. Any SPHC member in good standing

may request the removal of an officer or Board of Director by submitting to the SPHC in writing the request for such action and the reason(s). This request must be signed by twenty (20) members in good standing of the SPHC. The SPHC Secretary shall be required to give a minimum of thirty (30) days written notice to the membership that this matter will be part of the order of business at the next general membership meeting.

Action may be taken against any member for misconduct and is not limited to the type of misconduct previously referred to in this Section. The accused member shall be notified by Registered Mail in writing signed by the President or his/her designee, regarding the matter and the date the issue will come before the Board of Directors. This individual may also appear before the board on their own behalf or submit evidence to dispute the allegation(s) of misconduct. Final decision shall be by a simple majority vote of the Board of Directors and a two-thirds (2/3) vote of the membership in good standing at the next regularly scheduled General Membership meeting.

ARTICLE IV

SECTION 1 BOARD OF DIRECTORS MAKEUP

The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer and three Directors. The power and authority of SPHC shall be vested in and exercised by the Board of Directors. No more than two family members may sit on the Board at any one time. The Board is authorized to spend up to a maximum of \$200 for any one item without general membership approval. All Officers shall be elected for a period of one (1) year, beginning January 1 of the New Year and ending December 31 of the same year and shall be eligible for re-election. All Officers shall hold office subject to the removal by vote of the general membership.

SECTION 2 OFFICERS

- A. PRESIDENT** – The President shall preside over all SPHC meetings. The President shall be the chief officer of SPHC and have general supervision and direction of the business of SPHC. The President shall serve ex-officio on all committees. The President shall have other powers and carry out other duties as may be prescribed by the Board of Directors. The President may cast a vote only for the purpose of breaking a tie vote of the Board of Directors or a general membership vote.
- B. VICE-PRESIDENT** – In the absence of, or disability of, the President, the Vice-President shall perform the duties of the President, subject to the powers and limitations thereof.
- C. SECRETARY** – The Secretary shall keep the minutes of all the membership and Board of Directors meetings. The Secretary shall keep and safeguard the records of SPHC. The Secretary shall keep an account of the memberships and dues paid. After each general election the Secretary shall send a list of all officers to APHA pursuant to the APHA rulebook.
- D. TREASURER** – The Treasurer shall keep and maintain adequate and correct accounts of all SPHC transactions. The Treasurer shall disburse SPHC funds as ordered. The Treasurer shall have available at all times an up-to-date record of transactions and a financial condition of SPHC. The Treasurer shall make the books available to any member. An annual financial report is to be distributed to all club members and APHA pursuant to the APHA rulebook.
- E. DIRECTORS** – There shall be a three year Director, a two year Director and a one year Director who is the most recent past President. The Directors, along with the other officers, shall have the power and authority to make, amend, enforce and repeal the rules and regulations of SPHC. All actions of the Board of Directors must be approved by the general membership at the next meeting.

SECTION 3 VACANCIES

The remaining Board of Directors shall, by a vote of the majority, elect a successor to fill a vacancy.

SECTION 4 ABSENCES

The office of any Board of Directors member who is absent from three consecutive board meetings or three consecutive regular meetings shall be deemed vacant.

SECTION 5 BOARD MEETINGS

The Board of Directors shall meet whenever called by the President or three members acting jointly. The Secretary shall notify all Board members at least seven (7) days in advance of the meeting. The general membership may be present at all Board meetings except for when the President calls for a closed Board meeting.

SECTION 6 QUORUM

Four Board of Directors members shall be necessary to constitute a quorum.

SECTION 7 COMMITTEES

The President may select committees as deemed appropriate, and select the committee chairperson. The chairperson shall select the members to serve on their committee. The powers and duties of the committee are as delegated by the Board of Directors. A committee chairperson may be requested to attend Board meetings. Any expenditure of funds by a committee must be approved by the general membership and a receipt presented to the Board for payment.

SECTION 8 INDEMNIFICATIONS

Each director, officer and committeeman of SPHC 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 conduct or dishonesty of such officer, director or committeeman. The foregoing right indemnification shall cover amounts paid in settlement of any such action, suit or proceeding when such settlement appears to be in the interest of the Club. The foregoing rights shall be in addition to any other rights to which such director, officer or committeeman may be entitled as a matter of law.

ARTICLE V

SECTION 1 AMMENDMENTS

Any proposed amendments to these by-laws shall be submitted to the Club in writing or through electronic notification. The Secretary shall be required to give at least ten (10) days written or electronic email notice that the amendments will be part of the order of business at the next general membership meeting. All proposed amendments shall be read to the members by the Secretary. The proposed amendments must be approved by a two-thirds (2/3) vote of the members present at the general membership meeting for the amendments to become part of the by-laws. All approved amendments shall become effective January 1 of the following year.

ARTICLE VI

SECTION 1 DISSOLUTION

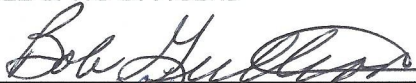
Dissolution of SPHC will be in accordance with the articles of incorporation.

Effective 1 Jan 2013

2012 SPHC OFFICERS

President

Bob Gullion



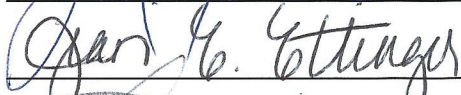
Vice President

Jan Mannion



Secretary

Jean Ettinger



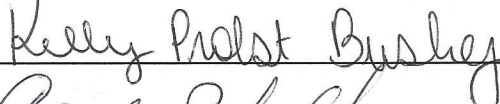
Treasurer

Lindy Williams
Nicole Marcum

Board of Director

Kelly Probst-Bushey



Board of Director

Carol Pchelkin



Board of Director

Lisa Nadworny

