

(BY-LAWS FOR APHA)
REGIONAL AFFILIATE CLUBS
CORPORATE BY LAWS

TREASURE VALLEY PAINT HORSE CLUB

ARTICLE I

NAME, PURPOSE, LOCATION, AND CORPORATE SEAL

SECTION 1. NAME: This organization shall be called The Treasure Valley Paint Horse Club. The official abbreviation shall be TVPHC.

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 Idaho 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 horse 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 sportsmanship; and by educating the public about the qualities of the Paint Horse and the American Paint Horse Association.

Section 3. Location: The Club shall cover the area of all Southwest Idaho, between the Idaho-Nevada State Line North to Salmon River and between the Oregon-Idaho State Line East to Mountain Home, straight East and South of Baker Oregon to the Nevada State Line, but its members may the residents of any state, territory or country. The area shall include N.S. Oregon. The principal place of business shall be the address of the current duly elected Secretary, but business may carried out at any place convenient to such members or officers as may be participating.

SECTION 4. Corporate Seal: The seal of the corporation shall be in charge of the Secretary

ARTICLE II

MEMBERS

SECTION 1. Members of the Club (Youth, Adult, Joint, Family, Lifetime, Etc.) 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. Each Adult, Joint, Family and Lifetime membership shall be granted one vote. Each firm, corporation, executor, trustee and institutions of learning shall be granted one vote.

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 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 assignment, except as otherwise limited. Any member of the Club holding office who is delinquent in dues shall be removed from office automatically. Whenever in the 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.

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 reelected individually.

MEMBERS OF THE BOARD OF DIRECTORS: The Board of Directors of the Club shall consist of the Officers and Directors of the Club, elected by the Club members at the annual meeting. The Board of Directors shall consist of no less than five (5) and no more than nine (9) members, with the elected Officers holding one (1) YEAR TERM AND THE ELECTED Directors HOLDING 2 (2) year term. The President shall serve as Chairperson of the Board, the Chairperson voting only to break a tie. All present and future past-Presidents of the Club shall be a Director for one (1) year after expiration of their term with voting privileges. Each Director elected shall be bonfire resident of the area. No more than two members of any family or firm may sit on the Board of Directors. Persons selected to the board of Directors will pay their dues before taking office. No members shall hold office without being at least twenty-one (21) years of age. Officers and Directors must be members in good standing of the Club for at least one year prior to taking office.

SECTION 2. If a Director misses three meetings without due cause he or she will automatically dropped from the board and replaced at the next meeting of the Board. If any Director or Officer fails to properly discharge his or hers duties, he or she may be removed from office by a majority vote of the Board of Directors. In case of any vacancy on the Board of Directors, 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/

SECTION 3. The Board of Directors shall have the power and the 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 the activities of the Club, the admission, classification, qualifications, 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, and the expenditure of money, the auditing of books and records, the awarding of championships, the conduction 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 of any member to move the revision or specified amendment of rule or regulation shall have been mailed to the President and 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, Vice-President, Secretary, and Treasurer. (The Office of the Secretary and Treasurer may be held by the same person.) Other Officers may be authorized and appointed from time to time by the board of Directors. Officers shall hold office for one (1) year term and be elected from the Board of Directors by the general membership.

SECTION 2. The written contracts of the club shall be executed in behalf of the Club by the President or Vice President and attested by the Secretary and the corporate seal.

SECTION 3. The president shall be the 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.

SECTION 4. Immediate past President; Shall serve on the Executive Committee after expiration of term, with voting privileges.

SECTION 5. 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 6. Secretary: The Secretary shall be directly responsible to the President for the operation 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 require, and conduct the correspondence. The Secretary will turn all collected monies to the Treasurer.

SECTION 7. 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 record keeping to meet requirements to the Club, State, and Federal Government. He/she will set an annual budget. The records will be submitted for annual audit if so requested by the Board of Directors. A copy of the audit report will be distributed to the Officers of the Club and the Treasurer will return a Treasurers report at the first annual membership meeting following the close of the Club and at such other times as the President or the Board of Directors may require. The Treasurer shall be responsible to distribute the annual financial report to all Club members.

SECTION 8. Surety Bonds; The Secretary and Treasurer and all other Officers and employees of the Club, who may have the handling of any funds of the Club, shall give a surety bond to be furnished at the expense of the Club for the faithful discharge of his or hers duties, if so required by the Executive Committee.

SECTION 9. Vacancies; All vacancies in the positions 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 Secretary-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; The Executive Committee shall consist of the President, Immediate past President, Vice President, Secretary and such additional members (not to exceed four (4)) as deemed necessary by the Board of Directors. These additional members may be from the general membership or Board of Directors. No member shall serve on the Executive Committee without being a member of the American Paint Horse Association (APHA).

SECTION 2. The Board of Directors, from time to time, may create and empower other committees, general or special. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees which, to the extent provided in such resolutions, in the Article of incorporation, or in these by-laws, shall have and exercise the authority of the Board of Directors in the management of the corporation. General or special committees shall consist of two or more persons, the Chairperson may be appointed by the President or the Board of Directors; the remainder may be chosen by the chairperson and need not be directors. The designation of such committees and the delegation thereto of authority shall not be operated to relieve the Board of Directors, or any Director, of such responsibility imposed on it or him/her by law. Any non-director who becomes a member of any such committee shall have the same responsibility with respect to such committee as a Director who is a member thereof.

SECTION 3. The Board of Directors shall fill all vacancies in the Executive committee occurring between elections of the Club by election of a successor from the Board of Directors.

SECTION 4. The committee may act with approval from the Board of Directors 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 5. All powers of the Board of Directors are hereby vested in the Executive Committee.

SECTION 6. No officer or member of the Executive Committee may serve on the Executive Board in excess of six (6) consecutive years.

ARTICLE VI

ELECTIONS

SECTION 1. Nominating Committee; The president shall appoint a nominating committee at least sixty (60) days prior to the annual membership and Directors meetings. If possible a portion, or all, of this committee shall consist of past presidents of the Club. The current President shall serve as the Chairperson or shall designate the Chairperson of this committee. The nominating committee will prepare a recommended slate for the election of the members of the Board of Directors and will prepare a suitable ballot and effect distribution to each member in good standing. The Board of Directors and Officers may be nominated and elected from the floor by the members at the annual membership meeting.

SECTION 2. All Officers and Directors shall be elected by written vote. Each Director shall be voted upon by written ballot, and election completed before the nomination and election can be completed for the Officers of the Club. The Officers will be elected by the members of the Club's newly elected Board of Directors. The elections shall be held annually on the date agreed upon by the Executive Committee and Board of Directors. Time and place of the meeting will be designated by notice and called by direction of the President.

ARTICLE VII

MEETINGS

SECTION 1. Regular Membership Meetings; The regular monthly meeting of the members shall be held at such a time and place as may be fixed by resolution of the Board of Directors for the purpose of installing or electing Directors or Officers and for the resolution of the Board of Directors for the transaction of such other business as may be brought before the meeting. Notice of the annual meeting shall be given by mailing a notice stating time and place of such meeting to the last known address of each member in good standing not less than 10 nor more than 50 days prior to the date of such meeting. The annual meeting shall take place the last quarter of the Club's fiscal year. If special topics are to be discussed and/or voted upon, members will be notified of these topics.

SECTION 2. Special meetings; Special meetings of the members may be held at such a time and place as may be designated in the notice whenever called in writing by direction of the President or by majority of the Board of Directors or by a notice signed by not less than twenty percent (20%) of the members in good standing. Notice of each special meeting including agenda thereof shall be given in the same manner as provided with respect to notice of annual meetings. Only business listed on the agenda can be voted upon at this special meeting.

SECTION 3. 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 of the members for all purposes unless the representation of the larger number should be required by law and in that case the representation so required shall constitute a quorum. QUORUM; Twenty percent (20%) of the members of the Club shall constitute a quorum for conducting a meeting of the membership. Except as provided elsewhere in these 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.

SECTION 4; Any Officer of the Club may call the meeting of the members to order and may act as Chairperson of such meeting, precedence being as follows: President, Vice-President, Secretary/Treasurer. In the absence of all such Officers, members present may elect a chairperson. 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.

SECTION 5. Board of Directors Meetings: The Board of Directors 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 last half of the year. Stated times and places of the two mandatory regular meetings may be set by rule and no notice of the meeting shall be required or the meeting may be held at a time and place set by the President or by a majority of the Directors and notice of such meetings shall be given not less than 10, and not more than 50 days prior to the date of the meeting. The Board, 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 Board of Directors shall be held whenever called by direction of the President, or by a majority 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, and not more than 50 days before 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 Board of Directors, business shall be transacted in such an order as the Board may determine. At any meeting of the Board, a majority shall constitute a quorum.

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 of membership.

ARTICLE IX

RULES

The Board of Directors and/or Executive Committee is responsible for establishing the rules consistent with the supplementary to the Articles of Incorporation and by-laws for the general administration of the business of the Club. The rules shall be published and distributed to the new 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. Membership and Board of Directors meetings shall be governed by Robert's Rules of Order.

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/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 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 interest of the Club. The foregoing rights 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 XI

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 the 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 the time qualify as exempt organization or organizations under Section 501.0 (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, Fort Worth, Texas, is to be given first consideration.

ARTICLE XII

DICIPLINE

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

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

SECTION 3. Anyone suspended by the APHA is automatically suspended by the Club.

IF ANY CONFLICT BETWEEN THE CONSTITUTION OF THE CLUB AND THE RULES AND BY-LAWS OF THE AMERICAN PAINT HORSE ASSOCIATION. THE RULES OF THE AMERICAN PAINT HORSE ASSOCIATION WILL GOVERN.

These amended by-laws were submitted to APHA 9-11-03