

# NEBRASKA PAINT HORSE CLUB

# BYLAWS

## AMENDED AND RESTATED

November 17, 2007

The following document constitutes the Bylaws, with Amendments thereto, of the Nebraska Paint Horse Club, Inc.

### ARTICLE I – NAME

1. The name of the organization shall be **THE NEBRASKA PAINT HORSE CLUB, INC.**, Hereafter referred to as the NPHC. The address of the NPHC shall be that of its secretary.
2. Location: The Nebraska Paint Horse Club boundaries are concurrent with the boundaries of the State of Nebraska.

### ARTICLE II – PURPOSE AND OBJECTIVES

1. To promote, advertise, publicize, display, and in all events to create public interest and awareness of horses registered in the American Paint Horse Association, Inc., of Fort Worth, Texas.
2. To sponsor exhibitions, competitions, and other related activities concerning the American Paint Horses.
3. To sponsor recreational activities for the members of this organization and their invitees including the dispensing of food and refreshments.
4. To sponsor, and promote lotteries as is permitted under the Statutes of the State of Nebraska.
5. To sponsor, promote, publicize, and conduct sales of livestock, service fee and other related sales.

### ARTICLE III – MEMBERSHIP AND DUES

1. Any person that is interested in the Paint Horse breed may become a member of the NPHC by paying the current year's dues.
2. Nebraska Paint Horse Club Membership. There shall be one (1) class of membership to the Nebraska Paint Horse Club. This membership can be in an individual's name, business/corporation name, or parents name who shall receive all publications of the NPHC, have one vote per membership, have the right to hold office in the NPHC if over age 19 years of age as of January 1 of each current year, and shall have all horses registered in name of membership or family. This membership will entitle exhibitor eligibility to earn year-end awards in Novice Amateur, Amateur and Open classes.
3. Nebraska Junior Paint Horse Club Membership is for all youth under the age of 19 years as of January 1 of each current year who shall receive all publications of the NPHC. This membership entitles membership in the NJPHC, to have the right to vote and hold office. This membership entitles the member to earn year-end awards in Youth classes. A NJPHC membership will also entitle a Youth, if horses(s) is registered in Youth name, to earn points in Open classes if shown by named Youth and be eligible for Open Year End Awards.
4. The NPHC Board of Directors shall set the amount of the annual dues.
5. The NPHC membership year is January 1<sup>st</sup> through December 31st. Current membership must be held to participate in Club affairs (e.g.: to hold office, voting privileges, earn State Points.)
6. Any member(s) may be dropped from the membership for conduct and actions detrimental to the interests of the APHA or the NPHC upon recommendation of the Board of Directors of the NPHC, after due investigation by and hearing before the Board of Directors of the NPHC. Lesser reprimands are to be handled at the discretion of the Board.
7. In the event of suspension of or expulsion by the APHA of a NPHC member, similar action will be customary by the Directors of the NPHC.
8. Membership is non-transferable.

### ARTICLE IV – OFFICERS

1. The officers of the NPHC shall consist of a President, a Vice President, a Secretary, and a Treasurer. The NPHC may have other appointive offices as determined by the Board of Directors.
2. All officers shall be elected at the Annual meeting by a majority of the voting members present.
3. All officers shall serve for a term of one year and shall be eligible to succeed themselves.
4. All officers must have been a member in good standing of the NPHC for two consecutive years and must reside within the State of Nebraska.
5. The NPHC officers shall serve as the Executive Board of the NPHC.

### ARTICLE V – DUTIES OF OFFICES

1. The President shall preside at all regular meetings of the NPHC. The President may call a special meeting of the NPHC.
2. The Secretary shall give notice and keep the minutes of all meetings of the NPHC and be responsible for maintaining the records of the NPHC. The Secretary shall keep a current record of membership.
3. The Vice President shall, in the absence of the President, or upon his request, perform all the duties of the President. In the event of death or resignation of the President, the Vice President shall succeed the President.
4. The Treasurer shall be financial officer of the NPHC, and shall collect monies due the NPHC, keep full and accurate accounts of all receipts and disbursements, deposit all monies and other valuables in depositories designated by the Board of Directors, and pay

all bills of the NPHC. The Treasurer shall report to the Board of Directors, when so requested, the financial status of the NPHC; and shall make an annual report to the NPHC of its financial condition. The payment of bills shall be upon vote of the Board of Directors with the exception of the regular operating expenses and approved NPHC activities, which may be paid at the discretion of the Treasurer. The position of the Treasurer shall be bonded and the cost of the bond paid by NPHC.

5. The fiscal year shall be from January 1<sup>st</sup> through December 31<sup>st</sup>.

#### **ARTICLE VI – BOARD OF DIRECTORS**

1. The Board of Directors shall consist of the four (4) elected officers of the NPHC; four (4) additional members elected by a majority vote of the members at the Annual Meeting, and the immediate Past President.
2. Directors shall be elected for a term of two (2) years. Two directorships will be elected each year at the Annual Meeting.
3. The President until the next General Membership meeting will appoint all vacancies on the Board of Directors.
4. Directors must be residents of the State of Nebraska and members in good standing and shall have been a member of the NPHC for two (2) consecutive years.
5. The Directors shall be responsible for the general management of the affairs of the NPHC. They shall make and enforce all the rules of the NPHC. They shall use their discretion in adopting rules recommended by the respective Committees or by the general membership. They shall select a person or persons to publish and distribute a monthly newsletter at the direction of the NPHC Board.
6. The Directors may, after a hearing, censure, suspend, or expel any officers, or members of any committee of the NPHC whose conduct shall be found to be prejudicial to the best interest of the NPHC, the APHA, or in violation of the Bylaws or Rules of the NPHC.
7. At all meetings of the Board of Directors a majority of its members shall constitute a quorum.
8. The Board of Directors shall keep a record of its proceedings and shall report at the Annual Meeting of the NPHC, or at any general meeting any matters, which in its judgment require the action of the members.
9. The officers of the NPHC shall hold the same office on the Board of Directors.
10. When a NPHC Board action passes or fails (by one vote) the board members in minority voice, may submit the proposal to the next general membership meeting for consideration. A 2/3 majority by voting membership is needed to overturn board actions.
11. All meetings of the Board of Directors shall be held at the direction of the President or at the direction of three or more Directors. Meetings will be held only after five days notice, unless held in the presence of at least six (6) Directors.
12. The Board shall delegate to various committees such duties and powers as it shall deem necessary and advisable.
13. The Directors shall receive no compensation for services as Directors, nor shall they be compensated for expenses incurred in connection with attendance at meetings.
14. Directors, other than the President and Secretary, may be appointed as Committee Chairpersons.
15. Upon recommendation of the Board of Directors 2/3 majority of voting Directors may remove any member(s) of the Board of Directors, for cause. Deliberation of removal for cause shall be preceded by ten (10) days written notice to all Directors of Board.
16. Three (3) unexcused absences from Board of Directors meetings may be considered cause for removal from the Board.

#### **ARTICLE VII – ELECTION OF OFFICERS AND DIRECTORS**

1. Elections of officers and directors will be held during the annual fall general membership meeting.
2. Nominations: Prior to the elections, the President shall appoint a nominating committee and committee chairman. They will meet for the purpose of identification of a qualified and willing nominee for each office. The committee chairman will nominate their candidate at the time of the election. Additional nominations for each office may be made from the floor prior to balloting.
3. Balloting: Following opportunity to nominate from the floor, and following passage of a motion of cessation of nominations, when one name appears on the slate, the presiding officer may proceed to call for an election by acclamation. When two or more names are on the slate, the vote will be taken by ballot (one vote/membership). Prior to balloting, all nominees will be identified and given an opportunity to speak. Following balloting, the votes will be tabulated and results announced. The voting and announcement of results for each office must be concluded prior to proceeding to nominations for any subsequent office.

#### **ARTICLE VIII – INDEMNIFICATION**

Each officer, director and committee member of the NPHC 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 having held their NPHC office or appointment. An exception being in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such an officer, director or committee member. The foregoing 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 other rights to which such officer, director or committee member may be entitled as a matter of law.

#### **ARTICLE IX – COMMITTEES**

1. The standing committees of the NPHC shall include: Show Committee, Promotions Committee, Youth Advisory Board, Awards Committee, Amateur Committee, Financial Committee, Bylaws and Rules Committee, Breeder's Futurity Committee and Open Futurity Committee.
2. The President subject to the approval of the Board of Directors shall appoint all committee chairpersons. Remaining members of such committees shall be appointed by said Chairperson with the counseling of the President, and must be current members in good standing in the NPHC.
3. Each standing committee shall be composed of three (3) or more members and shall serve throughout the fiscal year.

4. All chairpersons and members of committees are subject to removal by the President and the President is an ex-officio member of all standing committees.
5. Additional committees may be created by the President at his/her discretion.

#### **ARTICLE X – MEETING**

1. There shall be an Annual Meeting of the NPHC and such other meetings as called by the President or by three (3) members of the Board of Directors.
2. The membership shall be given reasonable notice of the time and place of the meeting.
3. Annual meetings shall be held between the first day of November and 15<sup>th</sup> day of December. Members shall be notified at last ten (10) days in advance of the meeting. Election of officers shall take place.
4. All meetings shall include: Approval of Minutes, Reports of Officers, Reports of Committees, Old Business, New Business and Adjournment.
5. At a Membership Meeting, a quorum shall consist of 15% of the number of current voting members. No proxy votes may be cast.

#### **ARTICLE XI – AMENDMENT OF THE BYLAWS OR ARTICLES OF INCORPORATION**

1. A proposed amendment to the bylaws shall be presented in writing to the membership at least ten (10) days prior to the meeting at which it will be voted upon.
2. A vote of two-thirds (2/3) of the members present shall be necessary to pass an amendment to the Bylaws.
3. The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Board of Directors or as provided by the statutes of the State of Nebraska at the time of such amendment.

#### **ARTICLE XII – DISSOLUTION**

Upon the dissolution of the NPHC, 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 as outlined in ARTICLE II. The assets to be tendered to an organization, which qualifies as an exempt organization under the United States Internal Revenue Law. First consideration is to be given to the Youth Development Foundation of the American Paint Horse Association of Fort Worth, Texas.

**The above stated NPHC Bylaws were ratified and voted on by the NPHC general membership at the Spring General Membership Meeting February 11, 2007.**

#### **AMENDMENTS**

##### **ARTICLE III – Paragraph 5**

*The NPHC membership year is January 1<sup>st</sup> through December 31<sup>st</sup>. Current membership must be held to participate in Club affairs (e.g.: To hold office, voting privileges, earn State Points.)*

##### **ARTICLE VI – Paragraph 1**

*The board of Directors shall consist of the four (4) elected officers of the NPHC, four (4) additional members elected by a majority vote of the members at the annual meeting and the immediate past president.*

##### **ARTICLE VI – Paragraph 10**

*10. When a NPHC Board action passes or fails (by one vote) the board members in minority voice, may submit the proposal to the next general membership meeting for consideration. A 2/3 majority by voting membership is needed to overturn board actions.*

##### **ARTICLE VII – Paragraph 3**

*Balloting: Following opportunity to nominate from the floor, and following the passage of a motion of cessation of nominations, when one name appears on the slate, the presiding officer may proceed to a call for an election by acclamation. When two or more names are on the slate, the vote will be taken by ballot (one vote/membership). Prior to balloting, all nominees will be identified and given an opportunity to speak. Following balloting, the votes will be tabulated and the results announced. The voting and announcement of results for each office must be concluded prior to proceeding to nominations for any subsequent office.*

**The above Amendment was voted on by the general membership at the Spring General Membership Meeting February 11, 2007.**

**The Amended and Restated Bylaws of the NPHC dated February 11, 2007 supersede any previous Bylaws and accompanying amendment of the NPHC.**

#### **AMENDMENT**

##### **ARTICLE VI – BOARD OF DIRECTORS - Section 2 and 3.**

**Change Item 2 to read:** *“Directors shall be elected for a term of two (2) years. Two directors will be elected each year at the Annual Meeting.” (This change eliminates the boundaries and elects the board from an at large basis rather than regionally. If this proposal passes at the 2007 Annual Meeting two (2)*

*Will be elected for one (1) year and two (2) for two (2) years. Then in 2008 the two (2) holding the one (1) year term will be up for election.*

*Eliminate Item 3 and renumber remaining items.*

**The above Amendment was voted on by the General membership at the Fall General Membership Meeting November 17, 2007.**

**The Amended and Restated Bylaws of the NPHC dated November 17, 2007 supersede any previous Bylaws and accompanying amendment of the NPHC.**