

# HELLS CANYON PAINT HORSE CLUB BY-LAWS

## Article I

### Name, Purpose, Location, and Corporate Seal

**Section 1. Name:** This organization shall be named the Hells Canyon Paint Horse Club. The official abbreviation shall be HCPHC.

**Section 2. Purpose:** The Hells Canyon Paint Horse Club shall at all times be operated and conducted as a non-profit association in accordance with the laws of the State of Idaho. The purposes of the Hells Canyon Horse Club are as follows:

- a. To promote and stimulate interest in the Paint Horse by encouraging Paint Breeding for confirmation 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 the American Paint Horse Association, and to encourage membership in both regional and national levels.

**Section 3. Location:** The Hells Canyon Paint Horse Club, being recognized as an Idaho Club shall include the following areas: Asotin, Garfield and Whitman Counties in Washington, Benewah, Clearwater, Idaho, Latah, Lewis and Nez Perce Counties in the State of Idaho, but it's 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.

**Section 4. Corporate Seal.** The seal of the corporation shall be maintained in the custody of the Club secretary or other designated officer.

## Article II Members

**Section 1. Membership:** Membership shall be open to all persons who subscribe to the aims of the club, abide by the By-Laws, rules and regulation of the Club, and assist in the furthering of aims and objectives of the Club. Membership shall be in accordance with the rules and regulations as adopted by the Board of Directors. Membership categories are but not limited to the following: Adult, Husband/Wife, Family, Ranch/Corporation/Business. Membership categories Adult, Husband, Wife, shall have 1 vote. The membership category Family, shall have up to 2 votes. Membership categories Ranch/Corporation/Business, shall have up to a maximum of 3 votes.

**Section 2. Rights:** All members shall have equal rights, interest and responsibility with respect to the Club and it's property. Fraudulent acts committed by any member will be reported to APHA. 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 and 19 years of age and over as of January 1, shall be entitled to vote(s) as established by the Board of Directors.

**Section 3. Quorum:** Five of the members of the Club shall constitute a quorum for the purpose of conducting business at a membership meeting. Except as provided elsewhere in the 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. No business shall be conducted without a quorum being present with the exception of adjourning the meeting until a quorum shall be present. 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 on the last Saturday in September. Place to be established by the Board of Directors. All members in good standing shall receive written notice of the meeting, to include date, time, place, and agenda, a minimum of one week in advance of the meeting. Membership meetings shall be governed by Robert's Rule of Order.

- a. Special membership meetings may be called by the President or by a majority of the Board of Directors if deemed necessary and provided all members have been notified in writing as stated above.

### **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 two Directors, not to exceed six.

**Section 2. Power and authority of the Board:** The business and property of the Hells Canyon Paint Horse Club 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 Hells Canyon Paint Horse Club.
- b. Removal or suspension of officers and directors.
- c. Admission, classification, qualifications, 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 Hells Canyon Paint Horse Club.
- i. Establishing standing and/or special committees.

**Section 3. Board of Directors Meetings:** The Board of Directors shall meet immediately before the annual meeting, and at the call of the President or majority of Board Members as needed. Absentee or vote by proxy will not be allowed at any regular or special Board meeting. A majority of the Board of Directors shall constitute a quorum for the purpose of conducting business. No business shall be conducted without a quorum present with exception of adjourning until a quorum is present. 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.

## **Article IV Officers and Duties**

**Section 1. Officers:** The Officers of the Hells Canyon Paint Horse Club shall be the President, Vice-President, Secretary, Treasurer, and such other Officers as may be authorized by the Board of Directors.

**Section. 2. Duties:**

- a. President. The President of the Hells Canyon Paint Horse Club shall be the chief executive officer and shall preside at all meetings of the Board of Directors and the general membership. Shall perform all such other duties and responsibilities as may be assigned by the Board of Directors.
- b. Vice President. The Vice President shall preside at meetings of the Board of Directors and general membership in the absence of the President. Shall perform all such other duties and responsibilities as assigned by the President or the Board of Directors.
- c. Secretary. The Secretary shall record minutes of all Board of Director and general membership meetings of the Hells Canyon Paint Horse Club and member attendance at such meetings. Shall perform all such other duties and responsibilities as assigned by the President or the Board of Directors and submit all official reports as required.
- d. Treasurer. The Treasurer shall collect, deposit, and disburse monies of the Hells Canyon Paint Horse Club as prescribed by the Board of Directors. 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. Shall perform all such other duties and responsibilities as assigned by the President or the Board of Directors.

**Section 3. Vacancies:** All vacancies in the offices or directors of the Hells Canyon Paint Horse Club shall be filled by the Board of Directors 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. Nominations:** Nominations for officers and directors will be taken at our annual membership meeting.

**Section 2. Election:** The election of officers and directors will be conducted at the annual membership meeting. Absentee or proxy voting will not be allowed. Only adult members, at least 18 years of age, and in good standing will be permitted to vote.

- a. Elections shall begin with the President, moving on to subsequent officer and/or director positions.
- b. The nominee receiving a simple majority of votes shall be elected.
- c. 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 one year or until their successor is duly elected and qualified. Official duties shall be assumed at the next regular membership meeting.

## **Article V(A) Committees**

**Section 1. Committees:** The committees will be voted on at the annual membership meeting. They will consist of:

- a. HCPHC Show Committee. This committee will take care of all show related details.
- b. Futurity Committee. The Futurity committee will take care of all HCPHC futurity planning, rules, awards, and payoffs.
- c. Judges Committee. This committee will be responsible for the contacting and hiring of judges for the show.
- d. Awards Committee. The Awards committee shall be in charge of selecting and purchasing awards within the amount budgeted for Year-End awards and show awards.

## **Article VI Amendments**

**Section 1. Amendments:** These By-Laws of the Hells Canyon Paint Horse Club may be amended or revised by vote of membership at the general membership meeting.

- a. Northwest Coordinating Committee (NWCC) and Zone One dues will be paid annually. Voted and passed by the Hells Canyon Paint Horse Club general membership meeting on November 20, 1996.

## **Article VII Indemnification**

**Section 1. Indemnification:** Each officer, director, and committee member of the Hells Canyon Paint Horse Club shall be indemnified by the Hells Canyon Paint Horse 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/or 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 misconduct or dishonesty of such officer, director, or committee member. 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 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 the asset of the corporation exclusively for the purposes of the corporation such manner, or to such organization or organizations organized and operated exclusively for agricultural purposes as shall a the time qualify as exempt organization or organizations under Section 501.C (5) of the Internal Revenue Code of 1954 (or the corresponding previsions 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.

By-Laws Adopted August 15, 1995  
By-Laws Revised February 15, 2003  
By-Laws Revised July 30, 2003  
By-Laws Revised January 24, 2004  
By-laws Revised November 19, 2005

President:

Vice President:

Secretary:

Treasurer:

