

**BYLAWS**

**OF**

**SOUTH TEXAS PAINT HORSE CLUB**

**Amended the 30 December 2020**

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**SOUTH TEXAS PAINT HORSE CLUB**

**ARTICLE I**

**Name, Purpose, and Location of Organization**

**Section 1. Name.** The name of the organization is ***SOUTH TEXAS PAINT HORSE CLUB*** ! The official abbreviation shall be STPHC. For the purpose of this document, the South Texas Paint Horse Club will be referred to as the "Club."

**Section 2. Statement of Purpose.** The Club shall at all times be operated and conducted as a non-profit association. The purposes of the Club are as follows:

- A. To promote and stimulate interest in the Paint Horse by encouraging Paint breeding for conformation 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
- F. To encourage membership in both regional and national levels.

**Section 3. Location.** The Club shall include the following area: the entire south Texas region, but its members may be resident of any state, territory, or country. The principal office of the club shall be at the address of the President, but business may be conducted at any location established by the Board of Directors. Attached hereto as ***Exhibit A*** is a map of the south Texas counties included in this region.

**ARTICLE II**

**Members**

**Section 1. Membership.** Membership shall be open to all persons who persons who subscribe to the aims of the Club, abide by the By-Laws, rules and regulations of the Club, and assist in further the aims and objectives of the Club. Memberships 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: individual (19 years of age or older as of January 1), Family, Ranch or Firm, and Lifetime.

**Section 2. Rights.** All members of the Club shall have equal rights, interests, and responsibilities with respect to the Club and its property. There shall be no shares of stock issued to any member. In all matters governed by the vote of the members, each individual, family, ranch or firm, and lifetime membership in good standing shall be entitled to one vote.

**Section 3. Quorum.** At any meeting of the members in accordance with the provisions as to notice, a total of the members present shall constitute a quorum of the members for all purposes unless the representation of a larger number should be required by law and, in that case, the representation so required 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.** The regular Annual Meeting of the members will be held in conjunction with the Margarita Classic Horse Show for the purpose of nominating directors for the coming year. Notice of the annual meeting shall be given by mailing a written notice stating the time and place of such meeting to the last known address of each individual, family, ranch or firm, and lifetime membership in good standing, not less than fifteen (15) days prior to the date of such meeting. Membership meetings shall be governed by Roberts Rules of Order.

**Section 5. Special Meeting.** Special meetings of the members may be held at such time and place as may be designated in the notice, whenever caked in writing by direction of the President or by a majority of the Board of Directors or any notice signed by not less than thirty-three percent (33%) of the members then in good standing. Notice of each special meeting indicating briefly the object or objects thereof shall be given in the same manner as provided with respect to notice of annual meetings. Any officer of the Club may call the meeting of the members to order and may act as chairman of such meeting, precedence being given as follows: President, Vice-President, Secretary, and/or Treasurer.

The Secretary and/or Treasurer of the Club shall act as Secretary at all general membership and Board of Director meetings. In his/her absence, the Board may appoint any member of the Board of Directors to act as Secretary of the meeting.

### ARTICLE III

#### **Board of Directors**

**Section 1. Members.** The Board of Directors shall be consisted of three members, or, as may be amended by the board of directors, including the elected officers of the Club; elected each year to staggered three year terms. At no time shall there be more than one board of director per membership (individual, family, ranch or firm, and lifetime).

**Section 2. Power and Authority of the Board.** The business and property of the Club shall be managed and controlled 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 Club;
- B. Removal or suspension of officers and directors, and the rules and regulations governing the procedure of such suspension and expulsion and removal;
- C. Admission, classification, qualification, suspension, and expulsion or members;
- D. Fixing and collection of dues and fees;
- E. Expenditures of monies;

- F. Auditing of books and records;
- G. Awarding of year0-end awards and recognition;
- H. Conducting of shows, contests, exhibitions, races, sales, and social function and other details relating to the general purposes of the Club; and
- I. Establishing standing and/or special committees.

All of the above, 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 member to move the revision or specified amendment of any rule or regulation shall have been mailed to all members at least thirty (30) days in advance of meeting.

**Section 3. Board of Director Meetings.** The Board of Directors shall meet regularly and at the call of the President or two-thirds of the Board members. Absentee or vote by proxy will not be allowed at any regular or special Board meeting. A majority of the number of directors shall constitute a quorum for the transaction of business, but if at any meeting of the board there may be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. No other business shall be conducted without a quorum present. A simple majority vote of the Board members shall be sufficient to approve any matter brought before the Board for action. The Board of Directors meetings shall be governed by Roberts Rules of Order.

The regular annual meeting of the Board of Directors shall be held during the annual members' meeting, and notice shall be required by any such regular meeting of the board. The board, by role, may provide for other regular meetings at stated times and places, of which no notice shall be required. At a meeting of the new Board of Directors held by December 1<sup>st</sup>, the board shall proceed to the election of officers of the Club.

The Secretary shall give notice of each special meeting by mailing or telephoning the same to each Director at least fifteen (15) days before the meet, but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transaction at a special meeting.

Any meeting at which every Director may be present, even though without any notice, any business may be transacted. At meetings of the Board of Directors, business shall be transacted in such order as the board may determine.

The written contracts of the Club shall be executed in behalf of the Club by the President and Vice-President, and attested by the Secretary and the corporate seal.

The Board of Directors, from time to time, may create and empower committees, general or special.

Any repeal or amendment of the Article by the members of the Club shall be prospective only; and shall not adversely affect any limitation on the personal liability of a direct of the Club existing at the time of such repeal or amendment.

Anything herein to the contrary notwithstanding, of the Texas Miscellaneous Corporate Laws Act is amended after approval by the members f this Article to authorize corporate action further eliminating or limiting the person liability of directors, then the liability of a director of the Club shall be eliminated or limited to the fullest extent permitted by the Texas Miscellaneous Corporation Laws Act, as so amended from time to time.

## ARTICLE IV

### Officers and Duties

**Section 1. Officers.** The officers of the Club shall be a President, Vice President, Secretary, and Treasurer, a Secretary; and such officers as may be authorized from time to time by the Board of Directors.

#### **Section 2. Duties.**

- A. **President.** The President shall be the chief executive officer of the Club and shall preside at all meetings of the Board of Directors and general membership. He/she shall see that the By-Laws and the 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. He/she shall be ex-officio member of all committees.
- B. **Vice President.** In the absence of the President the Vice President shall preside at meetings of the Board of Directors and general membership, and shall have the power to perform the duties of the President and such other duties as may be prescribed by the Board of Directors.
- C. **Secretary.** The Secretary shall record and keep the minutes of all meetings of the Board of Directors and General Membership meetings of the Club, and member attendance at such meetings. He/she shall be the custodian for safekeeping of all documents and records of the Club, and submit all official reports as required. He/she shall make a report of this officer to the Board of Directors when demanded and to all annual membership meetings, and shall perform such other duties as may be prescribed by the President or Board of Directors from time to time. The office of Secretary/Treasurer may be combined.
- D. **Treasurer.** The Treasurer shall collect, deposit, and disperse (only upon itemized demands) monies of the Club as prescribed by the Board of Directors. He/she shall account for all of the same by itemized statements in detail to each annual meeting of the members and to the Board of Directors when demanded, He/she shall distribute an annual financial report to all club members. He/she shall perform such other duties as may be prescribed by the President or the Board of Directors. The office of Secretary/Treasurer may be combined.

**Section 3. Vacancies.** In any vacancy in the Board of Directors by death, resignation, disqualification, increase in number or other case, the remaining directors, by affirmative vote of a majority thereof, may elect a successor to fill the remainder of that term. 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. In case of any increase in the number of directors, the additional directors shall be appointed by the directors then in office, and shall serve as such until the election and qualification of their successors by the members.

## ARTICLE V

### Election of Officers and Directors

**Section 1. Nomination.** At the October meeting names for director candidates will be submitted by the current year's Nominating Committee appointed by the President. Additional nominees can be accepted from the general membership present.

**Section 2. Election.** Nominees will be placed on a mail out ballot along with a place for “write-in” votes. Ballots will be mailed to all members in good standing and must be returned with the due date to the designated address for counting. Voting by proxy or assigning one’s vote to another person to vote in his absence is **NOT** allowed. Votes will be counted by the committee within a minimum of three members present.

The new Board of Directors will be notified and a meeting called by December 1<sup>st</sup> to elect officers for the following year and transact other business as may be brought before the meeting. In the case of a tie for Board of Directors, there will be a re-vote by those members present using a secret ballot for the position in question during the first general membership meeting following the mail out election. Results of the election shall be forwarded to the APHA office within fourteen (14) days of the election.

**Section 3. Term of Office.** The officers shall be elected by the Board of Directors, and such officers shall hold office of the period of one (1) year until their successors are elected and qualified; except the Secretary and/or Treasurer who may be elected for a longer period of time, not to exceed five (5) years. Such officers shall be elected from the Board of Directors, except Secretary and/or Treasurer who need not be a member of the Board. The office of Secretary and/or Treasurer shall be held by the same person or separate people depending on the size and financial status of the Club and as determined by the Board of Directors.

## **ARTICLE VI**

### **Indemnification**

Each officer, director, and committee member of the 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 to by treason of his or her being or having been a director, officer or committee member of the Club, except in relation to matters which shall be occasioned by the willful misconduct or dishonesty of such officer, director or committee member. The foregoing right indemnification shall cover amounts paid in settlement or 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**

Upon the dissolution of the Club, the Board of Director shall, after paying or making provision for the payment of all the liabilities of the Club, dispose of all the assets of the Club exclusively for the purposes of the Club such 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 C(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, Ft. Worth, Texas is to be given for consideration.

## **ARTICLE IX**

### **Recall Procedures**

**Section 1.** Any officer or member of the Board of Director may be removed from office with or without cause as herein provided.

**Section 2.** Any written petition for recall must be signed by three (3) Board of Directors and present to any office of the Club.

**Section 2.** Not more than five (5) days following the receipt of the above petition, the Club shall notify in writing the officer or director whose removal is sought by such action. This notice shall be delivered in hand or by certified mail. If the officer/director does not render his/her resignation within seven (7) days of receipt of such notice, the Club shall within fifteen (15) days of aforesaid determination, director and conduct an election by mailed ballot or meeting of the Board of Directors. Mailed balloting must be completed and returned to a designated officer/director within fifteen (15) days after direction of the same.

**Section 4.** The aforesaid written ballots shall conform to the following requirements: "Shall (person's name) be removed from the office of (office title) by recall? Immediately following each question shall be printed in the ballot two (2) propositions in the order set forth "\_\_\_\_\_ for the recall of (person's name)" and "\_\_\_\_\_a against the recall of (person's name)." The aforesaid meeting of the Board of Directors shall consist of a quorum of the Board of Directors.

**Section 5.** Should two-thirds of the votes cast at a recall election be for recall, the officer/director shall be deemed removed from office?

Should the two-thirds majority of recall not be obtained, the officer shall continue in office for the remainder of his/her term, subject to recall as before.

**Section 6.** A director is expected to attend a majority of the Club's general membership and Board of Directors meetings per twelve (12) month period. Any director who is absent for two (2) meetings is subject to review by the Board of Directors. The director may be replaced when two-thirds of the Board of Directors votes for the removal of the director.

**OFFICERS**

Cathy Sasser	President
Kevin Smith	Vice President
Sally Griffin	Treasurer
Sally Griffin	Secretary

**DIRECTORS**

**TERM EXPIRES**

Kevin Smith	2021
Cathy Sasser	2022
Sally Griffin	2023