

WISCONSIN PAINT HORSE CLUB BYLAWS

Article I.

Title, Objectives, Location, Corporate Seal

Section 1. Title: This organization shall be called the Wisconsin Paint Horse club. The official abbreviation shall be WPHC.

Section 2. Objective: The WPHC shall, at all times, be operated and conducted as a non-profit organization in accordance with the laws of the state of Wisconsin. The purpose of this club shall be to promote and stimulate interest in the Paint Horse; encourage Paint breeding for conformation, ability, and color, by promoting interest in the Paint as a breed; sponsor or encourage Paint horse classes in all horse shows, pleasure, and trail riding, racing and all activities of the same nature in every way possible and promote good horsemanship and above all good sportsmanship.

Section 3. Location: The WPHC shall cover the area of the entire state of Wisconsin. Members may be residents of any state, territory, or country. The principal place of business shall be the address of the current duly elected Secretary, but business may be carried out at any place convenient to such members or officers as may be participating.

Section 4. Corporate Seal: The seal of the WPHC shall be in the charge of the secretary.

ARTICLE II

Officers and Duties

Section 1. The Officers of the WPHC shall be President, Vice-President, Secretary and Financial Officer.

Section 2. President: The duties of the President shall be to act as the Chief Executive Officer of the club and to preside at all meetings of the Board of directors. He/she shall see that the by-laws, rules, and regulations of the WPHC are enforced and shall perform all other duties and functions that may be prescribed periodically by the Board of Directors. He/she shall be an ex-officio member of all committees. The President must be officially bondable.

Section 3. Vice-President: The duties of the Vice-President shall be to act in the absence of the President and/or if the office should be vacated prior to the regular election the Vice-President shall become President only after being officially bonded.

Section 4. Secretary: The Secretary shall be directly responsible to the President for the operation and management of the business of the club. The secretary shall keep all records, and minutes of the official meetings of the WPHC, special reports to the club of any specific type and all correspondence of the WPHC. Upon vacating the office, the WPHC retains the right that all documents kept by the Secretary are returned to the WPHC.

Section 5. Financial Officer: The Financial Officer shall be appointed by the Board of Directors with two-thirds of the entire board approving the appointment. The appointee shall be able to demonstrate competent accounting skills in preparing financial reports such as Balance sheet, Income statement and Capital Statement. The appointee shall have had least two (2) years of accounting courses or two (2) years working experience in an accounting/bookkeeping position. The Financial Officer shall be directly responsible to the Board of Directors for proper management of all monies and property of the WPHC and will provide the necessary record keeping meeting these requirements. He/She shall cause an audit of all monies by an audit committee approved by the Board of Directors. The Financial Officer shall prepare a financial report and present it to the Board of Directors at their meeting via e-mail, or upon request by a club member. A report from each WPHC sponsored horse show shall also be presented to the Board of Directors. Books shall be audited yearly by a committee appointed by the Board of Directors. Upon vacating the office, the WPHC retains the right that all documents and monies kept by the Financial Officer be returned to the WPHC. Any contract entered into on behalf of the Wisconsin Paint Horse Club is to be reviewed and approved by the Board of Directors.

ARTICLE III

Board of Directors

Section 1. The business of the WPHC shall be managed and controlled by the Board of Directors elected by and from the general membership. Each director must be at least Nineteen (19) years of age and be a member in good standing of the WPHC for at least one year.

Section 2. The Board shall consist of five (5) Directors, all officers, the Immediate Past-President, the National Director(s) and the Alternate National Director, and the Youth Advisor. The Alternate National Director will have voting privileges only in the event that a Board member or officer is recorded as being absent from that meeting. The Immediate Past-President shall mean as soon as he/she vacates the office of President, he/she becomes the Immediate Past-President.

Section 3. Each Director shall be elected to a term of two (2) consecutive years. Two (2) Directors to be elected in an odd year, and three (3) Directors to be elected in an even year.

Section 4. Each officer shall be elected to a term of one (1) year.

Section 5. If any Director, Officer, Or the Immediate Past President misses a total of five previously notified general membership and/or Board of Directors meetings; he/she will be automatically dropped from his/her position. The five-meeting miss is per each year (election to election) he/she serves in office or on the board, (example: elected in November 2015, you can miss up to five meetings up until November 2016. Then your record would be clear at the end of the annual election meeting in 2016).

Section 6. In the case of a Director, Officer or the Immediate Past President is dropped from the Board, said individual will be notified by the Secretary, by U.S. Mail, certified, return receipt requested. Upon being given this due process and the Board receiving the return receipt by the next scheduled Directors Meeting (not to be scheduled for at least ten (10) days from the postmark of the Secretary's letter) the board will then appoint a new Director or Officer.

Section 7. In the case of vacancy of an officer or member of the Board because of death, resignation, disqualification, or other case of just cause, the remaining Directors may elect a successor, or the President shall appoint a successor subject to the approval of the Board, for the remaining year of that term. If a second year is remaining, it will be filled by popular election at the annual election meeting.

Section 8. Election of the WPHC Officers and Directors will be held at the general membership meeting held in the fourth calendar year quarter. All officers and directors will assume official duties upon adjournment of that meeting. Upon adjournment of that meeting all records of the WPHC will be transferred to the appropriate new officers.

ARTICLE IV

Board of Director Meetings

Section 1. The Board of Directors shall meet no less than once each quarter during a calendar year and at such other times as deemed appropriate by the President or a majority of the board.

Section 2. Location of meetings may be set by the President and shall try to be spaced in each given area for each Board Member.

Section 3. A quorum consisting of a majority of the members of the Board of Directors shall be required to conduct official business of the WPHC. The President shall serve as Chairman of the board, voting only in case of a tie.

Section 4. Each meeting of the Board shall be open to the general membership as observers only.

Section 5. Anyone having a complaint or possible personal matter that requires the decision of the Board, may make a request by:

- A. Filing written notice of intent of complaint or hardship, to the Secretary of the WPHC so that he/she may put it on Board agenda at the next scheduled meeting.
- B. Any person involved in the complaint or hardship must be listed in the notice, whereas the petitioner and all persons named will be notified by the Secretary as to when and

where the meeting will take place. All persons involved must be listed or the hearing will not take place.

- C. If a decision cannot be made at this time, the President will inform the parties involved and will notify them when a decision is reached or at the next Board meeting, whichever comes first.

Section 6. The Board or any committee of the Board may conduct any regular or special meetings by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able immediately to send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

Section 7. In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board, except for action pursuant to amending these Bylaws or dissolving WPHC, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds (2/3) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to Section 181.0821(1r), Wis. Stats., "in writing" includes a communication that is transmitted or received by electronic means, including electronic mail ("email"), and "signed" includes manual signatures as well as electronic processes associated with a writing and executed or adopted by a person with intent to authenticate a writing, such as an affirmative reply in an email, as defined in Section 181.0103(10p), Wis. Stats., as amended from time to time.

Section 8. The Board shall comply with the Conflict of Interest Policy that is attached as Exhibit A, as amended from time to time.

ARTICLE V

General Membership Meetings

Section 1. The general membership meetings shall be held at least once each quarter during a calendar year.

Section 2. Notice of the meeting shall be given at least ten (10) days prior to the meeting via e-mail, the official Wisconsin Paint Horse Club website, and other forms of social media, as deemed necessary, stating starting time, date and location.

Section 3. A quorum consisting of a majority of the Board of Directors shall be required to be present to conduct official business.

ARTICLE VI

Elections

Section 1. A three (3) person nominating committee appointed by the President and approved by the board, to be appointed in the third calendar year quarter, shall nominate candidates to be considered for election to Officer and Director positions.

Section 2. A general membership meeting will be scheduled in the fourth calendar year quarter of each year and shall be designated as the annual election meeting and the annual regular meeting as required by Article IX, Section 3.c, APHA Corporation By-Laws.

Section 3. The names of candidates nominated, along with the time, date, and location of the Annual election meeting, shall be published via e-mail, the official Wisconsin Paint Horse Club website, and other forms of social media, as deemed necessary, at least fifteen (15) days prior to the annual election.

Section 4. Upon announcement of the candidates for election to Officers and Board of Director positions, a member, eligible to vote according to Article VII, Section 4, may request a ballot prior to a published date as determined by the nominating committee. Mailed ballots returned to the nominating committee will be opened at the election meeting and counted with all ballots cast on the premises.

ARTICLE VII Membership

Section 1. Membership in the WPHC shall be open to anyone of good standing moral character, regardless of race, color, creed, or sexual orientation.

Section 2. Membership in the WPHC shall be on a twelve (12) month calendar year basis.

Section 3. Application for membership shall be made to the financial officer of the WPHC.

Members shall be required to pay designated membership dues to the Financial Officer. Membership cards will be issued, signed by the Financial Officer and all members will be provided a copy of these by-laws and applicable high point rules.

Section 4. Each single membership, while in good standing, shall have equal rights, interests, and responsibility with respect to the WPHC and shall be entitled to one vote. Two votes are authorized for family membership. A family membership consists of the parent(s) or legal guardian(s) and any children eligible for the WPHC sponsored youth activities program. In regard to voting rights, club members must be a member in good standing for sixty (60) days prior to elections and be at least nineteen (19) years of age.

Section 5. Any member or person involved in a membership may be disciplined, suspended, or expelled from the WPHC whenever it is established that such member or person has knowingly or willfully violated any rule or by-law of the APHA or the WPHC sponsored or sanctioned event or has failed to honor any financial obligation owed to the WPHC or the persons or organizations holding events sanctioned by the WPHC.

- A. If any person or entity gives a worthless check to the WPHC or any of its affiliates, said person or entity shall be allowed to make any and all payments to the WPHC or its entities using only cash, certified bank check or pre-approved credit card (if credit card services are available), for a period of one year from the issue date of said worthless check.
- B. The WPHC reserves the right to collect any and all expenses associated with the collection of bad debts, including, but not limited to; bank charges associated with returned checks, postage, legal fees, etc.

Section 6. Whenever anyone shall be alleged to have committed any violation as outlined above in Section 5, said person shall be given not less than fifteen (15) days written notice of a hearing before the Board of Directors to consider such allegations.

Section 7. Whenever anyone shall be alleged to have committed any violation as outlined in Section 5 above, they shall have the opportunity, in person, by counsel or by designated representative to be heard and to present evidence in their own behalf and to hear and refute evidence offered against them.

Section 8. Any member or person included in a membership, who is suspended by the APHA, shall be automatically suspended by the WPHC without the right to a hearing as outlined above.

Section 9. After all interested parties have been heard by the Board, the Board of Directors shall, by a quorum of the Board members, make a decision on the case and may impose such penalties, as it deems appropriate under the circumstances.

Section 10. A specific requirement of the WPHC is to promote Paint Horses, but not necessarily to own a Paint Horse. A member must be initially interested in the welfare of the WPHC and its goals and take an active part in the sponsoring of shows, meetings and encourage others to participate.

Section 11. All actions of the Board of Directors are subject to revision or amendment by the general members of the WPHC if at two (2) consecutive monthly membership meetings the revision or amendment is approved by written ballot by at least two-thirds of the members attending the meeting. Members must be notified in writing at least thirty (30) days in advance of the first meeting of any intention to revise or amend a Board action. This written notice may be via e-mail, the official Wisconsin Paint Horse Club website, and other forms of social media, as deemed necessary.

ARTICLE VIII

Financial Reports - Indemnification

Section 1. All clubs and /or committees which operate within the jurisdiction of the WPHC with operating funds or prize monies shall submit quarterly financial reports to the Board of Directors for review.

Section 2. Each director, officer, and committee person of said club shall be indemnified by the club against all cost, 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 director, officer or committee person of the club, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such officer, director or committee person. The forgoing 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 shall be entitled as a matter of law.

ARTICLE IX

Committees

Section 1. The president shall appoint such standing committees, as he/she deems proper. Members who serve on any committee so appointed shall be members in good standing with the WPHC.

Section 2. Any committee(s) being formed by the direction of the President (Futurity, Stallion Service Auction, By-Laws, High-Point, etc.) are namely formed for the research and suggestions for the particular committee appointed for, and will not make the final decisions on rules, regulations, etc., but will present their proposals to the Board, at which time a quorum of the Board may offer changes or suggestions. Upon being presented to the Board, any new rule, etc., (excluding By-Laws, see Article X, Section 1) will then be printed in the newsletter for review by the membership, the proposed rule will then be voted on at the next meeting of the Board of Directors.

ARTICLE X

By-Laws

Section 1. The By-Laws of the WPHC may be amended by the Board of Directors or by a committee appointed by the President. Amendments shall be brought up at a general membership meeting, subsequently published via e-mail, the official Wisconsin Paint Horse Club website, and other forms of social media, as deemed necessary, and then voted on at the next general membership meeting.

Section 2. Any proposed amendments shall be presented by the By-Laws committee to the general membership and then approved by a majority of the general membership present and voting.

Section 3. The By-Laws of the WPHC are to be reviewed by a committee appointed by the President every year, or as deemed appropriate by the Board of Directors.

ARTICLE XI

Rules of Order for All Meetings

Section 1. All meetings of the board, General membership and /or committees appointed by the President, shall be governed by Roberts Rules of Order (revised) unless said rules are contrary to the articles of incorporation of the by-laws of this association in which case the articles of incorporation or by-laws shall govern.

ARTICLE XII

Dissolution

Section 1. Under the dissolution of the corporation, the Board of Directors shall, after paying all liabilities, or making provision for payment, dispose of all assets of the corporation exclusively for the purpose of the corporation in such manner. This shall be kept in accordance with the Internal Revenue Code. The American Paint Horse Association shall thus be notified and have first consideration.

2/11/21 Change to ART VI Sec. 2

8/20/22 Addition of ART IV Sec 6, 7, 8

Sarah Durrance, President

Brittany Johnson, Vice President