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**CONSTITUTION AND BY-LAWS
OF THE
EASTERN IDAHO PAINT HORSE CLUB
As Amended December 1, 2003**

**ARTICLE I
NAME, PURPOSE, LOCATION & CORPORATE SEAL**

SECTION 1. Name: This organization shall be called the Eastern Idaho Paint Horse Club. The official abbreviation shall be EIPHC.

SECTION 2. Purpose: The club shall at all times be operated and conducted as a nonprofit 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 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 good 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 Eastern Idaho. The counties to be encompassed are Bannock, Bearlake, Bingham, Bonneville, Butte, Caribou, Clark, Custer, Fremont, Franklin, Jefferson, Lemhi, Madison, Oneida, Power and Teton, but its members may be residents of any state. 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 corporation shall be in the charge of the secretary.

**ARTICLE II
MEMBERS**

SECTION 1. Members of the Club shall be admitted, retained and expelled in accordance with such rules and regulation 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.

SECTION 2. Membership shall be on a calendar year basis.

SECTION 3. There shall be no shares of stock and only three classes of members and membership shall be open to all persons who ascribe to the aims of the Club, abide by the rules and regulations, and assist in furthering its purpose and objectives. The three classes of members shall be General (firms, corporation, executors, trustees, institutions of learning), Adult or Family

(including youth 18 years of age and under as of January 1), Youth (outside a family membership and 18 years of age and under as of January 1), and honorary (for persons deemed worthy by the Board of Directors on an annual basis).

SECTION 4. All adult members, while in good standing, shall have equal rights, interests 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 assignments, except as otherwise limited. Any member of the Club holding office who is delinquent in dues shall be removed from office automatically. Whenever in these By-Laws, the term member or members having the right to vote, each adult, family, firm, corporation, etc. membership entitles the member or members to one vote except as otherwise limited. No more than two votes per entity shall be legal even if more than two memberships are held. Minor children under the age of 18 years as of January 1 are non-voting members.

SECTION 5. dues may be changed as conditions warrant by a majority vote of the membership and are considered due and payable for the coming year at the annual meeting.

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 re-elected individually.

The Board of Directors shall consist of no less than 9 and no more than 12 members, elected by the membership to hold office for a two year period. Approximately one-half of the Board shall be elected each year. President shall serve as Chairman of the Board. The Chairman only votes to break a tie. In addition to the directors so elected, all present and future past Presidents of the Club shall be a director for one year after expiration of their term with voting privileges.

Each director elected shall be a bonafide resident of the area (Article I, Section 3). No more than two members of any family or firm may sit on the Board of Directors. Persons elected to the Board of Directors will pay their dues before taking office. No member shall hold office without being 19 years of age and over as of January 1. All officers and directors must be members in good standing of the Club for at least 6 months prior to taking their office.

SECTION 2. If a director misses two meetings without due cause, he or she will automatically be dropped from the Board and replaced at the next meeting of the Board. If any director or officer fails to properly discharge his or her duties, he or she may be removed from office by a vote of the Board of Directors. In case of any vacancy in the board of Directors by death, resignation, unauthorized absence, disqualification, increase in number, or other cause, 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 (member in good standing).

SECTION 3. The Board of Directors shall have the power and 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 activities of the Club, the admission, classification, qualification, 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, expenditure of money, the auditing of books and records, the awarding of championships, the conducting 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 and amendment by the members of 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 the Board of Directors and Secretary at least 10 days in advance of the meeting.

SECTION 4. The Board of Directors may act without convening in meeting, by written resolution signed by all Directors of the Board and duly entered in the Clubs records. At all meetings of the Board of Directors, a majority of the Board shall constitute a quorum.

SECTION 5. No officer of the Board of Directors except the Secretary/Treasurer may serve on the Board of Directors in excess of six (6) years consecutive.

ARTICLE IV OFFICERS AND DUTIES

SECTION 1. The officers of the Club shall be the President, Vice-President, Secretary, and Treasurer, and such other officers as may be authorized from time to time by the Board of Directors. Such officers shall hold office for a period of one year until their successors are elected and qualified.

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 chief executive officer of the Club and shall preside at all meetings of the Board of Directors and Membership. He/she 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 Board of Directors for one year after expiration of his term with voting privileges.

SECTION 5. 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. The Secretary shall be directly responsible to the President for the operation and management of the business office. The Secretary shall cause to be kept all the records and minutes of the Club, cause to be made any annual reports to the Club, State, Federal Government and other reports that may be required by the Board of Directors or members. The Treasurer shall be directly responsible to the President for the finances and financial reports of the Club. The President, Vice-President and Treasurer shall be authorized to write checks for club purposes. The Treasurer and the President or Vice President (in the President's absence) shall review and approve all checks and backup documentation. The books of the Treasurer shall be open to inspection at all times.

SECTION 7. The Executive Board and the Board of Directors reserve the right to authorize an attorney or certified public accountant to inspect all records of the corporation maintained by the Secretary/Treasurer for any proper purpose at any reasonable time.

SECTION 8. The Secretary/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 her duties, if so required by the Board of Directors.

SECTION 9. All vacancies in the position of officers of the Club shall be filled by appointment of the Board of Directors for the unexpired term. Such appointment shall be made from the Board of Directors and those so appointed shall serve until the election and acceptance of their duly qualified successors.

ARTICLE V COMMITTEES

SECTION 1. The Board of Directors may, from time to time, create and empower 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 resolution, in the Articles of Incorporation, or in these By-Laws, shall have and exercise the authority of the Board of Directors in the corporation.

General or special committees shall consist of two or more persons. The Chairman may be appointed by the President or the Board of Directors. The remainder may be chosen by the Chairman and need not be directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, or any responsibility imposed on it or him or her by law. Any non-director who becomes a member of any committee shall have the same responsibility with respect to such committee as a director who is a member thereof.

SECTION 2. The president may appoint special committees from time to time to attend to special business. These committees serve for the duration of the special problem or until the committee is disbanded.

ARTICLE VI ELECTIONS

SECTION 1. Election of Directors: The President shall appoint a nominating committee, the members of which shall be announced publicly, at least 30 days prior to the annual membership meeting. The committee shall consist of no less than two and no more than seven members from the Board of Directors and/or the general membership.

The nominating committee will prepare a recommended slate for the election of the directors and prepare a suitable ballot leaving space for write-ins for each directorship to be filled in addition to the names presented, and shall set forth the instructions and deadlines for casting the ballot and the instructions for counting the ballots. Notice of the membership meeting for the purpose of electing directors shall be given by mailing a notice to the last know address of each adult member in good standing stating the time and place of such meeting and listing the recommended nominees. Said notice shall be mailed not less than ten or more than 50 days prior to the date of such election meeting.

SECTION 2. Ballots with the slate of nominees are handed out or presented the members in good standing at the annual membership meeting. Votes are tabulated and all officers are elected by majority vote. Each officer shall be nominated, voted upon by written ballot, and election completed before nomination can be accepted for the next office. The officers shall be elected by and from the Board of Directors, except the secretary who does not have to be a member of the Board of Directors. The office of Secretary/Treasurer may be held by the same person, but would then have to be a member of the board. Treasurer must be a member of the board. If secretary is not a member of the board, secretary shall not have a vote.

SECTION 3. The elections and installation of officers and directors shall be held at the Annual Membership Meeting on the date agreed upon by the Board of Directors.

ARTICLE VII MEETINGS

SECTION 1. Regular Membership Meetings: The regular annual meeting of the members shall be held in 4th quarter (by December 31 of each year) for the purpose of electing and installing officers and directors and for the transaction of such other business as may be brought before the meeting. The Board of Directors may change this meeting date under extenuating circumstances.

Notice of the annual meeting shall be given by mailing a notice stating the time and place of such meeting to the last know address of each member in good standing not less than ten nor more than 50 days prior to the date of the meeting. If special topics are to be discussed and/or voted upon, members shall be notified of these topics.

SECTION 2. Special meetings of the members may be held at such time and place as may be designated in the notice whenever called in writing by direction of the President or by a majority of the Board of Directors or by a notice signed by not less than twenty percent of the members then in good standing.

Notice of each special meeting indicated briefly the object or objects thereof shall be given in the same manner as provided with respect to notice of the annual meeting. Only business listed on the agenda can be voted upon at the special meeting.

SECTION 3. Any meeting of the members held in accordance with the foregoing provision as to notice, the members attending such meeting, present in person shall constitute a quorum of the members for all purposes.

SECTION 4. 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/Treasurer. In the absence of all such officers, members present may elect a chairman.

SECTION 5. Board of Directors shall meet at least twice a year. One such meeting shall be held in the first 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 meeting shall be given not less than 10 nor more than 50 days prior to the date of the meeting. The Board of Directors by rule, may provide for other regular meetings at stated times and places of which no notice shall be required.

SECTION 6. Voting for the transaction of business may be done by mail or conference call if it is

not practical to have a meeting of the Board of Directors.

SECTION 7. 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/Treasurer shall give notice of each special meeting by mailing or telephoning the same to each Director not less than 10 nor 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 8. At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine. At any meeting of the Board, a majority shall constitute a quorum.

ARTICLE VII AMENDMENTS

These By Laws may be amended at any official annual meeting by an affirmative vote, by written ballot, of two-thirds of the members present at the meeting. Proposed amendments shall be sent in writing to the Secretary/Treasurer at least 30 days in advance of the meeting so that they appear on the notice of the annual meeting.

ARTICLE IX RULES

The Board of Directors is responsible for establishing the rules consonant with and supplementary to the Articles of Incorporation and By-Laws for general administration of the business of the Club. The rules shall be published and distributed to the members, with revisions published when sufficient changes to the rules warrant a new publication. The Board of Directors must conduct an annual review of the rules with a view towards updating.

ARTICLE X INDEMNIFICATION

Each director, officer and committee person of said Club shall be indemnified by the Club against all costs, expenses and liabilities reasonable incurred by him or her in connection with or resulted 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 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 foregoing right of indemnification shall cover amounts paid if 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 in such manner, or to such organization or organizations organized and operated exclusively for agriculture 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, Fort Worth, Texas is to be given first consideration.

ARTICLE XII DISCIPLINE

SECTION 1. Disciplinary action to any member shall be taken by the Board of Directors as laid out in the APHA Rulebook. 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 action 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.

In any conflict between the By-Laws and Rules 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.

DATE OF AMENDMENT:

PRESIDENT:

VICE-PRESIDENT:

SECRETARY:

TREASURER: