

BYLAWS OF MICHIGAN PAINT HORSE CLUB

Effective January 1, 2024

ARTICLE I

Title, Objective, Locations, Corporate Seal

SECTION

1

Title: This association shall be known as the Michigan Paint Horse Club and it shall at all times be operated and conducted as a non-profit association in accordance with the laws of the State of Michigan, providing for such organizations and by which it will require all such rights as granted to associations of this kind. The official abbreviation shall be MPHC-

SECTION

2

Objective: The purpose of the MPHC shall be to promote and stimulate interest in the American Paint Horse by encouraging American Paint Horse breeding for conformation, ability and color; by promoting interest in the Paint Horse as a breed; by sponsoring Paint Horse Shows; encouraging Paint Horse classes in all horse shows, pleasure and trail riding, racing and in all related activities in every way possible; and to promote good sportsmanship and good horsemanship. .

SECTION

3

Location: The MPHC shall cover the State of Michigan, but its members may be residents of any state, territory, or country.

SECTION

4

Place of Business: The principal place of business shall be the address of the current President. Business may be carried out at any place convenient to participating members or officers. The business and property of the Club shall be managed and controlled by the Board of Directors.

5

Corporate Seal: The Secretary shall be in charge of the seal of the Club.

ARTICLE II

Members

SECTION

1

There shall be no shares of stock and only one class of members. Membership shall be open to all persons who subscribe to the aims of the MPHC, abide by its Bylaws and rules and regulations, and assist in furthering the MPHC's purposes and objectives.

SECTION

2

Members of the MPHC shall be admitted, retained, and expelled in accordance with these Bylaws, and such rules and regulations as the Board of Directors may from time-to-time adopt. Membership may include individuals, firms, corporations, executors, trustees, and institutions of learning. Memberships are not transferable. Persons who have been expelled or suspended from the APHA are not eligible for membership in the MPHC during expulsion or suspension. Memberships are available in single or multi-year but will expire December 31 of the paid-thru year.

SECTION

3

All members in good standing shall have equal rights, interests and responsibilities with respect to the MPHC and its property; shall have the right to vote in person or virtually at all membership meetings, and to hold office and committee assignments, except as otherwise limited herein. Any MPHC member elected to office will pay current dues before taking office. Whenever in the Bylaws the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right to vote. Each adult membership entitles the member or members to one vote, but no more than two votes per household shall be allowed even if a household has more than one membership (e.g., partnerships, corporations, etc.). Minor children (18 and under) of a household are non-voting members. Membership rules are to be determined by the Board of Directors on a year-by-year basis. Proper receipts and certificates of membership cards shall be issued.

SECTION

4

To have annual meeting voting rights, MPHC members must have been a member sixty (60) days prior to the annual meeting, or August 1, whichever is longer.

ARTICLE III

DIRECTORS

SECTION

1

The business and property of the MPHC shall be managed and controlled by the Board of Directors hereinafter created and empowered. ELECTION OF DIRECTORS Four (4) directors shall serve on the Board. In addition to the four (4) directors, the Board of Directors shall include the President, Vice-President, Secretary and Treasurer for a total of eight (8) members on the Board of Directors. The Board of Directors shall be elected by the MPHC membership. Each director will serve for two (2) years, the directors will be elected on alternating years. The President and Vice-President shall serve as chairperson and vice-chairperson of the Board of Directors, respectively. No more than one (1) member of any immediate family or firm may sit on the Board of Directors. No member shall be eligible to be elected to the Board of Directors unless he/she is an active member of the American Paint Horse Association. If any officer or director fails to properly discharge his/her duties, he/she may be removed from office by a two-thirds (2/3rds) vote of the Board of Directors. No member shall serve as the President, Vice-President, Secretary or Treasurer for more than two consecutive two-year terms.

SECTION

2

Special meetings of the Board of Directors shall be held whenever called by direction of the President, or by two-thirds (2/3) of the Directors for the time being in office. The secretary and/or President shall give notice of each special meeting by mail, email, text message or telephoning the same to each Director before the meeting; but such notice may be waived by any Director. Unless otherwise indicated in the notice thereof any and all business may be transacted at a special meeting.

SECTION

3

In case of any vacancy on the Board of Directors, the remaining directors by affirmative vote of a majority thereof may elect a successor for the unexpired term of such director.

SECTION

4

The written contracts of the MPHC shall be executed on behalf of MPHC by any member of the Board of Directors providing the approval has been given by the Board of Directors.

SECTION

5

The Board of Directors may create and empower other committees, general or special.

SECTION

6

Board of Directors meetings will be held every month via conference call or at a named location or at a minimum, one in-person meeting at a MPHC show the current year. There shall be an Annual Meeting of the membership to be held in conjunction with the Year End Awards Banquet no later than April 1st, if finances are available, either virtually or in-person. All members in good standing shall receive written notice of the meeting, to include date, time, place and agenda, a minimum of 3 (three) weeks in advance of the meeting, if annual meeting is scheduled. The Roberts' Rules of Order shall govern

membership meetings.

## SECTION

### 7

Any officer of the Club may call a meeting of the members, but in his absence the Directors may appoint any person to act as Secretary of the meeting.

## ARTICLE IV

### Officers & Duties

## SECTION

### 1

OFFICERS. The elected MPHC officers 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.

## SECTION

### 2

PRESIDENT: The President shall be the chief officer of the MPHC and shall preside at all meetings of the Board of Directors. He/She shall see that the Bylaws and rules and regulations of the MPHC are enforced and shall perform all other duties that may be prescribed from time-to-time by the Board of Directors. The president shall be allowed to vote in Board of Directors meetings only to break a tie. The retiring President shall remain a voting advisor one (1) year following his/her term of office.

## SECTION

### 3

VICE-PRESIDENT. In the absence of the President, the Vice-President shall have the power and shall perform the duties of the President and such other duties as may be prescribed by the Board of Directors. The Vice President must have previous MPHC board experience to be selected. The Vice President shall vote as any other Board member. In the event the Vice-President is serving as President, the Vice-President shall retain his voting privileges.

## SECTION

### 4

SECRETARY. The Secretary shall keep the minutes of all membership and directors meetings. This person shall be the custodian of all documents and records of the MPHC. This person shall make a report of this office to the Board of Directors when requested and to the membership in annual meetings, and shall perform such other duties as may be prescribed by the Board of Directors from time-to-time. The Secretary shall have one (1) vote in the Board of Directors meetings.

## SECTION

### 5

TREASURER. The Treasurer shall collect all monies due the MPHC. This person shall make a report of this office to the Board of Directors when requested and to the membership at annual meetings. An annual financial report is to be distributed to all MPHC members. This person shall perform other duties as may be prescribed by the Board of Directors from time-to-time. This person shall disperse the monies of the MPHC upon

order of the Board of Directors. The Treasurer shall have one (1) vote in the Board of Directors meetings.

SECTION

6

SURETY BONDS. The President, the Treasurer, and any other officers and employees of the MPHIC shall give a surety bond to be furnished at the expense of MPHIC for faithful discharge of their duties, if so required by the Board of Directors.

SECTION

7

VACANCIES. All vacancies in MPHIC offices may be filled by the Board of Directors for the unexpired term, and those so succeeding or appointed shall serve until the election and acceptance of their duly qualified successors (See Article III. Section 3.)

SECTION

8

There is hereby created a Board of Directors consisting of the President, Vice President, Secretary, Treasurer and four (4) additional members, plus the immediate Past President.

ARTICLE V

ELECTIONS

SECTION

1

All officers and directors shall be elected by written ballot. These ballots shall be kept by the Secretary for one (1) year via received online or mail.

SECTION

2

Election of Directors and Officers. The President shall appoint a nominating committee at least sixty (60) days prior to the annual membership meeting. The committee shall consist of no less than two (2) nor more than five (5) members. The current President shall serve as chairman, or shall designate the chairman of this committee. The nominating committee will prepare a recommended slate for election of the members of the Board of Directors and Officers. (See Article III, Section 1). The election shall be held at the annual membership meeting or via email or mail ballots if an annual membership meeting is not held. Additional nominations shall be accepted from the voting members that are present or written in. Each Officer and Director, shall be voted upon individually by written or virtual ballot, and the election completed for each office before nominations be accepted for the next office. New directors and officers shall be installed as of January 1 following their election. All officers shall be elected for a term of two years and for no more than two consecutive two year terms. Directors may succeed themselves in office. Each Officer and Director must be elected and re-elected individually.

ARTICLE VI

DEFINING RULES & REGULATIONS

SECTION

# 1

The Board of Directors shall have the power and authority to amend, repeal, and enforce such rules and regulations not contrary to the Bylaws and APHA Rules as it may deem necessary concerning the MPHC conduct, management, and activities; membership criteria and requirements; removal of officers; collection of dues and fees; auditing requirements: the conduct of shows, contests, exhibitions, races, sales, championships, social functions and all other details relating to the general purposes of the MPHC. However, any such rules and regulations established shall be reviewed annually by the Board of Directors, subject to revision or amendment by the General Membership at a General Membership meeting.

## SECTION

# 2

In consideration for the opportunity to exhibit and participate in horse shows and other activities sponsored by the MPHC, each member, exhibitor, and participant (hereinafter collectively referred to as 'participant'), agrees to abide by all rules under which the horse shows and other activities will be conducted. Participant further agrees to indemnify and hold harmless the Michigan Paint Horse Club, its officers, directors, and employees from and against all claims, demands, and cause of action whatsoever that the participant may have for any and all loss, damage or injury sustained by the participant, the animals being exhibited by the participant, and participant's equipment; or by the minor for whom a participant may represent, by the animals he or she is exhibiting, or by his or her equipment before, during and after said horse shows or activities. Participant further agrees that if he or she is unsuccessful in an attempt to overturn the Michigan Paint Horse Club decisions, actions, rules, or regulations, to reimburse the Michigan Paint Horse Club for its reasonable attorney fees, court costs, and other reasonable expenses incurred in defense of such suit, and that no action will be commenced whether in law or equity against the Michigan Paint Horse Club in any court other than the county in which the current MPHC President resides.

## ARTICLE VII: MEETINGS

### SECTION

# 1

**ANNUAL MEMBERSHIP MEETING:** The regular annual membership meeting shall be held at such time and place as may be fixed by resolution of the Board of Directors during the period from November 1 to April 1 of the following year. Said annual membership meeting shall be 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. Notice of the General Membership meeting shall be given by mail or electronically, stating the time and place of such meeting whether held in-person or virtually, to the last known address or email address of each member in good standing, not less than thirty (30) days prior to the date of such meeting. If special topics are to be discussed and/or voted upon, members shall be notified of any such topics.

### SECTION

# 2

Any Officer of the MPHC may call the membership meeting to order and may act as chairman of such meeting, precedence given in the following order: President, Vice-President, Secretary. In absence of all such officers, members present may elect a chairman of the meeting. The Secretary shall act as Secretary of all membership meetings. In the absence of the Secretary, the Directors may appoint any person from the Board of Directors to act as Secretary of the meeting. This person cannot use the Secretary's voting privilege.

### SECTION

# 3

**SPECIAL MEMBERSHIP MEETINGS:** Special meetings of the members may be called on written notice to

all members. The notice shall state the time and place of the meeting and a brief description of all topics to be discussed. The notice shall be sent by mail or email to the last known address or e-mail address of all members at least thirty (30) days prior to the meeting. Special meetings may be called by the President, a majority of the Board of Directors, or by a notice signed by at least twenty per cent (20%) of the membership. .

#### SECTION

#### 4

At any membership meeting the members in attendance shall constitute a quorum.

## ARTICLE VIII

### AMENDMENTS

#### SECTION

##### 1

The Board of Directors shall make, amend and repeal the By-Laws of the MPHC only when written notice of intention of specified amendments of any By-Laws shall have been mailed or emailed to all voting members at least thirty (30) days prior to the annual membership meeting. These specified amendments must be voted on by the General Membership.

## ARTICLE IX

### SPECIAL INTEREST CLUBS

#### SECTION

##### 1

The MPHC may from time-to-time, upon application, sponsor special interest Clubs (Amateur, Trail, Youth, etc.). Such sponsorship shall be governed by the American Paint Horse Association rules and regulations and MPHC By-Laws, together with such rules and regulations as may be adopted by the MPHC Board of Directors. Officer of any such special interest Clubs shall be elected at an annual meeting of such special Clubs. Monthly Secretary and Treasurer's reports and monthly activity reports of special interest Clubs shall be regularly submitted to the MPHC Board of Directors.

## ARTICLE X

### INDEMNIFICATION

#### SECTION

##### 1

This Club shall indemnify a director of this Club, and each director of this Club who is serving or has served at the request of this Club as a director, officer, partner, trustee, employee or agent of another Club, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorney's fees, judgments, penalties, fines, settlements and reasonable expenses actually incurred by such director or person relating to his/her conduct as a director of this Club or as a director, officer, partner, trustee, employee or agent of another Club, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (1) to a breach of a director's duty of loyalty to the Club or its members, (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (3) for a transaction from which a director derived an improper personal benefit.



## ARTICLE XI

### DISSOLUTION

#### SECTION

1

Upon the dissolution of the MPHC, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the MPHC, dispose of all the assets of the MPHC exclusively for the purpose of the MPHC, or to such organization or organizations operated exclusively for agricultural purposes as shall at the time qualify as exempt organizations under the Internal Revenue Code, as the Board of Directors shall determine. The American Paint Horse Association, Fort Worth, Texas, is to be given first consideration for the receipt of funds upon dissolution of the MPHC.

## ARTICLE XII

### DISCIPLINE

#### SECTION

1

Section I. The Association, through its Board of Directors, may impose such fines or penalties upon any member who violates its rules, regulations, or bylaws. The Board of Directors shall use the APHA Rule Book as a guide, but all disciplinary actions are at the sole discretion of the Board of Directors. A member may be suspended for a period or expelled for violation of any of the bylaws, regulations, or rules of the Association, or for conduct prejudicial to the best interest of the Association or the Paint Horse breed. Suspension or expulsion shall be by a two-thirds (2/3) vote of the membership of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member under charges at his last recorded address at least fifteen (15) days before final action is taken thereon. Such statement shall be accompanied by a notice of the time, when, and place where the Board of Directors is to take action on the matter. The member shall be given an opportunity to present a defense at the time and place mentioned in such notice.

#### SECTION

2

Anyone suspended by the APHA is automatically suspended by the Association.

ARTICLE XIII

RULES OF ORDER

SECTION

1

All meetings of the Board and committees appointed by the Board shall be governed by Roberts Rules of Order (revised) unless said rules are contrary to the Articles of Inc., or the by-laws of this Association in which case the Articles of Inc. or by-laws shall govern.

These by-laws were last amended on 03-01-2024.

Signatures of MPHC officers at the time of this revision:

President: Heather Francis

Vice President: Heather Werkema-Smith

Secretary: Brianna Slager

Treasurer: Meggen Baynes