

**Virginia Paint Horse Club, Inc.
By-Laws**

Article I

Name, Purpose, Location, and Corporate Seal

- Section 1.** Name. This organization shall be named the Virginia Paint Horse Club Inc. The official abbreviation shall be VPHC.
- Section 2.** Purpose. The Virginia Paint Horse Club Inc. shall at all times be operated and conducted as a non-profit association in accordance with the laws of the Commonwealth of Virginia. The purpose of the Virginia Paint Horse Club Inc. is 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 of the American Paint Horse Association; and
 - F. To encourage membership in both regional and national levels.
- Section 3.** Location. The Virginia Paint Horse Club Inc. shall encompass the entire Commonwealth of Virginia. 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 regulations of the Club, and assist in furthering the 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: Individual (1 vote), Youth (18 and under as of January 1, non-voting), Family and farm, (2 votes).
- Section 2.** Rights. All members shall have equal rights, interest and responsibility 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 member in good standing shall be entitled to vote(s) as established by the Board of Directors.

- Section 3.** Quorum. A simple majority 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 in the fourth quarter of the year at a time and place 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 8 weeks in advance of the meeting. This notice may be placed in the newsletter sent to all members. The cover of the newsletter must clearly note that this information is in that issue. Membership meetings shall be governed by Roberts' Rules 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 six (6) directors.
- Section 2.** Power and authority of the Board. The business and property of the Virginia Paint Horse Club Inc. 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 of Virginia or these by-laws) as they may deem expedient concerning the:
- A. Conduct, management and activities of the Virginia Paint Horse Club Inc.
 - B. Removal or suspension of officers and directors;
 - C. Admission, classification, qualification, suspension and expulsion of members;
 - D. Fixing and collecting of dues and fees;
 - E. Expenditures of monies;
 - F. Auditing of books and records;
 - G. Awarding of year-end awards and recognition;
 - H. Conducting of shows, contests, exhibitions, races, sales, social functions and other details relating to the general purpose of the Virginia Paint Horse Club Inc.; and
 - I. Establishing standing and/or special committees.
- Section 3.** Board of Directors meetings. The Board of Directors shall meet regularly and at the call of the President or majority of the Board members. 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 with the 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. In the event of a tie vote, the immediate past president will vote as a Board member to break the tie. Board of Directors meetings shall be governed by Roberts' Rules of Order.

Article IV Officers and Duties

Section 1. Officers. The Officers of the Virginia Paint Horse Club Inc. shall be the President, Vice President, Secretary, and Treasurer and such other officers as may be authorized by the Board of Directors.

Section 2. Duties.

- A. President: The President of the Virginia Paint Horse Club Inc. 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 may be assigned by the President or the Board of Directors.
- C. Secretary: The Secretary shall record minutes of all Board of Directors and general membership meetings of the Virginia Paint Horse Club Inc. and member attendance at such meetings. Shall perform all such other duties and responsibilities as assigned by the President or Board of Directors. Submit all required official reports.
- D. Treasurer: The Treasurer shall collect, deposit, and disperse monies of the Virginia Paint Horse Club Inc. 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. Will prepare and present detailed financial reports for each edition of the newsletter. Shall perform all such other duties and responsibilities as assigned by the President or Board of Directors.
- E. Directors: The Directors shall attend meetings of the Board of Directors and general membership to serve as a liaison between members and the Board of Directors. Shall perform all such other duties and responsibilities as may be assigned by the Board of Directors.

Section 3. No offices may be combined except for Secretary and Treasurer.

Section 4. Vacancies. All vacancies in the offices or directors of the Virginia Paint Horse Club Inc. 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 ascend to the Presidency and the vacancy to be filled shall be that of the Vice President.

Article V
Election and Appointment of Officers and Directors

- Section 1.** Nomination. The President shall appoint a nominating committee. The Nominating Committee Chairman shall prepare and present a slate of nominees for each office and director positions to be elected to the Board of Directors no later than August 1. Nominees to the Board of Directors must be members in good standing for a period of at least one (1) year. Nominees for officers of the Club must have served as a director of the Club for a period of at least one (1) year.
- Section 2.** Election. The election of officers and directors will be conducted during the month of October. Ballots with the slate of nominees, including any statements received by the candidates, will be mailed to all members and posted on the Club website no later than October 1. Votes must be postmarked or received electronically by November 1. Only adult members in good standing will be permitted to vote.
- A. The nominee receiving a simple majority of votes shall be elected.
- B. Results of the election shall be forwarded to the APHA office and posted to the Club website within thirty (30) days of the election.
- Section 3.** Term of Office. Board of Directors terms. Three Directors will serve a one-year term and three will serve three-year terms. Officer's terms. President will serve a two-year term, Vice President a two-year term, Secretary a three-year term, Treasurer a three-year term. If Secretary and Treasurer are combined it will be for a three-year term. Each Director and Officer will serve the full term or until their successor is duly elected and qualified. Official duties shall be assumed immediately following election to office.
- Section 4.** Youth Director. The Board will appoint a Youth Director to manage activities of the Virginia Junior Paint Horse Club (VjPHC). The Youth Director will serve a two-year term.

Article VI
Amendments

- Section 1.** Amendments. These By-laws of the Virginia Paint Horse Club Inc. may be amended or revised by vote of a simple majority at the Annual Meeting or Awards Banquet.

Article VII
Indemnification

- Section 1.** Indemnification. Each officer, director, and committee member of the Virginia Paint Horse Club Inc. shall be indemnified by the Virginia Paint Horse Club Inc. against all cost, expenses and liabilities reasonably incurred by him/her in connection with/or resulting from any action, suit or proceedings to which he/she may be made party by reason of his or her being or having been a director, officer of committee member 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 member. The foregoing indemnification shall cover amounts paid in settlement of any such action, suit, or proceeding when such settlement appears to be in the interest in the Club. The foregoing rights shall be in addition to any other rights to which such officer, director, of committee member may be entitled as a matter of law.

**Article VIII
Dissolution**

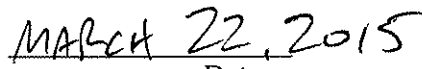
Section 1. Dissolution. Upon the dissolution of the corporation, the Board of Directors, after paying or making provisions for the payment of all liabilities of the corporation, shall dispose of all corporate assets exclusively for the purposes of the corporation. APHA Zone 7 Regional Clubs shall be given first consideration. The American Paint Horse Association, Fort Worth, Texas shall be given second consideration. Organizations operated exclusively for agricultural purposes and designated as non-profit under Section 501.C of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), shall be considered for any remaining assets.

By-laws adopted October 2001

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| Amended: | Articles I, Sections 1, 2, 3
Article III, Section 2A
Article IV, Sections 2A, 2C, 2D, 4
Article VII, Section 1 | Date: October 2004 |
| Amended: | Articles I, Section 3
Article II, Sections 1, 4
Article VII, Section 1 | Date: January 13, 2007 |
| Amended: | Article III, Section 1
Article V, Section 3 | Date: November 15, 2008 |
| Amended: | Article III, Section 3
Article V, Sections 2C, 3
Article VI, Section 1
Article VIII, Section 1 | Date: January 19, 2011 |
| Amended: | Article I, Sections 1, 2, 3
Article V, Sections 3, 4 | Date: February 2, 2013 |
| Amended: | Article III, Section 1
Article V, Sections 1, 2, 3 | Date: November 15, 2014 |
| Amended: | Article IV, Section 2
Article V, Section 1 | Date: February 14, 2015 |



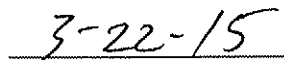
President



Date



Vice President



Date

Randi Zahm
Secretary

3.22.2015
Date

Randi Zahm
Treasurer

3.22.2015
Date