



BY-LAWS

DELMARVA PAINT HORSE CLUB

ARTICLE I

NAME, PURPOSE, LOCATION, AND CORPORATE SEAL

SECTION 1. NAME: This organization shall be called the Delmarva Paint Horse Club. The official abbreviation shall be DPHC.

SECTION 2. PURPOSE: The Club shall at all times be operated and conducted as a not-profit organization in accordance with the laws of the State of Delaware, 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, trail riding, racing and all activities of the same nature in every way possible by promoting good horsemanship and good sportsmanship; by educating the public about the qualities of the Paint Horse and the American Paint Horse Association; and by encouraging membership at both the regional and national levels.

SECTION 3. LOCATION: The Club shall cover the area of Delaware, the Eastern Shore of Maryland and the Eastern Shore of Virginia, 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

MEMBERSHIP

SECTION 1. Members of the Club shall be admitted, retained and expelled in accordance with such rules and regulations as the Board of Directors may, from time to time, adopt. Membership categories are, but not limited to, the following: adult, husband/wife, family, youth, ranch/corporation/business, executors, trustees, and institutes of learning.

SECTION 2. There shall be no shares of stock and only one class of members and membership shall be open to all persons who subscribe to the aims of the Club, abide by the rules and regulations, and assist in furthering its purposes and objectives.

SECTION 3. All members, while in good standing, shall have equal rights, interest and responsibilities with the respect to the Club and its property; and shall have the right 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 shall be used, unless otherwise specified, it shall mean a member or members having the right to vote.

Each membership entitles the member or members to one vote.

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 hereafter 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.

SECTION 2. The Board of Directors shall consist of no less than nine (9) and no more than twelve (12) members, elected by the membership to hold office for a one (1) year term. The President shall serve as Chairman of the Board, the Chairman voting only to break a tie. In addition to directors so elected, all current officers and the Past President shall be directors with voting privileges.

Each director elected shall be a bona fide resident of the State of Delaware, Eastern Shore of Maryland, or Eastern Shore of Virginia. 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 members shall hold office without being at least eighteen (18) years of age.

In case of any vacancy on 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.

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 be 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 suspensions and expulsion and removal, the fixing and collecting of dues and fees, the expenditure of money, the auditing of books and records, the conduction of shows, contests, exhibitions, races, sales, social functions and other details relating to the general purposes of the Club, all 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 the President and the Secretary at least thirty (30) days in advance of the meeting.

ARTICLE IV

OFFICERS AND DUTIES

SECTION 1. OFFICERS: The officers of the Club shall be the President, Vice-President, Secretary, Treasurer, and such other officers as may be authorized from time to time by the Board of Directors.

Officers shall be nominated from the floor at the annual August membership meeting and such officers shall hold office for a period of one (1) year and until their successors are elected and qualified, except the Secretary and Treasurer, who may be elected for a longer period of time, not to exceed three (3) years.

The same person may hold the office of the Secretary and Treasurer. The President shall vote only in the event of a tie.

SECTION 2. The written contracts of the Club shall be executed on behalf of the Club by the President or Vice-President and attested by the Secretary and the corporate seal.

SECTION 3. PRESIDENT: The President shall be the Chief Executive Officer of the Club and shall preside at all meetings of the Board of Directors and Executive Committee. 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 Executive Committee after expiration of term, with voting privileges.

SECTION 5. VICE-PRESIDENT: The 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. SECRETARY: The Secretary shall be 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 official meetings of the Club, cause to be made any reports that may be required, and conduct the correspondence of the Club. The Secretary will turn all collected monies over to the Treasurer.

SECTION 7. TREASURER: The Treasurer will be directly responsible to the President for the proper management of all monies and property of the Club, and will prescribe the necessary record keeping, meeting requirements of the Club, State and Federal government. He/She shall set up and annual budget and submit his/her records for an annual audit by an outside Certified Public Accountant or a licensed auditing firm. Such auditor shall be a disinterested person and not a member of the Club.

A copy of the audit report will be distributed to all members of the Club and the Treasurer will return a Treasurer's report at the first annual membership meeting following the close of the Club year and at such other times as the President or Board of Directors may require.

The Treasurer shall present a Treasurer's report at each Club meeting if requested or required by the Board of Directors or members.

SECTION 8. VACANCIES: All vacancies in the positions of officers of the Club shall be filled from the Executive Committee or the Board of Directors for the unexpired term, and those so succeeding in or appointed shall serve until the election and acceptance of their duly qualified successors.

ARTICLE V

COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE: There is hereby created an Executive Committee consisting of the President, the Immediate Past President, the Vice-President, the Secretary, and such other members as may be authorized from time to time by the Board of Directors, each for a term of one (1) year and until the selection and qualification of his or her successor. No member shall serve on the Executive Committee without being a member of the American Paint Horse Association (APHA).

SECTION 2. The Board of Directors, from time to time, may create and empower other committees, general or special. The Board of Directors, by resolution, in these by-laws, shall have and exercise the

authority of the Board of Directors in the management of the corporation.

Each such general or special committee shall consist of two or more persons, at least one of whom is a director, the remainder need not be directors.

General or special committees shall consist of two or more persons. The President or the Board of Directors may appoint the Chairperson; the remainder may be chosen by the Chairperson 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 of any responsibility imposed on it or him/her by law. Any non-director who becomes a member of any such committee shall have the same responsibility with respect to such committee as a director who is a member thereof.

SECTION 3. The Board of Directors shall fill all vacancies in the Executive Committee occurring between elections of the Club by election of a successor from the Board of Directors.

SECTION 4. The Committee may act, without convening in meeting, by written resolution signed by all members of the Committee, and duly entered in the Clubs, records. The Board of Directors shall approve the actions of the Executive Committee at its next meeting. At all meetings of the Committee a quorum shall be two-thirds (2/3) of the Committee.

SECTION 5. All powers of the Board of Directors are hereby vested in the Executive Committee.

SECTION 6. No officer or member of the Executive Committee except the Secretary (Secretary/Treasurer in the event two offices are held by one person) may serve on the Executive Committee in excess of six (6) consecutive years.

ARTICLE VI

ELECTIONS

All the officers and directors shall be nominated at the August membership meeting and voted on at the September membership meeting. All new officers shall assume duties on January 1 of the following year.

Ballots with the slate of nominees are handed out or presented to the members in good standing at the September meeting. Votes are tabulated for each officer before proceeding to the next officer to be elected. With this method, members must be in attendance and nominations from the floor can be accepted. Absentee voting is not allowed.

ARTICLE VII

MEETINGS

SECTION 1. **REGULAR MEMBERSHIP MEETINGS:** The regular monthly meeting of the members shall be held on the second Tuesday of each month at 7:30 PM at such place as may be fixed by the Board of Directors for the purpose of installing or electing directors or officers and for the transaction of such other business as may be brought before the meeting.

SECTION 2. The Secretary of the Club shall act as Secretary of all meetings of the members, but in his/her absence the directors may appoint any person to act as Secretary of the meeting.

SECTION 3. Special meetings of the Board of Directors shall be held whenever called by the direction of the President, or by two-thirds (2/3) of the directors for the time being in office.

SECTION 4. At the meetings of the Board of Directors, business shall be transaction in such order as the Board may determine. At the meeting of the Board, a majority shall constitute a quorum.

ARTICLE VIII

AMENDMENTS

The Board of Directors shall have the power to make, amend and repeal the by-laws of the Club by vote of two-thirds (2/3) of the directors in office at any regular or special meeting of the Board providing prior notice of intent to amend the by-laws by submitting the proposed amendment in writing to the Executive Committee through the President. The amendments need to be approved by a majority of the members present at the next membership meeting.

ARTICLE IX

RULES

The Board of Directors and/or Executive Committee are responsible for establishing the rules consonant with and supplementary to the Articles of Incorporation and by-laws for the general administration of business of the Club. The rules shall be published and distributed to the members, with revisions published with sufficient changes to the rules warrant a new publications. The Executive Committee 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 reasonably incurred by him or her in connection with/or resulting from any action, suit or proceeding to which he/she may be made a party by reason of his/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 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 may be entitled as a matter of law.

ARTICLE XI

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying for making provision for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for agricultural purposes as shall at the time qualify as an 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 first consideration.

ARTICLE XII

DISCIPLINE

SECTION 1. Disciplinary action to any member shall be taken by the Executive Committee 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 actions causing a bad reflection on this organization or the Paint Horse breed.

SECTION 3. The Club automatically suspends anyone suspended by the APHA.

In conflict between the constitution 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.

Dates of revisions: August 7, 2002

Signatures, Club Officers

President - Lonnie Pritchard

Vice-President - David French

Secretary - Michael Bradley

Treasurer - Judy Hayden

By-Laws Change

ARTICLE III

DIRECTORS

CURRENT

SECTION 2. The Board of Directors shall consist of no less than nine (9) and no more than twelve (12) members, elected by the membership to hold office for a one (1) year term. The President shall serve as Chairman of the Board, the Chairman voting only to break a tie. In addition to directors so elected, all current officers and the Past President shall be directors with voting privileges.

NEW

SECTION 2. The Board of Directors shall consist of no less than six (6) and no more than twelve (12) members, elected by the membership to hold office for a one (1) year term. The President shall serve as Chairman of the Board, the Chairman voting only to break a tie. In addition to directors so elected, all current officers and the Past President shall be directors with voting privileges.

Approved by the BOD 11/10/03

Approved by the membership meeting 11/11/03

By-Laws Change

CURRENT

ARTICLE I

NAME, PURPOSE, LOCATION, AND CORPORATE SEAL

SECTION 1. NAME: This organization shall be called the Delmarva Paint Horse Club. The official abbreviation shall be DPHC.

NEW

ARTICLE I

NAME, PURPOSE, LOCATION, AND CORPORATE SEAL

SECTION 1. NAME: This organization shall be called the Delmarva Paint Horse Club, Inc. The official abbreviation shall be DPHC.

CURRENT

ARTICLE I

NAME, PURPOSE, LOCATION, AND CORPORATE SEAL

SECTION 3. LOCATION: The Club shall cover the area of Delaware, the Eastern Shore of Maryland and the Eastern Shore of Virginia, 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.

NEW

ARTICLE I

NAME, PURPOSE, LOCATION, AND CORPORATE SEAL

SECTION 3. LOCATION: The Club shall cover the area of Delaware, the Eastern Shore of Maryland and the Eastern Shore of Virginia, but its members may be residents of any state. The principal place of business shall be the address of the current duly elected secretary/treasurer, 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/Treasurer.

CURRENT

ARTICLE III

DIRECTORS

SECTION 2. The Board of Directors shall consist of no less than nine (9) and no more than twelve (12)

members, elected by the membership to hold office for a one (1) year term. The President shall serve as Chairman of the Board, the Chairman voting only to break a tie. In addition to directors so elected, all current officers and the Past President shall be directors with voting privileges.

Each director elected shall be a bona fide resident of the State of Delaware, Eastern Shore of Maryland, or Eastern Shore of Virginia. 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 members shall hold office without being at least eighteen (18) years of age.

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ARTICLE III

DIRECTORS

SECTION 2. The Board of Directors shall consist of no less than nine (9) and no more than twelve (12) members, elected by the membership to hold office for a one (1) year term. The President shall serve as Chairman of the Board, the Chairman voting only to break a tie. In addition to directors so elected, all current officers and the Past President shall be directors with voting privileges.

Each director elected shall be a bona fide resident of the State of Delaware, Maryland, or Virginia. 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 members shall hold office without being at least eighteen (18) years of age.

CURRENT

ARTICLE IV

OFFICERS AND DUTIES

SECTION 1. OFFICERS: The officers of the Club shall be the President, Vice-President, Secretary, Treasurer, and such other officers as may be authorized from time to time by the Board of Directors. Officers shall be nominated from the floor at the annual August membership meeting and such officers shall hold office for a period of one (1) year and until their successors are elected and qualified, except the Secretary and Treasurer, who may be elected for a longer period of time, not to exceed three (3) years.

The same person may hold the office of the Secretary and Treasurer. The President shall vote only in the event of a tie.

SECTION 2. The written contracts of the Club shall be executed on behalf of the Club by the President or Vice-President and attested by the Secretary and the corporate seal.

SECTION 7. TREASURER: The Treasurer will be directly responsible to the President for the proper management of all monies and property of the Club, and will prescribe the necessary record keeping, meeting requirements of the Club, State and Federal government. He/She shall set up and annual budget and submit his/her records for an annual audit by an outside Certified Public Accountant or a licensed auditing firm. Such auditor shall be a disinterested person and not a member of the Club.

NEW

ARTICLE IV

OFFICERS AND DUTIES

SECTION 1. OFFICERS: The officers of the Club shall be the President, Vice-President, Secretary, Treasurer, and such other officers as may be authorized from time to time by the Board of Directors. Officers shall be nominated from the floor at the annual October membership meeting and such officers shall hold office for a period of one (1) year and until their successors are elected and qualified, except the Secretary and Treasurer, who may be elected for a longer period of time.

The same person may hold the office of the Secretary and Treasurer. The President shall vote only in the event of a tie.

SECTION 2. The written contracts of the Club shall be executed on behalf of the Club by the President or Vice-President and attested by the Secretary/Treasurer and the corporate seal.

SECTION 7. TREASURER: The Treasurer will be directly responsible to the President for the proper management of all monies and property of the Club, and will prescribe the necessary record keeping, meeting requirements of the Club, State and Federal government. He/She shall set up and annual budget and submit his/her records for an annual audit by a Certified Public Accountant or a licensed auditing firm.

CURRENT

ARTICLE V

COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE: There is hereby created an Executive Committee consisting of the President, the Immediate Past President, the Vice-President, the Secretary, and such other members as may be authorized from time to time by the Board of Directors, each for a term of one (1) year and until the selection and qualification of his or her successor. No member shall serve on the Executive Committee without being a member of the American Paint Horse Association (APHA).

NEW

ARTICLE V

COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE: There is hereby created an Executive Committee consisting of the President, the Immediate Past President, the Vice-President, the Secretary/Treasurer, and such other members as may be authorized from time to time by the Board of Directors, each for a term of one (1) year and until the selection and qualification of his or her successor. No member shall serve on the Executive Committee without being a member of the American Paint Horse Association (APHA).

CURRENT

ARTICLE V

COMMITTEES

SECTION 6. No officer or member of the Executive Committee except the Secretary (Secretary/Treasurer in the event two offices are held by one person) may serve on the Executive Committee in excess of six (6) consecutive years.

NEW

ARTICLE V

COMMITTEES

SECTION 6. No officer or member of the Executive Committee except the Secretary (Secretary/Treasurer in the event two offices are held by one person) may serve on the Executive Committee in excess of six (6) consecutive years, unless no qualified successor is found.

CURRENT

ARTICLE VI

ELECTIONS

All the officers and directors shall be nominated at the August membership meeting and voted on at the September membership meeting. All new officers shall assume duties on January 1 of the following year.

Ballots with the slate of nominees are handed out or presented to the members in good standing at the September meeting. Votes are tabulated for each officer before proceeding to the next officer to be elected. With this method, members must be in attendance and nominations from the floor can be accepted. Absentee voting is not allowed.

NEW

ARTICLE VI

ELECTIONS

All the officers and directors shall be nominated at the October membership meeting and voted on at the November membership meeting. All new officers shall assume duties on January 1 of the following year.

Ballots with the slate of nominees are handed out or presented to the members in good standing at the November meeting. Votes are tabulated for each officer before proceeding to the next officer to be elected. With this method, members must be in attendance and nominations from the floor can be accepted. Absentee voting is not allowed.

CURRENT

ARTICLE VII

MEETINGS

SECTION 1. REGULAR MEMBERSHIP MEETINGS: The regular monthly meeting of the members shall be held on the second Tuesday of each month at 7:30 PM at such place as may be fixed by the Board of Directors for the purpose of installing or electing directors or officers and for the transaction of such other business as may be brought before the meeting.

SECTION 4. At the meetings of the Board of Directors, business shall be transaction in such order as the Board may determine. At the meeting of the Board, a majority shall constitute a quorum.

NEW

ARTICLE VII

MEETINGS

SECTION 1. **REGULAR MEMBERSHIP MEETINGS:** The regular monthly meeting of the members shall be held on the second Monday of each month at 7:00 PM at such place as may be fixed by the Board of Directors for the purpose of installing or electing directors or officers and for the transaction of such other business as may be brought before the meeting.

SECTION 4. At the meetings of the Board of Directors, business shall be transaction in such order as the Board may determine. At the meeting of the Board, a majority (two-thirds (2/3)) shall constitute a quorum.

Approved by the BOD 3/3/12

Approved by the membership meeting 3/12/12

Signatures - Club Officers

President - Kim Westcott

Vice-President - Debbie White

Secretary - Heather Mounts

Treasurer - Judy Hayden

Board of Directors present: Ron Yoder, Stephanie Hearn, Linda Paulsen