

Sample Constitution and By-Laws for APHA Regional Club Affiliate

This sample of by-laws is intended to assist in writing by-laws. It is intended as a reference only and should be modified and changed to meet the club's specific needs. You may wish to consult an attorney for assistance in adopting your by-laws.

Article I.

Name, Purpose, Location and Corporate Seal

Section 1. Name. This organization shall be named the _____ Club. The official abbreviation shall be _____.

Suggestion: It would be helpful if the name of the state(s) be included in the name of your club. This leaves no question as to the location of the club.

Section 2. Purpose. The _____ Club shall at all times be operated and conducted as a non-profit association in accordance with the laws of the state of _____. The purposes of the _____ Club are as follows:

- A. To promote and stimulate interest in the Paint Horse by encouraging Paint breeding for confirmation 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 _____ Club shall include the following area: _____, but its members may be residents of any state. 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.

Required: The location of organization must be specific as to boundaries by state, county or parish, province and/or country. A map of boundaries is also required.

Section 4. Corporate Seal. The seal of the corporation shall be maintained in the custody of the Club secretary or other designated officer.

Recommendation: Incorporate the club in the state of the principle location as it affords additional protection for its members. It is also recommended that the club apply to the Internal Revenue Service for an employer tax identification number for ease in filing tax returns.

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: _____ (ie. adult, husband/wife, family, youth, ranch/corporation/business, etc.)

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 — _____ of the members of the Club shall constitute a quorum for

the purpose 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.

Suggestion: The number required for a quorum may be a percentage of the total membership or a total of those members present. You may wish to establish different quorum requirements for regular and special membership meetings.

Section 4. Annual Meeting — There shall be an annual meeting of the membership 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 _____ weeks in advance of the meeting. Membership meeting 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 be consisted of the elected officers of the club and _____ directors.

Suggestion: The number of directors of the club should be determined by the total number of members in the club. You may wish to indicate a range in your by-laws, ie. a minimum number and not to exceed a maximum number.

Section 2. Power and authority of the Board. The business and property of the _____ Club 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 or the Certificate of Incorporation or these by-laws) as they may deem expedient concerning the:

- A. Conduct, management and activities of the _____ Club;
- 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. Expenditure of monies;
- F. Auditing of books and records;
- G. Awarding of year-end awards and recognition;
- H. Conducting of shows, contests, exhibition, races, sales and social functions and other details relating to the general purposes of the _____ Club; 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 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 present with 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. Board of Directors meetings shall be governed by Roberts' Rules of Order.

Suggestion: The membership may be asked to ratify the actions of the Board at the annual membership meeting.

Article IV.

Officers and Duties

Section 1. Officers — The Officers of the _____ Club 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 the _____ Club 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 assigned by the President or the Board of Directors.

C. Secretary: The Secretary record minutes of all Board of Director and general membership meetings of the _____ Club 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 official reports as required.

D. Treasurer: The Treasurer shall collect, deposit and dispurse monies of the _____ Club 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. Shall perform all such other duties and responsibilities as assigned by the President or Board of Directors.

Suggestion: The office of Secretary and Treasurer may be combined.

Section 3. Vacancies — All vacancies in the offices or directors of the _____ Club 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 succeed to the Presidency and the vacancy to be filled shall be that of the Vice President.

Article V. Election of Officers and Directors

Section 1. Nomination. The President shall appoint a nominating committee _____ month(s) prior to the annual membership meeting. 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 for approval _____ month(s) prior to the annual membership meeting.

A. Additional nominees can be accepted from the floor at the annual membership meeting.

Section 2. Election. The election of officers and directors will be conducted at the annual membership meeting. **Voting by proxy or assigning one's vote to another person to vote in his absence is NOT allowed.** Only adult members in good standing will be permitted to vote.

(Acceptable Methods of Conducting Election: Choose ONE PARAGRAPH "A" ONLY. Any combination of the three paragraphs "A.1", "A.2", and "A.3" below may NOT be used to assure that all members in good standing are voting in like manner.)

A1. (Mail Ballot) Ballots containing the slate of nominees for officers and/or directors are mailed to all members in good standing to be returned by a specified date and counted at a specified date or meeting. With this method, members need not be present at the meeting or time ballots are counted, thereby eliminating the need for absentee voting. Once the ballots have been mailed, there can be no further nominations or changes made to the slate of nominees.

A2. (Written/Voice Ballot at a Meeting) Ballots with the slate of nominees are handed out or presented to the members in good standing at a specified meeting. Votes are tabulated for each officer prior to 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.**

A3. (Written Ballot at a Specified Time/Meeting) Ballots with the slate of nominees are distributed to members in good standing at a specified time/meeting, but nominations from the floor are **not** accepted. Absentee ballots are allowed and can be mailed to those members in good standing if they are unable to be present at said time/meeting.

- B. Elections shall begin with the President. Ballots will be counted for each officer prior to moving on to subsequent offices so that nominees not elected for a position may be nominated for subsequent office and/or director positions.
- C. The nominee receiving a simple majority of votes shall be elected.
- D. Results of the election shall be forwarded to the APHA office within fourteen days of the election.

Section 3. Term of Office. Officers shall serve for a term of _____ year(s) or until their successor is duly elected and qualified. Official duties shall be assumed at _____.

Recommendation: It may be desirable to provide for staggered terms for directors and/or provide for a term longer than one year for officers and/or directors to assure continuity.

**Article VI.
Amendments**

Section 4. Amendments. These By-laws of the _____ Club may be amended or revised by vote of _____ at the _____.

Recommendation: You need to decide who and when by-law changes can be made, by the Board of Directors with ratifications by the membership or by the general membership.

**Article VII.
Indemnification**

Section 1. Amendments. Each officer, director and committee member of the _____ Club shall be indemnified by the _____ Club against all costs, expenses and liabilities reasonably incurred by him/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 or her being or having been a director, officer or 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 right 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 or 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, shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation such manner, or to such organization or organizations organized and operated exclusively for agricultural 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.

By-laws adopted _____ (specify month, year)

Amended Article(s) _____ Section(s) _____ Date: _____

It is recommended that your club consider developing Rules and Regulations to supplement your by-laws. These rules and regulations should explain in detail how you are going to carry out your by-laws. They can also be used to explain other functions of your club that may not be included in your by-laws. You can use the current rule book to see how by-laws and rules and regulations are separated. By developing and adhering to these rules and regulations, just as

the APHA, some of the personal conflicts within an organization can be averted. It is also recommended that the Board of Directors review/revise/approve these rules and regulations on an annual basis as the needs of organizations constantly change as does the population and interests of its members.

Areas that can be explained in detail can include, but are not limited to, the following:

Members: Explain how members are admitted; define membership year, membership categories, the fees for each category and voting privileges; explain how and when membership renewals are handled and what happens when membership is delinquent.

Membership Meetings: Designate the date (month) the annual membership shall be held and when notices will be sent to members. Can explain more in detail how a special membership meeting may be called and by whom.

Board of Directors and Officers: Define the eligibility requirements for directors and officers; explain how and why directors/officers can be removed from office; explain how vacancies are filled if not explained in your by-laws; and define any special office or director position your club may have created.

Board Meetings: Designate specific dates for regular Board meetings and who can attend these meetings; explain a quorum at these meetings, and how special Board meetings may be called and by whom.

Nomination and Election of Officers and Directors: Explain in detail your nomination and election procedures that may not be included in your by-laws.

Rule Changes: Define who can propose rule changes; who can approve rule changes; and when they will become effective.

Committees: Define what committees are needed; who appoints the chairperson and members; how many persons will be on the committee; and what their duties will be.

General Show and Contest Rules: Define who approves show dates, class schedules, when premiums for shows will be mailed and what they will include; establish a class schedule for the year; high point awards and how points are tabulated; and other general show rules your club may have established.

Year End Awards: Define eligibility for awards; types or categories of awards to be presented; any special awards your club may have established.

Discipline: Explain your disciplinary procedures; who may be disciplined and reasons for disciplinary actions and the consequences of disciplinary actions; who and how disciplinary actions are conducted.