

IOWA PAINT HORSE CLUB BYLAWS

Revised Nov. 1992, Nov 1993, Nov. 2001, Nov. 2002 , Nov. 2003, Nov. 2005, Jan. 2007, Nov. 2011, Jan 2013

ARTICLE I. TITLE, PURPOSE, LOCATION

Section 1. TITLE: This organization shall be known as the Iowa Paint Horse Club. The official abbreviation shall be IPHC. The IPHC shall at all times be operated and conducted as a non-profit Club in accordance with all Federal and State laws.

Section 2. PURPOSE: The purpose of the IPHC shall be to promote and stimulate interest in the Paint Horse by encouraging 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 IPHC shall cover the State of Iowa, but its members may be residents of any state, territory, or country. The principle place of business shall be the address of the current Secretary. Business may be carried out at any place convenient to participating members or officers.

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 IPHC, abide by its Bylaws and rules and regulations, and assist in furthering the IPHC's purposes and objectives.

Section 2. Members of the IPHC 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 IPHC during expulsion or suspension. Memberships are for the calendar year only, and expire each December 31.

Section 3. All members in good standing shall have equal rights, interests and responsibilities with respect to the IPHC and its property; shall have the right to vote in person at all membership meetings, and to hold office and committee assignments, except as otherwise limited herein. Any IPHC 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.

Section 4. To have annual meeting voting rights, IPHC 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 IPHC shall be managed and controlled by the Board of Directors hereinafter created and empowered.

ELECTION OF DIRECTORS

The State will be divided into four (4) districts as follows: North/South--Highway 65 with the following exception, this being a straight-line boundary from the junction of 65, 69, and 92. East/West--Highway 30 west of Highway 65. East of Highway 65 to the northern boundaries of the following counties will be used: Jackson, Jones, Linn, Benton, Tama, Marshall, and Story Counties up to Highway 65. Six (6) directors shall serve on the Board. One director from each district and two at-large directors shall be elected. In addition to the six (6) directors, the Board of Directors shall include the President, Vice-President, Secretary and Treasurer for a total of ten (10) members on the Board of Directors. Each director shall be a bonafide resident of the district he/she represents. The Board of Directors shall be elected at the IPHC annual meeting. Each director will serve for two (2) years, except the officer/directors (President, Vice-President, Secretary, and Treasurer) and 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 owner of Paint Horses. All directors must be voting IPHC members for two (2) consecutive years immediately prior to taking office. 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.

Section 2. 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 3. Board of Directors meetings shall be held whenever called by direction of the President, or by one-half (1/2) of the directors, on a reasonable notification to all directors and officers of the time, place, and topics to be discussed at said meeting. Business may be transacted only if at least six (6) of the ten (10) Directors are present at any such meeting.

Section 4. The written contracts of the IPHC shall be executed on behalf of IPHC 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.

ARTICLE IV. OFFICERS AND DUTIES

Section 1. OFFICERS. The elected IPHC 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 IPHC and shall preside at all meetings of the Board of Directors. He/She shall see that the Bylaws and rules and regulations of the IPHC 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 President must be selected from the Board of Directors of the previous year. 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 IPHC 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 IPHC. 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 IPHC. 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 IPHC 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 IPHC 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 IPHC shall give a surety bond to be furnished at the expense of IPHC for faithful discharge of their duties, if so required by the Board of Directors.

Section 7. VACANCIES. All vacancies in IPHC 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 2.)

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.

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 and Article IV. Section 1.) The election shall be held at the annual membership meeting. Additional nominations shall be accepted from the voting members that are present. Each Officer and Director, shall be voted upon individually by written ballot, and the election completed for each office before nominations be accepted for the next office. New directors and officers shall be installed at the annual meeting following their election. All officers shall be elected for a term of one (1) year. Officers and Directors may succeed themselves in office. Each Officer and Director must be elected and reelected individually.

ARTICLE VI. DEFINING RULES AND 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 IPHC 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 IPHC. 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 IPHC, 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 Iowa 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 Iowa Paint Horse Club decisions, actions, rules, or regulations, to reimburse the Iowa 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 Iowa Paint Horse Club in any court other than the county in which the current IPHC Secretary 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 a 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 mailing a notice, stating the time and place of such meeting, to the last known 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 IPHC 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 ordinary mail to the last known 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 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. The Board of Directors shall make, amend and repeal the By-Laws of the IPHC only when written notice of intention of specified amendments of any By-Laws shall have been mailed 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 IPHC 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 IPHC By-Laws, together with such rules and regulation as may be adopted by the IPHC 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 IPHC Board of Directors.

ARTICLE X. INDEMNIFICATION

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

Upon the dissolution of the IPHC, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the IPHC, dispose of all the assets of the IPHC exclusively for the purpose of the IPHC, 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 IPHC.