



BYLAWS OF THE EMPIRE STATE PAINT HORSE CLUB, INC

As revised and Adopted 1975

Effective June 15, 1975

Amended March 15, 1987

Amended January 15, 1995

Amended August 12, 2000

Amended October 23, 2010

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ARTICLE I TITLE

This organization shall be known as the Empire State Paint Horse Club, Inc., hereinafter referred to as E.S.P.H.C. and shall be conducted as a not for profit corporation in accordance with the laws of the State of New York.

ARTICLE II PURPOSE AND LOCATION

Section 1 Purpose

To function as an affiliate of the American Paint Horse Association, Inc.; hereinafter referred to as A.P.H.A and to strive for and dedicate itself to the improvement of the Paint Horse breed. To promote an active interest in Paint Horses through exhibition club activities and publicity. To support activities of APHA and those of neighboring clubs when such activities are deemed to be in the best interest of E.S.P.H.C. To promote the general welfare of the horse industry regardless of breed or registry.

Section 2 Location

The club shall cover the area of New York State, all sixty-one counties (61), but its members may be residents of any state. The principal place of business shall be the address of the duly elected secretary, but business may be carried out at any place convenient to such members or officers as may be participating.

ARTICLE III OFFICES

The principal office of E.S.P.H.C. shall be the same as the principal mailing address of the incumbent Secretary. The President or Board of Directors may designate additional offices within the state should the need for it arise.

ARTICLE IV MEMBERSHIP

Section 1 Qualification

Any person, regardless of place of residence, who has an interest in the purpose for which E.S.P.H.C. has been organized, shall be eligible for membership.

Section 2 Term

Membership shall be on an annual basis to extend from January 1 through December 31 of the current year.

Section 3 Classification

Membership may be on an individual, business, corporate, or family basis. Only individual or family memberships will include children. Each membership will be entitled to one vote.

Section 4 Dues

Membership, regardless of classification, will be recorded and recognized upon payment of a fee determined by ESPHC. Only members whose dues are current will be considered members in good standing.

Section 5 Right to Hold Office

Under the classification of business, corporate, or family only one of the principal parties there to shall be eligible to hold office. Other parties thereto may become eligible only by joining E.S.P.H.C. as an individual member.

Section 6 Voting in Annual Election

Each membership duly recorded and recognized and in good standing as of August 1 of the current year, shall be entitled to one vote during the annual election, provided that at least one of the parties is at least nineteen (19) years of age.

ARTICLE V MISCONDUCT CHARGES

Section 1 Cause for Action

Any member charged with conduct unbecoming of a member of E.S.P.H.C. and/or other actions prejudicial to the best interest of E.S.P.H.C. may be subject to disciplinary action after due and proper hearing as hereinafter defined.

Section 2 Procedure

Any and all charges brought against a member must be submitted to the Board of Directors in writing and a specific request is made that action on same be taken.

Section 3 Validation of Charges

Any and all charges brought against a member will be first reviewed by the Board of Directors. If in the opinion of the Board of Directors, the charges so brought warrant further action, the member bringing such charges shall be required to post a bond in the amount of fifty dollars (\$50.00). Said bond is to be returned only if the charges brought are sustained. Upon compliance with the above the President shall appoint a committee for investigation, report, and recommendation before any further action is taken.

Section 4 Due and Proper Hearing

The Board of Directors shall serve written notice on the accused member at least ten (10) days prior to the date of the proposed hearing. Said notice shall state the name of the member initiating the action, the charges and specifications, the date, time, and place of said hearing.

The accuser shall be required to present evidence in support of the charges; and the accused shall be given equal opportunity to offer evidence refuting such charges. It is mandatory both parties to the action be present at the hearing. Only one hearing shall be held. Both parties to be notified by registered mail.

Section 5 Action by the Board of Directors

When all evidence has been submitted and the committee report and recommendation reviewed, the Board of Directors shall within five (5) days decide whether or not such charges shall be sustained and what action, if any, shall be taken. A copy of their decision shall be mailed to both parties within five (5) days from the date of such decision.

Section 6 Consequence of Expulsion

Any person whose membership has been terminated in any manner shall forfeit any and all right to and interest in any funds or property belonging to E.S.P.H.C., and all rights to use its name, emblem, or other insignia. Any member suspended or expelled from APHA is automatically suspended or expelled from E.S.P.H.C.

ARTICLE VI MEETINGS

Section 1 Proper Notice

Notice of all general membership meetings shall be announced to members, including posting on website and social media, stating the date, time, and place of such meeting and the agenda to be followed. The ESPHC website shall be the official publication of the organization.

Section 2 Nomination Meeting

In the fall there will be a general membership meeting of the E.S.P.H.C. at which the first order of business shall be the report of the Nomination Committee of the officers and directors proposed for the ensuing year followed by a call for nominations from the floor. Persons nominated must be a member in good standing by August 1st.

Section 3 Annual Meeting

There shall be an Annual Meeting of the general membership held in the fall. The first order of business at this meeting shall be the election of officers and directors to serve during the ensuing year.

Section 4 Monthly Meeting

Such meetings shall be called at the discretion of the President and/or the Board of Directors.

Section 5 Special Meetings

Special meetings may be called by the President and/or the Board of Directors. A member may request a Special Meeting by serving written notice on the Board of Directors stating the reason for, and importance of their request for same. When a Special Meeting is called, no business other than that specified in the notice shall be conducted without the majority consent of the members present.

Section 6 Quorum

A quorum for meeting of E.S.P.H.C. shall consist of the members present at such meeting and business may be transacted by majority vote of said quorum.

Section 7 The order of business at all regular meetings shall be as follows:

1. Call to Order
2. Introduction of new members and guests
3. Reading of Minutes
4. Treasurers Report
5. Communications
6. Officers Report
7. Committee Reports
8. Old and Unfinished Business
9. New Business
10. Adjournment

ARTICLE VII ELECTIONS

Section 1 Elective Offices

On an annual basis the members of E.S.P.H.C. shall elect a President, Vice President, Treasurer, Secretary, and as many Directors as are necessary to maintain six (6) total board members. Should the need arise to change the number of offices and directors, the BOD will vote prior to the opening of the coming year election whether the change is warranted.

Each membership is entitled to one office.

Section 2 Procedure

At least 2 weeks prior to the date set for the Nomination Meeting the President shall appoint a Nominating Committee Chairperson. The Committee Chairperson shall form a committee consisting of at least two (2) members. At the meeting referred to above, the Nominating Committee Chairperson shall present to the membership the committee's selection of candidates for all offices up for election. Having completed this order of business, the Chairperson shall call for nominations from the floor for each of these offices.

Section 3 Voting

The secretary will prepare and email a ballot to all E.S.P.H.C. members in good standing as of August 1 of the current year, stating the date, time, and place of the Annual Meeting, the names of candidates proposed by the Nominating Committee, the names of candidates nominated from the floor, and space for a write-in vote for each office.

Elections will be conducted using an online platform. Ballots will be mailed to members without a valid email address. Election will remain open for a minimum of 10 (ten) days and commence prior to the Annual meeting. The Nominations Chairperson will tally the official counts and announce the results after the closing of the polls.

ARTICLE VIII OFFICERS & DIRECTORS

Section 1 Qualification

All officers and directors of E.S.P.H.C. shall be members in good standing as of August 1 of the current year they take office. must be eighteen (18) years of age, must be a resident of the State of New York, and must be a member of APHA.

Section 2 Term of Office

All officers shall be elected for one (1) year term with the right of succession. All directors shall be elected for a term not to exceed two (2) years with the right of succession.

Section 3 Ex-Officio

The President and Vice President shall be ex-officio members of all committees, with the immediate Past President, being a non-voting ex-officio member of the Board of Directors until the acting President is replaced by regular voting procedures. National Directors from this area who are members of ESPHC, shall be non-voting ex officio members of the Board of Directors.

Section 4 Removal from Office

Absence from three (3) consecutive meetings, without cause, shall constitute grounds for automatic removal from office. Removal from office for any other cause may be affected only by action of the Board of Directors.

Section 5 Vacancies

In the event that an office or directorship should become vacant, the President, with the approval of the Board of Directors, shall fill such vacancy by appointment. Said appointment to be valid for the entire unexpired term of such office or directorship.

Section 6 New Offices or Directorships

Should the need arise to change the number of offices and directors, the BOD will vote prior to the opening of the coming year election whether the change is warranted.

ARTICLE IX BOARD OF DIRECTORS

Section 1 Members

The Board of Directors shall be composed of all of the duly elected officers and directors of E.S.P.H.C. and shall be charged with the general management of the affairs of E.S.P.H.C.

Section 2 Meetings

A Board of Directors meeting shall be held in accordance to APHA guidelines. Said meetings to be called by the President who will act as Chairperson of the Board of Directors. Minutes of Board meetings shall include a roll call vote on all issues.

Section 3 Quorum

The number necessary to constitute a quorum for the purpose of conducting business shall be at least two-thirds (2/3) of the total membership of the Board of Directors Meetings. In the event a quorum is not present the Chairperson shall have the power to appoint not more than one (1) regular member to obtain the number necessary to constitute a quorum.

Section 4 Authority

The Board of Directors must vote on all matters concerning:

- A. By-Laws
- B. Horse Show Rule changes (including the point system)
- C. Futurity Changes
- D. Financial or Legal Matters
- E. Major policy changes of ESPHC

If the decision of the Board of Directors differs from the vote of the General Membership, this decision must be conveyed to the Membership via email or website. This decision can be voted on again by the membership within two (2) subsequent meetings. A two-thirds (2/3) majority of total paid memberships at the time of the original motion will be required to override the Board of Directors' decision.

ARTICLE X OFFICERS

Section 1 President

The President shall be the Chief Executive Officer of E.S.P.H.C. He or she shall preside at all membership and Board of Directors meetings. He or she shall be responsible for the enforcement of the by-laws, rules and regulations, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall appoint all Committee Chairpersons and shall be an ex-officio member of all such committees. The President will not vote at membership or directors meeting unless necessary to break a tie.

Section 2 Vice President

In the absence or disability of the President, he or she shall have all of the powers and functions of the President and shall perform such other duties as the President or Board of Directors may prescribe. He or she shall also be an ex-officio member of all committees.

Section 3 Treasurer

The Treasurer shall have care and custody of all the funds of E.S.P.H.C. and shall deposit such funds in the name of E.S.P.H.C. in any bank or trust company that he or she may elect. He or she, when duly authorized by the Board of Directors and/or Officers, shall sign and execute all contracts, checks, drafts, notes, and orders for the payment of money. He or she shall stand ready to exhibit the books and accounts to the President and/or Board of Directors upon request. He or she shall be required to make a report at all membership and Board of Directors meetings and at any other time that the President and/or Board of Directors may direct. Treasurer is responsible to see that the annual

Financial Report is distributed to all club members. Treasurer shall set up an annual budget and submit records for an annual internal audit executed by a separate committee determined by the Board of Directors. Treasurer has authority to issue checks under \$100 with approval of the President.

Section 4 Secretary

The Secretary shall keep the minutes of all membership and Board of Directors meetings and be ready to read minutes at the end of each meeting. He or she shall attend to the giving and serving of all notices directed by the President and/or Board of Directors and shall have charge of such books and records as the President and/or Board of Directors may direct. He or she shall attend to such correspondence as may be assigned and shall keep a role of the membership showing the names, addresses, and date of membership of all members. The Secretary shall have custody of the corporate seal.

ARTICLE XI COMMITTEE CHAIRPERSON

All Committee Chairpersons shall stand ready to exhibit the books and accounts in their possession to the President and/or Board of Directors upon request. The Chairperson shall be required to make a report at all Membership and Board of Directors Meetings and at any other time that the President and/or Board of Directors may direct.

ARTICLE XII INDEMNIFICATION

Each director, officer and committeeman 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 or she may be made a party by reason of his or her being or having been a director, officer or committeeman of the Club, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such officer, director, or committeeman. 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 of the Club. The foregoing rights shall be in addition to any other rights to which each director, officer, or committeeman may be entitled as a matter of law.

ARTICLE XIII 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 in 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 (3) 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.

ARTICLE XIV AMENDMENT OF BY-LAWS

Section 1 Recommendation

The Board of Directors may recommend amendment of the Bylaws at any time. Any such recommendations by a member or group of members must first be presented to and approved by the Board of Directors.

Section 2 Procedure

STEP I After Section I has been satisfied, an amendment to Bylaws may be proposed at a regular membership meeting by any member in good standing with the E.S.P.H.C. If the proposal is accepted by a majority of the members present, the amendment procedure will continue to Step II.

STEP II A proper notice of the proposed amendment must be posted on website and/or distributed by email in its entirety. The notification must state the date and location of the next regular membership meeting at which the amendment will be discussed and voted on. The notification must be announced in sufficient time to allow every member to receive this information ten (ten) days prior to the meeting date.

STEP III At the regular membership meeting designated in Step II, a majority vote of the members present will decide whether the proposed amendment will be accepted or rejected. The amendment must be voted on exactly as it was announced.

Exception:

Wording may be changed for clarification. The intent of the proposed amendment cannot be changed at Step III. If the intent is changed at Step II, then both Step II and Step III must be repeated.

Reviewed and approved electronically on February 28, 2022.

Kathy Reinert

(President)

Priscilla Nisiewicz

(Vice President)

Melissa Lewis

(Treasurer)

Christina Earl

(Secretary)