

BY-LAWS OF THE CALIFORNIA PAINT HORSE ASSOCIATION

ARTICLE I

SECTION 1 – NAME

This club shall be known as the CALIFORNIA PAINT HORSE ASSOCIATION. Throughout these By-Laws the initials CPHA will stand for the CALIFORNIA PAINT HORSE ASSOCIATION. CPHA will at all times be operated and conducted as a non-profit corporation in accordance with the laws of the State of California.

SECTION 2 – PURPOSE

The purpose of CPHA shall be to improve the breed of Paint Horses by the promotion and advancement of the Paint Horse breed through the conduction, sponsoring of Paint Shows, racing, sales and other Paint Horse related activities, in a manner consistent with established principles of breed improvement.

SECTION 3 – LOCATION

The principal place of business of the association shall be the State of California but its members may be residents of any state. The principal office of the association will be the address of the duly elected Secretary, but the business of the association may be conducted at any location established by the general membership.

ARTICLE II

SECTION 1 – MEMBERSHIP

The membership of CPHA shall be open to any reputable person, firm, business or corporation interested in the improvement of the Paint Horse breed. Members need not be owners of a Paint Horse. Upon filing with the Secretary the approved form and payment of the current years dues, the applicant shall become a member of CPHA. Membership shall be in one of the following categories: Family, Single or Junior.

A. FAMILY – A Family membership shall be open to parent(s) and immediate family; whose children have not reached their 18th birthday. A family membership shall be entitled to a maximum of two (2) votes. Minor children are non-voting members.

B. SINGLE – Open to anyone who has reached his or her 19th birthday as defined in the APHA rulebook, or a firm, corporation or business. A firm, corporation or business shall file in writing with the Secretary; the person designated eligible to hold office, cast its vote and exercise the rights and privilege of a Single Member. A Single Membership is entitled to one (1) vote.

C. YOUTH - Open to anyone who has not reached his or her 19th birthday defined in the current APHA yearbook and not included in a family membership. Youth members are non-voting members.

SECTION 2 – DUES

The annual dues shall be for the calendar year, January 1st through December 31st and shall be due on January 1st of each year. Dues not paid by April 1st will cause the termination of one's membership. A membership so terminated may be reinstated only upon filing a new application for membership and payment of dues. Annual dues, which include the California Coordinating Committee fee, shall be fixed by the general membership on an annual basis. No cancellation or refund of fees shall be made if a member reinstates or resigns.

SECTION 3 - VOTING

Each Family and Single member whose dues are paid as of the first day of the month in which a membership meeting is held shall be entitled to vote. The Secretary will have the membership role and current dues status to qualify a member's eligibility. Voting by proxy is not recognized by CPHA. All elections will be by secret ballot. A member must attend three (3) meetings prior to voting for election of officers.

SECTION 4 – MEETINGS

The time and place of the monthly meeting shall be set at the previous meeting. The Secretary shall mail the notice of the membership meeting at least ten (10) days prior to the meeting. Special membership meetings may be called by the President, a majority of the Board of Directors, or ten percent (10 %) of the eligible voting membership. A notice, including the purpose of the meeting, shall be received by the membership from the Secretary at least ten (10) days prior to the meeting. Any matter of a parliamentary nature not specifically addressed by these by-laws shall be governed and conducted in accordance with Robert's Rules of Order Revised.

SECTION 5 – ELECTIONS

Nominations for Officers and Directors of CPHA shall take place at the regularly scheduled general membership meeting in September, with elections

to take place at the next general membership meeting. Printed ballots shall be provided for all members eligible to vote. Newly elected Officers and Directors shall assume the duties of their respective offices effective January 1st of the upcoming year. Notice of these two meetings must be mailed or E-mailed to the last known address of all members in good standing in the prior meeting minutes.

ARTICLE III

SECTION 1 – CONDUCT

Members of CPHA shall be expelled when a situation of indebtedness to CPHA is not corrected within ninety (90) days of the member being advised, in writing, by the Secretary of the situation.

A member shall face immediate expulsion from CPHA for misappropriation of funds.

A member may be expelled from CPHA when it has been determined that the conduct of a member has undermined the provisions of ARTICLE I, SECTION 2.

Any Board of Director shall be removed from office when such action is determined to be in the best

interest of CPHA.

Action may be taken against any member in reference to misconduct. Such action shall be directed to a Grievance Committee. The accused member(s) shall be notified of the action and given ample time, no less than fifteen (15) days, for rebuttal of such action. Grievance Committee shall consist of two (2) members of the Board of Directors and three (3) general members in good standing.

Any officer may be removed from office when it is apparent that such action is required for the best interest of the Association. Inefficiency or offensiveness in the conduct of his duties shall be deemed contrary to the best interest of the Association.

ARTICLE IV

SECTION 1 – BOARD OF DIRECTORS

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer and three (3) Directors. The power and authority of CPHA shall be vested in and exercised by the Board of Directors. No more than two (2) family members may sit on the Board at any one time.

The Board is authorized to spend up to a maximum of \$200.00 for any one item without the general memberships approval.

SECTION 2 - TERMS OF OFFICE

A. PRESIDENT – The President’s term shall be one (1) year. The same person may serve a maximum of two (2) consecutive years as President. The President shall preside over all CPHA meetings. The president shall be the chief officer of CPHA and be general supervisor and director of all business of CPHA. The President shall serve ex-officio on all committees. The President shall have other powers and carry out other duties as may be prescribed by the Board of Directors with approval of the general membership. The President may cast a vote only for the purpose of breaking a tie.

B. VICE PRESIDENT – The Vice President’s term shall be one (1) year. The same person may serve a maximum of two (2) consecutive years as Vice President. In the absence of, or disability of the President, the Vice President shall perform the duties of the President, subject to the powers and limitations thereof.

C. SECRETARY - The Secretary’s term shall be one (1) year. The Secretary shall keep the minutes of all membership and Board of Directors meetings. The Secretary shall keep and safeguard the records of CPHA. The Secretary shall keep and account the memberships and dues paid. After each general election, the Secretary shall send a list of all officers to APHA pursuant to the APHA rulebook.

D. TREASURER – The Treasurer’s term shall be one (1) year. The Treasurer shall keep and maintain adequate and correct accounts of all CPHA transactions. The Treasurer shall disburse CPHA funds as ordered. The Treasurer shall have available at all times, an up to date record of transactions and financial condition of CPHA. The Treasurer shall make the books available to any member. An annual financial report is to be distributed to all club members.

E. DIRECTORS – The Director’s term of office shall be staggered. There shall be a three (3) year

Director, a two (2) year Director and a one (1) year Director who is the most recent past President. The Directors, along with the other officers, shall have the power and authority to make, amend, enforce and repeal the rules and regulations of CPHA.

All actions of the Board of Directors must be approved by the general membership at the next regular general meeting.

SECTION 3 – VACANCY

In the event of a vacancy created by the resignation or removal of an Officer or Director of the CPHA, the President shall appoint a successor pro-tem until such time as nomination and election of a successor by the general membership can take place.

SECTION 4 – ABSENCE

Any officer or Director absent, without being excused, from two (2) consecutive meetings will forfeit their office and the President shall declare their office vacant.

SECTION 5 – BOARD MEETINGS

A minimum of four (4) members of the Board of Directors must be present to constitute a quorum at any Directors meeting before any CPHA business may be conducted. The Board of Directors shall meet whenever called by the President or three (3) members acting jointly. The Secretary shall notify all Board members at least ten (10) days in advance of the meeting. The general membership may be present at all Board meetings.

SECTION 6 – COMMITTEES

The President may select committees as deemed appropriate and selects the committee chairperson. The powers and duties of the committee are as delegated by the Board of Directors and general membership. A committee chairperson may be requested to attend board meetings. Any expenditure of funds by a committee must be approved by the general membership.

Committee Chairpersons and or a representative of their committee shall make every effort to attend general membership meetings to give a committee report and to address questions posed by the general membership.

Club points for yearend awards shall be mailed or E-mailed to each club member within thirty (30) days after each show approved by CPHA for yearend awards.

SECTION – 7 INDEMNIFICATION

Each Director, Officer and Committeeman of CPHA shall be indemnified by the Association 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 a party to by reason of being or having been a Director, Officer or Committeeman of the Association, except in relation to matters which have been occasioned by the willful misconduct or dishonesty of such Director, Officer or Committeeman. 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 of the Association. The foregoing right shall be in

addition to any other rights to which such Director, Officer or Committeeman may be entitled as a matter of law.

ARTICLE V

SECTION 1 – AMENDMENTS

Any proposed amendments to these By-Laws submitted to the Association must be in writing and signed by five (5) current members of CPHA. The Secretary shall be required to give at least ten (10) days written notice that the amendment will be part of the order of business at the next general meeting. All proposed amendments shall be read to the members by the Secretary. The proposed amendments must be approved by a majority vote of the members present at the general membership meeting for the amendment to become a part of the By-Laws. All approved amendments shall become effective January 1st of the following year.

ARTICLE VI

SECTION 1 – DISSOLUTION

Dissolution of CPHA will be in accordance with the article of incorporation.

By-Laws amended on September 13, 2005.

President _____

Vice-President _____

Secretary _____

Treasurer _____