CONSTITUTION & BY-LAWS PACIFIC NORTHWEST PAINT HORSE CLUB

ARTICLE I NAME, PURPOSE & LOCATION

- SECTION 1: NAME: THIS ORGANIZATION SHALL BE CALLED PACIFIC NORTHWEST PAINT HORSE CLUB. THE OFFICIAL ABBREVIATION SHALL BE PNPHC.
- SECTION 2: Purpose: the club shall at all times be operated and conducted as a non profit organization in accordance with the laws of the state of washington providing for such organizations and be 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 paintbreeding 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 and trail riding and all activities of the same nature in every way possible. By promoting good horsemanship and good sportsmanship, and by educating the public about the qualities of the paint horse and the american paint horse association.
- SECTION 3: Location: The club shall cover the area of northwest washington, but its members may be residents of any state, territory or country. The area shall include snohomish, skagit, whatcom, island, san Juan and Kitsap counties and the olympic peninsula. 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.

ARTICLE II MEMBERS

- 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 SHALL NOT BE LIMITED TO INDIVIDUALS, BUT MAY INCLUDE FIRMS, CORPORATIONS, EXECUTORS, TRUSTEES AND INSTITUTIONS OF LEARNING AND FAMILIES.
- SECTION 2: 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 VOTING MEMBERS (ie: THOSE MEMBERS AGE 19 OR MARRIED) WHILE IN GOOD STANDING, SHALL HAVE EQUAL RIGHTS, INTEREST AND RESPONSIBLILTIES WITH THE RESPECT TO THE CLUB AND ITS PROPERTY, SHALL HAVE THE RIGHT TO VOTE IN PERSON IN ALL MEMBERSHIP MEETINGS, AND 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. EACH MEMBERSHIP ENTITLES THE VOTING MEMBER OR MEMBERS TO ONE VOTE, AND SHALL BE LEGAL EVEN IF THE FAMILY HAS MORE THAN ONE MEMBERSHIP SUCH AS A PARTNERSHIP, CORPORATIONS, ETC. THOSE MEMBERS UNDER THE AGE OF 19 ARE NON-VOTING MEMBERS. JUNIOR MEMBERS OF PNPHC SHALL HAVE VOTING RIGHTS ON CERTAIN CLUB ISSUES AT THE DISCRETION OF THE BOARD OF DIRECTORS.
- SECTION 4: ANNUAL DUES ARE DUE JANUARY 1ST OF EACH YEAR AND BECOME DELINQUENT AS OF MARCH 1ST. AN ANNUAL MEMBERSHIP CARD, VALID FROM JANUARY 1ST TO DECEMBER

31st SHALL BE ISSUED TO EACH MEMBER UPON FULL PAYMENT OF DUES. THERE WILL BE NO PRORATION OF MEMBERSHIP DUES.

SECTION 5: CLUB POINTS WILL NOT COMMENCE UNTIL MEMBERSHIP DUES ARE PAID.

ARTICLE III DIRECTORS

- ${f SECTION}\,\,1$: the business and property of the club shall be managed and controlled by THE BOARD OF DIRECTORS HERINAFTER CREATED AND EMPOWERED MEMBERS OF THE BOARD OF DIRECTORS MAY SUCCEED THEMSELVES IN OFFICE BUT EACH PERSON MUST BE ELECTED AND RE-ELECTED INDIVIDUALLY. NO BOARD OF DIRECTORS MEMBER MAY SERVE MORE THAN TWO CONSECUTIVE TERMS, THE BOARD OF DIRECTORS SHALL CONSIST OF NO LESS THAN FIVE (5) ELECTED DIRECTORS, ELECTED BY THE MEMBERSHIP TO HOLD OFFICE FOR A TWO YEAR TERM. TWO BOARD MEMBERS SHALL BE ELECTED ON EVEN YEARS AND THREE ON ODD YEARS. THE FULL BOARD SHALL CONSIST OF PRESIDENT, VICE-PRESIDENT, TREASURER AND SECRETARY AND FIVE ELECTED DIRECTORS. THE CLUB SECRETARY SHALL ALSO BE THE SECRETARY TO THE BOARD (VOTING). THE PRESIDENT SHALL SERVE AS CHAIRMAN OF THE BOARD. THE CHAIRMAN VOTING ONLY TO BREAK A TIE. NO MORE THAN TWO (2) MEMBERS OF ANY FAMILY OR FIRM MAY SIT ON THE BOARD OF DIRECTORS DURING THE SAME TERM. ALL DIRECTORS AND OFFICERS MUST BE MEMBERS IN GOOD STANDING OF THE CLUB FOR AT LEAST SIX (6) MONTHS PRIOR TO NOMINATION FOR OFFICE AND HAVE ATTENDED AT LEAST TWO (2) PNPHC REGULAR MEETINGS DURING THE 12 REGULAR CLUB MEETINGS ENDING AT THE ELECTION MEETING. EXCEPTION: FOR THE INITIAL ELECTION OF THE BOARD OF DIRECTORS, THREE (3) DIRECTORS SHALL BE ELECTED FOR ONE (1) YEAR TERMS AND TWO (2) DIRECTORS SHALL BE ELECTED FOR TWO (2) YEAR TERMS.
- SECTION 2: IF A DIRECTOR MISSES TWO CONSECUTIVE GENERAL MEMBERSHIP MEETINGS WITHOUT DUE CAUSE, HE OR SHE WILL BE AUTOMATICALLY DROPPED FROM THE BOARD AND REPLACED BY A GENERAL MEMBERSHIP ELECTION. IF ANY DIRECTOR OR OFFICER FAILS TO PROPERLY DISCHARGE HIS OR HER DUTIES, HE OR SHE MAY BE REMOVED FROM OFFICE BY A 2/3 VOTE OF THE BOARD OF DIRECTORS.
- SECTION 3: The board of directors shall have the power and authority to enforce such rules and regulations, not contrary to law or these by-laws, as they may deem expedient concerning the conduct, management and activities of the club. The suspension and expulsion of members, removal of officers, the rule and regulations governing the procedure of such suspension and expulsion and removal and collecting of dues and fees, the conducting of shows, contests, exhibitions, races, sales and social functions and other details relating to the general purposes of the club, all, however subject to review and/or revision by the members at anyregular meeting of the members.

ARTICLE IV OFFICERS AND DUTIES

SECTION 1: OFFICERS: THE OFFICERS OF THE CLUB SHALL BE THE PRESIDENT, VICE-PRESIDENT, SECRETARY AND TREASURER. OFFICERS SHALL BE NOMINATED FROM THE FLOOR AT A YEARLY MEMBERSHIP MEETING AND SUCH OFFICERS SHALL HOLD OFFICE FOR A PERIORD OF ONE (1) YEAR AND UNTIL THEIR SUCCESSORS ARE ELECTED BY THE GENERAL MEMBERSHIP AND SHALL TAKE OFFICE EFFECTIVE JANUARY 1st FOLLOWING THE ELECTION.

- SECTION 2: PRESIDENT: THE PRESIDENT SHALL BE THE CHIEF EXECUTIVE OFFICER OF THE CLUB AND SHALL PRESIDE AT ALL MEETINGS OF THE BOARD OF DIRECTORS. HE/SHE SHALL SEE THAT THE BYLAWS 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. THE PRESIDENT SHALL CONDUCT A REVIEW OF THE CLUB ACCOUNT AND TREASURERS RECORDS ONCE EACH MONTH.
- SECTION 3: 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 4: SECRETARY: THE SECRETARY SHALL BE DIRECTLY RESPONSIBLE TO THE PRESIDENT FOR THE OPERATION AND MANAGEMENT OF CLUB BUSINESS. THE SECRETARY SHALL CAUSE TO BE KEPT ALL THE RECORDS AND MINUTES OF OFFICIAL MEETINGS OF THE CLUB AND OTHER REPORTS THAT MAY BE REQUIRED. AND CONDUCT THE CORRESPONDENCE OF THE CLUB. THE SECRETARY WILL TURN ALL COLLECTED MONIES TO THE TREASURER.
- SECTION 5: Treasurer: The treasurer will be directly responsible to the membership for the proper management of all monies and property of the club and will prescribe the necessary record keeping to meet requirements of the club, state and federal government. The treasurer shall set up an annual budget and submit the records for an annual audit. A copy of the audit report will be distributed to the membership. The treasurer shall present a treasurers report at each club meeting and at such other times as the president or board of directors may require. Each month the treasurer shall make records available to the president, upon the presidents request, to conduct a review of the club account and records. The treasurer and president shall be enpowered to sign checks against the club account. Either signature will be valid.

ARTICLE V COMMITTEES

SECTION 1: The board of directors, from time to time, may create and empower other committees, general or special. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, which to the extent have and exercise the authority of the board of directors in the management of the club. General or special committees shall consist of two or more persons. The chairperson shall be appointed by the president or the board of 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 or her by law.

ARTICLE VI ELECTIONS

SECTION 1: ALL OFFICERS AND DIRECTORS SHALL BE ELECTED BY WRITTEN VOTE. EACH OFFICE SHALL BE VOTED UPON BY WRITTEN BALLOT, AND ELECTION COMPLETED BEFORE NOMINATION CAN BE CLOSED FOR THE NEXT OFFICE. NOMINATIONS WILL BE OPEN AT THE REGULAR MEMBERSHIP MEETING IN OCTOBER OF EACH YEAR. NOTICE OF THE MEMBERSHIP MEETING FOR THE PURPOSE OF ELECTING OFFICERS AND DIRECTORS

SHALL BE GIVEN BY MAILING OR E-MAILING A NOTICE TO THE LAST KNOWN ADDRESS OF EACH VOTING MEMBER IN GOOD STANDING STATING THE TIME AND PLACE OF SUCH MEETING. SAID NOTICE SHALL BE MAILED OR E-MAILED NOT LESS THAN 15 DAYS PRIOR TO THE DATE OF SUCH ELECTION MEETING. THE PRESIDENT WILL ACCEPT NOMINATIONS FROM THE FLOOR FOR EACH OFFICE TO BE FILLED AT THE TIME OF THE ELECTION MEETING.

- SECTION 2: ELECTION FOR ANY SINGLE POSITION WITH MORE THAN TWO NOMINEES SHALL REQUIRE AND RUNOFF OF THE TOP TWO IF NO CANDIDATE RECEIVES THE MAJORITY OF THE VOTES CAST.
- SECTION 3: SPECIAL ELECTIONS FOR A VACANCY OF AN OFFICE SHALL BE CONDUCTED AT THE NEXT REGULAR MEMBERSHIP MEETING PROVIDING THE 15 DAY WRITTEN NOTICE HAS BEEN MAILED OR EMAILED TO THE MEMBERSHIP.

ARTICLE VII MEETINGS

- SECTION 1: REGULAR MEMBERSHIP MEETINGS: THE REGULAR MONTHLY MEETING OF THE MEMBERS SHALL BE HELD AT SUCH TIME AND PLACE AS MAY BE FIXED BY RESOLUTION, INSTALLATION OR ELECTION OF OFFICERS OR DIRECTORS AND TRANSACTIONS OF ANY OTHER BUSINESS MAY BE BROUGHT BEFORE THE MEETING. THE TIME AND PLACE OF REGULAR MEETINGS SHALL BE PUBLISHED IN THE MONTHLY NEWSLETTERS OR BY OTHER MEANS AS DEEMED NECESSARY. NOMINATIONS FOR OFFICERS AND BOARD OF DIRECTORS WILL BE OPENED AT THE OCTOBER MEETING WITH CONTINUING NOMINATIONS AND THE ELECTION TO BE HELD AT THE NOVEMBER MEETING.
- SECTION 2: SPECIAL MEETINGS: SPECIAL MEETINGS OF THE MEMBERS MAY BE HELD AT SUCH TIME AND PLACE AS MAY BE DESIGNATED IN THE NOTICE WHENEVER CALLED IN WRITING BY DIRECTION OF THE PRESIDENT OR BY A MAJORITY OF THE BOARD OF DIRECTORS OR BY A NOTICE SIGNED BY NOT LESS THAN TWENTY PERCENT (20%) OF THE MEMBERS THEN IN GOOD STANDING. NOTICE OF EACH SPECIAL MEETING INDICATING BRIEFLY THE OBJECT OR OBJECTS THEREOF SHALL BE GIVEN TO EACH MEMBER OF THE CLUB. ONLY BUSINESS LISTED ON THE AGENDA CAN BE VOTED UPON AT THE SPECIAL MEETING.
- SECTION 3: ANY OFFICER OF THE CLUB MAY CALL THE MEETING OF THE MEMBERS TO ORDER AND MAY ACT AS CHAIRMAN OF SUCH MEETING. PRECENDENCE BEING GIVEN AS FOLLOWS: PRESIDENT, VICE-PRESIDENT, SECRETARY AND TREASURER. IN THE ABSENCE OF ALL SUCH OFFICERS, MEMBERS PRESENT MAY ELECT A CHAIRMAN. THE SECRETARY OF THE CLUB SHALL ACT AS THE SECRETARY OF ALL MEETINGS OF THE MEMBERS, BUT IN HIS OR HER ABSENCE, THE DIRECTORS MAY APPOINT ANY PERSON TO ACT AS SECRETARY OF THE MEETING.
- SECTION 4: BOARD OF DIRECTORS MEETINGS: THE BOARD OF DIRECTORS SHALL MEET AT LEAST TWICE A YEAR. ONE SUCH MEETING SHALL BE HELD IN THE FIRST HALF OF THE YEAR AND LAST REGULAR MEETING IS TO BE HELD IN THE LAST HALF OF THE YEAR. THE MEETINGS MAY BE HELD AT A TIME AND PLACE SET BY THE PRESIDENT OR BY A MAJORITY OF THE DIRECTORS AND NOTICE OF SUCH MEETINGS SHALL BE GIVEN NOT LESS THAN 15 DAYS PRIOR TO THE DATE OF THE MEETING. THE BOARD, BY RULE, MAY PROVIDE FOR OTHER REGULAR MEETINGS AT STATED TIMES AND PLACES OF WHICH NO NOTICE SHALL BE REQUIRED.

- SECTION 5: SPECIAL MEETINGS OF THE BOARD OF DIRECTORS SHALL BE HELD WHENEVER CALLED BY DIRECTION OF THE PRESIDENT OR BY A MAJORITY OF THE DIRECTORS. NOTICE OF EACH SPECIAL MEETING SHALL BE GIVEN TO EACH DIRECTOR UNLESS OTHERWISE INDICATED IN THE NOTICE THEREOF. ANY AND ALL BUSINESS MAY BE TRANSACTED AT A SPECIAL MEETING.
- SECTION 6: AT MEETINGS OF THE BOARD OF DIRECTORS, BUSINESS SHALL BE TRANSACTED IN SUCH ORDER AS THE BOARD MAY DETERMINE.
- SECTION 7: FOR THE TRANSACTION OF CLUB BUSINESS AT A GENERAL MEMBERSHIP MEETING, A QUORUM SHALL CONSIST OF ANY TWO (2) EXECUTIVE OFFICERS AND TEN(10) ADDITIONAL MEMBERS IN GOOD STANDING. FOR TRANSACTION OF CLUB BUSINESS AT BOARD MEETINGS, A QUORUM SHALL CONSIST OF TWO (2) EXECUTIVE OFFICERS AND ANY THREE (3) MEMBERS OF THE BOARD OF DIRECTORS.

ARTICLE VIII AMENDMENTS

SECTION 1: These by-laws may be amended at any regular meeting, providing that the amendment shall have been submitted by motion at two previous regular meetings. The adoption of any amendment shall require 2/3 vote of the ballots cast at the meeting. A notice of intention to amend the by-laws shall be mailed or e-mailed to each member. This notice shall be mailed or e-mailed at least two (2) weeks prior to the meeting at which it will be voted on.

ARTICLE IX RULES

- SECTION 1: THE BOARD OF DIRECTORS IS RESPONSIBLE FOR ESTABLISHINGTHE RULES CONSISTANT WITH AND SUPPLEMENTARY TO THE CLUB. THE RULES SHALL BE PUBLISHED AND DISTRIBUTED TO THE MEMBERS WITH REVISIONS PUBLISHED WHEN CHANGES TO THE RULES WARRANT A NEW PUBLICATION.
- SECTION 2: THE RULES CONTAINED IN THE CURRENT EDITION OF ROBERTS RULES OF ORDER NEWLY REVISED SHALL GOVERN THE CLUB IN ALL CASES TO WHICH THEY ARE APPLICABLE AND IN WHICH THEY ARE NOT INCONSISTENT WITH THESE BY-LAWS AND ANY SUCH RULES OF ORDER THE CLUB MAY ADOPT. THE PRESIDENT MAY APPOINT A PARLIAMENTARIAN TO BE PRESIDENT AT MEETINGS.

ARTICLE X INDEMNIFICATION

SECTION 1: EACH DIRECTOR, OFFICER AND COMMITTEEPERSON 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 DIRECTOR, OR

OFFICER OR COMMITTEEPERSON OF THE CLUB, EXCEPT IN RELATION TO MATTERS WHICH SHALL HAVE BEEN OCCASSIONED BY THE WILLFUL MISCONDUCT OR DISHONESTY OF SUCH OFFICER, DIRECTOR OR COMMITTEEPERSON. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL COVER AMOUNTS PAID IN SUCH SETTLEMENT OF ANY SUCH ACTION, SUIT OR PROCEDING WHEN THE FOREGOING RIGHTS SHALL BE IN ADDITION TO ANY OTHER RIGHTS TO WHICH SUCH DIRECTOR, OFFICER OR COMMITTEEPERSON MAY BE ENTITLED AS A MATTER OF LAW.

ARTICLE XI DISSOLUTION

SECTION 1: UPON THE DISSOLUTION OF PNPHC CLUB, THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL LIABILITIES OF THE CLUB, DISPOSE OF ALL THE ASSETS OF THE CLUB. REMAINING ASSETS ARE TO BE TURNED OVER TO A CHARITABLE ORGANIZATION WHICH AT THE TIME QUALIFIES 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 U.S. INTERNAL REVENUE LAWS.

ARTICLE XII DISCIPLINE

- SECTION 1: DISIPLINARY ACTION TO ANY MEMBER SHALL BE TAKEN BY THE BOARD OF DIRECTORS AS SPECIFIED IN THE APHA RULE BOOK. ALL MEMBERS SHALL BE GIVEN PRIOR WRITTEN 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: ANYONE SUSPENDED BY THE APHA IS AUTOMATICALLY SUSPENDED BY THE CLUB, PENDING REVIEW BY THE PNPHC DISCIPLINARY COMMITTEE.

ARTICLE XIII

IN ANY CONFLICT BETWEEN THE RULES AND BY-LAWS 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.

AMENDED ON NOVEMBER 14, 2019	
STACI JOHNSON	TABITHA WHITFORD
PRESIDENT, PNPHC	SECRETARY, PNPHC
KAYLEE MONROE	STACI JOHNSON
VICE PRESIDENT, PNPHC	TREASURER, PNPHC