

KANSAS PAINT HORSE ASSOCIATION
CORPORATION BY-LAWS

Approved by General Membership
January 10, 2009

ARTICLE I

SECTION 1. NAME: This organization shall be called the **KANSAS PAINT HORSE ASSOCIATION**. **The Kansas Paint Horse Association** shall be referred to as the **KPHA** or Association in the following By-Laws.

SECTION 2. PURPOSE: KPHA shall at all times be operated and conducted as a non-profit organization in accordance with the laws of the State of Kansas providing for such organizations and by which it shall acquire all such rights as granted to organizations of this kind.

The purpose of this Association shall be to promote and stimulate interest in the Paint Horse by encouraging Paint breeding for conformation, ability, and color; by promoting interest in the Paint as a breed; by sponsoring and/or encouraging all activities of the same nature in every way possible. To promote good horsemanship and good sportsmanship.

SECTION 3. LOCATION: KPHA shall cover the area of the state of Kansas, but its members may be residents of any state, territory, or country. The principal place of business shall be the address of the current duly appointed secretary; but business may be carried out at any place convenient to such members or officers as may be participating.

SECTION 4. CORPORATE SEAL: The seal of the corporation shall be in charge of the secretary.

ARTICLE II
MEMBERS

SECTION 1. Members of KPHA 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. By applying for membership, the applicant automatically agrees to be bound by and to abide by all rules, regulations and policies of the Association.

SECTION 2. There shall be no shares of stock and only one class of members, and membership shall be open to all persons who subscribe to the aims of the Association, abide by the rules and regulations and assist in furthering its purposes and objectives.

SECTION 3. All members while in good standing shall have equal rights, interest, and responsibilities with the respect to the Association 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. Membership in this Association shall be on a twelve-month calendar year. Individual memberships shall have one vote; family and ranch memberships will have two votes, youth members (persons under 19) cannot vote. Any member of the Association holding

office who is delinquent in dues shall be removed from office automatically. Whenever in these By-Laws the term member or members shall be used, unless otherwise specified, it shall mean a member or members having the right to vote.

Absentee and proxy voting are not allowed in any club meeting.

ARTICLE III **DIRECTORS**

SECTION 1. All persons nominated for, elected to, and serving in a position, as KPHA Board of Directors shall be a current paid member in good standing of KPHA for at least one year and during the term of their office. No members shall hold office without being at least 18 years of age. No two members of any family or firm may sit on the Board of Directors at one time.

SECTION 2. The business and property of KPHA shall be managed and controlled by the Board of Directors as the Executive Committee hereinafter created and empowered. Members of the Board of Directors may succeed themselves in office, but each person must be elected and re-elected individually.

SECTION 3. The Board of Directors shall consist of five members, elected by the membership to hold office for positions of two years each three positions to be elected on odd years and two positions on even years. Each director elected shall be a resident of Kansas. If a director misses two meetings without prior notification, he or she will automatically be dropped from the Board of Directors and replaced at the next meeting of the Board. If any Director or Officer fails to properly discharge his or her duties, he or she may be removed from office by a quorum vote of the Board of Directors. Members present constitute a quorum.

SECTION 4. In case of any vacancy on the Board of Directors, the remaining Directors by affirmative vote of a majority thereof may elect a successor, or the President shall appoint a successor to be approved by the Board of Directors to fill the unexpired portion of the term.

SECTION 5. The written contracts of KPHA shall be executed in behalf of KPHA by the President or Vice-President or their appointee and attested by the Secretary.

SECTION 6. The Board of Directors shall have the power and authority to make, amend, repeal, and enforce such rules and regulations, not contrary to law or the Certificate of Incorporation or these By-Laws, as they may deem expedient concerning the conduct, management and activities of the Association, the admission, classification, qualification, suspension and expulsion of members, removal of officers, the rules and regulations governing the procedure of such suspension and expulsion and removal, the fixing, and collecting of dues and fees, the expenditure of money, the awarding of championships, the conducting of shows, contest, exhibitions, races, sales, and social functions and other details relating to the general purposes of the Association. All, however, are subject to revision or amendment by the members at any regular or special meeting of the members, provided written notice of intention by any member to move the revision or specified amendment of any rules or regulations shall have been mailed to the President and the Secretary at least 60 days in advance of the meeting.

ARTICLE IV
OFFICERS AND DUTIES

SECTION 1. The officers of KPHA shall consist of a President, First Vice-President, Second Vice-President, Secretary, and a Treasurer. Officers shall be elected by the Board of Directors, and such officers shall hold office for a period of one year. The office of Secretary and Treasurer may be held by the same person, and need not be members of the Board of Directors, but may be appointed by the Board of Directors

THE PRESIDENT. The President shall be elected by and from the Board of Directors. The President may serve only two consecutive terms and shall be an ex-officio member of all committees. The President shall preside at all meetings with full voting rights and shall see that the By-Laws, rules and regulations of KPHA are enforced. In cases of a tie, the President's vote shall break all ties. The President shall perform all other duties that may be prescribed from time to time by the Board of Directors.

FIRST VICE-PRESIDENT. The First Vice-President shall be elected by and from the Board of Directors and shall act in the absence of the President and shall perform such duties as may be assigned by the President and Board.

SECOND VICE-PRESIDENT. The Second Vice-President shall be elected by and from the Board of Directors and shall act in the absence of the President and First Vice-President, and shall succeed the First Vice-President if the First Vice-President succeeds the President.

SECRETARY. The Secretary shall be appointed by the Board and may be appointed from the general membership. The Secretary shall be responsible for keeping corporate records, conducting correspondence, and maintaining the current membership. The Secretary will collect all monies due KPHA and turn same over to the Treasurer.

TREASURER. The Treasurer shall be appointed by the Board and may be appointed from the general membership. The Treasurer will be directly responsible for the proper management of all monies and property of KPHA and will prescribe the necessary record keeping to meet requirements of KPHA, State and Federal laws. The Secretary and Treasurer offices may be held by the same person. The accounts may be audited annually by the Board of Directors or such persons they may designate. The treasurer shall distribute a copy of the annual financial report to all members.

IMMEDIATE PAST PRESIDENT. Immediate Past Presidents will serve on the Board of Directors in a non-voting capacity for a term of one year.

ARTICLE V
COMMITTEES

SECTION 1. The Board of Directors shall appoint such standing committees as it deems proper. Members who serve on any committee so appointed shall be members in good standing with KPHA.

SECTION 2. The chairperson shall be appointed by the Board of Directors.

SECTION 3. All Committee recommendations must be approved by the Board of Directors prior to implementation. Committees may not authorize financial disbursements without prior approval of the Board of Directors.

ARTICLE VI **ELECTIONS**

SECTION 1. Elections shall be held annually on the date agreed upon by the Board of Directors. Each director shall be voted upon by written ballot by those present at the annual meeting. Mail-in votes are not allowed. The newly elected directors will be installed at the annual meeting.

SECTION 2. Thirty days written notice of the date, time and place of the general membership meeting shall be given to all members of KPHA. Electronic notification such as email shall constitute written notice. At said meeting, the General Membership shall elect members to the Board of Directors. Election of the directors shall be made by simple majority vote of those eligible voters present.

SECTION 3. The President shall appoint a nomination committee of no less than two or more than five members. The committee may consist of past presidents. The current President or his designate shall serve as chairman of this committee.

SECTION 4. The nomination committee shall nominate four candidates for election to the Board of Directors, said candidates to have given their prior consent to the nomination. The nomination committee shall be responsible for ballots, and tally thereof, and effect distribution of a ballot to each KPHA member in good standing.

SECTION 5. The nominating committee shall accept nominations from the floor, not to exceed six, so long as they have given consent to their nomination.

ARTICLE VII **MEETINGS**

SECTION 1. The regular annual meeting of the members shall be held at such times and place may be fixed by resolution of the Board of Directors for the purpose of installing or electing directors and for the transaction of such other business as may be brought before the meeting.

Notice of the annual 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 15 days prior to the date of such meeting. Electronic notification such as email shall constitute written notice.

SECTION 2. 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 notice signed by not less than twenty percent of the members in good standing.

Notice of each special meeting indicating briefly the object or objects thereof shall be given in the same manner as provided with respect to notice of annual meetings. Only business listed on the agenda can be voted upon at this special meeting.

SECTION 3. Any meeting of the members held in accordance with the foregoing provisions as to notice, the members attending such meeting, present in person shall constitute a quorum of the members for all purposes.

SECTION 4. Any officer of KPHA may call the meeting of the members to order and may act as chairman of such meeting, precedence being given as follows: President, First Vice-President, Second Vice-President, Secretary and Treasurer. In the absence of all such officers, members present may elect a chairman to preside over said meeting.

The Secretary 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 5. The Board of Directors shall meet at least twice a year and at such other times as deemed appropriate by the President or a majority of the Board of Directors. One such meeting shall be held in the first half of the year and the last regular meeting is to be held in the last half of the year. Stated times and places of the two mandatory regular meetings may be set by rule and no notice of the meeting shall be required, or the meeting may be held at a time and place set by the President or a majority of the Directors and notice of such meeting shall be given 15 days prior to the date of the meeting.

Conference calls or polling Directors by phone shall constitute a meeting. Electronic voting by email or other such means shall be allowed provided each board member is clearly identifiable from such method and vote is received timely. All votes shall be duly recorded by the Secretary and reported on the appropriate minutes.

ARTICLE VIII **AMENDMENTS**

These By-Laws may be amended at any official annual meeting by an affirmative vote, by written ballot of two thirds of the members present at the meeting. Proposed amendments shall be sent in writing to the Secretary at least 60 days in advance of the meeting so that they appear on the notice of the annual meeting.

ARTICLE IX **RULES**

The Board of Directors is responsible for establishing the rules consonant with and supplementary to the Constitution and By-Laws for the general administration of the business of KPHA. The rules shall be published by the members, with revisions published when sufficient changes to the rules warrant a new publication.

ARTICLE X **INDEMNIFICATION**

SECTION 1. Each director, officer and committeeman of said Association shall be indemnified by the Association against all costs, expenses and liabilities reasonably incurred by him or her in connection with or resulting from 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 Association, 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 of 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 rights shall be in addition to any other rights to which such director, officer, or committeeman may be entitled as a matter of law.

SECTION 2. It is a condition of membership in this Association that members agree to work within the Association to resolve disputes relating to the operating of the Association. In the event a member or former member of the Association resorts to legal action against the Association, director, officer, or member; the parties pursuing the action shall post a bond sufficient to pay all the attorney's fees, cost and expense of the action and shall pay said legal cost and expenses to the Association unless a Court Order in the Judgment and Decree of the case relieves the party of the obligation. The obligation to pay attorney's fees, cost and expenses, includes those attorney's fees, costs and expenses of directors, officers and members of the Association named in the suit pursuant to the indemnification provision in above Section.

ARTICLE XI
DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall; after paying or making provision for the payment of all of the liabilities of the corporation; dispose of all the assets of the corporation; exclusively for the purpose 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 (5) of the Internal Revenue Code of 1954 (or 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.

These bylaws were reviewed and revised January 10, 2009

President

First Vice-President

Second Vice-President

Treasurer

Secretary