

BY-LAWS OF THE HIGH PLAINS PAINT HORSE CLUB, INC.

ARTICLE I NAME, LOCATION, AFFILIATION, AND PURPOSE

SECTION 1: THE NAME OF THIS ORGANIZATION SHALL BE "HIGH PLAINS PAINT HORSE CLUB, INC." REFERRED TO HEREAFTER AS THE "CLUB".

SECTION 2: THE CLUB SHALL INCLUDE THE GENERAL AREA OF WESTERN KANSAS, WESTERN NEBRASKA AND EASTERN COLORADO AND SHALL BE HEADQUARTERED AT THE ADDRESS OF THE CURRENT SECRETARY. HOWEVER, BUSINESS MAY BE CONDUCTED AT ANY PLACE CONVENIENT TO SUCH MEMBERS AND OFFICERS AS MAY BE PARTICIPATING. MORE PRECISELY THE CLUB AREA SHALL INCLUDE THE FOLLOWING COUNTIES OF EACH STATE: COLORADO – ADAMS, ARAPAHOE, BACA, BENT, BOULDER, CHEYENNE, CROWELY, ELBERT, KIOWA, KIT CARSON, LARIMER, LAS ANIMAS, LINCOLN, LOGAN, MORGAN, OTERO, PHILIPS, PROWERS, SEDGEWICK, WASHINGTON, WELD AND YUMA. KANSAS – CHEYENNE, CLARK, COMANCHE, DECATUER, EDWARDS, ELLIS, FINNEY, FORD, GOVE, GRAHAM, GRANT, GRAY, GREELEY, HAMILTON, HASKELL, HODGEMAN, KEARNY, KIOWA, LANE, LOGAN, MEADE, MORTON, NESS, NORTON, PAWNEE, PHILLIPS, RAWLINS, ROOKS, RUSH, SCOTT, SEWARD, SHERIDAN, SHERMAN, STANTON, STEVENS, THOMAS, TREGO, WALLACE, AND WICHITA. NEBRASKA – ARTHUR, BANNER, BLAINE, BOX BUTTE, BROWN, CHASE, CHERRY, CHEYENNE, CUSTER, DAWES, DAWSON, DUEL, DUNDEE, FRANKLIN, FRONTIER, FURNAS, GARDEN, GOSPER, GRANT, HAYES, HITCHCOCK, HOOKER, KEARNEY, KEITH, KEYAPAH, KIMBALL, LINCOLN, LOGAN, LOUP, MCPHERSON, MORRILL, PERKINS, PHELPS, RED WILLOW, SCOTTSBLUFF, SHERIDAN, SIOUX, AND THOMAS.

SECTION 3: THE CLUB IS AFFILITATED ON A REGIONAL BASIS, WITH THE "AMERICAN PAINT HORSE ASSOCIATION" OF FORT WORTH, TEXAS, REFERRED TO HEREAFTER AS "APHA".

SECTION 4: THE CLUB SHALL BE OPERATED AS A NON-PROFIT CORPORATION, AS PROVIDED BY THE LAWS OF THE STATE OF COLORADO, FOR THE FOLLOWING PURPOSES:

- A. TO PROMOTE AND ENCOURAGE GOOD HORSEMANSHIP AND GOOD SPORTSMANSHIP.
- B. TO PROMOTE AND STIMULATE INTEREST IN THE PAINT HORSE ON A REGIONAL BASIS BY EDUCATING THE PUBLIC ABOUT THE QUALITIES OF THE BREED.
- C. TO PROMOTE THE SHOWING OF REGISTERED PAINT HORSES IN HALTER, PLEASURE, TRAIL RIDING, RACING AND ALL ACTIVITIES IN THE SAME NATURE IN EVERY WAY POSSIBLE AND TO SPONSOR PAINT HORSE SHOWS IN THE AREA.
- D. TO COOPERATE FULLY WITH OTHER REGIONAL PAINT HORSE CLUBS AND WITH THE APHA TO FURTHER THE CAUSE OF THE PAINT HORSE BREED.

SECTION 5: PLACE OF BUSINESS. THE PRINCIPAL OFFICE OF THE CLUB SHALL BE THE ADDRESS OF THE DULY ELECTED SECRETARY, BUT BUSINESS OF THE CLUB MAY BE CONDUCTED AT ANY LOCATION ESTABLISHED BY THE BOARD OF DIRECTORS.

ARTICLE II MEMBERSHIP DUES AND PRIVILEGES

SECTION 1: ANY PERSON OR ORGANIZATION, SUCH AS, BUT NOT LIMITED TO BUSINESS, CORPORATION, INSTITUTION OF LEARNING, WHO IS INTERESTED IN THE PAINT HORSE BREED AND IN THE FURTHERING OF THE PURPOSES OF THIS CLUB, IF NOT DISAPPROVED BY THE BOARD OR DIRECTORS. MEMBERSHIP AND BUSINESS SHALL BE ON A CALENDAR YEAR BASIS.

SECTION 2: THERE SHALL BE FIVE CATEGORIES OF MEMBERSHIP AVAILABLE WITH DUES SET FORTH AT THE ANNUAL MEMBERSHIP MEETING.

- A. ADULT – WHICH ALLOWS THE MEMBER, 19 YEARS OF AGE OR OLDER, ALL PRIVILEGES OF THE CLUB.
- B. FAMILY – (HUSBAND AND/OR WIFE AND ALL CHILDREN UNDER 19 YEARS OF AGE), WHICH ALLOWS ALL PRIVILEGES OF THE CLUB TO EACH ADULT MEMBER. EACH CHILD UNDER 19 SHALL HAVE ALL PRIVILEGES EXCEPT THE RIGHT TO VOTE OR HOLD OFFICE.
- C. YOUTH – UNMARRIED, 18 YEARS OF AGE OR YOUNGER AS OF JANUARY 1 OF ANY GIVEN YEAR.
- D. HONORARY LIFETIME MEMBERSHIPS – MAY BE AWARDED TO PERSONS WHO MADE OUTSTANDING CONTRIBUTIONS TO THE ADVANCEMENT OF THE PAINT HORSE. THESE AWARDS ARE TO BE MADE ON THE RECOMMENDATION OF THE BOARD OF DIRECTORS AFTER APPROVAL OF THE MAJORITY OF MEMBERS PRESENT AT A REGULAR OR SPECIAL MEMBERSHIP MEETING. HONORARY LIFETIME MEMBERS WILL HAVE ALL THE RIGHTS AND PRIVILEGES OF THE CLUB AND BE SUBJECT TO ALL OF THE BY-LAWS IN THE SAME MANNER AS ANY OTHER ADULT MEMBER.
- E. ASSOCIATE – SUCH AS, BUT NOT LIMITED TO BUSINESS, CORPORATION, INSTITUTION OF LEARNING. AN OFFICIAL REPRESENTATIVE OF SAID ASSOCIATE MEMBERSHIP SHALL HAVE ALL RIGHTS AND PRIVILEGES EXCEPT THE RIGHT TO HOLD OFFICE.

SECTION 3: MEMBERSHIPS ALLOW HORSES OWNED BY THESE MEMBERS TO COMPETE FOR HIGH POINT YEAR-END AWARDS GIVEN BY THE CLUB, AS STIPULATED BY THE CLUB SHOW RULES.

SECTION 4: MEMBERS HAVE THE PRIVILEGE AND RESPONSIBILITY TO VOTE, HOLD OFFICE, SERVE ON COMMITTEES AND OTHERWISE HELP ON THE GENERAL OPERATION OF THE CLUB, EXCEPT AS STATED IN SPECIFIC MEMBERSHIP CATEGORIES.

SECTION 5: MEMBERSHIPS ARE NOT TRANSFERABLE OR REFUNDABLE.

SECTION 6: ANNUAL DUES MAY BE PAID ANY TIME AFTER THE ANNUAL MEMBERSHIP MEETING. MEMBERSHIP SHALL BE CONSIDERED TO BE A PERIOD FROM JANUARY 1 THROUGH DECEMBER 31 OF A CALENDAR YEAR. ANY MEMBER NOT RENEWING HIS/HER MEMBERSHIP BEFORE FEBRUARY 1 SHALL BE CONSIDERED DELINQUENT, BUT SHALL BE IMMEDIATELY REINSTATED UPON PAYMENT OF DUES. DELINQUENT MEMBERS SHALL BE DROPPED FROM THE MAILING LIST AS OF APRIL 1 IN ANY GIVEN YEAR.

SECTION 7: MEMBERS ABUSING OR MIS-USING THEIR PRIVILEGES MAY HAVE THEIR MEMBERSHIP REVOKED AT THE DISCRETION OF THE BOARD OF DIRECTORS.

ARTICLE III
BOARD OF DIRECTORS, OFFICERS, AND DUTIES

SECTION 1: PROPERTY, FUNDS AND AFFAIRS OF THE CLUB SHALL BE DIRECTED BY THE BOARD OF DIRECTORS, WHO SHALL BE ELECTED INDIVIDUALLY FROM THE MEMBERSHIP AT THE ANNUAL MEETING.

SECTION 2: DIRECTORS AND OFFICERS ELECTED SHALL BE MEMBERS OF THE CLUB.

SECTION 3: THE BOARD OF DIRECTORS SHALL CONSIST OF NINE MEMBERS – THEY BEING: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, IMMEDIATE PAST-PRESIDENT, AND FOUR DIRECTORS FROM THE MEMBERSHIP AT LARGE. OFFICERS SHALL BE ELECTED FOR A TERM OF ONE YEAR AND DIRECTORS SHALL BE ELECTED FOR TWO-YEAR TERMS, TWO EACH ON ALTERNATING YEARS. THE IMMEDIATE PAST-PRESIDENT SHALL SERVE ON THE BOARD UNTIL A NEW PRESIDENT IS ELECTED. TERM OF OFFICE SHALL BEGIN AT THE CONCLUSION OF THE ANNUAL MEMBERSHIP MEETING. ALL MEMBERS OF THE BOARD SHALL BE MEMBERS IN GOOD STANDING OF HIGH PLAINS PAINT HORSE CLUB AND OFFICERS SHALL BE MEMBERS IN GOOD STANDING OF THE AMERICAN PAINT HORSE ASSOCIATION.

SECTION 4: THE PRESIDENT SHALL BE THE CHIEF EXECUTIVE OFFICER OF THE CLUB AND SHALL PRESIDE AT ALL BOARD AND MEMBERSHIP MEETINGS AND GENERALLY BE RESPONSIBLE FOR THE FUNCTIONING OF ALL ASPECTS OF CLUB BUSINESS. THE PRESIDENT WILL BE RECORDED AS THE “AGENT OF RECORD” FOR THE STATE OF COLORADO FOR THE CLUB AND WILL BE RESPONSIBLE TO MAINTAIN THE CORPORATION’S STATUS.

SECTION 5: THE VICE PRESIDENT SHALL ACT IN THE CAPACITY OF THE PRESIDENT WHEN THE PRESIDENT IS ABSENT AT ANY DULY CALLED MEETING OF THE BOARD OR MEMBERSHIP.

SECTION 6: THE SECRETARY SHALL, UNDER DIRECTION OF THE DIRECTORS, KEEP ALL RECORDS OF THE BUSINESS TRANSACTIONS OF THE CLUB. THIS PERSON SHALL BE RESPONSIBLE FOR ALL CORRESPONDENCE NECESSARY FOR THE PROPER FUNCTIONING OF CLUB ACTIVITIES. THE SECRETARY ALONE IS AUTHORIZED TO ACCEPT MEMBERSHIPS AND ISSUE MEMBERSHIP CARDS, MAINTAIN AND COMPLETE CURRENT MEMBERSHIP ROSTER, SEND NOTICE OF MEETINGS TO MEMBERS, COMMITTEES AND DIRECTORS OF THE CLUB AND MAKE NECESSARY ARRANGEMENTS FOR SUCH MEETINGS AND PERFORM SUCH DUTIES AS ORDINARILY PERTAIN TO THE OFFICE OF SECRETARY. THE SECRETARY WILL TURN ALL COLLECTED MONIES OVER TO THE TREASURER.

SECTION 7: THE TREASURER WILL BE DIRECTLY RESPONSIBLE TO THE PRESIDENT AND BOARD OF DIRECTORS FOR THE PROPER MANAGEMENT OF ALL MONIES AND PROPERTY OF HIGH PLAINS PAINT HORSE CLUB AND WILL PRESCRIBE THE NECESSARY RECORD KEEPING TO MEET REQUIREMENTS OF HIGH PLAINS PAINT HORSE CLUB. THE TREASURER SHALL PAY ALL BILLS INCURRED ON BEHALF OF THE CLUB. A COPY OF THE ANNUAL AUDIT REPORT WILL BE DISTRIBUTED TO ALL MEMBERS OF THE HIGH PLAINS PAINT HORSE CLUB AND THE TREASURER WILL SUBMIT A WRITTEN TREASURER’S REPORT AT THE FIRST ANNUAL MEMBERSHIP MEETING FOLLOWING THE CLOSE OF THE FISCAL YEAR. A WRITTEN TREASURER’S REPORT WILL BE PRESENTED TO THE BOARD AT EACH BOARD MEETING AND GENERAL MEMBERSHIP MEETING. THE TREASURER WILL FILE THE CORPORATE REPORT ON AN ANNUAL BASIS AND MAINTAIN FINANCIAL RECORDS IN ACCORDANCE WITH RECOMMENDATIONS OF THE CPA. THE CORPORATE

RECORDER WILL MAKE SURE THE ANNUAL IRS CORPORATE RETURN IS FILED AS WELL AS THE FLORIDA STATE INCOME TAX RETURN AND 1099'S IN ACCORDANCE WITH STATE/FEDERAL REGULATIONS.

SECTION 8: ANY VACANCY WHICH OCCURS IN THE POSITIONS OF VICE-PRESIDENT, SECRETARY, TREASURER OR ANY BOARD MEMBER, EXCEPT THE IMMEDIATE PASTPRESIDENT, SHALL BE FILLED FROM THE ELIGIBLE MEMBERSHIP BY THE PRESIDENT, WITH THE APPROVAL OF THE BOARD. THIS APPOINTEE SHALL SERVE THE REMAINING UNEXPIRED TERM. IF A VACANCY OCCURS IN THE POSITION OF IMMEDIATE PASTPRESIDENT, THAT POSITION SHALL REMAIN VACANT UNTIL A NEW PRESIDENT IS ELECTED.

SECTION 9: A MAJORITY OF THE DIRECTORS MUST BE PRESENT IN ORDER TO CONSTITUTE A QUORUM AND CONDUCT OFFICIAL BUSINESS AT ANY BOARD MEETING.

SECTION 10: ANY FUNCTIONS OF THE CLUB NOT SPECIFICALLY COVERED BY THESE BYLAWS SHALL BE RESOLVED BY THE BOARD OF DIRECTORS IN ACCORDANCE WITH THE APHA BY-LAWS.

ARTICLE IV MEETINGS AND ELECTIONS

SECTION 1: THE ANNUAL MEMBERSHIP MEETING SHALL BE HELD SOMETIME AFTER THE LAST APPROVED HIGH PLAINS PAINT HORSE SHOW OF THE SEASON AND BEFORE DEC. 31ST AT SUCH SPECIFIC TIME AND PLACE AS DIRECTED BY THE BOARD, AT WHICH TIME ELECTIONS SHALL BE HELD. OFFICIAL NOTICE OF MEMBERSHIP MEETINGS SHALL BE MAILED TO ALL MEMBERS NO SOONER THAN 30 DAYS NOR LATER THAN 10 DAYS BEFORE THE MEETING DATES.

SECTION 2: SPECIAL MEMBERSHIP MEETINGS MAY BE CALLED AT SUCH TIME AND PLACE AS DESIGNATED IN THE NOTICE WHENEVER CALLED IN WRITING BY DIRECTION OF THE PRESIDENT, BY A MAJORITY OF THE BOARD OF DIRECTORS, OR BY NOTICE SIGNED BY NOT FEWER THAN TWENTY PERCENT (20%) OF THE MEMBERS THEN IN GOOD STANDING. NOTICE OF SUCH SPECIAL MEETINGS, INDICATING BRIEFLY IT'S PURPOSE, SHALL BE SENT IN THE SAME MANNER AS THE ANNUAL MEETING.

SECTION 3: A QUORUM SHALL CONSIST OF THE MEMBERS, IN GOOD STANDING, IN ATTENDANCE AT A DULY CALLED MEETING.

SECTION 4: NOMINATIONS – THE PRESIDENT SHALL APPOINT A NOMINATING COMMITTEE 3 MONTHS PRIOR TO THE ANNUAL MEMBERSHIP MEETING. THE NOMINATING COMMITTEE CHAIRMAN SHALL PREPARE AND PRESENT A SLATE OF NOMINEES FOR EACH OFFICE AND DIRECTOR POSITIONS TO BE ELECTED TO THE BOARD OF DIRECTORS FOR APPROVAL 1 MONTH PRIOR TO THE ANNUAL MEMBERSHIP MEETING. ADDITIONAL NOMINEES CAN BE ACCEPTED FROM THE FLOOR AT THE ANNUAL MEMBERSHIP MEETING.

SECTION 5: ELECTIONS – THE ELECTION OF OFFICERS AND DIRECTORS WILL BE CONDUCTED AT THE ANNUAL MEMBERSHIP MEETING. VOTING BY PROXY IN HIS ABSENCE IS NOT ALLOWED. ONLY ADULT MEMBERS IN GOOD STANDING WILL BE PERMITTED TO VOTE.

- A. BALLOTS – BALLOTS WITH THE SLATE OF NOMINEES ARE HANDED OUT OR PRESENTED TO THE MEMBERS IN GOOD STANDING AT THE ANNUAL MEETING. VOTES ARE TABULATED FOR EACH OFFICER PRIOR TO PROCEEDING TO THE

NEXT OFFICER TO BE ELECTED. MEMBERS MUST BE IN ATTENDANCE AND NOMINATIONS FROM THE FLOOR CAN BE ACCEPTED. ABSENTEE VOTING IS NOT ALLOWED.

- B. ELECTIONS SHALL BEGIN WITH THE PRESIDENT. BALLOTS WILL BE COUNTED FOR EACH OFFICER PRIOR TO MOVING ON TO SUBSEQUENT OFFICERS SO THAT NOMINEES NOT ELECTED FOR POSITIONS MAY BE NOMINATED FOR SUBSEQUENT OFFICE AND/OR DIRECTOR POSITIONS.
- C. THE NOMINEE RECEIVING A SIMPLE MAJORITY OF VOTES SHALL BE ELECTED.
- D. RESULTS OF THE ELECTION SHALL BE FORWARDED TO THE APHA OFFICE WITHIN 14 DAYS OF THE ELECTION.

ARTICLE V COMMITTEES

SECTION 1: THE AUDIT COMMITTEE SHALL CONSIST OF A CHAIRPERSON, WHICH SHALL BE THE CURRENT VICE PRESIDENT, THE TREASURER AND A PERSON FROM THE MEMBERSHIP APPOINTED BY THE PRESIDENT. THE AUDIT COMMITTEE SHALL CONDUCT AN AUDIT OF THE TREASURER'S BOOKS AT THE END OF EACH BUSINESS YEAR AND AT SUCH OTHER TIME THE COMMITTEE DEEMS NECESSARY.

SECTION 2: THE SHOW COMMITTEE CHAIRPERSON SHALL BE APPOINTED BY THE PRESIDENT. THE CHAIRPERSON SHALL SELECT OTHER COMMITTEE MEMBERS FROM THE MEMBERSHIP OF THE CLUB. THE COMMITTEE SHALL MEET ON THE CALL OF THE CHAIRPERSON, PREPARE A RECOMMENDED PROGRAM FOR EVENTS SPONSORED BY THE CLUB AND PRESENT SAID PROGRAM TO THE BOARD. THE BOARD WILL REVIEW THE PROGRAM FOR PRESENTATION TO THE MEMBERSHIP. THE SHOW COMMITTEE IS ALSO RESPONSIBLE FOR MAINTAINING RECORDS FOR PRESENTATION OF YEAR END AWARDS.

SECTION 3: SPECIAL COMMITTEES – THERE MAY BE SPECIAL COMMITTEES, APPOINTED FROM TIME TO TIME, AT THE DISCRETION OF THE PRESIDENT OF THE CLUB.

ARTICLE VI INDEMNIFICATION

EACH OFFICER, DIRECTOR AND COMMITTEE MEMBER OF THE HIGH PLAINS PAINT HORSE CLUB SHALL BE INDEMNIFIED BY THE HIGH PLAINS PAINT HORSE CLUB AGAINST ALL COSTS, EXPENSES, AND LIABILITIES REASONABLY INCURRED BY HIM/HER IN CONNECTION WITH/OR RESULTING FROM ANY ACTION, SUIT OR PROCEEDING TO WHICH HE/SHE MAY BE MADE A PARTY BY REASON OF HIS OR HER BEING OR HAVING BEEN A DIRECTOR, OFFICER OR COMMITTEE MEMBER OF THE CLUB, EXCEPT IN RELATION TO MATTERS WHICH SHALL HAVE BEEN OCCASIONED BY THE WILLFUL MISCONDUCT OR DISHONESTY OF SUCH OFFICER, DIRECTOR OR COMMITTEE MEMBERS. 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 SUCH OFFICER, DIRECTOR OR COMMITTEE MEMBER MAY BE ENTITLED AS A MATTER OF LAW.

ARTICLE VII

AMENDMENTS

SECTION 1: THESE BY-LAWS MAY BE AMENDED AT ANY ANNUAL MEETING BY AN AFFIRMATIVE VOTE OF AT LEAST TWO THIRDS (2/3) OF THOSE MEMBERS PRESENT, PROVIDED THE PROPOSED AMENDMENT IS INCLUDED IN THE MEETING NOTICE.

SECTION 2: ANY MEMBER WISHING TO PROPOSE AN AMENDMENT MUST SUBMIT IT IN WRITING TO THE SECRETARY NO LATER THAN NOVEMBER 1 OF ANY GIVEN YEAR

ARTICLE VIII DISSOLUTION

ON THE DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS, SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL LIABILITIES OF THE CORPORATION, DISPOSE OF ALL THE ASSETS 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 SECTIONS 501.C(5) OF THE INTERNAL REVENUE CODE OF 1954 (OR CORRESPONDING PROVISION 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.

BE IT RESOLVED THAT THE FOLLOWING SET OF BY-LAWS ADOPTED THIS ELEVENTH DAY OF NOVEMBER, 2006 SHALL SUPERCEDE ANY AND ALL SETS OF BY-LAWS OF THE ORGANIZATION KNOWN AS THE "HIGH PLAINS PAINT HORSE ASSOCIATION", OR "THE HIGH PLAINS PAINT HORSE CLUB" AND SHALL GOVERN THE FUTURE ACTIVITIES OF THE "HIGH PLAINS PAINT HORSE CLUB, INC".