

Constitution and by-laws for Inland Northwest Paint Horse Club

Article I – Name, Purpose, Location and Corporate Seal

Section 1 – Name: This organization shall be named Inland Northwest Paint Horse Club. The official abbreviation shall be INPHC.

Section 2 – Purpose: The INPHC shall at all times be operated and conducted as a non-profit association in accordance with the laws of the state of Washington. The purposes of the INPHC are as follows:

- A. To promote and stimulate interest in the American Paint Horse
- B. To promote the American Paint Horse through horse shows, pleasure and trail riding, racing, and other activities
- C. To promote good horsemanship and good sportsmanship
- D. To educate the public about the qualities of the American Paint Horse
- E. To encourage membership at both the regional and national levels

Section 3 – Location: The principal office of the club shall be the address of the Registered Agent for the state of Washington, but business of the club may be conducted at any location established by the Board of Directors.

The INPHC shall include the following areas: Boundary, Bonner, Kootenai, Shoshone, Benewah, Latah, Clearwater, Nez Perce, Lewis, and Idaho counties – all in the state of Idaho. And the counties of Okanogan, Chelan, Kittitas, Yakima, Klickitat, Douglas, Grant, Benton, Franklin, Walla Walla, Grant, Adams, Lincoln, Ferry, Stevens, Pend O’Reille, Spokane, Whitman, Columbia, Garfield, and Asotin – all in the state of Washington.

Article II

Section 1 – Membership: Membership shall be open to all persons who subscribe to the aims of the club, abide by the bylaws and rules & regulations of the club, and assist in furthering the aims and objectives of the club. Membership shall be in accordance with the rules and regulations as adopted by the Board of Directors. Memberships are (a) Family, (b) Adult, and (c) Youth 18 years and younger. Dues shall be set annually by the Board of Directors. An active member is any member who has paid their current year’s dues.

Section 2 – Rights: All members shall have equal rights. Only one vote per adult member in good standing shall be legal.

Section 3 – Quorum: For the transaction of club business at a general membership meeting, a quorum shall consist of any three executive officers and three members in good standing. For the transaction of club business at board meetings, a quorum shall consist of fifty percent of the members of the board.

Section 4 – Meetings: The annual meeting shall be held in October of each year. October is the month in which the election of new officers will be held, unless voted on a quorum to temporarily change the election date.

Article III

Section 1 – Members: The Board of Directors shall consist of the elected officers of the club and one director for each 15 members (with no less than 3 directors). The immediate past-president shall be on the Board of Directors (if they are a current paid member). No more than one person living in the same household shall serve as a director or officer at the same time.

Section 2 – Power & Authority of the Board: The business and property of the INPHC shall be controlled and managed by the Board of Directors.

The Board of Directors shall have the power and authority to adopt, amend, repeal and enforce such rules and regulations as they deem expedient. This authority shall apply to such things, but is not limited to, management of the club, removal or suspension of officers or directors, suspension or qualification of members, expenditure of monies, auditing of the financial records, conducting club activities, or establishing committees.

Section 3 – Board of Directors Meetings: The Board of Directors shall meet at the call of the president or a majority of the Board members. Absentee or proxy voting will not be allowed at any board meeting. A quorum of the Board of Directors will consist of fifty percent of the members of the Board. No business shall be conducted without a quorum present. A simple majority vote of the Board members shall be sufficient to approve any matter brought before the Board for action. Roberts Rules of Order shall govern Board meetings.

All members in good standing shall receive written notice of all Board meetings which will include the date, time, and place a minimum of two weeks in advance of the meeting. The general membership may attend Board meetings as guests, but not participants. Exception: Executive sessions may be held as closed meetings as per Roberts Rules of Order. Actions of the Board are subject to ratification by the membership at the annual membership meeting.

Article IV – Officers and Duties

Section 1 – Officers: The officers of INPHC shall be the President, Vice-President, Secretary, and Treasurer. The Secretary and Treasurer may be the same person. Each officer shall be responsible for the following duties as well as any

other duties and responsibilities as assigned by the President or Board of Directors.

Section 2 – Duties: The President shall be the chief executive officer and shall preside at all meetings.
The Vice-President shall preside at all meetings where the President is absent.
The Secretary shall record minutes of all Board of Director and general membership meetings and shall maintain a current membership list.
The Treasurer shall collect, deposit, and disburse monies of the club and shall present financial reports at all membership meetings, accounting for all funds generated and disbursed by the club.

Section 3 – Vacancies: All vacancies of Officers or in the Board of Directors shall be filled by the Board of Directors for the unexpired term. Those appointed shall serve until the election of their duly qualified successor.

Article V – Election of Officers and Directors

Section 1 – Elections: The election of officers and directors will be conducted at the annual membership meeting in October. Proxy voting or assignment of one's vote to another person to vote in his/her absence is not allowed. Only adult members in good standing will be permitted to vote.

Section 2 – Term of Office: Officers and Board members shall serve for a term of one year from October to October.

Article VI – Amendments

To amend these bylaws, a 2/3 majority vote at two (2) consecutive meetings is required OR by a 2/3 majority of members present at a meeting called for the purpose with all members having fifteen (15) days written notice of the proposed change. Amendments approved by the membership become effective immediately.

Article VII – Indemnification

Each officer, director, and committee member of the INPHC shall be indemnified by the INPHC 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/her being or having been a director, officer or committee member of the INPHC, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such officer, director, or committee member. The foregoing right of indemnification shall cover amounts paid in the 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 – Dissolution

A proposal to disband the club must be voted upon by the members at either a special membership meeting or at the annual general membership meeting in October. A written notice of such proposal must be submitted to each member in good standing within 30 days of the special membership meeting, and 30 days in advance of the general membership meeting. In the event that the INPHC should disband, any monies remaining after all the obligations of the organization have been discharged shall be donated to the American Paint Horse Association Scholarship Fund.

Bylaws adopted this date: _____

Articles amended this date: _____

Approved signatures:

President _____

Vice-President _____

Secretary _____

Treasurer _____