

BY-LAWS OF THE MISSISSIPPI VALLEY APPALOOSA HORSE CLUB

ARTICLE I: NAME AND AFFILIATION

Section 1. Name. The name of the association shall be "MISSISSIPPI VALLEY APPALOOSA HORSE CLUB" herein after referred to as "MVApHC".

Section 2. Affiliation. "MVApHC" is affiliated with the APPALOOSA HORSE CLUB INC., of MOSCOW, IDAHO; which is the official registration body. Herein after referred to as the "ApHC".

ARTICLE II: PURPOSES

The stated purposes of "MVApHC" shall be:

- A. To promote the interest of the breed from a regional standpoint in cooperation with the programs and functions of the "ApHC" the parent organization, and regional appaloosa clubs affiliated with the "ApHC".
- B. To gain proper publicity through various functions sponsored by "MVApHC".
- C. To promote and stimulate a better understanding of the Appaloosa horse.
- D. To gain breed classes for Appaloosa horses registered in the ApHC in local, county, district and state horse shows and fairs.
- E. To forward historical data, bloodline records and general information, etc. to the Executive Secretary of the ApHC when it would be requested or helpful to him/her.
- F. To engage in any other lawful activities, as the Board may determine, or as the affairs of "MVApHC" may require and may exercise all of the rights and powers given to nonprofit corporations.

ARTICLE III: LOCATION & OFFICES

The location of "MVApHC" shall be the legal address of the secretary of "MVApHC".

ARTICLE IV: MEMBERS

Section 1. Divisions of Members. This association shall have three (3) divisions of voting memberships. These are Senior, Youth, and Family. Senior members are members over eighteen (18) years of age. Youth members are aged eighteen (18) and under as of January 1. Family members are parents and children aged eighteen (18) years and under residing under the same roof.

Section 2. General Privileges and Obligations. Active memberships in good standing shall have equal rights and privileges, except as otherwise limited by these bylaws. All members shall obey and be bound by these bylaws, by the rules and regulations adopted from time to time by the Board and by the decisions and actions of the Board.

Section 3. Appointment of Members. Any person who is in good standing with the ApHC and who has interest in Appaloosa horses may become a member. Any such person making proper application for membership and submitting the current year's dues shall be elected to membership by the Board effective on the date of application. This association will not discriminate on the basis of age, sex, race, religion or national origin.

Section 4. Voting Rights. Each membership shall carry the privilege of one vote in all called elections and/or meetings of "MVApHC". Membership must be in force at least 30 days prior to voting in any election. Each membership over nineteen (19) years of age shall be entitled to one vote on each matter submitted to a vote of the

members. A family membership is considered to have one vote per qualifying member over 19. No member shall be entitled to vote whose dues are not paid.

Section 5. Disciplinary Rules. Members may be disciplined, expelled, or suspended for cause by affirmative vote of the majority of the members of the Board after an appropriate hearing. Any member who is in default in the payment of annual dues shall be considered an inactive member.

A. Cause. Cause is generally regarded as disorderly conduct in debate, any form of indebtedness to this or any other regional Appaloosa association or the "ApHC", disorderly conduct in association activities, or violation of such rules and regulations as adopted from time to time by the Board of Directors.

B. Appropriate Hearing. After charges have been preferred against a member, the Secretary shall send the accused written notice to appear before the Board of Directors within thirty (30) days at the time and place appointed in said notice, and furnish a copy of the charges. Failure to obey the notice is cause for summary expulsion. The member will not be deprived of any privileges while the case is pending.

At the appointed meeting, the case will be heard by the Board of Directors. The Board will present charges in the case to the accused. The accused will then be allowed to make an explanation and provide any evidence and/or witnesses so desired. Both parties shall be allowed to cross-examine the witnesses and introduce rebutting testimony.

When all the evidence has been presented, the accused shall retire from the meeting. The Board shall deliberate upon the charges, and act by vote upon the question of expulsion or other punishment proposed. No member shall be expelled or suspended by less than a two-thirds vote.

Section 6. Resignation. Any member may resign by filing a written resignation with the Secretary. Such resignation shall not relieve the member so resigning of any obligations, assessments or other charges for which the member became liable prior to resignation.

Section 7. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board may, by the affirmative vote of two-thirds of the Directors, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 8. Transfer of Membership. Membership in the association shall not be transferable.

Section 9. Dues. Membership fees which includes current year's dues will be set by the Board and approved by the general membership. They shall become due January 1st of each year and all correspondence will cease March 1st if dues are unpaid for the current year. Any dues not paid on time will cause delinquent membership and forfeiting of all points and voting rights. Receipts from "MVApHC" with membership cards shall be issued upon payment of dues. "MVApHC" shall send a notice of membership fees payable to all previous members at their last known address not less than 30 days prior to January 1st. This can be accomplished by a separate mailing or be part of the MVApHC newsletter - the "Appy Dispatch". All money received from membership fees and annual dues will be used for breed advertisements, expenses of the regional shows, breed promotion work, and other expenses as deemed appropriate to further the purposes of "MVApHC".

ARTICLE V: MEETINGS OF MEMBERS

- Section 1. Annual Meetings. An annual meeting of the members shall be held in the first quarter of each year as determined by the Board, for the purpose of receiving annual reports and the transaction of such other business as may come before the meeting. Another annual meeting shall be held with the awards banquet. All members in good standing are encouraged to attend all meetings.
- Section 2. Special Meetings. A special meeting of the members may be called by the President, or no less than four (4) members of the Board of Directors, or by no less than thirty percent (30%) of the general membership. Any persons that desire a special meeting of the membership, and meeting the requirements as stated in these bylaws, shall present to the Secretary a written notice stating the purpose of the meeting, and affixed with the appropriate number of signatures necessary to validate the request. (Signature of four (4) or more directors or 30% of the membership.)
- It will then become the responsibility of the Secretary to determine the place and time of the meeting. The meeting shall be held at the same location as the regular general membership meetings if possible, and not more than twenty-eight (28) days after receiving the request for such meeting.
- Section 3. Place of Meeting for any Annual or Regular Meeting. The Board may designate any place within "MVApHC's" territorial jurisdiction for any annual or regular meeting called by the Board. A central meeting place for "MVApHC's" needs will be established by the Board.
- Section 4. Notice of Meetings. Written notice stating the place, day and hour of any special meeting of members shall be delivered by mail to each membership entitled to vote at such meeting, not less than fourteen (14) nor more than twenty-eight (28) days before the date of such meeting, by the Secretary. The notice of a special meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's last known address with postage thereon prepaid. Notice of all regularly scheduled meetings will be published in the "Appy Dispatch".
- Section 5. Information Action of Members. Any actions required by "MVApHC" bylaws to be taken at a meeting of the members may be taken without a meeting if a consent is obtained in writing by all member entitled to vote with respect to the subject matter thereof.
- Section 6. Quorum. Thirty percent (30%) of the voting members present at any annual or special meeting of members shall constitute a quorum at such meeting.
- Section 7. Voting. At any special, regular, or annual meeting of members, a membership entitled to vote may vote only in person and not by proxy.
- Section 8. Manner of Acting. A simple majority of the votes entitled to be cast on a matter to be voted upon by members present at a meeting shall be necessary for the adoption thereof, unless a greater proportion is required.

ARTICLE VI: BOARD OF DIRECTORS

- Section 1. General Powers. The affairs of the association shall be managed by its Board of Directors. The Board shall take whatever action deemed necessary to carry out the primary purpose of "MVApHC".
- Section 2. Number, Tenure, and Qualifications. The Board of Directors shall consist of seven (7) to nine (9) directors. Seven (7) or eight (8) directors will be used only if participation dictates. Three (3) Directors shall be elected each year for three (3)

year terms. During each election, the election committee will try to ensure that the board contains nine (9) directors. The general membership shall elect three (3) officers from the Board during the general meeting held with the awards banquet. The officers will be: President, Vice-President, and Treasurer. These officers shall serve a term of one year beginning January 1 and ending December 31 of each year. Both old and new officers/directors will attend the December Board meeting. The Secretary shall be appointed by the President with final approval by the Board. Only if on the Board will the Secretary have a vote. The two (2) individuals with the highest number of votes and not obtaining a seat on the Board of Directors, will serve as alternates. An officer can serve more than two consecutive terms in the same office as long as they are willing to continue serving and are running unopposed or until the board of directors decide to end their term. There will not be more than one (1) Officer or Director from any household on the Board. Any officer or director must be a Senior member aged nineteen (19) or older. Any officer or director must be a member of the MVApHC and have their MVApHC dues paid prior to assuming their elected position or during the first board meeting of the new year.

- Section 3. Regular meetings. A regular annual meeting of the Board shall be held without other notice than these bylaws immediately preceding, and at the same place as, the annual meeting of members. The Board may provide by resolution the time and place, within "MVApHC's" territorial jurisdiction, for holding of additional regular meetings of the Board without other notice than such resolution. A Board of Directors meeting should be scheduled prior to each membership meeting unless deemed unnecessary by the Board.
- Section 4. Special Meetings. Special meetings of the Board may be called by the President or no less than four (4) directors, by following the procedure outlined in ARTICLE V, Section 2 of these bylaws.
- Section 5. Notice. Notice of any regular or special meeting of the Board shall be given no less than seven (7) days previously thereto by written notice sent by mail or telegram to each director at the director's last known address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The notice shall state the purpose of which the special meeting has been called.
- Section 6. Quorum. A majority of the number of directors fixed by Section 2 of this ARTICLE VI shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a quorum is present at said meeting, a majority of directors present or a sole director present may adjourn the meeting from time to time and, if necessary, to a different place, without further notice.
- Section 7. Manner of Acting. The act of a majority of directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.
- Section 8. Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, death or resignation shall be filled by the member receiving the highest number of votes from the previous year's election. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any director missing three (3) consecutive meetings shall be removed and replaced unless excused by the Board of Directors.

- Section 9. Removal. Any director may be removed from office, with cause, at any meeting of the Board called expressly for that purpose, by a two-thirds majority vote.
- Section 10. Compensation. Directors shall not receive any salaries and/or compensation for their services as directors or officers.
- Section 11. Informal Action of Directors. Any action required by the "MVApHC" bylaws to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors.

ARTICLE VII: OFFICERS

- Section 1. Officers. The officers of "MVApHC" shall be President, Vice-President, Secretary and Treasurer. The Vice-President and Treasurer shall be voting members of the Board. The President will vote only to break a tie vote.
- Section 2. President. The President shall be the principal executive of the association and shall in general supervise and control all of the business and affairs of the association. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer authorized by the Board, any deeds, mortgages, bonds, contracts and other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws, or by statute to some other officer or agent of the association; and in general, the President shall perform such other duties incident to the office of President and such other duties as may be prescribed by the Board from time to time, and will be a member ex-officio of all committees.
- Section 3. Vice-President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.
- Section 4. Secretary. The Secretary shall keep full and accurate minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records, keep a register of the post office address of each member which shall be furnished to the Secretary by such members; and in general, perform all duties incident to the Office of Secretary and such other duties as may from time to time be prescribed by the Board. The Secretary shall assure all motions made and seconded at all meetings will be voted on and the results of such vote accurately included in the appropriate minutes of the meeting. The Secretary shall include in the minutes of the meeting the names of all Officers, Directors, Members and Guests present. The Secretary shall also reserve show dates with the "ApHC".
- Section 5. Treasurer. The Treasurer shall keep or cause to be kept correct and complete records of accounts showing the financial condition and results of operations of "MVApHC". The Treasurer shall be legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of "MVApHC". The Treasurer shall deposit all funds of "MVApHC" on coming into the Treasurer's hands in depositories to be approved by the Board of Directors. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board. The Treasurer shall disburse funds of "MVApHC" as directed by the

Board and all such disbursements shall be countersigned by an Officer. All expenditures and receipts must be approved by the Board at the next regularly scheduled meeting. The Treasurer shall also provide the Board at all regularly scheduled meetings a financial statement showing all income and expenditures and the financial condition of "MVApHC". The Treasurer will retain all receipts for every and all expenditures and will assist in a yearly audit of the books of "MVApHC".

Section 6. Sergeant at Arms. The Sergeant at Arms may be appointed by the President or the board at each meeting and is empowered to maintain order and limit discussion to assure the subject at hand is relative to the motion under discussion.

ARTICLE VIII: ELECTIONS

Section 1. Nominations Committee. A Nominations Committee consisting of two (2) to four (4) members appointed by the Board will be formed two (2) meetings prior to September 30. The Nominations Committee will contact all eligible members (as described in Article VIII Section 2) and present a slate of all willing persons to serve as candidates for Officers and Directors at the next regularly scheduled Board meeting. Write-in candidates are permitted if the write-in candidate meets the election qualifications.

Section 2. Eligibility to Serve. In order to be elected to any office, or to serve as a member of the Board of Directors, a member shall be a member in good standing. No two (2) eligible voting members of an immediate family residing at the same address shall be eligible to hold office or directorship. Any Officer or Director must be a Senior member age nineteen (19) or older.

Section 3. Ballots. Official ballots will be numbered and printed on colored paper and only original ballots will be counted. Ballots will be mailed to all memberships of good standing over the age of nineteen (19) by a disinterested party appointed by the Board. All Ballots will be mailed no later than thirty (30) days prior to September 30. Members must return the Ballots to the designated address by mail so as all Ballots are postmarked no later than ten (10) days prior to September 30. Ballots will be considered mailed when the Ballots are deposited in the United States mail.

Three (3) people will be appointed by the Board to receive and count the Ballots at the October meeting. The appointees will be present when opening and counting Ballots.

ARTICLE IX: COMMITTEES

In January of each year the President shall appoint at the first scheduled Board meeting the following committees to serve for the ensuing year:

- 1) FINANCE
- 2) BY-LAWS
- 3) FUTURITIES
 - a) STALLION AUCTION
 - b) OPEN FUTURITY
 - c) CLOSED FUTURITY
- 4) PROMOTIONS AND PUBLICITY
- 5) AWARDS
- 6) MEMBERSHIP
- 7) SHOWS
- 8) ACTIVITIES/CLINICS

- 9) JUDGES
- 10) YOUTH/QUEEN
- 11) BANQUET
- 12) CREDENTIALS

Also, the President shall appoint as necessary the Newsletter editor (also called the "Appy Dispatch" editor) and the Pointkeeper for the ensuing year. The Board may add or delete committees from this list as it may deem necessary from time to time. Each committee shall have a chairperson that will report to the Board at each regularly scheduled meeting. The chairperson is responsible to assure that their report is submitted to another committee member if they will be absent or to the President if no committee member along with themselves will be present at the scheduled Board meeting. No committee shall take any action without prior approval of the Board.

ARTICLE X: POINT SYSTEM

- Section 1. Adoption. The Board shall adopt a point system for determining those qualifying for and receiving year end awards. Once adopted, the point system must remain in effect for the current show season. The Board may revise the point system for the upcoming show season and from time to time as it deems necessary to not conflict with "MVApHC" rules. The rules of the point system shall be published in the "Appy Dispatch" when so changed by the Board.
- Section 2. Pointkeeper. The Pointkeeper shall keep points toward year end awards in the format set forth by the Board. The most current point standings shall be published in the latest issue of the "Appy Dispatch".
- Section 3. Shows. The number of shows to be approved and the classes competing for year end awards will be established by the Board prior to the beginning of the show season. The show season is considered to be concurrent with the national club.
- Section 4. Other Rules. In the case of dual ownership (as registered) of a horse competing for year end awards all owners must be members in good standing. In the case of "and/or" it is considered a single ownership.

ARTICLE XI: AMENDMENTS

- Section 1. Proposed Amendments. Proposed amendments to these bylaws shall be submitted in writing to the "MVApHC" Secretary. The Secretary shall submit the proposed amendments to the Board for the Board's consideration and recommendation.
- Section 2. Approval. If approved by the Board, the proposed amendment shall be submitted to the membership at the next regularly scheduled meeting if notice of such amendment has been duly made. A majority of two-thirds vote of the membership present at a meeting will constitute approval of a bylaw amendment.

ARTICLE XII: OTHER DEFINITIONS

- A) "Appy Dispatch" shall mean the periodic publication of MVApHC.
- B) "BOARD" and/or "DIRECTORS" shall mean the Board of Directors of MVApHC.
- C) "Inactive Member" shall mean a person who has not paid dues, has no voting rights, receives no "Appy Dispatch" or any other privileges given a member of the MVApHC.

ARTICLE XIII: SHOWS

- Section 1. Sponsor. "MVApHC" will sponsor/cross accredit at least two (2) shows annually.
- Section 2. Judges. Judges for sponsored shows will be recommended by the Judges Committee and approved by the Board.

ARTICLE XIV: INDEMNIFICATION

"MVApHC" shall indemnify to the fullest extent permitted by the Nonprofit Corporation Law any person who is made or threatened to be made, a part to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action by or in the name of "MVApHC"), by reason of the fact that the person is or was a director or officer of "MVApHC" or serves or served at the request of "MVApHC" as a director or officer of any other corporation. The entitlement of any person to indemnification hereunder and the amount of that indemnification shall be determined in accordance with the procedures and other provisions set forth in the Nonprofit Corporation Law in effect at the time of the determination.

ARTICLE XV: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- Section 1. Contracts. The Board may, by the affirmative vote of two-thirds of the directors present at a duly constituted meeting, authorize any officer or officers, agent or agents of "MVApHC", in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of "MVApHC" and such authority may be general or confirmed to special instances.
- Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of "MVApHC" shall be signed by such officer or officers, agent or agents of "MVApHC" in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or duly named by the Board.
- Section 3. Deposits. All funds of "MVApHC" shall be deposited from time to time to the credit of "MVApHC" in such banks, trust companies or other depositories as the Board may approve.
- Section 4. Gifts. The Board may accept on behalf of "MVApHC" a contribution, gift, bequest or device for the general purpose or for any special purpose of "MVApHC".

ARTICLE XVI: BOOKS AND RECORDS

"MVApHC" shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of "MVApHC" may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time. Audits shall be performed annually by a committee appointed by the Board.

ARTICLE XVII: FISCAL YEAR

The fiscal year of "MVApHC" shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XVIII: DISSOLUTION

Upon dissolution or final liquidation of "MVApHC", after payment or provision of payment of all the liabilities of "MVApHC" the remaining assets of "MVApHC" shall be distributed to the "ApHC" for the express purpose of breed promotion and/or youth program enhancement.