

Arizona Appaloosa Association, Inc.

An Arizona Corporation

By-Laws

Revised 2013

Article I

The Arizona Appaloosa Association is a not-for-profit corporation which is affiliated with the Appaloosa Horse Club, Inc. of Moscow, Idaho, The National Chapter. Its principle location will be in Maricopa County, Arizona.

Article II

The purpose of the Club shall be to promote the civic, economic and social welfare of cities, towns and counties in the State of Arizona by the improvement of the Appaloosa breed horse, and the fostering of standard of husbandry, breeding, horsemanship and sportsmanship; and to cooperate in advancing this purpose by any known media of advertisement, especially radio, television, newspapers, periodicals and the Internet to gain breed recognition of registered Appaloosa horses in local, county district, State and National horse shows and fairs.

Article III

The membership of the Corporation shall consist of individual memberships and family memberships, and they shall have all rights as set for in these by-laws. Any person desiring membership and proves their interest in the Appaloosa breed horse, may become a member. The annual dues shall be determined by the Board of Directors and are due for any year on January 1. Memberships which are not paid by January 20 of the current year shall be considered delinquent and will be dropped from the roster. Those members abusing their privileges of membership by violating rules of parliamentary procedure or engaging in conduct unbecoming a lady or gentleman shall have their membership revoked by a two-thirds vote of the Board of Directors.

All monies received from membership dues shall be used for breed advertising, expenses of regional shows, promotion of the Appaloosa horse, and purposes of the Club in general.

Each membership shall have one vote at the annual meeting for the election of the Board of Directors. At each meetings a sergeant -at-arms shall be appointed by the President; is shall be his/her duty to remove any person from the meeting who fails or refuses to recognize of the control of the Chairperson of the meeting or creates a disturbance in the opinion of the Chairperson of the meeting.

Article IV

Annual Meeting: An annual meeting of the membership shall be held once a year at a time and place fixed by the Board of Directors, for the purpose of electing directors and for transacting of such business as may properly come before the meeting.

Special Meetings: A special meeting of the members may be called by the President, the Board of Directors, or not less than twenty-five (25%) percent of the members having voting rights.

General Meeting: General Meetings or activity meetings may be called at the discretion of the President. Notice of any meeting must be given prior to seven (7) days before the meeting. A quorum for conducting any meeting shall be fifteen (15%) of the paid up members.

Article V

Nomination of Directors: The Board of Directors may appoint an Election nominating committee consisting of three (3) members of the Board of Directors and/or three (3) members of the general membership. The election committee shall be established not less than 30 days prior to the annual meeting. Nominations may be made from the floor up to the end of the Board meeting prior to the elections.

Number, Tenure and Qualifications: The number of Directors shall be nine (9) persons who shall be individual members. Elections shall be held annually in which five Board Members shall be elected one year, while the remaining four Board Members are elected the following year. Two Alternate Board Members shall be elected annually who shall serve to replace elected Board Members in the event of Board Member resignation, absence, death or termination-for-cause. The general membership shall also elect a President and Vice-President. See Article VI for further details.

Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The persons or person authorized to call special meetings of the Boards may fix any place within Arizona as the place for holding any special meeting of the Board called by them.

Quorum: A simple majority of the Board of Directors shall constitute a quorum of the transaction of business at any meeting of the Board.

Manner of Acting: The act of a majority of the Directors present a meeting at which a quorum is present be the act of the Board of directors, unless the act of a greater number is require by law of by these by-laws.

Vacancies: Any vacancy occurring in the Board of Directors or any directorship shall be filled by an Alternate Board of Director, as appointed by the President.

Four (4) consecutive absences of any Board Member of the Board of Directors meetings and/or general membership meetings, excluding special meetings, will mean automatic dismissal from the Board.

Article VI

Officers: The general membership shall elect a President and Vice President at the annual meeting. The incoming President shall appoint a Secretary and Treasurer prior to the first meeting in January. The term of these officers shall begin on January 1st and last until December 31st of the following year.

Removal: Any officer, elected or appointed, may be removed by a two-thirds vote the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Vacancies: A vacancy in any officer because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

The President: The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation, and in general such other duties as may be prescribed by the Board of Directors from time to time.

Vice-President: In the absence of the President or in the event of his/her 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 restriction upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. In the event of a tie vote by the Board of Directors, the Vice-President shall break the tie.

Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of ARITLCE VIII of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or Board of Directors; and shall provide a current financial report to the Board at each Board of Directors meetings. Additional reports may be requested by the President or by the Board of Directors from time to time.

Secretary: The Secretary shall keep the minutes of the meetings of members and the Board of Directors in one or more books providing for the purpose; see that all notices are duly given in accordance with the provisions of the by-laws or as required by law, be custodian of the Corporation records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office addresses of each member, which shall be furnished to the Secretary, by such member; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Article VII

Committees: Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted

by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such a resolution, members of each such committee shall be members of the Corporation and the President of the Corporation shall appoint the members. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

Article VIII

Contracts: The Board of Directors may authorize any officer or officer's agents or agent of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Checks, Drafts, Etc.: All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation for amounts of \$500 or greater.

Deposits: All funds of the Corporation shall be deposited within seven days to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may be selected.

Gifts: The Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequests, or devise for the general purposes or for any specific purposes of the corporation.

Article IX

Certificate of Membership: The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Secretary. The name and address of each member, the ApHC member number, and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilate or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Issuance of Certificates: When a member has been elected to membership and has paid any initiation fees and dues that may then be required, a certificate of membership may be issued in his/her name and delivered to him/her by the Member Services Director, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section I of this ARTICLE IX.

Article X

Books and Records: The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having

any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and address of the members entitled to vote. All Books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Article XI

Fiscal Year: The fiscal year of the Corporation shall end on December 31 of each year.

Article XII

Seal: Reserved

Article XIII

Conduct & Order of Business of Meetings: Except as required by statute or as otherwise provided in these By-Laws, shall be in accordance with Robert's Rule of Order.

Order of Business: Order of Business of the membership meetings shall be as follows:

1. Roll Call
2. Approval of minutes
3. Treasurers Report on all receipts and disbursements since the last meeting
4. Approval of the Treasurers report
5. Reports of Committees
6. Old Business
7. New Business
8. Election of Directors & Officers (applies to Annual Meeting only)
9. Adjournment

The order of business of the Board of Directors shall be stated above as they apply to the business of the Board.

Article XIV

Amendments to By-Laws: These By-Laws may be altered, amended or repealed and new by-laws may be adopted by a three-quarters vote of the Board of Directors called for that purpose.

KNOW ALL PERSONS BY THESE PRESENTS: That we, the undersigned, being all members of the Board of Directors, hereby acknowledge the foregoing By-Laws and adopt them as the by-laws of said Corporation.

IN WITNESS THEREOF, we have hereunto subscribed our names this ____day of January, 2013.

/s/ Kelly Potter
/s/ Robert Pinckard
/s/ Kathy Turner
/s/ Sonja Berry
/s/ Tori Broadbent
/s/ LuAnn Bickford

/s/ Linda Gilgosch
/s/ Sandy McNatt
/s/ Mary Ann Page
/s/ Lisa Pope
/s/ Shannon Wilson