

**BYLAWS OF THE
TEXAS APPALOOSA HORSE
CLUB, INC.**

ARTICLE I

Name, Mission, and Purpose Statement

Section 1.01. This corporation shall be known as the Texas Appaloosa Horse Club, Inc (“TAHC”).

Section 1.02. The mission of the Texas Appaloosa Horse Club, Inc is to grow the Appaloosa horse community through various equine program and events where every activity benefits horses, breeders, owners and exhibitors alike.

Section 1.03. The purpose of the Texas Appaloosa Horse Club, Inc. is to promote and improve the quality of the Appaloosa horse; to promote exhibits, events, contests, expositions and shows; to promote the training of Appaloosa horses; to promote interest in Appaloosa horses among younger horse enthusiasts, to cooperate with and aid in every way possible the programs and functions of the Appaloosa Horse Club, and to uphold the policies of the Appaloosa Horse Club.

ARTICLE II

Members

Section 2.01. There will be one class of LIFETIME membership and each lifetime member will have one vote. The vote of lifetime members will not be transferable by proxies or otherwise. There will be one class of REGULAR membership and each regular member will have one vote. The vote of regular members will not be transferable by proxies or otherwise. There will be one

class of YOUTH membership. Youth members shall be for those persons eighteen (18) years of age and under on January 1 of the current year. YOUTH members will have all rights and privileges of LIFETIME and REGULAR members, except the right to vote. All persons, firms, partnerships, ranches, farms and organizations interested in the philosophy and ideals of the TAHC may become members.

Section 2.02. Each LIFETIME member, REGULAR member and YOUTH member shall pay those dues that from time to time shall be determined by the Board of Directors. Said dues shall become due and payable on January 1st of each year and shall be delinquent after February 15th. Delinquent members will forfeit all rights and privileges of participation in any activities of the TAHC. Every member, by virtue of paying his/her dues, shall be deemed to have agreed to comply with all provisions of the Bylaws and other rules and regulations of the TAHC.

ARTICLE III

Membership Meetings

Section 3.01. The annual meeting of the membership of the TAHC shall be held at a place and date determined by the Board of Directors. This shall be published by the TAHC in a public forum as deemed adequate by the Board of Directors to give reasonable notice to such membership.

Section 3.02. Special meetings of the membership may be called by a majority of the Board of Directors or by the President. Notice of the time and place of the holding of any such special meeting of the membership shall be sent by email or regular mail to all members at the address

indicated in the Association records at least ten (10) days prior to such meeting.

Section 3.03. The number of voting members of the TAHC required to constitute a quorum to conduct business in any meeting shall be as determined from time to time by the Board of Directors.

ARTICLE IV

Officers

Section 4.01. The officers of the TAHC shall be elected by and from the Board of Directors and shall consist of a President, President Elect, Secretary, and Treasurer. The officers, except the President, shall be elected at the fall meeting of the Board and serve until the close of the next fall meeting of the Board or until their successors are duly elected or until they are replaced for cause by majority vote of the Board of Directors.

Section 4.02. The **President** shall preside at all meetings of the TAHC and at all meetings of the Board of Directors. He/She shall appoint all committees and committee chairmen. She/he shall perform such duties and exercise such other powers as are usually incident to such office. The President is an ex-officio member of all committees.

Section 4.03. The **President Elect** shall perform the duties of the President whenever the President is absent from any meeting and such other duties and responsibilities as assigned by the President or Board of Directors.

Section 4.04. The **Secretary** shall keep and safeguard a complete and accurate record of all proceedings of the TAHC, its Board of Directors and committees. He/She shall have possession of their records, attend to the proper publication of all reports, conduct official correspondence, attest documents, and perform such other duties as are usual to such office or as may be required by the TAHC. The secretary shall also issue notice on call to the Board of Directors and members, keep the membership roll, issue membership cards, and conduct, supervise, count and record the balloting of all elections.

Section 4.05. The **Treasurer** shall have custody of all monies of the TAHC and shall keep regular books of accounts. He/She shall oversee the disbursement of the funds of the Club in Payment of just demands against the Club, taking proper vouchers for such disbursement. He/She shall render to the annual meeting of the Club, the Executive Committee, and Board of Directors, Finance Committee, from time to time as may be required of him/her, an accounting of all his/her transactions as Treasurer and of the financial condition of the association. Written financial statements for the calendar year shall be presented to the membership at each annual meeting.

Section 4.06 Executive Committee shall consist of the President, President-Elect, Immediate Past President, Secretary and Treasurer of the TAHC. This committee will serve as the hearing committee for all disciplinary actions and would also serve as a planning committee to allow for a smoother flow of business and goals between incoming and outgoing Presidents. Recommendations from the Executive Committee will be brought before the Board of Directors for final review and approval.

ARTICLE V

Board of Directors

Section 5.01. The management of the affairs, property, business and control of policy is vested in the Board of Directors.

Section 5.02 Any official of the Appaloosa Horse Club may be present at a Board of Directors meeting and join in discussion.

Section 5.03. The Board of Directors of the TAHC shall consist of the current officers, the Immediate Past President, and ten (10) additional members with five (5) elected from each of two voting districts. Said districts shall be North Texas comprising all of Texas north of the 31st latitude and South Texas comprising all of Texas south of the 31st latitude. The ten (10) additional members will have revolving terms rotating in two sets of two-year cycles. Additionally, the President may appoint four (4) Directors-at-large for a one-year term. All members of the Board must be TAHC members in good standing.

Section 5.04. The Board of Directors will meet annually prior to the annual membership meeting to conduct business deemed necessary for the Club. Other meetings of the Board of Directors may be called by the President or five (5) members of said Board of Directors on at least ten (10) days prior written notice delivered electronically or by regular mail. Prior notice may be waived by a vote of six (6) members in favor of such waiver.

Section 5.05. Six (6) members shall constitute a quorum at any meeting of the Board of Directors. A majority of such quorum may decide any business that comes before this meeting.

Section 5.06. Each member of the Board of Directors shall accept the responsibility of attending all meetings. In the event that a member fails to attend three (3) consecutive meetings, such member shall be removed from the Board of Directors.

Section 5.07. Any vacancy on the Board of Directors shall be filled by the President with confirmation by the Board.

Section 5.08. “Vote by mail or facsimile or electronic mail” procedure may be used by the Board of Directors when requested by two members and approved by the Executive Committee. A copy of the statement or motion from the Secretary shall be sent to each member and with “approval” or “disapproval” written and signed by the member. It must be returned to the Secretary within five (5) days. The results of the voting will be tabulated and reported to the members within three (3) days. The results of voting, when properly conducted, shall have the same force and as effect as though resulting from a Board of Directors meeting.

Section 5.09. The President shall vote only in the event of a tie vote of those members voting.

Section 5.10. The Board of Directors shall appoint a **Show Secretary** from outside of the elected Directors. The position may be a paid position with the remuneration decided by the Board. The Show Secretary shall have the duty to carry out and oversee all actions attendant to sponsoring a

horse show, including but not limited to, meeting all the requirements of the Appaloosa Horse Club, keeping track of all points earned, both National and local, act as Show Manager at all shows.

Section 5.11. Indemnification: TAHC shall indemnify and hold harmless any officer, director, director at large, employee, their personal representatives and heirs, against reasonable legal expenses, judgment, and expenses of settlement which TAHC previously approves, actually and reasonably incurred in connection with an actual or threatened legal proceeding. If such person acted legally, in good faith and was duly authorized to act on behalf of TAHC in the transaction from which legal liability arose which was official TAHC business (except in relation to matters as to which she/he shall have been guilty of negligence or misconduct in respect to the matter in which indemnity is sought). To preserve this right of indemnity, such litigation, whereupon TAHC shall have the right to direct defense thereof, including, but not limited to, selection of counsel, and direction of settlement negotiations.

ARTICLE VI

Elections

Section 6.01. Prior to the annual membership meeting each year, candidates for election to the Board of Directors will be nominated by electronic or regular mail by the members living in the voting district of the nominee. The names of the top six candidates in each district receiving the most nominations and accepting the nomination will be placed on the ballot and mailed or emailed to the whole membership. Results of the election will be announced at the annual membership

meeting.

Section 6.02. Any lifetime or regular member in good standing of the TAHC may vote at the annual meeting.

ARTICLE VII

Amendments

Section 1. Suggestions for repeal, modification or amendment of the Bylaws may be made by two-thirds (2/3) vote of all lifetime and regular members in good standing present and voting. Such changes may be adopted by two-third (2/3) vote of the Board of Directors at any regular or special called meeting of the Board of Directors.

Section 2. Bylaws may also be changed or amended by two-thirds (2/3) vote of the Board of Directors at two (2) consecutive meetings provided that such proposed changes be published to the membership of the TAHC thirty (30) days prior to the second of the two (2) consecutive meeting where after lifetime and regular members in good standing of the Association may express written opinion of the proposed changes to Secretary of the Club who shall inform the Board of such opinions. The Board of Directors shall consider these opinions in its decision to ratify or further modify or amend such Bylaw changes as voted upon at the second of such two (2) consecutive meetings. Such changes and amendments to the Bylaws so voted by the Board of Directors shall become effective on January 1 of the following year.

ARTICLE VIII

Distribution of Assets Upon Dissolution of the Association

Upon the dissolution of the TAHC, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Club, dispose of all the assets of the Club exclusively for the purposes of the Club as determined by the Board of Directors at the time of dissolution. Any such assets not so disposed shall be disposed by a court of competent jurisdiction in the county in which the principle office of the TAHC is then located.

Adopted November 20, 2019
Effective January 1, 2020