

APHA ZONE 8 COORDINATING COMMITTEE, INC.

AMENDED AND RESTATED BY-LAWS

Originally Adopted January 29, 1994

And as Amended on June 24, 2019

ARTICLE I

Name, Purpose, Location

SECTION 1. Name. This corporation shall be called the APHA Zone 8 Coordinating Committee, Inc. from and after January 1, 2003. (The name of the corporation prior to January 1, 2003 was the APHA Zone 5 Coordinating Committee, Inc.)

SECTION 2. Purpose and Objective. The purpose and objectives of this council shall be:

- a. To stimulate Zone-wide activity towards the promotion of horses registered in the American Paint Horse Association.
- b. Encourage Regional Club and National Association membership.
- c. Provide a strong representative voice on behalf of the needs and problems of the Zone to the National Association.
- d. Assist in solving major Zone problems.
- e. Provide a coordinating committee to coordinate and/or sponsor annual shows.
- f. Disseminate information from National Directors and Committee members regarding Committee and National activities.
- g. Initiate and/or discuss and provide general Zone opinion of proposed APHA rule changes
- h. Become a line of communication to all clubs concerning outstanding promotional ideas that would benefit Zone, Club and/or members.
- i. And other such activities as may be desired.

SECTION 3. Place of Business. The principal place of business shall be within the State of Ohio, Office of the Treasurer, but its members or officers may be residents of the states within Zone 8, being the states of Ohio, Michigan, Kentucky and Indiana. The business may be carried on at any place convenient to such members or officials, of whom may be participating.

The corporation will continuously maintain within the State of Ohio a registered office and agent in compliance with the Non-Profit Corporation Act, which agent and office shall be designated by the Board of Directors. Any change in the registered office or change in the registered agent shall be accomplished with the Non-Profit Corporation Act.

## ARTICLE II

### Members

SECTION 1. Membership. Members of Zone 8 shall be admitted, retained, expelled and suspended in accordance with such rules and regulations as the Board of Directors may from time to time adopt. Membership is limited to only those regional organizations or clubs recognized by the American Paint Horse Association within the boundaries of the states of Zone 8 and each individual representative shall be elected or appointed by each regional club that is entitled to be a member of Zone 8.

SECTION 2. Admission to Membership. Each regional club shall be admitted to active membership and entitled to vote thereby upon the payment of any reasonable membership fee or contribution to capital of the corporation as established from time to time by the Board of Directors. All fees or contributions are due and payable before the annual membership meeting. An application for membership shall be evidenced by a letter or other writing from any of the regional club presidents expressing a desire to become an active member to pay the fees set forth by the corporation and an appointment of the respective director representatives. Membership participation, however, is not mandatory, pursuant to the current APHA rule.

SECTION 3. Term. Membership shall be on a Calendar Year basis.

SECTION 4. Annual Membership Meeting. The annual meeting of the members shall be held at such time and place as may be fixed by resolution of the Board of Directors. Notice of the Annual Meeting shall be given by email, posted on website, and posted to the club's social media page stating the time and place of such meeting to each member in good standing and to each other regional club that is entitled to membership, not less than 10 nor more than 60 days prior to the date of such meeting.

SECTION 5. Special Meetings. Special meetings of the members may be held at such time and place as may be designated in the notice, whenever called by the Chairman or by a majority of the Board of Directors or by notice signed by not less than twenty percent (20%) of the members then in good standing. Notice of each meeting indicating briefly the subject or objects thereof shall be given in the same manner as provided with respect to notice of Annual Meeting.

SECTION 6. Quorum. At any meeting of the members held in accordance with the foregoing provisions as to notice, the members attending such meeting shall constitute a simple majority of the members and/or Board of Directors. Absentee or vote by proxy is not allowed in the annual membership meeting or any special membership meeting.

SECTION 7. Conduction of Meeting. Any officer of the Coordinating Committee may call the meeting of the members to order and may act as chairman of such meeting, precedence being given as follows: Chairman, Vice-Chairman, and Immediate Past Chairman.

The Secretary of the Zone 8 Coordinating Committee shall act as the Secretary of all meetings of the members but, in his or her absence, the acting Chairman may appoint any person to act as Secretary of the meeting.

SECTION 8. Member Defined. Whenever in these By-Laws the term member or members shall be used, unless otherwise specified, it shall mean a Regional Club recognized by the American Paint Horse Association in good standing having the right to vote.

### ARTICLE III

#### Board of Directors

SECTION 1. The business and property of the Zone 8 Coordinating Committee shall be managed and controlled by the Board of Directors and an Executive Board hereafter created and empowered. The Board of Directors and the Executive Board shall possess, and may exercise, any and all powers granted to the corporation under the State of Ohio Non-Profit Corporation Act and its Articles of Incorporation.

#### Election of Directors.

- A. To determine the total number of directors to be elected in any election year, the following steps shall be taken:
  1. Each state may have up to 4 directors, whom have residency within his/her represented state.
  2. Director allocation shall be made annually following the APHA National Convention in order to give consideration to newly approved regional clubs.
  3. The term "Representative Area" shall be defined as each state within Zone 8.
  4. After the number of directors have been established for the largest representative area within Zone 8, each remaining area shall share the allocation of directors equally between their respective regional clubs. If an equal division of directorship cannot be established in an area, the remaining director(s) shall be placed on an annual rotation basis between the respective regional clubs of that area.

- B. Each area will be allowed two (2) alternates. Alternates will only have director's voting privileges in the absence of a director from their representative area.
- C. Directors and alternates from each representative area shall be elected or appointed by their respective regional clubs.
- D. Each director elected or so appointed shall be a bona fide resident of his/her representative area and a member in good standing of the regional club that has duly elected him or her.
- E. No director may be elected to serve more than one regional club within his or her representative area.
- F. The Board of Directors shall be determined at the Year-end meeting of the corporation or January 1<sup>st</sup> of the appointed year. Each voting member shall notify the Zone Coordinating Committee of the name, address, telephone number, email and fax (if available) of each director representative and alternates within 30 days of said meeting.

SECTION 2. Term. The directors of the Representative Council shall hold office for a periods of one (1) year and until their successors are duly elected and qualified.

SECTION 3. Vacancy. In case of any vacancy in the Board of Directors by death, resignation or any other cause, the Chairman shall request the regional club in which the vacancy occurs to appoint a successor to serve the remainder of the unexpired term.

SECTION 4. Regular Meetings. The regular meetings of the Board of Directors shall be held immediately following the annual members meeting and no notice shall be required for any such regular meeting of the Board. The Board, by rule, may provide for other regular meetings at stated times and places, of which notice is required. Absentee or vote by proxy is not allowed in any meeting of the Board of Directors.

SECTION 5. Special Meetings. Special meetings of the board of Board of Directors shall be held whenever called by the direction of the Chairperson, or by two-thirds (2/3) of the directors, for the time being in office.

The Secretary shall give notice of each special meeting by email or telephone/text message of said notice to each director at least ten (10) days before the meeting, but such notice may be waived by any director. Unless otherwise indicated in the notice, any and all business may be transacted at a special meeting.

Any meeting at which every director may be present, even though without notice, any business may be transacted.

SECTION 6. Quorum. A majority of the number of directors present at any meeting, provided, however, that at least three (3) states are represented, shall constitute a quorum for the transaction of business, but if at any meeting of the Board there may be less than a quorum present, a majority of those present may adjourn the meeting from time to time, until a quorum shall be present.

SECTION 7. At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine.

SECTION 8. Written Contracts. The written contracts of the Zone 8 Coordinating Committee shall be executed on behalf of the Corporation by the Chairman or Vice-Chairman and attested by the Secretary and the corporate seal.

SECTION 9. At the regular meeting of the Board of Directors, the Board may proceed to the election of officers of the council.

SECTION 10. Powers of the Board of Directors. The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to law or the Articles of Incorporation of these By-Laws, as they may deem expedient concerning the conduct, management, and activities of the Council, the admission, classification, suspension and expulsion of members, removal of officers, the rules and regulations governing the procedure of such suspension and expulsion and removal, the fixing and collecting of dues and fees, regulations regarding auditing of the Coordinating Committee's financial records, awarding of year end awards, the conducting of a Zone-O-Rama for Zone 8 and all other details relating to the general purpose of the APHA Zone 8 Coordinating Committee.

SECTION 11. Actions of the Board of Directors. All actions of the Board of Directors are subject to revision or amendment by the members at any special or regular meeting of the membership provided that written notice of any intention to revise or amend has been emailed and/or mailed to all members at least 10 days in advance of that meeting.

SECTION 12. The Board of Directors, from time to time, may designate, or authorize the Chairman to designate or appoint other committees, not limited in the membership to Directors, in the management of the corporation, and whose members shall serve a one calendar year term.

#### ARTICLE IV

#### Executive Committee

SECTION 1. There is hereby created an Executive Board consisting of the Chairman, Vice-Chairman, the Immediate Past Chairman, the Secretary (if a member of the Board) and the Treasurer, and such other members as may be authorized from time to time by the Board of Directors, each for a term of one year and until the selection and qualification of his or her successor. Members of the Executive Board are eligible for re-election and appointment.

No member shall serve on the Executive Board without being a member of the American Paint Horse Association.

SECTION 2. The Chairman shall fill all vacancies in the Executive Board occurring between annual meetings of the Zone 8 Coordinating Committee.

SECTION 3. The Executive Board shall meet whenever and wherever called by the direction of the Chairman or three members of the Executive Board acting jointly, of which each meeting the Secretary shall give five (5) days written notice via email, but such notice may be waived by any member. Absentee or vote by proxy is not allowed in any meeting of the Executive Board.

SECTION 4. The Executive Board may act without conversing in meeting by written resolution signed by all the members thereof and duly entered in the Council's records. At all meetings of the Executive Board, fifty percent (50%) of the members shall constitute a quorum.

SECTION 5. All powers of the Board of Directors, except the power to change any By-Laws, are hereby vested in the Executive Board. All actions of the Executive Board are subject to ratification, revision or amendment by the directors at any regular or special meeting of the Directors.

SECTION 6. It shall be the responsibility of the Executive Board to report to the Board of Directors at its annual meeting.

SECTION 7. The Executive Board shall be responsible for the interpreting and deciding all questions or ambiguities that may arise in connection with the meaning, intent or purpose of any By-Law, rule, regulation, or other Zone 8 Coordinating Committee document or instrument.

SECTION 8. Other Executive Board Responsibilities.

A. To pay all costs, expenses and charges in connection with the administration of the corporation.

- B. To designate or authorize the Chairman to designate any other committees not limited in membership to Directors in the management of the corporation and whose members shall serve one-calendar year terms and eligible for re-appointment.
- C. To employ agents and attorneys for the administration of the corporation and, to this end, to delegate to such agents or attorneys such ministerial duties as are deemed proper. In no event, however, may the duties so delegated include determining the purpose for which the income and assets for the corporation are to be devoted or the selection of recipients of distributions from the corporation or the selection of activities in which the corporation shall engage.

## ARTICLE V

### Officers and Duties

SECTION 1. Personnel. The Officers of the Council shall be the Chairman, Vice-Chairman, Secretary, Treasurer and such other officers as may be authorized from time to time by the Board of Directors.

SECTION 2. Eligibility. Only members of the Board of Directors shall be eligible to serve as officers of the Council. Anything herein to the contrary notwithstanding.

SECTION 3. Term. Unless otherwise specified in any employment contract approved by the Board of Directors, the officers of the Council shall hold office for a period of one (1) calendar year and until their successors are elected and have qualified.

SECTION 4. Election. At the annual members meeting, the Directors shall nominate from the floor the officers for the next fiscal year and conduct all such elections of officers as necessary or appropriate.

SECTION 5. Chairman. The Chairman shall be the chief executive officer of the Council and shall preside at all meetings of the Board of Directors. He or she shall see that the By-Laws, rules and regulations of the Council are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors. He or she shall be ex-officio member of all committees.

Vice-Chairman. In the absence of the Chairman, the Vice-Chairman shall have the power and shall perform the duties of the Chairman and such other duties as may be prescribed by the Board of Directors.

Secretary. The Secretary shall be custodian of the records and documents of the corporation except the financial records; shall issue notices of all meetings; shall maintain a record of the proceedings of all meetings of the Board of Directors and of the Membership; and shall perform such other duties as the Board of Directors or the Chairman may direct.

Treasurer. The Treasurer shall take custody of all funds, gifts received and other assets of the corporation; place them in accounts in the name of the corporation in such banks or other depositories as the Board may direct; disburse such funds or other assets upon direction from the Board or the Chairman; keep and maintain accurate and complete financial records of the assets, receipts and disbursements and expenses of the corporation without specific resolution of the Board, but subject to ratification by the Board; and perform such other duties as the Board of Directors or the Chairman may direct.

SECTION 6. Vacancies. All vacancies of the officers of the Corporation shall be filled by the Executive Board for the unexpired term and those so appointed shall serve until the election and acceptance of their duly qualified successors.

SECTION 7. Inspection of Records. The Executive Board and Board of Directors reserve the right to authorize an attorney or certified public accountant to inspect all records of the corporation maintained by the Secretary and Treasurer for any proper purpose at any reasonable time.

SECTION 8. Bond. The Board of Directors may, in its discretion, require the Treasurer and/or any other officer or member to furnish a bond of a kind and in the amount required and approved.

## ARTICLE VI

### Amendments

The Board of Directors shall have the power to make, amend and repeal these By-Laws by vote of the majority of the Directors at any regular or special meeting of the Board, subject to the right of the members to rescind or amend such By-Laws in the manner provided in Article III, Section 10 hereof.

## ARTICLE VII

### Regional Clubs

SECTION 1. Only APHA Regional Clubs within the boundaries of Zone 8 shall be eligible for membership in the Zone 8 Representative Council.



SECTION 2. Membership participation shall be on a calendar year basis. A reasonable participation fee shall be paid for each annual membership, and this fee shall be due and payable immediately upon expiration of the previous membership. Variances determined by the Board of Directors.

SECTION 3. All Regional Clubs, while in good standing, shall have equal rights of representation to the Zone 8 Coordinating Committee in the manner provided in Article III, Sections 1 and 2 hereof.

SECTION 4. Responsibilities of a Participating Regional Club. It shall be the responsibility of a participating Regional Club to:

- A. Send the Zone Coordinating Committee a current list of their respective club representatives and maintain its current status. Provide the Zone Coordinating Committee with the names, addresses, and phone numbers of their duly elected directors and alternates no later than January 31<sup>st</sup> of the current year.
- B. Disseminate information concerning the Zone Coordinating Committee and its activities to the club membership.
- C. Cooperate with the Zone 8 Coordinating Committee by attempting to keep the Zone 8 Coordinating Committee meeting and activity dates free.
- D. Each Zone 8 Regional Club will provide representation to assist at the Zone 8 Z.O.R. show, which may be recruited personnel from another Regional Club; but must be noted and approved by the Board of Directors.

SECTION 5. Show Results. All Zone 8 Regional Clubs, that have paid dues and are participating in the Zone 8 Zone-O-Rama, are entitled to show results as follows:

1. A profit/loss report will be generated by the Treasurer and to be presented to the Board of Directors no later than the year end directors meeting.
2. Participation funds are to remain in the Zone 8 bank account to maintain a minimal balance of the account, which is determined by the Board of Directors, and may be refunded at discretion of the Board of Directors if said balance is met.
3. Net profits of the Zone 8 Z.O.R. show may be distributed between the participating Regional Clubs, at which no less than 25% of such monies is to be retained in the Zone 8 bank account, and the remaining profit would be distributed equally amongst the participating clubs, provided stipulations previously stated in Article VII, Section 4 have been met.

## ARTICLE VIII

### Zone-O-Rama Guidelines

SECTION 1. The Board of Directors and/or Executive Committee shall be responsible for the coordination and/or sponsorship of all Zone-O-Rama shows conducted with Zone 8 consistent with the rules and regulations set forth by the American Paint Horse Club (Rule SC-105) and may adopt such other rules and guidelines as to the conducting of such Zone-O-Rama shows.

SECTION 2. Sponsorship of a Zone-O-Rama show, at the discretion of the Board of Directors and/or Executive Committee, lies within the participation of the Zone 8 Regional Clubs. Profits are to be distributed as stated as such in Section 5 of Article VII hereof. In the event of a Net Loss, the financial burden lies with the Zone 8 Coordinating Committee and the assets of thereof, upon circumstances of insufficient funds held in the Zone 8 bank account(s), then each participating club will equally be held accountable for the deficit.

## ARTICLE IX

### Rules

SECTION 1. The Board of Directors and/or Executive Board is responsible for establishing the rules consistent with the Articles of Incorporation and By-Laws for the general administration of the business of the Zone 8 Coordinating Committee. The rules shall be published and distributed to the members, with revisions published when sufficient changes to the rules warrant a new publication. The Executive Board should conduct an annual review of the rules with a view towards updating.

SECTION 2. Conflicts. In any conflict between the By-Laws of the Zone 8 Coordinating Committee and the Rules and By-Laws of the American Paint Horse Association, the Rules of the American Paint Horse Association will govern.

SECTION 3. Zone Championship Shows. The Zone Paint Horse Championship Series will be offered annually to a selected State for first right of refusal. Each State, provided they meet the qualifications of the Zone Coordinating Committee, will share first right of refusal with the rotation set as follows:

- a. 2019 – Indiana
- b. 2020 – Kentucky
- c. 2021 – Michigan
- d. 2022 – Ohio

## ARTICLE X

### Indemnification

Each director, officer and committeeman of said Corporation shall be indemnified by the Corporation against all costs, expenses and liabilities reasonably incurred by him or her in connection with or resulting from any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a director, officer or committeeman of the Corporation, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such officer, director or committeeman. The foregoing right of indemnification shall cover amounts paid in settlement of any such action, suit or proceeding when such settlement appears to be in addition to any other rights to which such director, officer or committeeman may be entitled as a matter of law.

#### ARTICLE XI

##### Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispense all the assets of the corporation equally to each Regional Club in good standing. Dissolution of this corporation shall require not less than two-thirds (2/3) of the members' written consent and shall be in compliance with the laws of incorporation in the State of Ohio.

#### ARTICLE XII

##### Discipline

SECTION 1. Disciplinary action to any member shall be taken by the Executive Board as laid out in the APHA Rule Book. All members shall be given prior notice of their proposed action and shall be given a chance to appear in person before such Disciplinary Committee.

SECTION 2. This action may be invoked by the breaking of Zone 8 Coordinating Committee or APHA Rules or actions causing a bad reflection on this organization or the Paint Horse breed.

---

The above stated APHA Zone 8 Coordinating Committee By-Laws were approved and adopted by a majority of the Board of Directors and signed by the Executive Board members below.

Chairman: Anthony Truex Date: 6-27-19

Vice-Chairman: J. Larry Murfitt Date: 6-28-19

Secretary: Rachel Sackrider Date: 7/2/19

Treasurer: Rayann Kahl Date: 8/30/2019