

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2025

*These are the By-Laws of the Texas Paint Horse Club as approved by a two-thirds majority vote of the TPHC Members in attendance at the annual general membership meeting in via Zoom on December 21, 2022. Clarification of Member in Good Standing (Article II, Section 1) and “mail” communications (Article III, Section 1, D, 6).
General Rule and Regulations and General Show and Contest Rules and Regulations Changes approved by Board of Directors of the Texas Paint Horse Club at their board meeting on December 14, 2022.*

TABLE OF CONTENTS

BY-LAWS	3
ARTICLE I – Title, Objectives, Location, and Corporate Seal	3
ARTICLE II – Members	3
ARTICLE III – Directors	4
ARTICLE IV – Executive Committee	8
ARTICLE V – Officers and Duties	8
ARTICLE VI – Parliamentary Authority	13
ARTICLE VII – Amendments	13
ARTICLE VIII – Recall	13
ARTICLE IX – APHA Regional Club Requirements	14
ARTICLE X – Special Interest Clubs	16
ARTICLE XI – Youth Clubs	16
ARTICLE XII – APHA Racing Affiliates	17
ARTICLE XIII – Indemnification	17
ARTICLE XIV – Dissolution	18
GENERAL RULES AND REGULATIONS	19
GR-005 – Standing Committees	19
GR-010 – Proposed Rule Changes	22
GR-020 – Membership	22
GR-040 – Responsibility	23
GR-045 – Liability	24
GR-050 – Release Of Liability	24
GR-055 – TPHC Funds	24
GR-060 – Violations	24
GR-065 – Fraudulent Practices	25
GR-070 – Disciplinary Procedures	25
GENERAL SHOW AND CONTEST	28
Section 1. Registration Papers	28
Section 2. Coggins Test	28
Section 3. Identification	28
Section 4. Ownership	28
Section 5. Drug Testing	28
Section 6. Entry Forms	28
Section 7. Ring Stewards	28
Section 8. Year-End Award Qualifications	28
Section 9. All-Around Open Horse	29
Section 10. All-Around Youth, Amateur and Novice Amateur	29
Section 11. Points. Show & Year-End Awards	30
Section 12. Ties	30
Section 13. Longe Line and 2 Yr. Old Pleasure	30
Section 14. Combining Classes	30
Section 15. All-Day Fees	30
Section 16. Amateur Halter Classes	30
Section 17. Youth Class Divisions	30
Section 18. Equine Care	31
Section 19. Exhibitor Conduct	31

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2022

Section 20. Judges	31
Section 21. Show Secretary	31
Section 22. Working Order.....	31
Section 23. Safety Zone.	32
Section 24. Final Ruling.....	32
Section 25. APHA Rule Book.	32

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2022

BY-LAWS

ARTICLE I – Title, Objectives, Location, and Corporate Seal

Section 1. Title. This corporation shall be known as the Texas Paint Horse Club, Inc., and shall, at all times, be operated and conducted as a not-for-profit C corporation in accordance with the laws of the state of Texas, providing for such organizations and by which it shall acquire all such rights as granted to corporations of this kind. The official abbreviation shall be TPHC.

Section 2. Objectives. The purpose of this club shall be to promote and stimulate interest in the Paint horse by encouraging breeding for conformation, ability and color; by promoting interest in the Paint horse as a breed; by sponsoring and/or encouraging Paint horse classes in all horse shows, pleasure and trail riding, racing and all other activities of the same nature; by encouraging good horsemanship and good sportsmanship and by educating the public about the qualities of the Paint horse and the American Paint Horse Association.

Section 3. Place of Business. The principal place of business shall cover the area of Texas, but its members may be residents of any state, territory, province or country and business may be carried on at any place convenient to such members, or officials as may be participating. The principal place of business shall be the address of the current corresponding secretary and/or treasurer, but the business of the club may be conducted at any location established by the Board of Directors.

Section 4. Corporate Seal. The seal of the corporation shall be in the charge of the corresponding secretary.

ARTICLE II – Members

Section 1. Members of the club shall be admitted, retained, suspended and expelled in accordance with such rules and regulations as the members may, from time to time, adopt. Each member in good standing (**clarification: membership fees postmarked no later than June 30, no outstanding balances with TPHC, and has not been disciplined by the Club**) shall be entitled to one vote on all matters governed by the vote of the membership. In all matters governed by the vote of the members, each member in good standing shall be entitled to one vote. Exception: In the election of TPHC directors, only members in good standing of the current year shall be entitled to vote.

Section 2. The regular annual meeting of the membership 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 mailed or emailed to the membership at least ten (10) days in advance of that meeting.

Section 3. Special meetings of the members may be held at such time and place as may be designated in the notice, whenever called in writing by the direction of the president or by a

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2022

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 meetings.

Section 4. At any meeting of the members held in accordance with the foregoing provisions as to notice, the members attending such meeting shall constitute a quorum of the members for all purposes unless the representation of a larger number should be required by law. In that case the representation so required shall constitute a quorum. Absentee or vote by proxy is not allowed in the annual membership meeting or any special membership meeting.

Section 5. Any officer of the club may call the meeting of the members to order and may act as chairman of such meeting, precedence being given as follows: president, vice-president, recording secretary, treasurer, corresponding secretary. The recording secretary of the club shall act as secretary of the club of all meetings of the members, but in his or her absence the acting chairperson may appoint any person to act as the secretary of the meeting.

Section 6. Whenever in these By-Laws the term member or members shall be used, unless otherwise specified, it shall mean a member(s) in good standing having the right to vote. A member in good standing is defined as a member currently free of disciplinary restrictions. (See GR-070.)

ARTICLE III – Directors

Section 1. The business and property of the club shall be managed and controlled by the Board of Directors hereinafter created and empowered. Members of the Board of Directors may succeed themselves in office, but each person must be elected and reelected individually. Only one member from a family may serve on the Board of Directors at one time. Members of a family shall include a spouse, or common-law spouse as recognized by the state of Texas, domestic partner, mother, father, son, daughter, brother, sister, grandchild, legal ward, in-laws (father, mother, brother, sister, son, daughter), stepchild, half brother or half sister.

Election of Directors

- A.** The club shall have **at least seven (7) and no more than (18)** elected directors..
- B.** Beginning with the election of directors in the year **2016**, approximately one-third (1/3) of the directors will be elected annually, in groups of **six(6), six(6), and six(6)**, if applicable. Elected directors shall hold office for a term of three consecutive years or until their successors are elected and have qualified.
- C.** Each membership in good standing, whose membership fee has been postmarked no later than June 30th of the year the election is conducted, shall receive a ballot and be entitled to one vote.

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2022

D. A Nominating Committee, which must be comprised of directors, shall be appointed by the president and publicly announced. If possible, a portion or all of this committee shall consist of directors-at-large, (past presidents) or directors of three or more years of the Texas Paint Horse Club. The committee shall consist of no less than three (3) or more than five (5) members. The current president shall serve as chairman, or shall designate the chairman of this committee.

1. Recommendations from nominating committee members must be submitted to the whole Nominating Committee date of no later than September 1 of the election year.
2. To be eligible, each individual nominated and/or elected to serve, shall be a bona fide resident of the state of Texas, and a current TPHC member in good standing.
3. There may be only one director/alternate nominated or elected per TPHC membership as outlined herein in Article III, Section 1.
4. Individual nominations for directors from current TPHC members, must be forwarded to the Nominating Committee date of no later than September 1 of the election year.
5. The Nominating Committee shall prepare a ballot using its own nominations, individual self-nominations and qualified recommendations from the members' director nomination ballots. The number of nominees on the ballot is not to exceed twice that of available positions, plus space for write-ins. Ballots must be returned according to director election proceedings.
6. After October 1, of the election year, the Nominating Committee shall mail the ballot to each qualified member in good standing. Ballots must be returned to the Nominating Committee or its designated auditor, postmarked no later than November 1, (allowing a 30 day grace period) to be counted. **Clarification of "mail" includes any written communication that is delivered and/or received through electronic e-mail or traditional mail delivered by the US Postal Service.**

E. The nominee(s) receiving the highest number of votes on the ballot will be named to the available director(s) positions. The individual receiving the next highest number of votes, (if said individual has received a minimum number of ten (10) votes in the election) will be named the "first" voting alternate, to serve for one (1) year. The individual receiving the next highest number of votes, (if said individual has received a minimum number of ten (10) votes in the election) will be named as the "second" voting alternate, to serve for one (1) year.

1. When there are less nominees on the ballot than needed for the director position(s), the president may appoint those position(s). Write-ins may be considered.
2. Alternates will be appointed to standing committees with full voting privileges therein, but would only have director voting privileges in the absence of a current director.

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2022

F. In addition to the directors so elected, all past presidents of the club shall be and become lifetime directors-at-large. Directors-at-large may be appointed to a standing committee(s), with full voting privileges therein, but would have no voting privileges on the Board. The TPHC Board of Directors for the coming year must be determined at the regular year end meeting, of the current year. Directors shall take office upon adjournment of the outgoing directors at the regular December Board of Directors meeting.

Section 2. In case of any vacancy in the Board of Directors by death, resignation or any other cause, the president shall appoint a successor to serve the remainder of the unexpired term. The president shall, if applicable, appoint a successor from the list of alternates.

Section 3. A director or alternate must not miss more than four (4) general monthly director's meetings per annual calendar basis starting January 1 of each year, and must answer roll call at the time it is taken to assure a record of their attendance. Failing to do this, the director or alternate shall be replaced after having missed four (4) meetings.

Section 4. The regular annual meeting of the Board of Directors shall be held at such time and place as may be fixed by resolution of the Board of Directors, prior to the annual membership meeting. 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, no notice shall be required. Absentee or vote by proxy is not allowed in any TPHC meeting.

Section 5. Special meetings of the Board of Directors shall be held whenever called by direction of the president, or by two-thirds of the directors in office at that time. The recording secretary shall give notice of each special meeting by emailing, mailing or telephoning the same 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 thereof, any and all business may be transacted at a special meeting. Any business may be transacted at any meeting at which every director may be present, even if the meeting was called without any notice.

Section 6. A majority of the number of directors, (normally four out of seven) shall constitute a quorum for the legal transaction of business, but if at any meeting of the Board there 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. At the regular year end meeting of the Board of Directors, the Board shall proceed to the nomination of officers of the club for the coming year.

Section 9.

a) 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 Certificate of Incorporation, or these By-Laws

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2022

and Rules, as they may deem expedient concerning the conduct, management, and activities of the club.

b) All members of the Board of Directors shall be governed by the Code of Ethics included in the APHA Organizational Handbook. All powers of the TPHC Board of Directors, except the power to change these By-Laws, be and the same are hereby vested, in the Board of Directors. The Board of Directors shall be responsible for 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 TPHC document.

Section 10. All actions of the Board of Directors with the exception of disciplinary actions resulting from hearings, are subject to revision or amendment by the members at any TPHC regular or special meeting of the membership provided that written notice of any intention to revise or amend has been mailed or emailed to the membership at least ten (10) days in advance of that meeting.

Section 11. The Board of Directors from time to time, may create and empower other committees general or special.

Section 12. No director of the TPHC shall be liable to the TPHC or its members for monetary damages for an act or omission in such director's capacity as a director of the club, except that this Article shall not eliminate or limit the liability of a director of the TPHC for:

- a) A breach of such director's duty of loyalty to the TPHC or its members;
- b) An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- c) A transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- d) An act or omission for which the liability of a director is expressly provided for by statute.

Section 13. Any repeal or amendment of this Article by the members of the TPHC shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the TPHC existing at the time of such repeal or amendment. Anything herein to the contrary notwithstanding, if the Texas Miscellaneous Corporation Laws Act is amended, after approval by the members of this Article, to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the TPHC shall be eliminated or limited to the fullest extent permitted by the Texas Miscellaneous Corporation Laws Act, as so amended from time to time.

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2022

ARTICLE IV – Executive Committee

The Texas Paint Horse Club, Inc., unlike the American Paint Horse Association, did not create an Executive Committee to manage the day to day business of the club. The daily business of the TPHC is handled by its elected officers and directors.

ARTICLE V – Officers and Duties

Section 1. Officers. The officers of the club shall be the president, president elect, vice president, treasurer, secretary (or recording secretary and corresponding secretary), or secretary-treasurer and such other officers as may be authorized from time to time by the Board of Directors.

Section 2. Eligibility of Officers.

a) Only members of the Board of Directors shall be eligible to serve as officers of the club. Exception: The recording secretary and treasurer need not be a member of the Board of Directors. Officer candidates must have served on the Board of Directors for at least two (2) years to be eligible for the position of president, and a minimum of one (1) year to be eligible for the position of president elect and vice-president. Officers shall be elected by the current Board of Directors, each for a term of one year and until the selection and qualification of his or her successor except the President (who can serve two (2) one (1) year terms with an option of being elected for one (1) additional year if no qualified or interested candidate is available.)

b) The current Board of Directors shall consist of all incumbent directors, and all directors elected at the regular November Board of Directors meeting, for the coming fiscal year, (January 1 through December 31) and shall, thereafter, call a meeting and proceed to the election of its officers for the coming year at the regular Board of Directors annual meeting that is held in December.

Section 3. Election of Officers.

a) The officers of the club shall be elected by majority vote by the incoming Board of Directors, as outlined herein in Article V, Section 2. b).

b) The president shall appoint and publicly announce a Nominating Committee, which must be comprised of elected directors of the election year. The Board of Directors shall submit nominations for officers to the Nominating Committee by the regular November Board of Directors meeting. If possible, a portion or all of this committee shall consist of directors-at-large, (past presidents) of the Texas Paint Horse Club. The committee shall consist of no less than three (3) or

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2022

more than five (5) members. The current president shall serve as chairman, or shall designate the chairman of this committee.

c) New officers shall take office upon the adjournment of the outgoing officers at the regular December Board of Directors meeting and shall be presented to the membership at the annual awards banquet. The annual meeting of the Board is held in December of the election year.

Section 4. Term: The officers of the club shall hold office for a period of one (1) year and until their successors are elected and have qualified.

Section 5. Duties.

A. President. The president or "chairman" shall be the chief executive officer of the club and shall preside at all Board of Directors and membership meetings. The president shall see that the By-Laws, Rules and Regulations of the club are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors. The outgoing, or incumbent president will be responsible for the annual awards banquet and formal public installation of the new incoming Board of Directors. The office of president may only be held for a maximum of two (2) consecutive terms of one (1) consecutive year by any one director with the option to be elected for a third term if no qualified or interested candidate is available. The president may appoint a parliamentarian to assist in the performance of the duties outlined in Robert's Rules of Order, Article X. Paragraph 58.

Robert's Rules of Order, Article X. Paragraph 58

The president duties are generally as follows: To open the session at the time at which the assembly is to meet, by taking the chair and calling the members to order; to announce the business before the assembly in the order in which it is to be acted upon; to recognize members entitled to the floor; to state and to put to vote all questions which are regularly moved, or necessarily arise in the course of the proceedings, and to announce the result of the vote; to protect the assembly from annoyance from evidently frivolous or dilatory motions by refusing to recognize them; to assist in the expediting of business in every way compatible with the rights of the members, as by allowing brief remarks when undebatable motions are pending, if advisable; to restrain the members when engaged in debate, within the rules of order; to enforce on all occasions the observance of order and decorum among the members, deciding all questions of order (subject to an appeal to the assembly by any two members) unless when in doubt he prefers to submit the question for the decision of the assembly; to inform the assembly, when necessary, or when referred to for the purpose, on a point of order or practice pertinent to pending business; to

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2022

authenticate, by his signature, when necessary, all the acts, orders and proceedings of the assembly declaring its will and in all things obeying its commands. In case of fire, riot or very serious disorder, or other great emergency, the chair has the right and the duty to declare the assembly adjourned to some other time (and place if necessary), if it is impracticable to take a vote, or in his or her opinion, dangerous to delay for a vote. If a member of the assembly, the president is entitled to vote when the vote is by ballot, and in all other cases where the vote would change the result. Thus, in a case where a "majority" vote is necessary and the president's vote thrown with the minority would prevent the adoption of the question (motion), the president can cast his vote; so, also, he can vote with the minority when it will produce a tie vote and thus cause the motion to fail; but he cannot vote twice, first to make a tie, and then to give the casting vote. (Note: The president can vote to make a tie, or to break a tie.)

B. Vice President. In the absence of the president, the vice president shall have the power and shall perform the duties of the president and such other duties as may be prescribed by the Board of Directors.

C. Secretary.

a) The recording secretary shall be responsible for the safekeeping of the Corporate Book and all TPHC documents and records. The recording secretary shall make a report of his or her office to the Board of Directors upon demand; attend and keep minutes for all regular and special director and/or general membership meetings; provide copies of the minutes to all directors within ten (10) days of each meeting; serve as the club's historian, and perform all other such duties as may be prescribed by the Board of Directors from time to time.

Robert's Rules of Order, Article X, Paragraph 59

The secretary is the recording officer of the assembly and the custodian of its records except such as are specifically assigned to others, as the treasurer's books. In addition to keeping the records of the society and the minutes of the meetings, it is the duty of the secretary to keep a register, or roll, of the members and to call the roll when required; to notify officers, committees, and delegates of their appointment and to furnish committees with all papers referred to them, and delegates with credentials; and to sign with the president all orders on the treasurer authorized by the society, unless otherwise specified in the by-laws. The secretary should also keep one book in which the constitution, by-laws, rules of order, and standing rules should all be written, (the corporate book), leaving every other page blank; and whenever an amendment is made to any of them, in addition to being recorded in the minutes it should be immediately entered on the page opposite to the article amended, with a reference, in red ink, to the date and page of the minutes where it is recorded. The secretary should be positioned near the president at every meeting and keep a

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2022

record of the proceedings, stating what was done and not what was said, unless it is to be published. When a committee is appointed, the secretary should hand the names of the committee, and all papers referred to it, to the chairman of the committee, or some other of its members. The secretary should endorse on the reports of the committees the date of their reception, and what further action was taken upon them, and preserve them among the records for which the secretary is responsible.

b) The corresponding secretary shall be responsible to the president for the operation and management of the club and shall personally handle the correspondence of the club, including, but not limited to forwarding a list of new officers to the APHA on March 1st, and a written authorization from the Board of Directors listing themselves as the TPHC's "Registered Agent of Service" to the Texas Secretary of State, Corporate Division-Austin; compile, forward and cause to be paid to the APHA, all pertinent show applications; and fees; judges contracts and horse show facility contracts. The written contracts of the club shall be executed on behalf of the club by the president or the vice president, and attested by the corresponding secretary and the corporate seal. A copy of each contract shall be forwarded to the recording secretary to be retained on file in the Corporate Book. All correspondence becomes a permanent record of the club and shall be retained by the recording secretary. In addition to the aforementioned duties, it is the corresponding secretary's duty to send out proper notices of all called meetings, and of other meetings when necessary and to conduct the correspondence of the society, (including all correspondence pertaining to disciplinary hearings) except as otherwise provided. The secretary should, previous to each meeting, for the use of the chairman (president) make out an (agenda) order of business, showing in their exact order what is necessarily to come before the assembly and should have a list of all standing committees as well as the By-Laws of the organization and a copy of Roberts Rules of Order. (Roberts Rules of Order, Article X, Paragraph 58.)

D. Treasurer.

a) Mission Statement. The Texas Paint Horse Club, Inc. is a business and must be operated and treated like a business. The treasurer must provide the membership with good financial information. The Texas Paint Horse Club, Inc. is an incorporated business and by law, must provide the club's financial information to any member making a request. The treasurer is responsible for properly reporting the club's operation to the government, the club and the American Paint Horse Association. The treasurer must strictly adhere to all club, state, federal and APHA rules, procedures and guidelines. (From APHA Regional Club Committee's Rules and Guidelines 10/23/02)

b) Management. The treasurer will be directly responsible to the president for the proper management of all monies and property of the club and will prescribe the necessary record keeping to meet the requirements of the state, federal government and the TPHC. The treasurer will promptly pay, upon demand, all APHA Show applications, liability insurance, franchise fees and quarterly taxes and cause an annual audit by a licensed auditing firm, if so voted on by thirty-three percent (33%) of the members in good standing, or by a majority of the directors. A copy of the audit will be distributed to the officers of the club within ten (10) days of receipt of same from the auditor. The treasurer shall receive all organization funds and keep said funds in a repository that has been approved by the Board of Directors. The treasurer shall keep faithful records of all

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2022

receipts and expenditures, and shall disburse organization funds on checks requiring the signatures of two current officers of the corporation.

c) Treasurer's Report. The treasurer shall return a treasurer's report at the first Board of Directors meeting following the close of the club year and at each club meeting. The treasurer shall submit quarterly reports detailing expenses and income to the Board of Directors. The treasurer shall, pending approval from the Board of Directors, contract a licensed and bonded corporate income tax specialist to prepare the club's annual income tax return, prepare all 1099 Forms for judges and other contract labor, pay all franchise fees and contract the corporation's annual liability insurance. The treasurer shall have an annual budget prepared, and shall forward profit and loss statements on each approved TPHC horse show and activity to the recording secretary within ten (10) days from the date of the event or activity.

d) Safety Deposit Box. Certificates of deposit or other valuable documents may only be stored in a safety deposit box in the name of the Texas Paint Horse Club. Signatures of at least two officers are required to open the deposit box. The location of any and all documents must always be on record with the recording secretary, and if money is involved, every financial statement must reflect its existence.

e) Financial Reports. The financial reports not only provide a historical document for the club's records, but are a necessary tool for tracking the club's financial health. The Texas Paint Horse Club, Inc. is a business and must be treated that way. Financial reports or statements must be prepared in accordance with generally accepted accounting principles (GAP) and include a balance sheet comprised of assets, liabilities and members' equity; a cash flow statement which is a reconciliation of the club's cash from one year to the next and an income statement. The TPHC uses the "cash basis" method of accounting.

Section 6. The written contracts of the club shall be executed on behalf of the club by the president, or the vice president, attested by the corresponding secretary and the corporate seal.

Section 7. Vacancies. All vacancies of the officers of the club, except where provided elsewhere, shall be filled by and from the Board of Directors for the unexpired term and those so appointed, shall serve until the election and acceptance of their duly qualified successors.

Section 8. Auditing of Accounts. This club shall conduct its affairs on a calendar year basis, same to begin on January 1 and end on December 31 as outlined herein. An annual commercial auditing of the accounts of the club may be made by a licensed auditing firm or certified public accountant at the close of each calendar year, if requested and approved by a majority vote of the directors or by thirty-three percent (33%) of the members in good standing. Such accountant shall be a disinterested person and not a member of the club.

Section 9. Surety Bonds. The recording or corresponding secretary and the treasurer, and all other officers and employees of the club, who may handle any funds of the club shall give a surety

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2022

bond to be furnished at the expense of the club for the faithful discharge of his or her duties, if so required by the Board of Directors.

ARTICLE VI – Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the TPHC may adopt.

ARTICLE VII – Amendments

The Board of Directors shall have the power to make, amend and repeal the By-Laws of the club by vote of the majority of the directors at any regular or special meeting of the Board, subject to the superior right of the members. These By-Laws may be amended at any official meeting by an affirmative vote, by written ballot of two thirds of the members present at the meeting. Proposed amendments shall be sent in writing to the secretary at least sixty (60) days in advance of the meeting so that they appear in the notice of the annual membership meeting.

ARTICLE VIII – Recall

Section 1. Any member of the Board of Directors may be removed from office with or without cause as herein provided. A recall petition(s) demanding the removal of such officer shall be submitted to the corresponding secretary of the association. Such recall petition(s) shall be signed by at least twenty-five percent (25%) of the current members of the club.

Section 2. Petition forms shall be provided to any member requesting same following the filing of an affidavit by one or more members with the corresponding secretary stating the name of the director or officer sought to be removed. The recording secretary shall record the name of the member to whom petition forms were issued, the date of such issuance and the number of forms issued, certifying on each form the date and the name of the member to whom it was issued.

Section 3. All forms comprising a recall petition shall be assembled and filed with the corresponding secretary within forty-five (45) days after the filing of the affidavit required in Article VIII, Section 2 above. The signature of the petitioners shall be properly notarized.

Section 4. In the event that the required number of properly notarized verified signatures to said recall petition are not received by the corresponding secretary within forty-five (45) days of the affidavit filing required in Article VIII, Section 2 above, the corresponding secretary shall notify

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2022

those members having filed petitions that the recall petition was insufficient and that said insufficiency does not prejudice the filing of a new affidavit for the same purpose.

Section 5. Not more than five (5) days following determination by the corresponding secretary that the petition(s) received are sufficient, he or she shall notify in writing, the officer whose removal is sought by such action. This notice shall be delivered in hand or shall be delivered by certified mail. If said officer does not render his or her resignation within seven (7) days of receipt of such notice, the corresponding secretary shall within fifteen (15) days of the aforesaid determination, direct and conduct an election by mail ballot of the members of the club. Said balloting must be completed and returned to the corresponding secretary no less than fifteen (15) days after direction of same.

Section 6. The aforesaid ballots shall conform to the following requirements: With respect to each person whose removal is sought, the question shall be submitted, "Shall ___ be removed from the office of ___ by recall?" Immediately following each such question shall be printed in the ballot the two (2) propositions in the order set forth: For the recall of (name of person), and Against the recall of (name of person). Immediately to the left of the proposition shall be placed a square in which the member by making a cross mark (X), may vote for either of such propositions.

Section 7. Should a majority of votes cast at a recall election be against the removal of the officer or director named on the ballot, such officer, or director shall continue in office for the remainder of his or her term, subject to recall as before. However, no recall petition shall be filed against an officer or director within ninety (90) days after such recall petition has failed to remove him or her. If a majority of the votes cast at a recall election be for the removal, he or she shall be deemed removed from office.

ARTICLE IX – APHA Regional Club Requirements

Section 1. Only the APHA is empowered to use the term "Association" in its title or name with exception of those clubs who had the term in the title or name prior to the adoption of this rule. The Texas Paint Horse Club, Inc. is classified as an American Paint Horse Association (APHA) Regional Club.

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2022

Section 2. All charters shall be referred to as regional clubs and shall be under the supervision of the APHA through the Executive Committee and the International, Membership and Regional Club Committee.

Section 3. Constitutions, By-Laws and Rules of the TPHC must conform to the state laws of incorporation and be consistent with the APHA By-Laws and Rules by following standard procedures as set forth by the APHA. These standard procedures/rules may be obtained from the Regional Club Coordinator of the APHA. Regional clubs must revise/amend their by-laws and rules as the APHA By-Laws and Rules are revised/amended. Regional clubs must be formed and maintained only for the purpose of advancing and promoting the Paint horse through the ideals of the APHA including good horsemanship and good sportsmanship.

Section 4. Regional clubs must have and maintain a minimum of twenty (20) members, ten (10) of whom are members in good standing of the APHA. In no case shall a club be formed that infringes on or that might create an adverse affect on an existent regional club. Regional club by-laws or rules must set forth the following mandatory procedures which must be enforced. Failure to do so may result in the withholding of future show approvals.

1. Hold annual election of officers and directors by December 31st annually and submit results by March 1 each year to APHA and to each club member within thirty (30) days of the election. Allow only persons with current membership in the club to vote in elections.
2. Indicate date of regular scheduled annual membership meeting and set forth procedures for notification of members.
3. Require treasurer to present a financial report at all meetings and prepare an annual budget and/or year-to-date financial report to all members, accounting for all funds generated by the club and special interest groups.
4. Establish rules for year-end point tabulation for year-end awards prior to the point earning period which can not be altered during or after that point earning period has been completed with the exception of upon cancellation of show(s), the Board of Directors has the authority to adjust the number of required shows for year-end awards.. Allow point accumulation only after club dues have been paid.
5. Once a charter is granted to a regional club, it is automatically renewed yearly, provided the club continues to meet specific requirements and demonstrates a minimal level of activity, including, but not limited to:
 - a. Maintain a membership of twenty (20) members, ten (10) of whom are members of the APHA.

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2022

- b. Submit a list of members and a copy of the club by-laws and/or rules by March 1st of each year.
- c. Sponsor a minimum of two (2) club approved or APHA approved horse shows each year.

Section 6. The APHA's Regional Club Committee shall conduct three (3) year reviews of regional club by-laws, membership and activity levels at their regularly scheduled meetings to assure that the by-laws and rules are current, requirements and activity levels of regional clubs are being met.

Section 7. Failure to meet and maintain the specific requirements and minimal activity levels necessary for maintaining a regional club charter may result in the revocation of the club charter by APHA's Executive Committee. Failure to respond to APHA requests for information / corrections within ninety (90) days of the written notice will result in requests for future horse shows being denied until said information has been received and could lead to the club's charter being revoked.

ARTICLE X – Special Interest Clubs

Section 1. Any group desiring to form a special interest club (amateur, youth, trail, etc.) shall submit a letter stating the reason and necessity for their formation along with a set of by-laws consistent with APHA and TPHC By-Laws, to the TPHC for approval.

Section 2. Special interest clubs must have and maintain a minimum of ten (10) members, five (5) of whom are members in good standing of the APHA.

Section 3. All special interest club members must be paid members of the TPHC.

Section 4. The TPHC shall appoint an advisor(s) or a committee to oversee special interest club activities which must be approved by the TPHC Board of Directors.

Section 5. The recording secretary must send a copy of the TPHC meeting minutes that reflect a vote of approval of the formation of the TPHC Youth Club and the approved Youth Club's application, signed by the TPHC president, and the Youth Club's completed by-laws and constitution which shall coincide with the AJPHA (American Junior Paint Horse Association) constitution before a Youth Club may be approved.

ARTICLE XI – Youth Clubs

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations

Revised: December 2022

Section 1. Any group desiring to form a Texas Youth Paint Horse Club must make application to the Texas Paint Horse Regional Club as to the reason and necessity of its formation, and shall first submit their completed by-laws and constitution for approval to the sponsoring regional club named the Texas Paint Horse Club, Inc. The sponsoring Texas Paint Horse Club is to send to the Youth Coordinator at the APHA office: 1) a copy of the minutes of the TPHC's meeting, reflecting a vote of approval of the formation of the Youth Club; 2) the approved Youth Club's application, signed by the TPHC president, and the Youth Club's completed by-laws and constitution.

Section 2. A minimum of ten AJPFA members is necessary to form a Youth Club.

Section 3. Youth Club members must be paid up in the Texas Paint Horse Club, either as youth or family members.

Section 4. The age limit for Youth Club membership is eighteen (18) years as set forth in paragraph YP-010.A. of the current APHA Rule Book.

Section 5. The Youth Club application, by-laws and constitution shall coincide with the AJPFA constitution.

Section 6. An advisor or committee approved by the members of the Youth Committee shall be appointed by the TPHC Board of Directors to assist the Youth Club.

Section 7. Each Youth Club must conform to all rules of the APHA and TPHC.

ARTICLE XII – APHA Racing Affiliates

The Texas Paint Horse Club, Inc. does not offer any programs for racing, and has not been designated to represent the state's racing interests as an affiliate club.

ARTICLE XIII – Indemnification

Each director, officer and committeeman of said club shall be indemnified by the club against all cost, 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 club, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such officer, director, or committeeman, and as long as the officer, director or committeeman has not broken any TPHC rules or by-laws and was operating with the authority and permission of the Board of Directors, as evidenced in the minutes of a TPHC Board of Director's meeting. 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 the best interest of the club. The foregoing rights shall be in addition to any other rights to which such director, officer or committeeman may be entitled to as a matter of law.

Texas Paint Horse Club, Inc. – By-Laws
General Rules and Regulations
General Show and Contest Rules and Regulations
Revised: December 2022

ARTICLE XIV – Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making a provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation in such manner, or to such organization, or organizations organized and operated exclusively for agricultural purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(5) of the Internal Revenue Code of 1994 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.