**BY-LAWS**

Article I

Name, Purpose, Location and Corporate Seal

Section 1. Name. This organization shall be named the Maritime Paint Horse Club. The official abbreviation shall be MPHC (hereinafter referred to as the “Club”).

Section 2. Purpose. The Club shall at all times be operated and conducted as a non-profit association in accordance with the laws of the provinces of New Brunswick, Nova Scotia and Prince Edward Island. The purposes of this Club are as follows:

1. To promote and to stimulate interest in the Paint Horse by encouraging Paint breeding for conformation and ability;
2. To promote interest in the Paint Horse as a breed;
3. To promote the Paint Horse through horse shows, pleasure and trail riding, racing and all other activities of the same nature;
4. To promote good horsemanship and good sportsmanship;
5. To educate the public about the qualities of the Paint Horse and the American Paint Horse Association; and
6. To encourage membership in both regional and national levels.

Section 3. Location. The Club shall cover and include the following designated areas: the Maritime Provinces, those being NB, NS, and PEI. The principal office of the Club shall be the address of the duly elected secretary, but business of the Club may be conducted at any location convenient to the officers and directors of the Club.

Section 4. Corporate Seal. The seal of the corporation shall be maintained in the custody of the Club secretary.

Article II

Members

Section 1. Membership. There shall be no shares of stock issued to any member. Membership shall be open to all persons who subscribe to the aims of the Club, and assist in furthering the aims and objectives of the Club. Membership in the Club shall be in accordance with the rules and regulations adopted from time to time by the Board of Directors. Membership categories may include the following: (1) individual, (2) family, (3) youth. Each individual person over the age of 18 has one vote.

Section 2. Rights. All members shall have equal rights, interests and responsibilities with respect to the Club and its property. There shall be no shares of stock issued to any member. In all matters governed by the vote of the members, each member in good standing shall be entitled to vote(s) as established by the Board of Directors.

Article III

Meetings

Section 1. Quorum. Two (2) Executives plus four (4) general members of the Club shall constitute a quorum for conducting a meeting of the membership except as provided elsewhere in these by-laws. A simple majority vote of the members present at any meeting of the membership shall be sufficient to approve any matter brought before the membership for action. Absentee or vote by proxy will not be allowed at any regular or special meeting of the membership or Board of Directors. Each member over the age of 18 and in good standing with the club will have one vote and the president will only vote in the event of a tie during any meeting.

Section 2. Virtual Meetings. Meetings may be held in person or by electronic means if required or requested.

Section 3. Annual Meeting. There shall be an annual meeting of the membership at a time and place established by the Board of Directors. Officers and Directors of the Club shall be members of the Club and shall be elected by the members at the annual membership meeting.

Article IV

Board of Directors

Section 1. Membership and Election of Directors. The Board of Directors of the Club shall consist of the three (3) Officers of the Club elected for a two (2) year term. The remaining Directors to a maximum number of eight (8) will be elected for a term of one (1) year. Of the Board of Directors there shall be every effort made to have a minimum of two (2) seats available for each of the three (3) Maritime Provinces. If each Province does not have its two (2) seats taken, there may be a member from another province fill this seat. Those directors elected by the Board of Directors to act as President, Vice-President, Secretary/Treasurer shall be deemed to be those Directors elected for two (2) years. The remaining directors shall be those deemed elected for one (1) year. Thereupon as each Director’s term ends an election shall be held at the annual meeting of the members at which time retiring Directors will be replaced by incoming Directors elected for a term of one (1) year.

Section 2. Power and Authority of the Board. The business and the property of the Club shall be controlled and managed by the Board of Directors. The power and authority vested in the Board of Directors includes but is not limited to the following:

1. Admission, classification, qualification, suspension and expulsion of members;
2. Fixing and collecting of dues and fees;
3. Expenditure of monies;
4. Auditing of books and records;
5. Awarding of Club recognition;
6. Conducting of shows, contests, exhibitions, races, sales and social functions, and other details relating to the general purposes of the Club; and
7. Adoption, amendment, repeal, and enforcement of such rules and regulations as the Board of Directors may from time to time determine are appropriate.

Article V

Election of Officers and Directors

Section 1. Election. The election of officers and directors will be conducted at the annual membership meeting. Voting by proxy or assigning ones vote to another person to vote in his absence is not allowed. Only adult members in good standing will be permitted to vote.

Section 2. Officers. The officers of the Club shall be the President, Vice-President, and a Secretary/Treasurer. The officers shall be elected by the Board of Directors from among their number at the first meeting of the Board of Directors after the annual election in which the previous officers term ended, provided that in default of such election the incumbents, if members of the Board shall hold office until their successors are elected.

Section 3. Duties.

President – The president is the Chief Executive Officer of the Club. The president shall preside at all meetings of the Board of Directors and General Membership. The President shall have such other duties and responsibilities as may be assigned to him/her by the Board of Directors.

Vice-President – The Vice-president shall preside at meetings of the Board of Directors and General Membership in the absence of the President. The Vice-President shall have such other duties and responsibilities as assigned to him/her by the President or the Board of Directors.

Secretary – The secretary shall keep the records of the Club or organization including minutes of the meetings. The Secretary shall have such other duties and responsibilities as assigned to him/her by the President or the Board of Directors. The position of Secretary may be held by the same person who holds the position of treasurer.

Treasurer – The Treasurer shall be the custodian of the Club financial records and accounts and shall handle the Club financial matters on a daily basis. A year-end financial report is to be distributed to all members.

Article VI

Standing Committees

Section 1. Committees. The Club shall have the following standing committees:

1. Rules;
2. Show and Contest;
3. Awards; and
4. Other.

Section 2. Chairs and Members. The committee chair and members of the committee shall be appointed by the President for a one (1) year term.

Article VII

Amendments

These by-laws may be amended by a two-thirds vote of the members present at any membership meeting.

Article VIII

Indemnification

Each director, officer, and committeeman of said Club shall be indemnified by the Club against all costs, expenses, and liabilities incurred by him/her in the connection with/or resulting from any action, suit, or proceeding to which he/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. The foregoing right indemnification shall cover amounts paid in settlement of any such action, suit or proceeding when such settlement appears to be in the interest of the club. The foregoing rights shall be in addition to any other rights to which the director, officer, or committeeman may be entitled as a matter of law.

Article IX

Dissolution

Upon dissolution of the Club, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Club, dispose of all the assets of the Club exclusively for the purposes of the Club such manner, or to such organization or organizations organized and operated exclusively for agricultural purposes as the Board of Directors shall determine. The American Paint Horse Association, Fort Worth, Texas is to be given first consideration.

BY LAWS PASSED April 16, 1994

1st Amendment November 20, 2004 W. Fillmore & C. Butland

2nd Amendment November 9, 2013 J. Smith & S. Weeks\_\_\_\_\_

3rd Amendment December 04, 2021 J. Smith, S. Wilson & S. Weeks

4th Amendment December 03, 2022 J. Smith, S. Wilson & S. Weeks