

**BYLAWS
GULF COAST PAINT HORSE ASSOCIATION, INC.
The State of Texas
Charter number 214563
(as revised 2006)**

**ARTICLE I
Name, Purpose, Location, and Corporate Seal**

Section 1. Name. This organization shall be named Gulf Coast Paint Horse Association, Inc., in the State of Texas, as per Certificate of Incorporation dated June 16, 1965 and applicable to Charter number 214563. The official abbreviation shall be GCPHC. For the purposes of this document the Gulf Coast Paint Horse Association, Inc., will be 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 State of Texas providing for such organizations and by which it shall acquire all such rights as granted to Associations of this kind. The purpose of the association are as follows:

- A. To promote and stimulate interest in the Paint Horse by encouraging Paint breeding for confirmation and ability;
- B. To promote the Paint Horse as a breed;
- C. To promote the Paint Horse through horse shows, pleasure and trail riding, racing and all other activities of the same nature;
- D. To promote good horsemanship and good sportsmanship;
- E. To educate the public about the qualities of the Paint Horse and the American Paint Horse Association; and
- F. To encourage membership in both regional and national levels.

Section 3. Location. The Club shall include the following area: the entire Texas coast of the Gulf of Mexico inland, but its members or officers may be residents of any state, territory or county. The principal office of the club shall be the address of the current Secretary, but business may be conducted at any location established by the Board of Directors. The Texas Gulf Coast Counties included in this region are as follows: Hildalgo, Willacy, Cameron, Brooks, Kenedy, Kleberg, Nueces, Jim Wells, Aransas, San Patricio, Bee, Refugio, Goliad, Calhoun, Jackson, Victoria, Matagorda, Wharton, Lavaca, Brazoria, Fort Bend, Colorado, Galveston, Chambers, Jefferson, Fayette, Austin, Waller, Harris, Lee, Burleson, Washington, Grimes, Montgomery, Liberty, Orange, Brazos, San Jacinto, Walker, Trinity, Madison, Polk, Tyler, Hardin, Jasper, and Newton.

Section 4. Corporate Seal. The seal of the Association shall be in charge of the Secretary or other designated officer.

**ARTICLE II
Members**

Section 1. Membership. Membership shall be open to all persons who subscribe to the aims of the Club, abide by the by-laws, rules and regulations of the Club, and assist in furthering the aims and objectives of the Club. Membership shall be in accordance with the rules and regulations as adopted by the Board of Directors. Membership categories are, but not limited to, the following: Individual (19 years of age or older as of January 1), Family, Ranch or Firm.

Section 2. Rights. All members shall have equal rights, interests and responsibility 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 individual, family, ranch, or firm membership in good standing shall be entitled to one vote.

Section 3. Quorum. At any meeting of the members held in accordance with the provisions as to notice, a total of the members present shall constitute a quorum of the members for all purposes unless the representation of a larger number should be required by law and, in that case, the representation so required shall constitute a quorum for the purpose of conducting business at a membership meeting. Except as provided elsewhere in the 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. No business shall be conducted without a quorum being present with the exception of adjourning the meeting until a quorum shall be present. Absentee or vote by proxy will not be allowed at any annual or special membership meeting.

Section 4. Annual Meeting. The regular annual meeting of the members shall be held in October for the purpose of nominating directors for the coming year. Notice of the annual meeting shall be given by mailing a written notice stating the time and place of such meeting to the last known address of each individual, family, ranch or firm membership in good standing, not less than fifteen (15) days prior to the date of such meeting. Membership meetings shall be governed by Roberts' Rules of Order.

Section 5. Special Meeting. 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 direction of the President or by a majority of the Board of Directors or by notice signed by not less than thirty-three percent (33%) of the members then in good standing. Notice of each special meeting indicating briefly the object or objects thereof shall be given in the same manner as provided with respect to notice of annual meetings. 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, Secretary and/or Treasurer.

The Secretary and/or Treasurer of the Club shall act as Secretary at all general membership and Board of Director meetings. In his/her absence, the Board may appoint any member of the Board of Directors to act as Secretary of the meeting.

ARTICLE III Board of Directors

Section 1. Members. The Board of Directors shall be consisted of nine members including the elected officers of the club three elected each year to staggered three year terms. At no time shall there be more than one board of director per membership (individual, family, or ranch or firm).

Section 2. Power and authority of the Board. The business and property of the Club shall be managed and controlled by the Board of Directors. The Board of Directors shall have the power and authority to adopt, amend, repeal, and enforce such rules and regulations, not contrary to the laws of the State or the Certificate of Incorporation or these bylaws, as they may deem expedient concerning the:

- A. Conduct, management, and activities of the Club;
- B. Removal or suspension of officers and directors and the rules and regulation governing the procedure of such suspension and expulsion and removal;
- C. Admission, classification, qualification, suspension and expulsion of members;
- D. Fixing and collection of dues and fees;
- E. Expenditure of monies;
- F. Auditing of books and records;
- G. Awarding of year-end awards and recognition;
- H. Conducting of shows, contests, exhibitions, races, sales, and social functions and other details relating to the general purposes of the Club; and
- I. Establishing standing and/or special committees.

All of the above, however, subject to revision of amendment by the members at any regular or special meeting of the members, provided written notice of intention by any member to move the revision or specified amendment of any rule or regulation shall have been mailed to all members at least thirty (30) days in advance of the meeting.

Section 3. Board of Directors meetings. The Board of Directors shall meet regularly and at the call of the President or two-thirds of Board members. Absentee or vote by proxy will not be allowed at any regular or special Board meeting. A majority of the number of directors 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. No other business shall be conducted without a quorum present. A simple majority vote of the Board members shall be sufficient to approve any matter brought before the Board for action. Board of Directors meetings shall be governed by Roberts' Rules of Order.

The regular annual meeting of the Board of Directors shall be held during the annual member's meeting, and no notice shall be required of any such regular meeting of the board. The board, by role, may provide for other regular meetings at stated times and places, of which no notice shall be required. At a meeting of the new Board of Directors held by December 1, the board shall proceed to the election of officers of the Association.

The Secretary shall give notice of each special meeting by mailing or telephoning the same to each director at least fifteen (15) 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 meeting at which every director may be present, even though without any notice, any business may be transacted. At meetings of the Board of Directors, business shall be transacted in such order as the board may determine.

The written contracts of the Association shall be executed in behalf of the Association by the President and Vice-President and attested by the Secretary and the corporate seal.

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

Any repeal or amendment of this Article by the members of the GCPHC shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the GCPHC 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 GCPHC shall be eliminated or limited to the fullest extent permitted by the Texas Miscellaneous Corporation Laws Act, as so amended from time to time.

ARTICLE IV Officers and Duties

Section 1. Officers. The officers of the Club shall be the President, Vice-President, Secretary, and Treasurer, and such other officers as may be authorized from time to time by the Board of Directors.

Section 2. Duties.

A. President: The President shall be the chief executive officer of the Club and shall preside at all meetings of the Board of Directors and general membership. He/she shall see that the bylaws, 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. He/she shall be ex-officio member of all committees.

B. Vice-President: In the absence of the President, the Vice-President shall preside at meetings of the Board of Directors and general membership, and shall have the power to perform the duties of the President and such other duties as may be prescribed by the Board of Directors.

C. Secretary: The Secretary shall record the minutes of all Board of Directors' and General Membership meetings of the Club and member attendance at such meetings. He/She shall be the custodian for the safekeeping of all documents and records of the Club and submit all official reports as required. He/She shall make a report of this office to the Board of Directors when demanded and to all annual membership meetings, and shall perform such other duties as may be prescribed by the President or the Board of Directors from time to time. The office of Secretary/Treasurer may be combined.

D. Treasurer: The Treasurer shall collect, deposit and disperse (only upon itemized demands) monies of the Club as prescribed by the Board of Directors. He/She shall account for all of the same by itemized statements in detail to each annual meeting of the members and to the Board of Directors when demanded. He/She shall distribute an annual financial report to all club members. He/She shall perform such other duties as may be prescribed by the President or the Board of Directors. The office of Secretary/Treasurer may be combined.

E. Immediate Past-President: The immediate Past-President shall attend all meetings in an advisory capacity without a vote as Immediate Past-President.

Section 3. Vacancies. In case of any vacancy in the Board of Directors by death, resignation, disqualification, increase in number or other cause, the remaining directors by affirmative vote of a majority thereof may elect a successor to fill the remainder of that term. If the office involved is the President, the Vice President shall automatically succeed to the Presidency and the vacancy to be filled shall be that of the Vice President. In case of any increase in the number of directors, the additional directors shall be appointed by the directors then in office and shall serve as such until the election and qualification of their successors by the members.

ARTICLE V

Election of Officers and Directors

Section 1. Nomination. At the October meeting names for director candidates will be submitted by the current year's Nominating Committee appointed by the President. Additional nominees can be accepted from the general membership present.

Section 2. Election. Nominees will be placed on a mail out ballot along with a place for "write-in" votes. Ballots will be mailed to all members in good standing and must be returned within the due date to the designated address for counting. Voting by proxy or assigning one's vote to another person to vote in his absence is NOT allowed. Votes will be counted by the committee with a minimum of three members present.

The new Board of Directors will be notified and a meeting called by December 1 to elect officers for the following year and transact other business as may be brought before the meeting. In the case of a tie for Board of Directors, there will be a re-vote by those members present using a secret ballot for the position in question during the first general membership meeting following the mail out election. Results of the election shall be forwarded to the APHA office within fourteen (14) days of the election.

Section 3. Term of Office. The officers shall be elected by the Board of Directors, and such officers shall hold office for the period of one (1) year until their successors are elected and qualified, except the Secretary and/or Treasurer, who may be elected for a longer period of time, not to exceed five (5) years. Such officers shall be elected from the Board of Directors, except the Secretary and/or Treasurer who need not be a member of the board. The office of Secretary and/or Treasurer shall be held by the same person or separate people depending upon the size and financial status of the club and as determined by the Board of Directors.

ARTICLE VI Amendments

The Board of Directors shall have the power to make, amend, and repeal the Bylaws of the Association 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 any such bylaws in the same manner as provided in Article III, Section 2 for the revision or the amendment of the rules and regulations.

ARTICLE VII Indemnification

Each officer, director and committee member of the Club shall be indemnified by the Club against all costs, expenses, and liabilities reasonably incurred by him/her in 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 committee member of the Club, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such officer, director or committee member. 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 such officer, director, or committee member may be entitled as a manner of law.

ARTICLE VIII Dissolution

Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation such manner, or to such organization or organizations organized and operated exclusively for agricultural purposes as shall at the time qualify as exempt organization or organizations under Section 501.C(5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. The American Paint Horse Association, Ft. Worth, Texas is to be given for consideration.

Article IX Recall Procedures

Section 1. Any Officer or member of the Board of Directors may be removed from office with or without cause as herein provided.

Section 2. A written petition for recall must be signed by three (3) Board of Directors and presented to any officer of the Gulf Coast Paint Horse Club.

Section 3. Not more than five (5) days following the receipt of the above petition, the club shall notify in writing the officer or director whose removal is sought by such action. This notice shall be delivered in hand or by certified mail. If the officer/director does not render his/her resignation within seven (7) days of receipt of such notice, the club shall within fifteen (15) days of the aforesaid determination, director and conduct an election by mailed ballot or meeting of the Board of Directors. Mailed balloting must be completed and returned to a designated officer/director within fifteen (15) days after direction of the same.

Section 4. The aforesaid written ballots shall conform to the following requirements: "Shall (person's name) be removed from the office of (office name) by recall?" Immediately following each question shall be printed in the ballot two (2) propositions in the order set forth: " ____ For the recall of (person's name)" and " ____ Against the recall of (person's name)". The aforesaid meeting of the Board of Directors shall consist of a quorum of the Board of Directors members.

Section 5. Should two-thirds of the votes cast at a recall election be for recall, the officer/director shall be deemed removed from office.

Should the two-thirds majority for recall not be obtained, the officer shall continue in office for the remainder of his/her term, subject to recall as before.

Section 6. A director is expected to attend a majority of the Gulf Coast Paint Horse Club general membership and Board of Directors meetings per twelve (12) month period. Any director who is absent for two (2) meetings is subject to review by the Board of Directors. The director may be replaced when two-thirds of the Board of Directors vote for the removal of the director.

**BYLAWS
GULF COAST PAINT HORSE ASSOCIATION, INC.
The State of Texas
Charter number 214563
(as revised 2006)**

By-laws adopted Reviewed December 2006 by GCPHC & APHA (specify month, year)

Amended Article(s) I & II Section(s) 3 & 1 Date: December 2006

Articles I and II were amended as requested by APHA review committee.

Article I also reflects the addition of the Texas State Charter number applicable to the incorporation of Gulf Coast Paint Horse Club, Inc.

2007 Officers:

John Spenn, President	_____
Kevin Smith, Vice President	_____
Suzan Armstrong, Secretary	_____
Sally Griffin, Treasurer	_____

2007 Board of Directors:

<u>Director</u>	<u>Term Expires End of</u>
John Spenn	2007
Sally Griffin	2007
Linda Tisdale	2007
Kevin Smith	2008
Suzan Armstrong	2008
Geneta Cornelius	2008
Denise Armstrong	2009
Becky George	2009
John Skinner	2009