

WISCONSIN APPALOOSA HORSE CLUB (WApHC)

CONSTITUTION

PREAMBLE:

With the following objectives in view:

- A. To promote the Appaloosa breed from a regional standpoint, in cooperation with the overall program of the Appaloosa Horse Club (ApHC), and to aid these national programs in every possible way.
- B. To gain breed classes for registered Appaloosa horses in local, county, district and state shows, and fairs.
- C. To gain publicity through media of radio, television, magazines,, etc., for our club and the Appaloosa breed.
- D. To furnish historical data, bloodlines, and general information to the Executive Secretary of the ApHC if requested or if it might be helpful to him/her.
- E. To promote and stimulate interest in regional all-Appaloosa horse shows for registered horses.
- F. To make an annual report of the club's activities in the ApHC for their annual meeting.
- G. To remain a non-profit organization incorporated in compliance with the laws and regulations with the State of Wisconsin.

We organize the Wisconsin Appaloosa Horse Club (WApHC) in affiliation with the Appaloosa Horse Club (ApHC) of Moscow, Idaho.

ARTICLE I: NAME

The name of the organization shall be Wisconsin Appaloosa Horse Club or WApHC.

ARTICLE II: MEMBERSHIP

The membership shall be open to any and all persons wishing to participate in the club or promote the Appaloosa breed in accordance with the by-laws.

ARTICLE III: OFFICERS

The officers of the club shall be a President, a Vice President, a Secretary, and a Treasurer.

ARTICLE IV: BOARD OF DIRECTORS

There shall be vested in a board of five directors and the officers the authority to govern and operate the club by directing its policy and/or operations in all matters for which the club has been informed. The direction shall include keeping a set of by-laws by which govern the day-to-day operation of the club.

ARTICLE V: MEETINGS

A. General Membership meetings shall be held in the spring and in the fall at such time as the Board of Directors shall designate.

1. Notice of General Membership meetings shall be given in writing to all members and less than fifteen (15) days prior to the scheduled meeting.

B. Upon the written request to the Board, by eight members of this organization, or whenever deemed necessary by the Board of Directors, a special meeting shall be called.

C. Board meetings shall be held at the discretion of the Board when deemed necessary to conduct club business.

D. A quorum for conducting business at a general membership meeting shall consist of those paid-up members present at that meeting.

ARTICLE VI: AMENDMENTS

Amendments to this Constitution can be proposed at any General Membership Meeting and made, if carried by two-thirds majority of those voting, providing that proposed amendment has been previously approved by the Board of Directors and this approval mailed to the General Membership with the notice required for the meeting.

WISCONSIN APPALOOSA HORSE CLUB (WApHC)

BY-LAWS

- I. Pursuant to the laws and provisions of the State of Wisconsin, WApHC will conduct itself as a non-profit corporation. The principal office of the club shall be the residence of the current club secretary.

II. MEMBERSHIP

A. The membership year shall run from January 1st of any calendar year to December 31st.

B. Membership shall be of four classifications:

1. Individual Adult Membership - Members to be 18 years of age or older as of January 1st of the membership year.
2. Individual Youth Membership - Members to be 17 years of age or younger as of January 1st of the membership year.
3. Household Membership - Members would be one of two adults, regardless of sex or marital status, with or without children 17 years of age or younger as of January 1st of the membership year and still living at home.
4. Corporate Membership - Members to be a bona-fide legal entity or business organization active in the Appaloosa industry.

C. Annual dues shall be: \$15.00 per year for individual memberships, \$20.00 per year for family (household) memberships, and \$50.00 per year for corporate memberships.

D. Voting rights will be as follows:

1. All paid members 18 years of age or older as of January 1st of the membership year shall have one vote.
2. Household memberships shall have two votes.
3. Corporate memberships shall have one vote.
4. No proxy votes shall be accepted.

E. Membership in this club is non-transferable. Any attempt to transfer shall immediately void the membership and relieve the club of any obligation to refund dues paid.

F. All monies received from membership fees for annual dues will be used for breed promotional work, expenses of regional shows, and other work in connection with the purposes of this club.

G. Those members abusing or misusing their privileges of membership will have their memberships revoked after an appropriate hearing before the club's Board of **Directors**.

1. Membership may be terminated for the following reasons:

a. By resignation of the member.

b. By suspension or revocation for valid cause by the Board of Directors. The member involved shall be given notice of said hearing and the opportunity to be present. This hearing shall be at the convenience of the member involved, and upon the affirmative vote of a two-thirds majority of the Board, the membership may be suspended or revoked.

c. By default in the payment of dues. Dues are payable by January 1st of the current membership year. **No newsletter will be mailed to any member after membership has lapsed for a period of 60 days.**

2. Membership may be reinstated by the following:

a. If membership is terminated by member resignation or suspension, then he/she may, upon application, be reinstated by two-thirds majority vote of the board.

b. If membership is terminated by defaulting payment dues, he/she may be reinstated by application and payment of dues.

3. Redress of grievances for club members shall be solely by means of an appropriate hearing before the Board of Directors. The member involved must be given notice of said hearing and the opportunity to be present. The decision of the Board at this meeting shall be final, and in the interest of preventing long running, divisive disputes, there shall be no appeal.

H. Members, being guaranteed full and immediate access to the decision making process of the club, will not be entitled to seek penalties, monetary or otherwise.

I. Members are expected to serve on such committees, panels or work groups as necessary to support the club and its functions. Every member is expected to contribute in some capacity every year to be eligible the following year.

J. All paid up members of WApHC are eligible to represent WApHC at the World Show according to the club's point system, and/or earn year-end awards presented by the club as per the nominations.

III. MANAGEMENT AUTHORITY

A. The Board of Directors shall define the policies of the WApHC and shall have administrative directions and management of this association.

B. Officers: The president, Vice President, Secretary and Treasurer shall be chosen from members of the Board, guided by preferences of the membership.

C. Duties of the Officers:

1. **President-** The president shall be the Chief Executive Officer. He/she shall in general, supervise the business and affairs of the club. He/she shall preside at all meetings of the members of the Board of Directors. He/she may sign, with the Treasurer, all checks that are drawn from the Association's bank accounts: and in general, perform such other duties as may be prescribed by the Board of Directors from time to time.
2. **Vice President-** In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. He/she shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.
3. **Treasurer-** The treasurer shall keep an accurate record of the books and accounts, and shall deposit all association funds in such bank or banks as may be approved by the Board of Directors. Such money shall only be withdrawn by check and signed by the Treasurer or the President. All disbursements must be approved by the board of Directors prior to payment. A financial report shall be given to the members at all membership meetings. The association's books will be audited annually by a three member committee appointed by the board of Directors, said committee to be comprised of one Board member and two paid up members of the club.
4. **Secretary-** The secretary shall keep the minutes of all meetings of the Board of Directors and members in books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws, and be custodian of the corporate records. The secretary shall also keep the membership roll containing the mailing addresses of all members. It is the responsibility of the member to keep the secretary informed of any address change. The secretary shall also be responsible for all fees and dues, and shall remit the same to the treasurer. The secretary may be assigned other duties and functions as designated by the President of the Board of Directors. Secretary shall provide the national club with a yearly report as required by the ApHC and the NEWApHC Constitution.

D. Other positions and committees:

5. **Newsletter Editor-** The newsletter is the main communication link in any regional. It should be published and distributed to the members periodically throughout the year. It should publish minutes and corrections of all meetings, club news and activities; and any additional advertising as well as publicize and promote the Appaloosa horse in this club.
6. **Point Keeper-** The club may provide a point system for all horses in the various show categories. All nominated high point winners are to be presented year-end awards at an awards banquet and/or annual meeting. The point keeper will keep tabulations of the points and report the standings periodically in the newsletter, and will handle the distribution of the World Championship Appaloosa Show entry form.
7. **Committees-** Committees shall be appointed as necessary by the Board of Directors from members of the club and the Board of Directors shall appoint a chairman of such committees.
8. **Term of Office-** The term for any position or committee member is one year, unless the committee is terminated sooner.

IV. ELECTIONS AND TERM OF OFFICE

A. Election of Officers and the Board of Directors.

1. Any open position on the Board of Directors shall be filled first by nominations and ballot, if needed, at the fall General Membership Meeting. If not filled by nomination and ballot, then by appointment of the Board of Directors.

B. Terms of Officers and the Board of Directors.

1. The term of all officers, including Vice President, shall be one year.
2. The term of Board members shall be two years, with half of the positions up for election every year.

C. Any vacancies on the Board or in the officers shall be filled by appointment of the Board of Directors.

- D. Any Board member or officer may be impeached by a two-thirds vote of the entire Board and voting officers. Specifically, it takes six votes to impeach.

- E. Any Board member missing three consecutive meetings shall automatically relinquish the remainder of his/her term on the Board unless the remainder of the Board shall vote to allow that member to retain his position.

F. All resignations shall be made in writing and presented to the Board of Directors.

V. PARLIAMENTARY AUTHORITY

A. The WApHC Board of Directors adopts Roberts Rules of Order as the governing procedure for conducting business.

B. A quorum of the Board of Directors shall consist of a majority of those Board members and officers eligible to vote at any given time. Vacant offices or resigned members are not counted in determining a quorum.

C. Unless otherwise voted by the Board, the orders for the day shall be:

1. Roll call of directors and noting absentees.
2. Reading and approval of minutes of the previous meeting.
3. Treasurer's Report and the approval of bills and disbursements.
4. Reports of standing and selected committees.
5. Unfinished business.
6. New business.

D. Unless otherwise voted by the Board, WApHC Board meetings shall be open to any member, WApHC member, or any guest of a WApHC member to attend. Visiting members or guests will be accorded the same speaking privileges as Board members and officers, but they may not vote. The Board may limit the total number of guests at a particular meeting, but not ban guests or limit them in such a way as to prevent all sides of an issue from being heard.

E. All officers and Board members shall have equal voting rights, with the President reserving his/her vote as a tie breaker.

F. Board meetings shall be held at the discretion of the Board when deemed necessary, to conduct club business.

VI. AMENDMENTS TO THE BY-LAWS

A. The by-laws are meant to be a working document and as such, it is expected that from time to time, it will have to be amended to reflect the changing problems or aims of the club and to provide continuity in the club's decisions.

B. Amendments may be made to the by-laws if carried by a two-thirds majority of those voting at a General Membership Meeting if said amendment was previously approved by the Board and notice of that approval mailed to the General Membership with the notice required for the meeting.

C. Amendments may also be made by a two-thirds majority of the entire Board. These amendments shall stand until the next General Membership Meeting, which meeting may be called expressly to consider said amendment. At that meeting, these temporary amendments must be rescinded or adopted according to Section B.

D. If a temporary amendment is defeated at a General Membership Meeting, it may never be re-instituted as a temporary amendment, but this shall not prevent it from being adopted at a later time by the General Membership.

VII. SUBSIDIARY ORGANIZATIONS

Should it be desired by any number of members to engage in some special activity or development, and if a petition signed by eight members is presented to the Board, and if those members interested will develop rules to govern this activity, which are in no way in conflict with the club as a whole, then with a two-thirds majority vote of the entire Board, the group may be adopted as a subsidiary organization and receive such support from WApHC as sees fit. The intent and purpose of this article is to encourage members with the time and energy but slightly different aims from the club as a whole, to develop their interests.

The by-laws of the Wisconsin Appaloosa Horse Club (WApHC) are effective as of January 2008, as approved by the Board of Directors and General Membership.

