

ApHC
Planning and Review Committee
Meeting Minutes
June 1, 2020

Committee Members Present: Megan Disselkoen, Kevin Griner, Luke Northway, Karen Sartain, Tom Hodges, Ray Burchett

Others Present: Ken Johnson, Lynette Thompson, Leslie Foxvog, Paula Gatewood, and Keith Ranisate, Billy Ready

Meeting called to order at 4:05pm (Pacific Time)

Old Business:

1. The committee reviewed Bylaw Article V Officers Section 1.

Action: A motion was made by Kevin Griner and seconded by Karen Sartain to amend the title throughout all ApHC Bylaws and corresponding documentation from Chief Executive Officer (CEO) to Executive Secretary.

Roll Call Vote: Luke-Yes Kevin-Yes
 Karen- Yes Tom- No
 Ray-No Megan- Yes

Motion Passed
(changes sent to ApHC board attached)

Meeting Adjourned at 5:25pm (Pacific Time)

The ApHC Planning and Review Committee recommends the following proposed amendments to the By-Laws of the Appaloosa Horse Club be moved to the full ApHC Board for consideration of submittal to ApHC Members for approval in conjunction with the 2020 director election ballot. Said amendments shall change the title of the Chief Executive Officer to Executive Secretary. If approved, these amendments will be placed on the 2020 ApHC Handbook.

As these are all the same change with the same intent, they can be voted on in one vote.

(Verbiage to be taken out is highlighted and struck through. Verbiage to replace is in bold and larger for clarity.)

BY LAWS OF APPALOOSA HORSE CLUB

ARTICLE II

Members

Section 1. Classes of Members. The ApHC shall have two classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

A. Regular Members. A regular member shall be any person whose membership application has been approved by the ~~Chief Executive Officer~~ **Executive Secretary** in accordance with Section 2 of this Article II and any person formerly known as a life member. The following persons shall be eligible to apply for regular membership in the ApHC.

Section 2. Appointment of Regular Members. Regular members shall be appointed by the ~~Chief Executive Officer~~ **Executive Secretary** in accordance with the provisions of this

SECTION 2. All applicants for regular membership shall file with the ~~Chief Executive Officer~~ **Executive Secretary** a written application in such form as the Board of Directors shall from time to time determine. The ~~Chief Executive Officer~~ **Executive Secretary** shall pass upon each application and shall approve or reject it in accordance with such rules and regulations as adopted from time to time by the Board of Directors.

Section 6. Resignation. Any member may resign by filing a written resignation with the ~~Chief Executive Officer~~ **Executive Secretary**, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges for which the member became liable prior to resignation.

Section 7. Reinstatement. Upon written request signed by a former member and filed with the ~~Chief Executive Officer~~ **Executive Secretary**, the Board of Directors may, by the affirmative vote of at

least two-thirds of the directors in office, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE III

Meetings of Members

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered personally or sent by mail, e-mail or other form of wire or wireless communication, to each member entitled to vote at such meeting, not less than 30 nor more than 50 days before the date of such meeting, by or at the direction of the President, or the **Chief Executive Officer** **Executive Secretary**, or the officers or persons calling the meeting.

ARTICLE IV

Board of Directors

C. Throughout his/her tenure, a director must conduct himself/herself in an exemplary manner such as to favorably reflect on the ApHC and the ApHC Board of Directors. A director's conduct is subject to continual review and a director's office and service on the Board of Directors may be terminated and/or rejected by the Board of Directors for cause detrimental to the interest of the ApHC, its programs, policies, objectives and/or the harmonious relationship of its members. A proceeding to so terminate or reject a director's office and service must be initiated upon written complaint signed by a director specifying the alleged cause and filed with the **Chief Executive Officer** **Executive Secretary**, and upon a determination by the ApHC Executive Committee that such complaint sets forth sufficient prima facie evidence in support of the alleged cause, the Board of Directors shall:

ARTICLE V

Officers

Section 1. Officers. The officers of the ApHC shall be a President, a Vice President, a **Chief Executive Officer** **Executive Secretary** and a Treasurer. The Board of Directors may elect or appoint such other officers or assistant officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and **Chief Executive Officer** **Executive Secretary**.

Section 2. Election, Appointment, and Terms of Office. The President and Vice President shall be elected annually by and from the members of the Board of Directors and at the regular meeting of the Board of Directors as provided under Section 2.H. of Article IV of these Bylaws. If the election of such officers shall

not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. The ~~Chief Executive Officer~~ **Executive Secretary** and the Treasurer shall be appointed by the Board of Directors, but shall not be members of the Board of Directors, for terms not exceeding three years.

Section 5. President. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the ~~Chief Executive Officer~~ **Executive Secretary** or any other proper officer of the ApHC authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, and other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws, or by statute to some other officer or agent of the ApHC; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. ~~Chief Executive Officer~~ **Executive Secretary**. The ~~Chief Executive Officer~~ **Executive Secretary** shall keep full and accurate minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the ApHC and see that the seal of the ApHC is affixed to all documents, the execution of which on behalf of the ApHC under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the ~~Chief Executive Officer~~ **Executive Secretary** by such members; and in general perform all duties incident to operations of the ApHC, the office of ~~Chief Executive Officer~~ **Executive Secretary** and such other duties as may from time to time be prescribed by the Board of Directors.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes of other evidences of indebtedness issued in the name of the ApHC shall be signed by such officer or officers, agent or agents of the ApHC and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the ~~Chief Executive Officer~~ **Executive Secretary** and countersigned by the President or Vice President.

ARTICLE IX

Certificates of Membership

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the ApHC, which shall be in such form as may be determined by

the Board. Such certificates shall be signed by the President or the Vice President and by the ~~Chief Executive Officer~~ **Executive Secretary** or an Assistant Secretary and shall be sealed with the seal of the ApHC.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in the member's name and delivered to the member by the ~~Chief Executive Officer~~ **Executive Secretary**, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article IX.