

Sample Articles of Incorporation & By-Laws

The By-Laws are the rules from which your club will work. By-Laws should be patterned around your Articles of Incorporation in order to be consistent and compatible with your articles. In other words, you don't want your By-Laws to say one thing and your articles to say another. Articles of Incorporation are designed to be brief. By-Laws then follow, elaborating the points covered lightly or simply not included in the articles. The basic sections generally omitted from articles, and needing coverage in the By-Laws, are the sections on management authority, conduct and order of business, and inclusion of various committees. It is suggested you look at the current ApHC rulebook for additional ideas on how to format your articles and By-Laws and what you may or may not want to include.

** Sample **

Articles of Incorporation

ARTICLE I: The name of this corporation is _____. The principal office for the transaction of business of this club shall be located at _____. The (name of club) shall have, and continuously maintain, corporation status in the State of _____ as a registered office and agent.

ARTICLE II: The purposes for which the corporation is organized are:

To promote the Appaloosa horse in _____ country, cooperate with and aid in every way the ApHC, and to abide by the Rules and Regulations printed in the current Official Handbook of the Appaloosa Horse Club.

Subject to the restrictions set forth in these Articles of Incorporation, to engage in other lawful activities, none of which shall be for profit, for which corporations may be organized under the (name of country) Corporation Law.

ARTICLE III: The affairs of the corporation shall be managed by its Board of Directors. The number of Directors shall be _____. The Board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such a date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. Directors shall be elected to serve a _____ year term. Only active members of (name of club) in good standing shall be entitled to nominate or vote in elections of Directors. (Your club may wish to incorporate additional responsibilities for the Directors in Article III. However, by putting in a sentence such as, "The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing", it will allow for your club to add responsibilities in the By-Laws.)

ARTICLE IV: Any amendment, restatement or other alteration of these Articles of Incorporation adopted in accordance with the procedures and other provisions set forth in the (name of country) Corporation Law shall be submitted to the members of the corporation in good standing for approval by means of a mail ballot and shall not be approved effective unless approved by at least _____ of the votes cast.

(There are several alternatives to Article IV, one being that changes could be made by 2/3 of the members present at the annual meeting, for example. You may wish to review your State Nonprofit Code for alternatives)

** Sample **

By-Laws of (name of club)

ARTICLE I: Purpose (will be same as Articles)

ARTICLE II: Members

Section 1. There may be four classifications of members: individual adult, couple, individual youth and family members.

(Adult members shall be defined as 19 years of age and over; couples shall be defined as those who are married or otherwise legally recognized as common-law; youth members are defined as being 18 years of age and under on January 1 of the current year; family members are defined as parents/guardians and their children having not reached 19 years of age on January 1 of the current year and living in the same home.)

Section 2. Voting rights. All paid members above the age of 18 in good standing with the (name of club) shall have the right to cast votes on any subject at any membership meeting. Individual memberships are entitled to one vote; couple memberships are entitled to two votes; family memberships are entitled to three votes.

Section 3. Non-Transferable Membership. The 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 any dues paid.

Section 4. Due Process

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

B. Membership may be terminated for the following reasons: a) Resignation of the member. b) Default in the payment of dues or other monies owed to (name of club). Dues are payable to the treasurer on or before January 1 of the current year. Members in arrears 60 days shall be deemed to be delinquent and will be dropped from the membership roll. c) An egregious act has been committed against officers, directors or other members of (name of club.)

C. Suspension or revocation for valid cause after an appropriate hearing to the Board of Directors, giving the member involved notice of said hearing and opportunity to be present, upon the affirmation vote of the majority of the Board of Directors.

Section 5. Reinstatement. Members may, upon application, be reinstated at the discretion of the Board of Directors.

Section 6. Members are expected to serve on such committees, panels or work groups as necessary to support the club in its functions.

(Article III is quite simple. Your club needs to determine the date of an annual meeting; how a special meeting is called and who has the authority to call one; how the members and Board are notified of such meetings; what constitutes a quorum at a meeting; who has the right to vote at a meeting and are proxy votes allowed; and lastly, the manner of acting. You may wish to refer to the current ApHC rulebook for additional ideas.)

ARTICLE IV: Board of Directors/Election

Section 1. Election. At the annual meeting of the members, _____ Directors shall be elected for a term of _____ years, with _____ Directors elected annually. The affairs of the club shall be managed by its Board of Directors. From the entire elected Board, the members may vote their preferences for President, Vice-President, Secretary and Treasurer. Only one Board member or Officer may be elected from the same family.

(Refer to Article V, Section 2 of this example)

Section 2. Vacancies. In the event of death, written resignation or refusal to serve on the Board, these vacancies shall be filled by the membership. Should any member of the Board be absent from three regularly scheduled Board meetings during the fiscal year of this club without just reason accepted by the Board, the position may be declared vacant on a majority vote of the Directors present. The unexpected term of such a vacancy will be filled through election by the membership at the next scheduled business meeting.

ARTICLE V: Board of Directors/General Powers

Section 1. General Powers. The Board of Directors shall define the policies of the (name of club) and shall have administrative directions and management of this association.

Section 2. Number and Tenure.

(It is best to elect an uneven number of Directors to avoid ties in split votes. Most clubs elect 9 Directors - initially elected for three years, two years and one year - and when the terms expire for the three Directors with one year terms, they could be re-elected for three year terms unless the By-Laws specifically state that they cannot run consecutive terms. Also, the By-Laws should state when the Board should meet.)

Section 3. Officers. The President, Vice-President, Secretary and Treasurer shall be chosen from members of the Board, guided by the preferences of the membership, all being one year terms. (See Article VI of this example.)

ARTICLE VI: Officers.

Section 1. President. The President shall be the Chief Executive Officer. He shall in general supervise the business and affairs of the club. He shall preside at all meetings of the members of the Board of Directors. He will co-sign, with the Treasurer, all checks that are drawn from the club's bank accounts; and in general, perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 2. Vice-President. In the absence of the President or in the event of his 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 shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. It shall also be his responsibility to supervise committees, attend their meetings and furnish a report of their activities when requested by the President.

Section 3. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and of the members in records solely 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 each 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 or Board of Directors. (It is recommended by the ApHC that all meetings be tape-recorded as well as recorded by hand.)

Section 4. Treasurer. The Treasurer shall keep an accurate record of the books and accounts, and shall deposit all club funds in such banks or banks as may be approved by the Board of Directors. Such money shall only be withdrawn by check and co-signed by the Treasurer and 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 club's books will be audited annually by a three-member committee appointed by the Board of Directors. Said committee to be comprised of one Director and two members in good standing of the club. The Treasurer shall be bonded. (It is recommended by the ApHC that audits be done by independent persons outside the club, but understand the financial difficulty this may cause.)

ARTICLE VII: Committees.

Section 1. Committees. The members of a committee shall be members in good standing of the club. The Board of Directors shall appoint a Chairman to such committee as they deem necessary. (Examples of committees include By-Laws, Show, Youth, Trail Rides, Fundraising, Promotions, etc. and should be covered within their own section.)

Section 2. Term of Committee. The term for any position or committee member is one year, unless the committee is terminated sooner.

Section 3. Point Keeper. The club may provide a point system for all horses in the various show categories. All high point winners are to be presented year-end awards at an awards banquet and/or annual meeting. The point keeper will keep accurate tabulations of the points and report the standings periodically in the newsletter, and will handle the World Championship Appaloosa Show qualifying bids. Points shall be audited each year.

Section 4. Newsletter Editor. The newsletter is the main communication link for (name of club). It shall be published and distributed to the members ____ a year. Such newsletter shall include minutes and corrections of all meetings, club news and activities, and any advertising which will publicize and promote the Appaloosa horse in this club. The regional newsletter may not be used to embarrass, contest or oppose any action of the ApHC staff or Board of Directors at any time, and may not use a disclaimer to any editorial material that in any way fails to promote or cooperate with the ApHC Articles, By-Laws and Rules.

ARTICLE VIII: Conduct and Order of Business

Section 1. Conduct. Except as required by statute or as otherwise provided in these By-Laws, all meetings of the members, Board of Directors and Committees shall be in accordance with Roberts Rules of Order.

Section 2. Order of Business. Order of business of the membership meeting shall be as follows:

- A. Roll call of Directors and Officers and noting of absentees.
- B. Reading and approval of minutes of previous meeting.
- C. Treasurer's report on all receipts and disbursements since previous meeting.
- D. Acting on new membership applications.
- E. Approval of bills, communications, etc.
- F. Reports of committees.
- G. Unfinished/Old business.
- H. New business.
- I. Elections of Directors (any vacancies as well as the annual elections)
- J. Being no other business, adjournment.

This sample in no way covers every issue you may want to address within your particular club. Again, it is suggested the ApHC current rulebook be reviewed.