

Zone II

Coordinating Committee

This organization was formed in accordance with the American Paint Horse Association By-Laws.

The purpose of the Zone 2 Coordination Committee is to oversee the activities of the five States within this region: Arizona, California, Hawaii, Nevada, & Utah.

This Committee will hold a Zone 2 Regional Paint Show Within the Zone 2 area.

By- Laws of

Western Regional Zone II, Incorporated

A Nevada Non-Profit Corporation

ARTICLE I

Title, Purpose and Objectives, Location

Section 1.01 Corporation Name. This organization shall be known as Western Regional Zone II, Incorporated, and shall at all times be operated and conducted as a mutual benefit non-profit cooperative corporation, without stock, in accordance with the laws of the state of Nevada

Section 1.02 Purpose and Objectives. The specific purposes and objectives of this corporation are to:

- a. Stimulate activity for the promotion of horses registered with the American Paint Horse Association (APHA) within the states of Arizona, California, Hawaii, Nevada and Utah;
- b. Encourage regional club and national association membership;
- c. Provide a strong representative voice for Zone II at the national level;
- d. Provide a committee for the Zone-O-Rama
- e. Disseminate information, rule changes and promotional ideas from the national level to Zone II members;
- f. Any other activities that may be desirable and appropriate.

Section 1.03. Principal Office. The principal office of the Corporation for the transaction of business located at 1086 South 200 East, Farmington, Utah. The Corporation will continuously maintain with the state of Nevada a registered office and agent in compliance with applicable state laws, which office and agent shall be designated by the Board of Directors. The business of the Corporation may be carried on at any place convenient to such directors, officers, or members as may be participating.

Section 1.04. Change of Address. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another within the states of Arizona, California, Hawaii, Nevada, or Utah. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of the Bylaws

ARTICLE II

Members

Section 2.01 Eligibility for Membership. Membership shall be open to the states of Arizona, California, Hawaii, Nevada and Utah.

Section 2.02 Members Defined. Wherever in the Bylaws the term “member” or “members” is used, unless otherwise specified, such term shall mean an APHA approved entity representing the above states.

Section 2.03 Classification of Members. The Corporation shall have one class of members only, and each member shall have equal voting and other rights. No member shall hold more than one membership in the Corporation.

Section 2.04 Admission to Membership. Any state qualified for membership under Section 2.01 of these Bylaws shall be admitted to membership upon the submittal of a letter or other writing from any of the state representatives expressing a desire to become an active member and the appointment of the respective director representatives. Membership participation, however, is not mandatory, pursuant to American Paint Horse Association Rule SC-035.

Section 2.05 Transferability of membership. Neither the membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

Section 2.06 Membership Book. The Corporation shall keep in written form a membership book containing the name and address of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law and as set forth below;

- a. Inspect and copy the record of all the members’ names, addresses, and voting rights, at reasonable times, on five (5) business day’s prior written demand on the Corporation which demand shall state the purpose for which the inspection rights are requested; or
- b. Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the latest of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.
- c. Any member may exercise the rights of inspection set forth above for a purpose reasonably related to such club’s interest as a member.

Section 2.07 Non-liability of Members. A member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

Section 2.08 Termination of Membership. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- a. The voluntary resignation of a state; or
- b. Where a membership is issued for a period of time, the expiration of such period of time.

ARTICLE III

MEETINGS

Section 3.01 Types of Meetings. The Corporation shall have the following types of meetings: Board of Directors Meetings, Executive Board Meetings, and Special Meetings. All meetings will be called and conducted according to the terms of these Bylaws and Roberts Rules of Order.

Section 3.02 Board of Directors Meetings. The duly elected directors, being equal in number from each of the states of Arizona, California, Hawaii, Nevada, and Utah, shall hold meetings as circumstances require, and at such time and place as may be fixed by resolution.

- a. At a Board meeting held in the fall of each year, officers would be elected and the activities for the year scheduled.
- b. The President shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board.
- c. Notice of Board meetings shall be mailed to all directors at least fifteen (15) days, but not more than forty-five (45) days, before any meeting.
- d. A quorum necessary to transact business at all Board meetings shall consist of at least six representatives from any mix of three states.
- e. Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment provided that all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.
- f. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of Directors, if authorized by a writing signed by all members of the Board. Such consent shall be filed with the regular minutes of the Board.
- g. Absentee or proxy votes are not allowed.

Section 3.03 Executive Board Meetings. Meetings of the Executive Board shall be held any time or place as necessary to conduct the day-to-day business of the Corporation. Executive Board Meetings shall be noticed as set forth in Section 3.02 (c) above, and may be conducted as set forth in Sections 3.02(d-g) above.

Section 3.04 Special Meetings. Special meetings may be called by a majority of the directors as long as proper notice stating the purpose, location and time is given within the time limits set forth in Section 3.02 (c) above. Any such Special Meeting shall be conducted as set forth in Sections 3.02(d-g) above.

ARTICLE IV

Directors

Section 4.01 Board of Directors. The business and property of the Corporation shall be managed and controlled by the Board of Directors and an Executive Board hereinafter created and empowered. The Board of Directors and the Executive Board shall possess, and may exercise, any and all powers granted to the Corporation under the laws of the State of Nevada and its Articles of Incorporation. No director shall serve without being a member of the American Paint Horse Association.

Section 4.02 Powers of the Board of Directors. The Board of Directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to law or the Articles of Incorporation or these By-Laws, as they may deem expedient concerning the conduct, management and activities of the Corporation, the admission, suspension and expulsion of members, removal of officers, the rules and regulations governing the procedure of such suspension, expulsion and removal, the fixing and collecting of dues and fees, regulations regarding auditing of the financial records, awarding of year-end awards, the conducting of the Zone-O-Rama for the Corporation and all other details relating to the general purpose of the Corporation.

Section 4.03 Term. The directors of the Corporation shall hold office until their successors have been elected.

Section 4.04 Vacancies. A vacancy on the Board of Directors shall be filled by the director's state. The Board may declare vacant the office of a director on the occurrence of any of the following events:

- a. The director has been declared of unsound mind by a final order of the court.
- B. The director has been convicted of a felony.
- c. If the authorized number of directors is increased.
- d. The director has been suspended by APHA
- e. The director has violated any of the Bylaws of the Corporation, or any of the rules or bylaws of the APHA, or has acted in such a way as to cause unfavorable reflections on this Corporation.
- f. If a member state fails to elect a director

Section 4.05 Resignation of a Director. Any Director may resign effective on giving written notice to the President or Secretary of the Executive Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 4.06 Removal of Directors. A director may be removed only by a vote of the director's member state. In such case a new director shall be elected in accordance with the provisions of Section 4.07© of these Bylaws.

Section 4.07 Determination of Director Allotment

- a. Each state shall have three directors. Each state is also entitled to one Alternate Director who shall have all rights of the Director in his absence.
- b. Each director shall be an APHA member in good standing .
- c. No director may be elected to serve more than one member state.
- d. Directors and Alternate Directors for the following year must be determined prior to the date of the annual election meeting and the Executive Board notified in writing of the name and address of such director(s).
- e. All states shall have equal representation in regard to voting rights among its directors regardless of the office the director may hold.

V
Executive Board

Section 5.01 Executive Board. The Directors will elect an Executive Board, consisting of a President, Vice President, Secretary, and Treasurer, from the Directorate at the Board of Directors meeting held in the Fall of each year and empowered to conduct the day-to-day business of the Corporation. Each shall serve until the selection and qualification of his or her successor.

Section 5.02 Eligibility. Only members of the Board of Directors shall be eligible to serve as officers of the Executive Board.

Section 5.03 Powers. All powers of the Board of Directors, except the power to change or amend the Bylaws, are invested in the Executive Board. All members of the Executive Board shall retain the same voting rights as any other Director. All actions of the Executive Board are subject to ratification, revision or amendment by the directors at any regular or special meeting of the Directors.

Section 5.04 Responsibilities of the Executive Board. The following responsibilities shall rest with the Executive Board:

- a. Interpret and decide all questions or ambiguities that may arise in connection with the meaning, intent, or purpose of any by-law, rule, regulation or other Corporation document.
- b. Schedule and conduct all meetings, except that called by the Board of Directors or members.
- c. Execute all written contracts on behalf of the Corporation.
- d. Appoint such special committees as are deemed necessary.
- e. Fill any Executive Board vacancy from the Directorate to serve until the next election.
- f. Inspect any records maintained by the Secretary or Treasurer for any proper purpose at any reasonable time.

Section 5.05 Delegation of Responsibilities. The Executive Board may not delegate the right to determine the purposes for which income and assets of the Corporation are to be devoted, or the selection of activities in which the Corporation shall engage.

Section 5.06 Duties of the President. The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Board of Directors. He or she shall see that the Bylaws, rules and regulations of the Corporation are enforced and shall perform all other duties that may be prescribed by the Board of Directors. He or she shall be ex officio member of all committees.

Section 5.07 Duties of the Vice President. In the absence of the President, the Vice President shall act a president performing all prescribed duties.

Section 5.08 Duties of the Secretary. The Secretary shall be the custodian of records and documents of the corporation except financial records. The Secretary shall issue notices of all meetings, shall maintain a record of the proceedings of all meetings of the Executive Board and Board of Directors and shall perform such other duties as the Board of Directors or President directs.

Section 5.09 Duties of the Treasurer. The Treasurer shall take custody of all funds, gifts received and other assets upon direction of the Board of Directors or President. Such receipts shall be deposited by the Treasurer in the name of and to the credit of the Corporation, with such depositaries a may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Executive Committee or the Board of Directors. The Treasurer shall maintain accurate and complete financial records of all types of transactions

without specific resolution of the Board, but subject to ratification by the corporate body, and perform such other duties as the Board of Directors or President may direct. The Treasurer shall present a complete financial report to the members at least annually and at any other time as requested by the Executive Board.

ARTICLE VI

ZONE-O-RAM

Section 6.01 Zone-O-Rama. The Board of Directors and/or the Executive Committee shall be responsible for the coordination and/or sponsorship of all Zone-O-Rama shows conducted in Zone II consistent with the rules and regulations set forth by the American Paint Horse Association (Rule SC-035) and may adopt such other rules and guidelines as to the Zone-O-Rama.

ARTICLE VII

AMENDMENTS

Section 7.01 Amendments. These By-laws may be amended at any regular Board of Directors meeting provided that the amendment shall have been submitted by motion at one previous regular Board of Directors meeting. The adoption of an amendment shall require a 2/3 vote of the ballots cast at the meeting. A notice of intention to amend shall be mailed to each director and member club president at least thirty (30) days prior to the voting meeting.

ARTICLE VIII

Corporate Seal

Section 8.01 Corporate Seal. The Board of Directors shall adopt a corporate seal. The Secretary of the Corporation shall have custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE IX

Indemnification

Section 9.01 Indemnification. Each Officer, Director, or member of Zone II shall be indemnified by the Corporation against all cost, expenses and liabilities reasonably incurred by him or her in connection with or resulting from any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer, director or member of Zone II, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of said officer, director or member. The foregoing right of indemnification shall cover amount paid in settlement of any such action, suit or proceeding when such settlement appears to be in the interest of the Corporation. The foregoing rights shall be in addition to any other rights to which said officer, director or member may be entitled as a matter of law.

ARTICLE X

Dissolution

Section 10.01 Dissolution. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispense all the assets of the corporation to the American Paint Horse Association's Youth Development Foundation. Dissolution of this Corporation shall require not less than 2/3 of the members' written consent and shall be in compliance with the Laws of Incorporation in the state of Nevada.

CERTIFICATE OF SECRETARY OF WESTERN REGIONAL ZONE II

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on February 10, 2008.