

NORTHWEST COORDINATING COMMITTEE
CONSTITUTION AND BYLAWS

**ARTICLE I
NAME, PURPOSE & LOCATION**

Section 1

Name: This organization shall be called the Northwest Coordinating Committee. The official abbreviation shall be NWCC.

Section 2

Purpose: NWCC shall at all times be operated and conducted as a non-profit organization in accordance with the laws of the State of Washington providing for such organizations and by which it shall acquire all such rights as granted to organizations of this kind.

The purpose of NWCC shall be to promote and stimulate interest in the Paint horse, for conformation and ability; by promoting interest in the Paint horse as a breed. NWCC shall assist all member clubs in promoting Paint horses in the northwest, coordinating member club show dates and judges, maintaining annual point records for year-end awards, and host the NWCC futurities.

Section 3

Location: The principal place of business shall be the address of the current duly elected secretary, but business may be carried out at any place convenient to such members or officers as may be participating.

**ARTICLE II
MEMBERS**

Section 1

Member clubs shall be admitted, retained and expelled in accordance with such rules and regulations as the Board of Directors may adopt.

Section 2

Membership shall be open to all APHA clubs, within Zone One, who subscribe to the aims of NWCC, abide by the rules and regulations and assist in furthering its purposes and objectives.

Section 3

All voting members shall maintain the financial responsibilities of NWCC. Each member club shall abide by the following:

- (a) Each member club shall contribute a set fee to NWCC as established by a year-end audit of the expenses of the preceding year which shall be payable at the annual meeting for the following year, unless otherwise approved. This fee shall be disseminated each year by approval of the NWCC with priority to futurities.

- (b) New clubs will be considered for membership at the annual meeting each year. The application for membership to include membership fee.
- (c) A member club may have shows with a total of no more than ten (10) judges approved by NWCC.
- (d) If a member club wishes to have additional shows approved for NWCC after the original schedule has been published, that member club must notify the NWCC no less than ninety (90) days prior to the show. If there is no regular scheduled mailing going out to NWCC membership, this member club will provide the funds for a mailing to the entire NWCC membership to inform them of the additional show.
- (e) An assessment of \$1.00 per entry based on the total entries of an APHA approved member club show shall be paid to the NWCC, post-marked within fifteen (15) days following the show. Seventy (\$0.70) cents of each per entry assessment is dedicated to a year-end awards program; twenty (\$0.20) cents of each per entry assessment will be paid to voting APHA National Directors, of member clubs, who attend either the National Workshop and/or National Convention, and ten (\$0.10) cents of each per entry assessment will be paid to the NWCC point keeper.
- (f) If the show results and assessments are past due (over 15 days) an additional ten (\$0.10) cents per entry will be charged.
- (g) Failure to meet the member club show assessments deadline date (post-marked no later than 30 days after the show) will result in the loss of that member club's members points for that show from the NWCC year-end awards of that year.
- (h) NWCC member clubs shall be ineligible for NWCC membership the following year if the member clubs past due assessments and/or membership fees are not paid by the annual meeting.
- (i) Eligibility for NWCC membership may be reinstated for the member club by the payment of past show assessments plus a twenty-five (25%) percent penalty on past due assessments.

ARTICLE III DIRECTORS

Section 1

The business and property of NWCC shall be managed and controlled by the Board of Directors hereinafter created and empowered. Members of the Board of Directors may succeed themselves in office but each person must be elected and re-elected individually.

The Board of Directors shall consist of no less than five (5) elected directors, elected by the membership to hold office.

The full board shall consist of chairperson, vice-chairperson, treasurer and secretary and three elected directors. No more than two (2) directors or alternates of any club may sit on the Board of Directors during the same term. All directors must be members in good standing of the clubs they represent.

Member delegates and alternates:

- (a) Member delegates shall have full voting authority from their representative clubs to make any and all NWCC decisions.
- (b) All delegates and alternates shall be confirmed in writing from their representative club presidents (with addresses and phone numbers). Delegates will not have voting privileges until this has been received.
- (c) Each member club alternates shall have the right to participate in the discussions and any decisions, but may vote only in the absence of a delegate. One delegate absent = one alternate vote per club. In the absence of a delegate and alternate, a representative from a club must have a letter of authorization from the club's president to be allowed to vote.
- (d) Each delegate may represent and vote for only one member club.
- (e) Alternates may chair any sub-committee.
- (f) No proxy will be allowed.
- (g) At least one delegate must sit on any committee.

Section 2

If a director misses two consecutive meetings without due cause, he or she shall automatically be dropped from the board and replaced by a general membership election. If any director or officer fails to properly discharge his/her duties, he/she may be removed from office by a 2/3 vote of the Board of Directors.

Section 3

The Board of Directors shall have the power and authority to enforce such rules and regulations, not contrary to law or these bylaws, as they deem expedient concerning the conduct, management, and activities of the committee. The suspension and expulsion of members, removal of officers, the rules and regulations governing the procedure of such suspension and expulsion and removal, and collection of dues and fees, the expenditure of money, the auditing of books and records, the conducting of show, contests, exhibitions, races, sales and social functions and other details relating to the general purposes of the member clubs.

ARTICLE IV OFFICERS AND DUTIES

Section 1

Officers: The officers of the NWCC shall be the chairperson, vice-chairperson, secretary and treasurer. Officers shall be nominated from the floor at a yearly membership meeting and such officers shall hold office for a period of one year.

Section 2

Chairperson: The chairperson shall be voted into office by NWCC delegates. In the absence of the chairperson, the vice-chairperson will preside over the meeting. The chairperson will send an agenda for the vice-chairperson. The chairperson shall have the power to break all ties. Whichever member club delegate is elected as chairperson that member's club first alternate will have the voting privileges. The chairperson will have the power to vote if his member club's alternate is not present to vote.

Section 3

Vice-Chairperson: The vice-chairperson shall be voted into office by NWCC delegates. The vice-chairperson will preside over the meetings in the absence of the chairperson. The vice-chairperson will have the power to vote if his member's club alternate is not present to vote. In the absence of the vice-chairperson, the temporary chairperson will be picked from the members present, by members present.

Section 4

Secretary: The secretary shall be voted into office by NWCC delegates. The secretary shall notify each delegate, alternate, point keeper and club president a minimum of thirty (30) days prior to the next meeting. The secretary shall forward copies of minutes within two (2) weeks of the last meeting held to all delegates, alternates, point keeper and club presidents.

Section 5

Treasurer: The treasurer shall be voted into office by NWCC delegates. The treasurer will present a financial report at every meeting. The treasurer will send an audit report to all member club presidents after being approved by NWCC delegates. The audit to be completed the first meeting of each calendar year. Year-end audits will be performed by an independent audit committee. The treasurer is to send out membership due letters & bill for show assessments, if needed.

Section 6

Point Keeper: The point keeper will keep the year end award point records within NWCC guidelines. Point keeper shall track and provide periodic posting of NWCC points awarded to qualifying exhibitors during the term for the NWCC Awards and Recognition Program.

**ARTICLE V
COMMITTEES**

Section 1

The Board of Directors, from time to time, may create and empower other committees, general or special. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees which, to the extent provided in such resolution in these bylaws, shall have and exercise the authority of the Board of Directors in the management of NWCC.

General or special committees all consist of two or more persons. The chairperson shall be appointed by the chairperson of NWCC or the Board of Directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him or her by law.

ARTICLE VI ELECTIONS

Section 1

All officers and directors shall be elected by written vote if 2 or more nominations. Each officer shall be voted upon by written ballot and election completed before nomination can be accepted for the next office.

Nominations will be open at the annual meeting of each year. Notice of the membership meeting for the purpose of electing officers and directors shall be given by providing written notice (email is acceptable) to the last known address of each voting member club in good standing stating the time and place of such meeting. Said notice shall be sent not less than thirty (30) days prior to the date of such election meeting. The chairperson will accept nominations from the floor for each office to be filled.

Section 2

Election for any single position with more than two nominees shall require a runoff of the top two if no candidate receives a majority of the votes cast.

Section 3

Special elections for a vacancy of an office shall be conducted at the next regular membership meeting providing the fifteen (15) day written notice has been provided to the member clubs' elected delegates.

ARTICLE VII MEETINGS

Section 1

Regular NWCC meetings shall be held twice yearly at such time and place as may be fixed by resolution. Installation and election of officers or directors and transactions of any other business may be brought before the meeting. The time and place of these meetings shall be published as deemed necessary.

Section 2

Special Meetings: Special meetings of the NWCC may be held at such time and place as may be designated in the notice whenever called in writing by direction of the chairperson or by the majority of the Board of Directors or by a notice signed by not less than twenty (20%) percent of the member clubs then in good standing.

Notice of such special meeting indicating briefly the object or objects thereof shall be given to each member club. All business listed in the agenda can be voted upon at this special meeting with a quorum present.

Section 3

Any officer of NWCC may call the meeting of the member club delegates to order and may act as chairperson of such meeting, precedence being given as follows: chairperson, vice-chairperson, secretary and treasurer. In the absence of all such officers, member delegates present may elect a chairman.

The secretary of the committee shall act as the secretary of all meetings of the NWCC but in his or her absence the directors may appoint any person to act as secretary of the meeting.

Section 4

Board of Directors Meetings: The Board of Directors shall meet at least twice a year. One such meeting shall be held in the first half of the year and the last regular meeting is to be held in the last half of the year. The meeting may be held at a time and place set by the chairperson or by a majority of the directors and notice of such meeting shall be given not less than fifteen (15) days prior to the date of the meeting. The board, by rule, may provide for such regular meeting at stated times and places of which no notice shall be required.

Section 5

Special meetings of the Board of Directors shall be held whenever called by the direction of the chairperson or by a majority of the directors. Notice of each special meeting shall be given to each director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 6

At meetings of the Board of Directors, business shall be transacted in such order as the board may determine.

Section 7

For the transaction of NWCC business at a general meeting or special meeting, a quorum shall consist of any two (2) executive officers and five (5) additional member delegates in good standing.

ARTICLE VIII AMENDMENTS

Section 1

These by-laws may be amended at any regular meeting, providing that the amendment shall have been submitted by motion at two previous regular meetings. The adoption of an amendment shall require a 2/3 vote of the ballots cast at the meeting. A written notice of intention to amend the by-laws shall be

provided to each member club presidents, secretaries & NWCC delegates. This notice shall be provided at least thirty (30) days prior to the meeting at which it will be voted on.

ARTICLE IX RULES

Section 1

The Board of Directors is responsible for establishing the rules consistent with and supplementary to NWCC. The rules shall be published and distributed to the member clubs with revisions published when changes to the rules warrant a new publication.

Section 2

The rules contained in the current edition of Roberts Rules of Order, newly revised, shall govern the NWCC in all cases in which they are applicable and in which they are not inconsistent with these by-laws and any such rules of order NWCC may adopt.

The chairperson may adopt a parliamentarian to be present at meetings.

ARTICLE X INDEMNIFICATION

Section 1

Each director, officer and committee-person of NWCC shall be indemnified by the committee 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 director, officer or committee-person of NWCC except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such director, officer or committee-person. The foregoing right of 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 committee. The foregoing rights shall be in addition to any other rights to which such director, officer or committee-person may be entitled as a matter of law.

ARTICLE XI DISSOLUTION

Section 1

Upon the dissolution of the NWCC, the Board of Directors shall, after paying or making provision for payment of all the liabilities of NWCC, dispose of all the assets of the committee. Remaining assets are to be turned over to a charitable organization which at the time qualifies as an exempt organization or

organizations under section 501.c (5) of the Internal Revenue Code of 1954 or the corresponding provisions of any future U.S. Internal Revenue laws.

**ARTICLE XII
DISCIPLINE**

Section 1

Disciplinary action to any member club shall be taken by the Board of Directors as specified in the APHA rule book and/or NWCC guidelines.

All member clubs shall be given prior written notice of their proposed action and shall be given a chance to appear in person before such disciplinary committee.

Section 2

This action will be evoked by the breaking of NWCC guidelines or APHA rules or actions causing a bad reflection on this organization or the Paint horse breed.

Section 3

Anyone suspended by the APHA is automatically suspended by NWCC, pending review by the NWCC disciplinary committee.

ARTICLE XII

In any conflict between the rules and bylaws of the committee and the rules and bylaws of the American Paint Horse Association, the rules of the American Paint Horse Association will govern.

AMENDED 12/5/1992

AMENDMENT

A family, for membership purposes, will be defined as a married couple with or without children and single adults with children. Children are defined as unmarried youths eighteen (18) years of age or younger who are members of the household. Membership is conferred when dues are paid and remain in effect through the calendar year regardless of subsequent changes in circumstances detailed in this amendment.

(Adopted March 9, 1985)
(Revised Dec. 9, 2012)
(Revised Jan. 24, 2015)