

**BY-LAWS**  
**ZONE 1 REPRESENTATIVE COUNCIL**  
As amended 12/8/2012

**ARTICLE I**  
**Name, Purpose and Location**

**SECTION 1. NAME:** This corporation shall be called the Zone 1 Representative Council, Inc. and shall at all times be operated and conducted as a non-profit corporation in accordance with the laws of the State of Washington as granted to corporations of this kind. The official abbreviation shall be ZORC.

**SECTION 2. PURPOSE AND OBJECTIVES:** The purpose and objectives of this council shall be:

- A. To stimulate Zone-wide activity for the promotion of horses registered with the American Paint Horse Association.
- B. Encourage Regional Club and American Paint Horse Association membership.
- C. Provide a strong representative voice for the Zone at the National level.
- D. Assist in solving major Zone problems.
- E. Provide a committee for a Zone-O-Rama.
- F. When it is appropriate, conduct a quality sale.
- G. Disseminate information, rule changes and promotional ideas from the National level to ZORC member regional clubs.
- H. Initiate unique promotional methods to provide funds for the Youth Development Foundation.
- I. And any other activities that may be desirable and appropriate.

**SECTION 3. PLACE OF BUSINESS:** The principal place of business shall be in the State of Washington, but its member regional clubs shall be chartered in and its officers residents of the states within Zone 1, that is the states of Alaska, Idaho, Montana, Oregon, Washington & the Province of British Columbia. The business may be carried on at any place convenient to such members regional clubs or officers, as may be participating.

The corporation will continuously maintain within the State of Washington a registered office and agent in compliance with the Non-Profit Corporation Act, which agent and office shall be designated by the Board of Directors. Any change in the registered office or the registered agent shall be accomplished with the Non-Profit Corporation Act.

**ARTICLE II**  
**Members**

**SECTION 1. MEMBERSHIP:** Membership shall be open to all regional clubs who subscribe to the aims of ZORC, are chartered by APHA, abide by the articles of this document and assist in furthering ZORC purposes and objectives. Member regional clubs must be within Zone 1 boundaries. Membership shall be on a fiscal year basis from December 1 to November 31.

**SECTION 2. MEMBER(S) DEFINED:** Whenever in these By-Laws the term member or members shall be used, unless otherwise specified, it shall mean a chartered Zone 1 regional club(s) in good standing having the right to vote through its duly elected director(s).

**SECTION 3. RESPONSIBILITIES OF MEMBER CLUBS:** Member clubs, through their voting directors, shall maintain the financial responsibilities of ZORC. Each member club shall abide by the following:

- A. Each regional club who wishes to become a member of ZORC shall contribute a set membership fee.
- B. All fees are due and payable for the coming year at the time of the Annual Meeting.
- C. Member clubs shall be admitted, retained and expelled in accordance with the terms of this document.
- D. In response to the number of director/alternates allotted, a letter should be received from the president of each member club at or before the Annual Board of Directors Meeting informing ZORC of the name(s) and address(es) of that club's allocated director(s) and alternate(s) for the coming year.

### **ARTICLE III Board of Directors**

**SECTION 1. BUSINESS:** The business and property of the Zone 1 Representative Council 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 State of Washington Non-Profit Corporation Act and its Articles of Incorporation.

**SECTION 2. DIRECTORS AND ALTERNATES:** Each state & the Province of British Columbia shall have as many directors and alternates as the largest number of chartered regional clubs in any one state or the Province of British Columbia within Zone 1.

- A. Each member club shall have at least one director.
- B. Directors and alternates shall be elected by their respective member club.
- C. Each director or alternate elected shall be a member in good standing of the member club that has elected him/her.
- D. No director or alternate may be elected to serve more than one member club.
- E. The Board of Directors for the coming year must be determined at or before the time of the current year's Annual Director Meeting.
  1. **DIRECTORS.** Allocation: Director allocation will be made annually as soon as the number of member clubs in each state or the Province of British Columbia has been established for the coming year.  
After the largest number of regional clubs in a state or the Province of British Columbia is determined and the number of member clubs in each state or the Province of British Columbia established, the largest number of regional clubs is divided by the number of member clubs in each state or the Province of British Columbia to determine the actual number of directors allotted to each member club. If an equal division of directorships cannot be established in a state or the Province of British Columbia, the remaining directorship(s) shall be placed on an annual rotation basis between the respective member clubs of that state or the Province of British Columbia by the Chairperson.

2. **ALTERNATES:** Each member club will be allotted the number of alternates to equal the number of directors allocated. Alternates will only have director's voting privileges in the absence of a director from their member club.

**SECTION 3. TERM:** The directors of ZORC shall hold office for a period of 1 year and/or until their successors are elected.

**SECTION 4. VACANCY:** Any vacancy occurring in the Board of Directors will be filled by the director's member regional club.

**SECTION 5. POWERS:** The Board of Directors shall have the power and authority to enforce such rules and regulations, not contrary to these guidelines or law, as they deem expedient concerning the conduct, management and activities of the council.

#### ARTICLE IV Executive Board

**SECTION 1.** An Executive Board, consisting of a Chairperson, Vice Chairperson, Secretary, Treasurer and three (3) At-large Board Members, will be elected by the Directors from the Directorate including Alternates for the coming year immediately following the current year Annual Director Meeting and empowered to conduct the day-to-day business of ZORC.

**SECTION 2. POWERS:** All powers of the Board of Directors, except the power to change or amend the By-Laws are invested in the Executive Board. 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 3. RESPONSIBILITIES OF THE EXECUTIVE BOARD:**

- A. To report on all actions of the Executive Board to the directors at the Annual Director Meeting.
- B. 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 ZORC document.
- C. Scheduling and conducting of all meetings, except those called by the Board of Directors.
- D. Execute all written contracts on behalf of ZORC.
- E. Appoint such special committees as are deemed necessary.
- F. Fill any Executive Board vacancy from the Directorate to serve until the next election.
- G. Inspect any record maintained by the Secretary or Treasurer for any proper purpose at any reasonable time.

**SECTION 4.** The Executive Board may not delegate the right to determine the purpose 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. DUTIES OF THE CHAIRPERSON:** The Chairperson shall be the chief executive officer of the Council and preside at all meetings of the Board of Directors. He/She shall see that the By-Laws, rules and regulations of the Council are enforced and shall perform all other duties that may be prescribed by the Board of Directors.

**SECTION 6. VICE CHAIRPERSON:** In the absence of the Chairperson, the Vice Chairperson shall act as Chairperson performing all prescribed duties.

**SECTION 7. SECRETARY:** The Secretary shall be custodian of records and documents of the corporation except financial records; shall issue notices of all meetings; shall maintain a record of the proceedings of all meetings of the Board of Directors and the Executive Board and shall perform such other duties as the Board of Directors or Chairperson directs.

**SECTION 8. TREASURER:** The Treasurer shall take custody of all funds, gifts received and other assets of the corporation; disburse such funds or other assets upon direction of the Board of Directors or Chairperson. Maintain accurate and complete financial records of all types of transactions without specific resolution of the Board of Directors but subject to ratification by the corporate body; and perform such other duties as the Board of Directors or Chairperson may direct. The Treasurer shall present a complete external audit and financial report to the directors at the Annual Director Meeting and at any other time as requested by the Executive Board.

#### ARTICLE V Optional Committees

Special Committees shall be selected by the Board of Directors as necessary. Possible Special Committees may be POINT KEEPER, DIRECTORY EDITOR, or SHOW MANAGER. Any such committees, so selected, will serve only on the terms as prescribed in the Council records.

#### ARTICLE VI Meetings

**SECTION 1. TYPES OF MEETINGS:** ZORC shall have the following types of meetings: Executive Board Meetings, Board of Directors Meetings, Annual Board of Directors Meeting and Special Board of Directors Meetings. All meetings will be called and conducted according to the terms of these By-Laws. Proxy votes are not allowed at any ZORC meetings. All ZORC meetings will be conducted according to Roberts Rules of Order.

**SECTION 2. EXECUTIVE BOARD MEETINGS:** Meetings of the Executive Board shall be held at any time or place necessary to conduct the day-to-day business of ZORC. A quorum shall consist of a simple majority of the officers. Meetings can be conducted in other manners than physical presence of the officers in a group.

**SECTION 3. BOARD OF DIRECTORS MEETINGS:** The duly elected directors from all member clubs having qualified, shall hold three regular meetings per year in as central a location in Zone 1 as possible and at such time and place as may be chosen by the Chairperson. Notice of meetings shall be provided to all Zone One Directors, Alternates, club presidents and National Directors in Zone One at least 10 days but not earlier than 50 days before any regular meeting. The following regular meetings shall be held:

- A. The first meeting of a newly elected Board of Directors will be held immediately following the current Annual Board of Directors Meeting to elect the Executive Board and any other business scheduled to come before the Board for the coming year.
- B. A meeting will preferably be held in early February to conduct further business for the year's activities.
- C. The Annual Board of Directors Meeting.

SECTION 4. ANNUAL BOARD OF DIRECTORS MEETING: The Annual Board of Directors Meeting shall preferably be held on the first Saturday in the month of December at a central location as designated by the Chairperson. Notice of said meeting must be given in writing to each Zone One Director, Alternate, club presidents and National Directors in Zone One not less than 10 days or more than 50 days prior to the date specified.

SECTION 5. SPECIAL BOARD OF DIRECTORS MEETINGS: Special meetings of the Board of Directors may be called by written or electronic notice to each Zone One Director, Alternate, club presidents and National Directors in Zone One, stating the purpose, location and time with the notification time limits as written in Article VI, Section III above.

SECTION 6. QUORUM: The number of directors present at any Board of Directors meeting to constitute a quorum for the legal transaction of business shall consist of 40% of the total clubs in Zone One. If at any meeting of the Board of Directors less than a quorum is present, a majority of those present may adjourn the meeting until such time as a quorum is present.

#### ARTICLE VII 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 meeting. The adoption of an amendment shall require a 2/3 vote of the ballots cast at the meeting. The notice of intention to amend shall be provided to each Zone One Director Alternate, club president and National Directors in Zone One at least thirty days prior to the voting meeting.

#### ARTICLE VIII Dissolution

Upon dissolution of ZORC, the Board of Directors shall, after paying or making provision for payment of all liabilities, dispose of all the assets of ZORC. These assets will be equally divided among the current year member clubs of ZORC.

#### ARTICLE IX Indemnification

Each director or officer of ZORC shall be indemnified by the council against all costs, expenses and liabilities reasonably incurred by him/her in connection with or resulting from any reason of his/her being or having been a director or officer of ZORC, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of said officer or such action, suit or proceeding when such settlement appears to be in the interest of ZORC. The foregoing

rights shall be in addition to any other rights to which said director or officer may be entitled as a matter of law.

ARTICLE X  
Discipline

SECTION 1. SUSPENSION: Anyone suspended by APHA is automatically suspended by ZORC.

SECTION 2. ACTION: The breaking of ZORC or APHA rules or By-Laws that cause unfavorable reflections on the Paint Breed or this organization will result in action by this organization.

Dates and signatures indicate effective date of revision:

DATE	SIGNATURE OF EXECUTIVE BOARD	OFFICE HELD
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____