

## BYLAWS OF THE FOUNDATION APPALOOSA ASSOCIATION, INC.

### ARTICLE I PURPOSES

**Section 1 - Purposes:** The purposes for which the Foundation Appaloosa Association, Inc. (FAA) is organized and shall be operated are:

- A) To protect, preserve, perpetuate and promote the bloodlines of the true Appaloosa horse.
- B) To establish, maintain and publish a registry for recording established Foundation Appaloosa horses, for recording pedigrees of said established horses, and transfers of ownership of said established horses.
- C) To promote the education of selective breeding practices to preserve, improve and standardize the Appaloosa breed.
- D) To collect data and maintain record of a genetic pool of recognized Foundation Appaloosa horses which can be used and encouraged for use in future scientific study of the breed.
- E) Any other lawful activities, none of which shall be for profit, subject to restrictions set forth under Oregon Not For Profit Revenue Code.

### ARTICLE II OFFICES AND AGENTS

**Section 1 - Offices and Agents:** The Foundation Appaloosa Association, Inc., will continuously maintain a registered office and registered agent in the State of Oregon. The address of the registered agent and the person acting as registered agent may be changed in accordance with the Oregon Revised Statutes.

### ARTICLE III MEMBERS, TYPES OF MEMBERSHIP, RIGHTS AND DUTIES

**Section 1 - Members:** All applicants for membership will complete and sign a FAA membership application form and file with the FAA Secretary accompanied with the appropriate fees. The Secretary will then approve or deny the application.

**Section 2 - Types of Membership:** FAA will have 3 classes of memberships, Adult, Youth, and Family.

- A) Adult members are current members in good standing age 18 and above, and have full voting rights as expressed in Article VI, Section 2.
- B) Youth members are current members below the age of 18 years old at the time of application or renewal, and shall have no voting rights, except as may later be delegated in a specific youth program.
- C) Family membership will include adults with full voting rights, and youth that live within their household. Youth shall have no voting rights.

**Section 3 - Rights and Duties:** All adult members in good standing have the right to vote in all actions as described, and with the limitations provided in Article VI, Section 2, Article V, Article VII, and Article XI. Memberships are not transferable. All members shall obey and be bound by these Bylaws, by the rules and regulations adopted by the Board of Directors and by the decisions and actions of the Board of Directors or membership.

### ARTICLE IV RESIGNATION AND TERMINATION OF MEMBERS

**Section 1 - Resignation:** A member may resign at any time. However, such resignation does not relieve the member from any obligation the member may have to the corporation as a result of obligations incurred or commitments made before the resignation. Such resignation shall be made in writing to the office of the Secretary of FAA.

**Section 2 - Termination:** Members may be disciplined, expelled, or suspended for cause according to the Oregon Revised Statutes: ORS 65.167. Membership, or application thereof, may be terminated if member/applicant has been convicted of a violation of animal welfare law, has violated the bylaws, rules and/or regulations of FAA, submitted false information regarding registration or membership application, knowingly misrepresented a pedigree in order to unjustly qualify under FAA guidelines, or otherwise acted in such a way as

it is determined to be detrimental to the reputation and objectives of FAA and its membership.

## ARTICLE V MEETINGS AND ACTIONS WITHOUT MEETINGS

**Section 1 - Annual Meeting:** An annual membership meeting will be held once each calendar year at such place and location as will be determined by the Board of Directors. Notice of such meeting will be within a minimum of thirty (30) days and not more than sixty (60) days prior to the meeting. At the annual meeting:

- A) The President and Financial Officer shall report on the activities and financial condition of the Corporation.
- B) The members shall consider and act upon items included in the meeting agenda in accordance with Article VI.

**Section 2 - Special Meeting:** A special meeting may be called by:

- A) The President
- B) Majority vote of the Board of Directors (either written or in person).
- C) Holders of at least 10% of all the votes entitled to be cast on an issue proposed to be considered at the proposed special meeting, signed, dated, and delivered to the Secretary. Such demand must include the description of the purpose for which the meeting is to be held. Upon receipt of said demand, the Secretary must give notice of said special meeting within thirty (30) days and will be limited to only those items stated in said demand.

**Section 3 - Notification of meetings:** All members in good standing will be notified as follows:

- A) Voting members will be notified in writing of the place, date, and time of each meeting within a minimum of thirty (30) days and not more than sixty (60) days prior to the meeting.
- B) Notice will include a description of any matter or matters to be considered at the meeting that may be approved by the membership.
- C) Notice of a special meeting will include a description of the purpose for which the meeting was called.

**Section 4 - Action Without Meetings:** An action that may be taken at an annual or special meeting of members may be taken without a meeting if the corporation delivers (by first class mail) a written ballot to every member entitled to vote on the matter.

- A) The written ballot must set forth the proposed action and provide for an opportunity to vote for or against each proposed action.
- B) Approval by written ballot under this section is valid only when the following occur:
  - 1) The number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action.
  - 2) The number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
  - 3) Such approval is in compliance with the Oregon Revised Statutes and Article XI, section 2, of these bylaws.
- C) Ballots will be counted by one (1) member to be appointed by the President.
- D) Election protest must be submitted in writing by registered mail and postmarked to the Secretary no later than 30 days after the notification of election results.

**Section 5 - Board of Directors:** Meetings may be held by electronic means or in person.

## ARTICLE VI VOTING

**Section 1 - List of Members:** After fixing a record date of a meeting, the corporation shall prepare a list of the names of the corporation's members who are entitled to vote.

- A) The list of members will be made available to any member who requests such list at any time for a nominal fee based on postage and supplies.
  - 1) Fee to be posted in the FAA newsletter on a regular basis.
  - 2) Fee will be adjusted for out of country requests, based on postage.
  - 3) Request will be handled in a reasonable time frame.

B) The corporation shall have an up to date list at every general membership meeting.

**Section 2 - Quorum:** A quorum of 51% of eligible member voters must be present before an issue can be brought to a vote of the membership. If 51% is not present at the annual meeting or special meeting, and the matter specifically requires a member vote, the matter will be tabled and brought before the entire membership for a vote by means of a mailed ballot.

A) If a matter does not need specific membership approval, and the matter was properly notified to the members of its consideration, and a quorum of members are not present for such vote, the Board of Directors may, at their discretion, approve or disapprove the matter at said meeting.

1) Providing that a quorum, or 75% of the Board of Directors are present

## ARTICLE VII DIRECTORS

**Section 1 - Powers:** The business and affairs of the corporation are managed under the direction of the corporation's Board of Directors. The Board of Directors has the authority to spend money for whatever is deemed necessary for the betterment of the organization.

**Section 2 - Number of Directors:** The number of Directors will not exceed twelve (12) all of which have equal voting rights, except the President who may only vote when necessary to break a tie vote. The number of Directors must be a minimum of 3 according to the Oregon Revised Statutes (ORS 65.307)

**Section 3 - Term:** Each director will serve a four (4) year term and such terms will rotate so three (3) directors are elected by the membership annually.

**Section 4 - Election:** Members will elect directors by mail ballot, unless there are three or fewer biographies submitted. Three directors will be elected annually by the membership. Any member desiring to fill a director position shall submit a written biography to the Secretary by May 1st of that election year. If more than three candidates submit biographies for the position, ballots will be sent to the general membership for voting. Ballots will be tabulated no less than 60 days prior to the annual meeting date. If three or fewer submit their candidacy, they will be considered elected by default, without membership ballot voting, providing he or she meets the following criteria of eligibility:

A) All nominees and /or elected directors must be a member of FAA in good standing and have been a member for not less than 1 year prior to the election date of May 1st of the election year.

B) All nominees and/ or elected directors must be a person who currently breeds FAA registered horses, or has bred FAA registered horses but is currently retired.

**Section 5 - Vacancies:** Vacancies within the member elected Board of Directors will be filled by means of a written ballot of the membership, only if the vacancy causes the number of directors to be less than three. The Director elected to fill that vacancy will complete the term of the Director leaving the Board of Directors.

**Section 6 - Resignation:** A director may resign at any time by giving written notice to one (1) of the following:

A) The Board of Directors

B) The President of the Board of Directors, or presiding officer.

C) A resignation is effective when the notice is received, unless a specific date is stated.

**Section 7 - Removal:** Members may remove a director elected by the members with or without cause, under the following condition:

A) A director elected by the members may be removed by the members only at a meeting called for the specific purpose of removing a director. The meeting notice must state that the purpose of the meeting is the removal of the director so named.

B) A director may be removed only if the number of votes cast meets voting requirements in Article VI, Section 2.

C) A director's term will automatically be terminated if his or her membership is terminated under Article IV, Section 2.

## ARTICLE VIII STANDARDS OF CONDUCT FOR DIRECTORS

**Section 1 - Discharge of Duties** A director shall, based on facts then known to the director, discharge duties as a director in good faith, in the manner the director reasonably believes to be in the best interest of the corporation.

**Section 2** -All daily activities and operations of FAA will be conducted under Robert's Rules of Order.

## ARTICLE IX OFFICERS

**Section 1 - Election-Officers:** Officers of the corporation will be elected to serve a two (2) year term, on a date not to exceed sixty (60) days after the election of new directors, by majority vote of the Board of Directors. Election may be done at the annual meetings, when needed to fill an officer's position, by Special Meeting (Article V, Section 2,) or by written ballot.

**Section 2 - Offices:** The following offices are established:

A) **President:** - The president shall preside at all meetings of the members and of the Board of Directors. The President shall also perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

B) **Vice-President** - In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions upon the President. The Vice-President shall be in charge of special committees. The Vice-President shall perform such other duties as from time to time may be assigned by the President, or by the Board of Directors.

C) **Secretary** - The Secretary shall keep full and accurate minutes of the meetings of the Members and of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws. The Secretary shall be the custodian of the corporate records, keep a register of the post office address of each member. The Secretary shall be responsible for issuing new membership cards, sending renewal notices to expiring members, and issuing renewal membership cards. In general, perform all duties incidental to the operations of FAA, the office of Secretary, and such other duties as may be assigned from time to time by the Board of Directors.

D) **Financial Secretary** - Shall deposit all funds of FAA coming into the Corporate Office into a depository designated by the Board of Directors. The Financial Secretary shall be bonded and perform such other duties as may from time to time be assigned by the Board of Directors.

E) **Treasurer** - Treasurer shall keep correct and complete records of the accounts showing the financial condition and results of operations of FAA, shall be responsible for the preparation of all quarterly and annual financial reports.

1) The offices of Financial Secretary and Treasurer may be combined as one, if it is so approved by the Board of Directors.

F) **Registrar** - The Registrar shall keep full and accurate records with regard to registration applications, pedigrees, and other documentation submitted for the purpose of registration, complete a thorough search into the information submitted when determining registration approval, issue registration certificates as warranted, be custodian of the corporate seal of FAA, and see that the seal is affixed to all certificates issued and received for authentication. The Registrar shall perform such other duties as may from time to time be assigned by the Board of Directors.

**Section 3 - Resignation:** An officer may resign at any time by delivering notice to one (1) of the following:

- A) The Board of Directors
- B) The Secretary of the Corporation

A resignation is effective immediately, unless a notice specifies a later effective date.

**Section 4 - Removal:** The Board of Directors may remove an officer at any time with or without cause by majority vote.

**Section 5 - Relinquishment of Duties:** Upon resignation or removal, the officer will deliver all corporate files, supplies, materials, and operational manual to the President or acting President of the corporation in a timely, efficient, and non-hostile manner. If such is not completed with due prudence, the corporation, at its discretion, may hold the evacuating officer liable for the physical replacement cost of such damages, and other monetary remuneration as is seen fit.

## ARTICLE X

## DIRECTORS MEETINGS AND INDEMNIFICATION

Unless otherwise adopted at a later date, directors meetings, actions of directors, and indemnification of directors will be conducted as regulated under the Oregon Revised Statutes.

### ARTICLE XI AMENDMENT OF BYLAWS

**Section 1 - Membership:** The membership may amend or repeal the corporation's bylaws if notice of such issue was duly given the membership as directed in Article V, Section 3, or was demanded by the membership under Article V, Section 2, and the following criteria is further met:

- A) A quorum of 50% of eligible voting members are present, or the entire voting membership has been given written ballot as directed in Article V, Section 4.
- B) The votes cast in favor of the amendment or repeal are greater than the votes cast in disagreement..
- C) Such amendment or repeal is in compliance with the Oregon Revised Statutes
- D) Such amendment or repeal is not in conflict, or an attempt to override or supersede those provisions which fall under Section 3 of this article.

**Section 2 - Board of Directors:** The Board of Directors may amend or repeal the corporation's bylaws if notice of such issue was duly given the membership, as directed in Article V, Section 3, prior to the voting meeting, and if less than 50% of the eligible voting membership are in attendance for such meeting. With this circumstance, the Board may elect to take one of the following approval methods, at their discretion.

- A) Table the issue until the next scheduled meeting.
- B) Request a written member vote as previously described in Article V, Section 4.
- C) Approve such measure by the Board of Directors, if the following conditions are met:
  - 1) Seventy-five percent (75%) of the Board members are present for the vote.
  - 2) Adequate and appropriate notice was given the membership regarding such vote.
  - 3) A majority (51%) of the board is in agreement on the adoption of the measure.
  - 4) Such amendment or repeal is not in conflict or an attempt to override or supersede those provisions which fall under Section 3 of this Article.

**SECTION 3 - UNALTERABLE BYLAWS:** Bylaws which state that they may not be altered for the duration of the corporation or states as being in effect for the perpetuity of the corporation, may not be altered, removed, or replaced in any way by the membership or the Board of Directors. These particular bylaws cannot be altered, removed, superseded, or replaced without dissolution of the corporation.

### ARTICLE XII MERGER, DISSOLUTION, SALE OF ASSETS, AND DISTRIBUTIONS

The approval of a merger, dissolution, sale of assets, or distributions will be regulated as described under the Oregon Revised Statutes and in such a manner as to insure that FAA will not become subordinate to any other organization as a result of a merger.

### ARTICLE XIII REGISTRATION RULES AND REGULATIONS

**Section 1 - Registration Requirements:** The following requirements must be met for a horse to be eligible for registration in FAA:

- A) Applicant horse must meet or exceed the following standard for acceptance in the FAA Registry:
  - 1) Applicant horse may have only one (1) non-Appaloosa ancestor appear in the fourth Generation, and must be 75% (contain only four [4] non-Appaloosa ancestors) in the fifth generation.
    - a) Applicant horse is considered the first generation in all computations.
    - b) All horses whose ApHC number contains an "F" preceding the number or any

horse whose ApHC registration number is #69,999 or less is considered to be a purebred Appaloosa. Therefore, for eligibility purposes, the purebred individual is given a numeric weight of being 100% Appaloosa, and its ancestors are then not counted against the number of crosses allowed, regardless of the generation in which it appears.

B) The registration requirements in this section can not be altered, superseded, or deleted to reflect a lesser percentage for the purposes of FAA eligibility. These percentages may be increased over time, and in the accordance with Article XI of these bylaws.

C) Applicant horse must be currently registered with the Appaloosa Horse Club, Inc. of the USA (ApHC) or with the Appaloosa Horse Club of Canada (ApHCC).

D) Applicant horse must trace to the ApHC F# horses.

**Section 2 - Ineligible Horses:** The following is a listing of some criteria which make the applicant automatically ineligible for registrations with FAA:

A) HYPP--Horses descending from families known to carry the dominant gene Hyperkalemic Periodic Paralysis (HYPP) will not be registered in this Registry, regardless of generation, pedigree, or testing outcome. HYPP is considered to be of recent origin, and is felt by this Registry to not have had sufficient time elapse for long range scientific research into the ramifications this condition may place on future generations.

B) Greying Gene--Individual horses who exhibit signs of the greying gene will not be eligible for registration in the Registry. A horse that exhibits the greying gene is often born black, but may be born of any base color, and often within a few days many white hairs will appear around the eyes, giving it a sort of goggle appearance. Foals exhibiting this particular goggle appearance will not be eligible for registration. Any mature horse that has a coat of non-pigmented hairs (white) but shows spotted skin underneath the non-pigmented hairs, will be considered a grey and will be ineligible for registration with FAA, and if it has been registered with FAA but later exhibits this condition, FAA recognition will be withdrawn and the registration will be revoked. (Note: The greying gene should not be associated with lesser contrasting color, some individual appear to have faded spots because of lack of bold contrast, this does not necessarily reflect a horse with the greying gene.) Because of lack of solid scientific research into the effects of the greying gene inheritability from those individuals whom through research trace back to known exhibitor of the greying gene, and the fact that many of the individuals who are noted as originators of the original Appaloosa breed pool carried or exhibited the greying gene, this Registry will not ban recognition of those individuals of ancestry which includes the greying gene, but will ban those who currently exhibit this undesirable condition.

C) Parrot Mouth--Horses who exhibit the condition known as Parrot Mouth (Overshot Jaw) will not be eligible for registration in this Registry. For the purposes of this registry, this condition is defined as having the upper incisors overhang the lowers. This condition is strongly suspected as having a familial inheritability tendency.

D) Paint Characteristics-- Horses who exhibit Paint characteristics will not be eligible for registration in this Registry. For registration purposes, the following are considered to be Paint characteristics:

1) Blue or Glass Eye(s)

2) Bald Face--For purposes of registration, a bald face is defined as anything which exceeds the generally accepted definition of a blaze. To further define, the white may not be closer than 1/4 inch to the inside corner of the eye.

3) High White--For purposes of registration, high white (otherwise known as a stocking) is defined as white that appears higher than three (3) inches below the knee or hock.

E) Monorchids/Cryptorchids--Horses who exhibit the condition known as Monorchid or Cryptorchid will not be eligible for registration in this Registry.

F) Minimum Height Requirement--Horses who at maturity stand less than 14 hands when measuring from the bottom of the hoof to the highest point of the withers, will be ineligible for registration with FAA. If a FAA recognized horse is discovered to stand less than 14 hands, their registration will be revoked and the ApHC and/or ApHCC will be duly notified of our findings.

**Section 3 - Inspections:** Horses applying for registration are subject to inspection at anytime, with or without cause. Owner's refusal of such inspection may impede the horses registration eligibility, or continued eligibility.

A) Inspection shall be done by board appointed FAA Field Inspectors.

B) FAA Field Inspector Duties:

- 1) To physically examine any horse, as well as its' supporting documentation, rejected for registration based on the photos and/or information supplied with the original registration application, whose owner(s) have appealed in writing, the Registrar's decision.
  - 2) To pull DNA samples as may be require in the event where parentage of a foal is in dispute.
  - 3) Any other such related duties to be determined by the Board of Directors.
- C) Inspection to be done, at the owner's expense, at a time and place so designated by the Board of Directors.

**Section 4 - General Requirements:** The following must be supplied, completed, and sent to the FAA Registrar before registration eligibility can be determined.

- A) Copy of both sides of ApHC and/or ApHCC registration certificate for applicant horse.
- B) One current identification photograph of each side of application horse, clearly showing the coat pattern.
- C) A copy of a six (6) generation ApHC or ApHCC verifiable pedigree for applicant horse. If in doubt, please supply a copy of the official ApHC or ApHCC pedigree which is listed as a five 5) generation pedigree.
- D) A completed and signed Registration Application, as issued by FAA and the required fee.
- E) High quality digital pictures on high quality photo paper will now be accepted for registrations. FAA reserves the right, at its discretion, to require additional photographs of better quality.

**Section 5 - Transfer Requirements:** An ApHC or ApHCC transfer report shall not be required in order to transfer the recorded owner(s) of a FAA registered horse.

**Section 6 - Stallion Reports:** Annual Stallion reports will be required as follows:

- A) Owners of stallions, registered with FAA and that are to be used in or for FAA breeding purposes, must file a yearly stallion breeding report with the FAA principal office, postmarked on or before December 31, of the breeding year.
- B) Stallion report to be designed by the FAA office and made available in the newsletter. FAA will also accept a ApHC or ApHCC Stallion Report
- C) No filing fee will be required unless otherwise determined by the FAA Board of Directors.
- D) Late filing fees to be determined by the FAA Board of Directors.

#### **ARTICLE XIV NEWSLETTER**

FAA will publish a newsletter on a monthly, semi-monthly, or quarterly basis. The determination of the frequency of the publication will be made by the Board of Directors, and based on the financial feasibility of the publication's printing more or less frequently. (Note:Such publications are supported through advertising received, therefore, the more the newsletter is supported by the membership, the more frequently it will be able to be published.)

#### **ARTICLE XV BREED STANDARDS**

**Section 1 - General Provision:** Disposition is the first thing you ride on a horse. After disposition, the most important of features are the feet and legs, for without them one has a worthless horse. The cannon bones should be flat and short, pasterns should be medium long and sloping. The fetlocks should be strong and flexible. The hooves should be hard, round and wide. The entire leg structure should be suitable in substance and strength to sustain the activities of the particular horse under the stress of whatever activities may be required of it. Hooves that are contracted or soft are to be considered inferior. After disposition, feet, and legs, one can begin to assemble other desirable features. The back should be short, level and with wither prominent enough to hold a saddle securely in place. The horse should have a short top line and a long bottom line. It should have a rather long sloping shoulder and smooth hips. It should not be too wide in structure, but with a deep heart girth for the endurance that is expected of it. It generally should be long muscled, lithe, and active. The movements should be free and coupled well into the head. The head should be well turned and with a straight profile, although a slight roman nose is not to be found of less preference. The nostrils should be generous for endurance. The eye should be bright and alert. In all cases, the general appearance and carriage should be such that the overall impression is of a proud and noble horse that is happy to be alive, and does not give an impression of being a walking apology for its existence. Obesity is as detrimental to a

horse's health as it is in humans. Extreme overfed conditions should be strongly discouraged. We believe our horses are bred to be athletes and are not to be considered hulks or statues.

**Standing Committees**

To be determined

NOTES: