

**Texas Palomino Exhibitors Amateur Association
Constitution & By-Laws**

ARTICLE I

Name, Purpose, Location, Incorporation

Section 1 - Name: This Affiliate Palomino Association - Amateur hereinafter referred to TPEA-A shall be called the Texas Palomino Amateur Association. The official four or five letter abbreviation shall be TPEA-A.

Section 2 - TPEA-A is a charter under the umbrella of the Texas Palomino Exhibitors Association.

Section 3 - Purpose: TPEA-A is organized for the purpose of promoting, stimulating interest and providing a means for improving the Palomino Horse and further the interest of its members through cooperation and consistent with the Palomino Horse Breeders of America, Inc. - Amateur (PHBA-A).

Section 4 - There shall be no capital stock, and in lieu thereof, written evidence of membership shall be given to each member upon payment of current dues.

Section 5 - Location: TPEA-A shall cover the area or state of Texas.

Section 6 - The fiscal year shall begin January 1 of the current year.

ARTICLE II

Membership

Section 1 - Membership: Membership is open to any amateur member of the TPEA-A. An amateur member must hold a current PHBA and PHBA-A (amateur) card in order to have membership privileges. Concurrent membership in PHBA-A and TPEA-A is required.

Section 2 - Membership Types: Amateur memberships shall include membership in both TPEA-A and PHBA-A. The membership fee and dues of TPEA-A shall not exceed those of PHBA-A. Membership fees are due and payable on or before January 1 of each year and paid directly to PHBA-A, 15253 E. Skelly Dr., Tulsa, OK 74116-2620, 918-438-1234.

Section 3 - Membership is required within TPEA-A to hold an elected office.

Section 4 - Associate Memberships: Associate memberships will be available to in-state or out-of-state residents for equal benefits such as, but not limited to, year-end awards and futurity programs.

ARTICLE III

TPEA-A Officers, PHBA-A Directors, Elections

Section 1 - Officers: The TPEA-A Executive Board shall be the following officers: President, three Vice-Presidents, Secretary, Treasurer, Reporter and any such other officer as may be authorized by the Board of Directors and who shall be elected by the Board of Directors. Officers shall be nominated from the floor at the yearly membership meeting and the officers shall serve for a period of one year and until their successors are elected and qualified.

Section 2 - Duties and Power of the Officers:

President: The President shall be the chief executive officer of the TPEA-APA-A and shall have general direction and charge of the conduct and operation of the APA-A, subject to the authority of the Board of Directors. The President shall have the authority to execute all documents of every nature in its behalf, and shall see that all directives and resolutions of the Board of Directors are carried into effect. He/She shall preside over as chairman at all meetings of the members and the Board of Directors.

Vice-President(s): In the absence or inability to act of the President, the Vice-President(s), in the order of their designation, shall perform the duties of the President. He/She shall perform such duties as may be assigned by the President or Board of Directors.

Secretary: The Secretary shall be directly responsible to the President for the operation and management of the business of office. The Secretary shall keep a record of all meetings of the members of the APA-A and give annual reports to the APA-A, IRS, Federal Government, or any other reports that may be required, and conduct correspondence of the APA-A. The Secretary shall give notice of all regular and special meetings to the members of the APA-A, Board of Directors, or Executive Board. The Secretary shall keep a record of all the members and their addresses.

Treasurer: The Treasurer shall collect, hold and disburse, under the direction of the APA-A Board of Directors, all monies of the APA-A, keep books or accounts, submit a statement of accounts at regular meetings, exhibit a full

account of the receipts and disbursements during the fiscal year past and file annual IRS report. The Treasurer shall prepare an annual budget, and have the records audited annually by a third party disinterested person.

Reporter: The Reporter shall maintain a scrapbook of all the activities of TPEA-A.

Section 3- PHBA-A National Directors: At the annual meeting there shall be PHBA-A National Directors elected to represent this APA-a at PHBA-A meetings. Each National Director shall be a PHBA-A and APA-A member.

Section 4 - The term of office shall begin January 1 of each year.

Section 5 - Vacancies: A vacancy in the Executive Board or the Board of Directors shall be filled at a regular meeting. A member shall hold office for the unexpired term of his predecessor or until his successor is elected.

Section 6 - Final and ultimate authority rests with the members of this APA-A and they may amend the Constitution subject to the approval of the APA-A Board of Directors and PHBA-A Board of Directors.

ARTICLE IV

APA-A Board of Directors

Section 1 - Power of the Board of Directors: The business and property of the club shall be managed and controlled by the Board of Directors and the Executive Board hereinafter created and empowered. Members of the Board of Directors and the Executive Board may succeed themselves in office but each person must be elected and reelected individually.

Section 2 - Number of Directors: The Board of Directors shall consist of sixteen (16) members who are residents of the State of Texas and present and all past PHBA-A presidents.

Section 3 Chairman: The President shall serve as the Chairman of the Board, voting only to break a tie.

Section 4 - Term of Office: The Board of Directors shall serve for one year beginning January 1 following their election or until their successors are elected.

Section 5 - The Board of Directors shall make no financial commitments extending beyond their office or leave a deficit to be assumed by successors.

ARTICLE V

Committees

Section 1 - The Standing Committees: The President shall submit to the Board of Directors, for confirmation, appointment of but not limited to the following committees:

Awards

Budget & Finance (Treasurer is Chairman)

Horse Show Rules (Third Vice President is Chairman)

Newsletter (First Vice President is Chairman)

Publicity (First Vice President is Chairman)

World Show

Section 2 - Members of all standing committees shall be members of this APA-A. The duties of all committees shall be such as may be delegated by the President and subject to the authority and approval of the Board of Directors.

ARTICLE VI

Meetings

Section 1 - Notice of Meetings: Notice of the annual or regular meetings shall be mailed, postage prepaid, or sent electronically by the Secretary to each member of the APA-A at least ten (10) days prior to the meeting stating time, date, and location thereof, or notice shall be published in the official publication, if one exists, in the month prior to the meeting and shall be construed as acceptable legal notice.

Section 2 - Special Meetings: Notice of the special meetings shall be mailed, postage prepaid, or sent electronically by the Secretary to each member of the APA-A at the last known address of each member in good standing, at least five (5) days prior to the called special meeting and shall indicate the starting time, date, and location thereof. Notice of each special meeting shall indicate briefly the object or objects of discussion. Special meetings may be called by the President, or in his/her absence, a majority of the Executive Board.

Section 3 - Quorum: For all voting purposes, the members present at any properly called meeting shall be deemed a quorum for that meeting.

Section 4 - Voting Privileges: For all voting purposes only one vote is allotted to each membership. For

the annual meeting, each member whose dues were paid on or before ninety (90) days of the meeting or sixty (60) days prior to a special meeting may vote.

ARTICLE VII

Amendments

Section 1 - The By-laws of the APA-A may be amended at any meeting of the membership by a majority of such members present providing such amendment has been furnished in writing to said members fifteen (15) days prior to such meeting. Amendments presented to the membership without such prior notice may be approved by an eighty percent (80%) vote of said members voting.

ARTICLE VIII

Rules

Section 1 - The Board of Directors and/or Executive Board is responsible for establishing the rules in consonance with and supplementary to the Article of Incorporation any by-laws for the general administration of the business of the APA-A. The rules shall be published and distributed to the members with revision published when sufficient changes to the rules warrant a new publication. The Board of Directors and the Executive Board shall conduct an annual review of the rules with a view toward updating.

ARTICLE IX

Section 1 - Robert's Rules of Order - Revised shall prevail wherever not otherwise provided herein.

ARTICLE X

Section 1 - Each director, officer, and committee person of said APA-A shall be indemnified by the APA-A against all costs, expenses, and liabilities reasonably incurred by him/her in connection with, or resulting from any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a director, officer, or committee person of the APA-A except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such a director, officer or committee person. The foregoing right indemnification shall cover amounts paid in settlement of any such action, suit, proceeding when such settlement appears to be in the interest of the club. The foregoing rights shall be in addition to any other rights to which such directors, officers, or committee person may be entitled as a matter of law.