

Texas Palomino Exhibitors Association Constitution and By-Laws

ARTICLE I. NAME, PURPOSE, AND INCORPORATION.

Section 1 - Name: This Association shall be known as Texas Palomino Exhibitors Association, Inc., hereinafter referred to as TPEA. Said Association has been duly incorporated as a non-profit organization in accordance with the Laws of the State of Texas.

Section 2 - Purpose: This Association is organized for the purpose of showing and promoting the Palomino horse, as registration in the Palomino Horse Breeders of America (PHBA) which TPEA is affiliated.

Section 3 - Location: The home office, principal place of business and registered office and legal address of TPEA, shall be the residence of the current Secretary.

Section 4 - Seal: The seal of the Association shall be in the charge of the Secretary of the Association and shall be in the form impressed hereon immediately below.

Section 5 - Membership Certificates: There shall be no capital stock and, in lieu of stock certificates, membership will be recorded and evidence of membership may be requested.

Section 6 - Fiscal Year: The fiscal year of the Association shall be January First through December Thirty-First.

ARTICLE II. MEMBERSHIP.

Section 1 - Qualifications: All persons, firms, partnerships or corporations interested in the showing and promoting of the PHBA registered Palomino horse may become a member of TPEA. Full membership requires membership in PHBA. The Regular and Youth membership fees shall be determined by current PHBA by-laws. Persons who are not residents of Texas or who are primary members of another affiliate may become Associate members of TPEA by paying the membership fee. The State Board of Directors may authorize Honorary memberships where deemed appropriate and in accordance with PHBA rules. Life memberships in TPEA are available to PHBA Life Members for a one time fee of fifty(\$50.00) dollars.

Section 2 - Voting Rights: Only those members who are residents of the State of Texas shall be entitled to vote on those matters determined by the vote of the membership. All other members, Honorary, Youth and Associate members shall have all the rights of membership except the right to vote and the right to be a Director and Officer of the Association. For all voting purposes, only one vote is allotted to each "membership", and only one individual in a membership may serve in any elected position.

Section 3 - Ultimate Authority: the ultimate authority of TPEA resides in its members, who alone shall be able to amend its Constitution and By-Laws, and to whom its State Board of Directors shall be accountable.

Section 4 - Member Sanctions: Disciplinary procedure for TPEA members shall be carried out in compliance with the By-Laws of the Palomino Horse Breeders of America (PHBA) and are incorporated into this document by reference and shall be the procedure used by the TPEA for disciplining TPEA members.

Any person(s), firms, partnerships, corporations, and organizations suspended by PHBA is/are automatically suspended by the TPEA, and will so remain until removal from suspension by PHBA.

ARTICLE III. OFFICERS AND DIRECTORS.

Section 1 - Directors: The State Board of Directors of TPEA shall consist of 26 elected directors and all past presidents of TPEA. The Directors must be voting members of TPEA and shall be elected at the Annual Membership Meeting. A reasonable time before the Annual Membership Meeting, the President shall appoint a nominating committee which

shall submit a slate of proposed Directors to be printed and mailed or sent electronically in the call to the meeting, and nominations for Directors may be made by any member from the floor. Each member present at the Annual Membership Meeting shall have one vote for each of the 26 Directorships. If more than 26 Directors are nominated for the 26 Directorships, then the balloting shall be by secret written ballot. The nominee for each Directorship receiving the majority of votes for that Directorship shall be the duly elected Director for that Directorship. The term of office of all elected Directors shall be one year beginning on January First.

Section 2 - Authority: The State Board of Directors shall have authority to conduct the affairs of TPEA in accordance with the By-Laws, and Laws of the State of Texas, as seems to them suitable for showing and promoting the Palomino horse. The State Board of Directors shall not obligate TPEA to any expenditures greater than the expected income of the fiscal year, so that there will be no debt carried over at the end of the fiscal year.

Section 3 - Officers: The State Board of Directors shall elect at their Annual Membership Meeting, the following officers of TPEA: President, five Vice-Presidents, Secretary, and Treasurer. Third Vice-President: Amateur will automatically be the President elected by the TPEA Amateur Association for the upcoming year. No person shall be elected as a Director who is not a primary member of TPEA, and no person shall be elected an officer of TPEA unless he/she is also a State Director, as well as a member of TPEA. Nominations for Officers will be made by a nominating committee appointed by the President. Said slate of officers will be published in the call to the meeting. Nominations may also be made from the floor. If there is more than one nominee for any office, then the balloting shall be made by secret written ballot and a majority of those Directors voting shall be required to elect a nominee for each office in question. The elected officers shall serve during the term of the State Board of Directors which elected them and until their successors have been elected. The President, or in his/her absence, one of the Vice-Presidents, Secretary, or Treasurer, in order of succession, will preside at all meetings. A President may serve no more than two terms in succession. Members of the Nominating Committee will not be eligible for office. The President may appoint any committees that he/she deems necessary. No one may be appointed to a TPEA committee who is not a current TPEA member. The committees shall include but are not limited to Show (Chairman - 1st Vice-President), Youth (Chairman - 2nd Vice-President), Amateur (Chairman - 3rd Vice-President and Amateur President), Futurity (Chairman - 4th Vice-President), Public Relations (Chairman - 5th Vice-President). Additional committees, with the Chairman being appointed by the President may include but are not limited to Awards, Breeders, Nominating, Financial Management, and By-Laws. The chairman of all committees are responsible for submitting minutes of any meetings to the Secretary.

Section 4 - Executive Committee: The officers, two additional members of the State Board of Directors, appointed by the President, and two immediate past presidents shall constitute the Executive Committee of TPEA. The State Board of Directors may authorize this committee to conduct such phases of the business of TPEA as the Board may designate in said resolution. This authority may be reviewed at any called meeting at the discretion of the State Board of Directors.

Section 5 - Vacancies In Office: Any vacancies on the Executive Committee shall be filled by the President with the approval of the State Board of Directors. Any vacancy occurring in the State Board of Directors or among the Officers shall be filled by the affirmative vote of the majority of the remaining Directors, although less than a quorum. A Director or Officer elected to fill the unexpired term of his predecessor shall complete such term.

Section 6 - Secretary: the Secretary shall be responsible for the day to day operation of the business of TPEA under the general direction of the State Board of Directors and the Executive Committee. The Secretary shall be responsible for keeping the business records of

TPEA. The Secretary shall be responsible for observance of the By-Laws and sending proper ten (10) day notification for all meetings, recording the minutes, and keeping the By-Laws and standing rules up to date. The Secretary shall prepare a file of instructions for the incoming Secretary.

Section 7 - Treasurer: The Treasurer shall be responsible for all the financial affairs of TPEA, including preparing an annual budget if felt necessary for consideration by the State Board of Directors, collecting, safekeeping, and accounting for all fees, funds, and negotiable bonds, etc. of TPEA. The Treasurer shall give a monthly accounting report of the financial activities of TPEA during the previous month and present a summary of the financial activities at the Annual Membership Meeting or at the Annual Awards Banquet. The Treasurer is also responsible for filing the appropriate documents with the IRS. At the end of the year, all records, canceled checks, receipts, and ledgers will be turned over to the Secretary for safekeeping. When required by the State Board of Directors, a bond shall be required. A bond shall also be provided by TPEA for such other office personnel as are required to handle and account for TPEA funds at the direction of the Board of Directors.

Section 8 - National Directors: National Directors of PHBA (one for the charter and one for each 25 members or a major fraction thereof and an equal number of Alternate National Directors) shall be elected at the Annual Meeting. Names of the TPEA Officers, Directors, National Directors and Alternate National Directors shall be reported to PHBA as required.

ARTICLE IV. MEETINGS AND METHOD OF VOTING.

Section 1 - Membership Meetings: There shall be an Annual Membership Meeting each year, held during the third calendar quarter of the year. The specific day, time, and place will be designated by the President and approved by the State Board of Directors. Special membership meetings may be called by the President on a petition signed by 10 State Directors, and shall also be called by the President on a petition signed by 10% of the current membership entitled to vote. The election of Officers and Directors will be held at this meeting and terms will begin on January 1 of the year following the election. The newly elected Show Chairman shall have the authority to conduct business regarding the planning and operation of the next year's show season in conjunction with current administration. If there is any objection made as to the method of voting, then the same shall be by roll call of current members. The Secretary shall give at least ten (10) days written or electronic notice of membership meetings.

Section 2 - State Board of Directors Meetings: There shall be a State Directors meeting immediately following the Annual Membership meeting. Additional meetings shall, when possible, be held several times during the year when called by the President and shall also be called by the President on petition of 10 State Directors. The Secretary shall give at least ten (10) days notice by mail or electronically to all Directors. A quorum shall be 10 directors.

Section 3 - Executive Committee Meeting: A quorum shall consist of seven (7) members. The Executive Committee shall meet at such times and places as the President may direct, or may meet at the call of seven of its members.

Section 4 - Procedure: Wherever not otherwise specified by the By-Laws, Robert's Rules of Order, revised, will be the final authority on procedures.

ARTICLE V. AMENDING BY-LAWS.

Section 1 - Notice: Any member, or Board of Directors of TPEA may propose an amendment to the By-Laws of TPEA by submitting it to the TPEA Secretary in writing not less than 30 days before the date of the Annual Membership Meeting at which the amendment is to be voted on. All proposed by-law changes will be printed and mailed or sent electronically in the call to meeting.

Section 2 - Voting and Effective Date of Amendments: Amendments to the by-laws shall be voted on only by the membership by a majority vote of the total qualified votes present as outlined in the method of voting for membership meetings. Any amendment passed at the membership meeting shall take effect immediately.

Section 3 - By-Laws Committee: The By-Laws Committee will be responsible for researching and compiling an accurate set of by-laws for membership approval. The committee will review and proofread the set of by-laws prior to any TPEA publications for the membership.