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### ***Article I Name, Purpose and Incorporation***

**Section 1.** – Name: This association shall be known as the New York Palomino Exhibitors Amateur Association. hereafter known as N.Y.P.E.A.A.N.Y.P.E.A.A.is an Affiliate Palomino Association, (APA), chartered by Palomino Horse Breeders of America, under whose Constitution and By–Laws we shall be directed and governed. N.Y.P.E.A.A.is a non–profit corporation chartered under the laws of the state of New York.

**Section 2.** –Purpose: N.Y.P.E.A.A.is organized for the purpose of:

A. – conducting shows for Palomino Horses and any other activities for promoting the Palomino Horse compatible with the PHBA By–Laws.

B. – providing through said PHBA for the registration, preservation of the purity of blood, and the improvement in breeding of Palomino horses in accordance with the standing rules governing registrations as laid down by said PHBA.

C. – aiding in the enrollment and education of members to PHBA and NYPEAAA.

**Section 3.** –Location: The principle place of business and legal address of NYPEAAA shall be the home of the duly elected secretary of NYPEAAA.

**Section 4.** – Fiscal Year: The fiscal year of this Association shall be January I to December 31.

### ***Article II Membership***

**Section 1.** – Membership Qualifications: All persons, firms, partnerships, ranches, or organizations interested in the development of the Palomino horse, which are members in good standing of PHBA, may become members of this association. Out of state PHBA members in good standing may join this Association providing the appropriate annual fees are paid to NYPEAAA.

**Section 2.** – Memberships Dues and Fees: Membership in NYPEAAA shall be granted upon payment of an initial fee, the amount of the fee to be PHBA’s current annual dues rate, which shall include a one year subscription to the official national magazine of PHBA, Palomino Horses. Membership in NYPEAA and PHBA is compulsory according to the By–Laws of PHBA. Life members of PHBA are also entitled to membership rights in NYPEAA upon payment of NYPEAA dues. Out of state PHBA members in good standing may join this Association providing the appropriate annual fees are paid to NYPEAA.

### ***Article III Meetings and Method of Voting***

**Section 1.** – Frequency and dates: There shall be at least two regular meetings in any fiscal year. Suggested months are April and November. A paper or electronic notice shall be sent to all members at least thirty (30) days prior to the meeting, to be sent out by the secretary.

**Section 2.** – Annual Meeting: It shall be suggested, the annual meeting of NYPEAA be held during October/ November, or at least before the end of that year. At which time the officers and directors of NYPEAA shall be elected for the forthcoming year. Paper or electronic notice of each annual meeting shall be sent to each membership thirty (30) days prior to that meeting.

**Section 3.** – General Membership Meeting: A Quorum for the general membership shall consist of 7 members, three of which must be directors. To transact any business at any membership meeting a quorum must be present.

**Section 4.** – Board of Directors Meeting: There shall be at least 3 Board of directors meetings in a fiscal year, or as necessary called by the President or a majority of the Directors. A Quorum of these meetings shall be five (5) Directors. All Directors must be notified at least 48 hours in advance.

**Section 5.** – Elections: Nomination and election of all officers and directors shall be done at each annual

meeting. The President will appoint a Nominating Committee, no later than September. This committee will submit a slate of candidates for officers, national directors and state directors nominated from the floor. The floor may nominate additional candidates. **Section 6.** – Voting: All voting for officers and directorships shall be by secret ballot and tabulated by the Nominating Committee. A majority shall be required to elect. There shall be only one vote per membership for those present. In order to hold office in NYPEAA, dues and fees must be paid for the next fiscal year, but any member in good standing with NYPEAA will be allowed to vote for officers and directors at any annual meeting without having dues paid through the next fiscal year.

**Section 7.** – Induction to office: induction to office for all offices and directorships shall take places immediately following election at the annual meeting. Whenever not otherwise specified by these bylaws, Robert’s Rules of Order, Revised will be the final authority.

#### ***Article IV Elective Officers and Duties***

**Section 1.** – Officers: The executive officers of NYPEAA shall be President, Three Vice Presidents, a Secretary, and a Treasurer. All candidates for these positions shall be current members in good standing of PHBA and NYPEAA, and must have been a member of NYPEAA for at least one year prior to candidacy, and must attend consecutive general membership meetings. These officers shall be elected annually by the general membership and hold office until their successors are elected and qualified. The offices of Secretary and Treasurer may be combined into one office if necessary. A formal resignation must be submitted in writing and handed to or mailed to the President or Secretary of NYPEAA. Non-renewal of dues is considered a formal resignation.

**Section 2.** – Term of Office for Officers: No officer shall hold the same office for more than two (2) consecutive terms (one term equal to one full year) with the exception of the Secretary and Treasurer, who may hold office as long as the membership desires. During times where extreme obstacles prevail an officer or officers may be allowed to hold the same office for more than two terms if the situation dictates. To be re-elected on such provisional terms, such officers must meet a favorable four-fifths (4/5) majority vote of the members present at an annual meeting provided a legal quorum is present.

**Section 3.** – President: The President shall be the Chief Executive Officer of NYPEAA and shall preside at all meetings of the Board of Directors and the General Membership. The President shall see that the By-Laws, rules and regulations of NYPEAA are enforced and shall perform such other duties as may be prescribed by the Board of Directors. The President shall appoint all committees and shall serve as an ex-officio member of all committees except the Nominating Committee.

**Section 4.** – Vice Presidents: The President shall direct responsibilities to the Vice Presidents. In the absence of the President, the Vice Presidents, in order of succession, shall exercise the powers and duties of the President. The Vice Presidents may also exercise such other duties as prescribed by the Board of Directors.

**Section 5.** – Secretary: The Secretary shall be responsible for the operation of the business of NYPEAA, under the direction of the Board of Directors and the Executive Board. The Secretary shall be responsible for keeping and safeguarding the business of NYPEAA, sending proper thirty (30) day notification of all meetings, recording all minutes, answering all correspondence, and keeping the By-Laws and Rules up-to-date. The Secretary shall report at each membership meeting regarding all the activities of NYPEAA, and shall be ex-officio Secretary of all committees.

**Section 6.** – Treasurer: The Treasurer shall have general responsibility for the financial affairs of NYPEAA as directed by the Board of Directors and the Executive Board. This shall include collection and receipt of funds, deposits in banks or other insured financial institutions, and withdrawal of such funds. The Treasurer shall give a report of the financial position of NYPEAA at each meeting. The Treasurer shall prepare a detailed income / expense report at the Annual meeting, in Oct. / Nov., regarding that fiscal

year, and be prepared for an internal audit, by the auditing committee, at the end of the fiscal year. The Board of Directors may call for an audit at any time.

**Section 6a** – Assistant Treasurer: The Assistant Treasurer shall serve as Treasurer in the event that the Treasurer is unable or unwilling to fulfill their obligation to NYPEAA at any time and as such shall be included as an equal signature authority on all accounts held by to be able to conduct all financial business as directed by the Executive Board. This shall include reporting to the Executive Board, collection and receipt of funds, deposits in banks or other insured financial institutions, and withdrawal of such funds.

**Section 7.** – State Directors: A Board of Directors of NYPEAA shall be elected at each annual meeting; officers–elect shall not be eligible for election as a director during the same term. All past presidents who are current PHBA–NYPEAA members shall be considered members of the board of directors with one vote allotted to each. Their numbers shall not be counted in the 1/16th of the total membership allowed as elected board members. The number of directors elected shall not exceed more than one sixteenth (1/16) of the total membership of NYPEAA, as of record with PHBA as of Oct. 1, of that fiscal year, unless the total membership should fall below thirty (30), when there shall be a minimum of three (3) directors at all times.

**Section 8.** – Governing power of the Directorate: The Officers, National Directors, and the State Directors together shall be referred to as the Directorate and shall constitute the governing body of NYPEAA. The Youth Advisor of NYPEAA –Y shall also be included as part of the Directorate, with one vote. A Directorate may not hold an office or other position in another APA while holding a position in the NYPEAA Directorate. The ultimate authority of NYPEAA lies in the Directorate, who alone shall be able to amend its By–Laws, and they shall be accountable to the membership. The Directorate shall have the authority to conduct the affairs and make decisions pertaining to NYPEAA in accordance with the By–Laws as seems to them to be suitable for the general welfare of NYPEAA. The Directorates are required to attend at least 2 meetings per year. If they do not, they will be asked to resign their position. This officer may be reinstated to office by partitioning the board to examine his case and vote to wave this ruling.

**Section 9.** – National Director: National Directors shall be elected at the annual meeting to serve for the next fiscal year. An equal number of alternates shall also be elected as per PHBA rules. The National Directors and alternates may be nominated from the entire general membership and should be those members that show an interest in representing NYPEAA at the PHBA National Convention. A National Director must attend at least Board of Directors meetings per year.

### ***Article V Amendments***

**Section 1.** – Method of Amending: Any member, party of membership (partner or organization), or the Directorate of NYPEAA may propose an amendment to these By–Laws by submitting the signed proposal to the NYPEAA Secretary in writing at any regular or called general membership meeting of NYPEAA. The Secretary shall be required to read that proposal at that time. The proposed amendment shall then be sent to all members of NYPEAA at least thirty (30) days prior to the next membership meeting, at which time the amendment shall be voted on for acceptance. If accepted the proposed amendment along with the standing by–law, will be sent to PHBA for their approval.

**Section 2.** – Voting and Effective Date: Amendments to the By–Laws shall be approved and passed, by a quorum of the general membership with a two–thirds (2/3) majority vote of the total qualified members present. Any amendment passed by the general membership, and then approved by PHBA, as outlined above, shall take affect immediately. Amendments to the By–Laws shall be written in the By–Laws where they occur, except in the original Constitution and By–Laws where the original copy and a list of the amendments to that original shall be kept. The original Constitution and By–Laws shall be kept by the

Secretary who will keep both the originals with the amendments listed (including the date of amending) and an updated copy with the amendments incorporated in the By-Laws. Publication of the incorporated By-Laws (set in which the amendment changes have been made, not listed) will be made annually as necessary, and a copy supplied to each member. A copy shall be supplied to each new member upon acknowledgement from PHBA. Robert's Rules of Order, Newly Revised, shall govern all procedures and interpretations of these By-Laws.

#### ***Article VI Standing Committees***

**Section 1.** – Appointing: The President shall appoint the following standing committees, as warranted. These committees shall serve for the entire fiscal year. The President shall serve as an ex-officio member to all committees except the nominating committee.

- A. Public Relations
- B. Futurity
- C. Point Keeping
- D. Amateur
- E. Year End Awards and Banquet
- F. Nominating
- G. Show
- H. Auditing
- I. Rules and Regulations

**Section 2.** – Special committees may be appointed by the President as necessary.

#### ***Article VII Disciplinary Procedure***

**Section 1.** – Disciplinary Procedure – The provisions for disciplinary procedure shall be carried in compliance with the Bylaws of PHBA and shall be incorporated into this document and shall be the procedure used by NYPEAA for disciplining their members. **Section 2.** – Who May Be Disciplined – Any person who shall accept the privileges extended by the By-laws or any other rules or policies of NYPEAA, competing in any show or contest shall, by participation, be deemed to have given his/her consent of the provisions related to disciplinary procedures. **Section 3.** – Suspension – Any person suspended by PHBA is automatically suspended by NYPEAA.

#### ***Article VIII Indemnification***

**Section 1.** – Indemnification – Each director, officer and committee person of NYPEAA shall be indemnified by NYPEAA 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 party to by reason of his/her being or having been a director, officer or committee person, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such officer, director or committee person. The foregoing right indemnification shall cover amounts paid in settlement of any such action, suit or proceeding when such settlement appears to be in the interest of NYPEAA. 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.

***Article IX Dissolution***

**Section 1.** – Dissolution –Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively to such organization(s) organized as exempt organization(s) under Section 501.c (5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future US Internal Revenue Law), as the Board of Directors shall determine. The Palomino Horse Breeders of America, Inc. Scholarship Fund, Tulsa, OK is to be given the right of first refusal.

***Article X Sever ability***

If any section of any part of these By-Laws or the application thereof to any person or circumstance is held invalid, such invalidity shall not affect the other sections, parts, or applications of these By-Laws which can be given effect without the invalid section of any part, and to this the provisions of these By-Laws are sever able.