

**CONSTITUTION AND BY-LAWS OF THE
Palomino Exhibitors Association of Wisconsin
January 01, 2006**

Article 1: Name, Purpose, Location, Incorporation

Section 1. Name:

This Affiliate Palomino Association shall be called the Palomino Exhibitors Association of Wisconsin. The official four-letter abbreviation shall be PEAW.

Section 2. Incorporation:

PEAW is a non-profit corporation chartered under the laws of the State of Wisconsin.

Section 3. Purpose:

PEAW is organized for the purpose of promoting, simulating interest and providing means for improving the Palomino Horse and further the interests of its members through cooperation and collaboration with the Palomino Horse Breeders of America, Inc. (PHBA).

Section 4. Stock:

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:

PEAW shall encompass the State of Wisconsin.

Section 6. Fiscal Year:

The fiscal year shall be January 01 thru December 31.

Article 2: Membership:

Section 1. Membership:

The membership shall consist of person, firms, partnerships, ranches and organizations that are interested in the purpose and objectives of PEAW and PHBA. Concurrent membership in PHBA and PEAW is required.

Section 2. Membership types:

Regular memberships and multiple memberships within a family shall include membership in both PEAW and PHBA. The membership fee and dues of PEAW shall not exceed those of PHBA. Membership fees are due and payable on or before January 01 of each year and paid directly to PHBA, 15253 East Skelly Drive, Tulsa, OK 74116-2637, (918)438-1234.

Section 3. Membership Requirements:

Membership is required within PEAW and PHBA to hold an elected office.

Section 4. Associate & Lifetime Memberships:

Associate Memberships are available to out-of-state residents and provide certain benefits. Associate membership fees are payable directly to PEAW. Associate members cannot hold elected office in PEAW nor can they qualify for PEAW Year End Hi-Point Awards. PHBA Life members shall be recognized by PEAW, but Life members must still pay the annual PEAW dues to retain membership in PEAW. PEAW Life memberships can be offered at the discretion of the PEAW Board of Directors.

Article 3: PEAW Officers, PHBA Directors, Elections:

Section 1. Officers:

Officers of PEAW shall have been members in good standing in PHBA for 2 years prior to being elected into office. PEAW shall have the following officers: President, 1st, 2nd & 3rd Vice Presidents, Secretary & Treasurer, who shall be elected by the members of PEAW. Officers may be nominated from the floor at the yearly membership meeting. The office of President and 1st, 2nd & 3rd Vice Presidents shall be for a period of 1 year. The office of Secretary & Treasurer shall be for a period of 2 years, with the Secretary being elected on the even numbered years and the Treasurer being elected on the odd numbered years. Each officer shall serve until his or her successors are elected and qualified.

Section 2. Duties and Power of the Officers:

- A. President: The President shall be the chief executive officer of PEAW and shall have general direction and charge of the conduct and operation of PEAW, subject to the authority of the Board of Directors. The President shall have the authority to execute all documents of every nature on PEAW's behalf, and shall see that all directives and resolutions of the Board of Directors are carried into effect. She/He shall preside as chairman at all meetings of the members and of the Board of Directors.
- B. 1st, 2nd & 3rd Vice Presidents: In the absence or inability to act of the President, the Vice Presidents in the order of their designation, shall perform the duties of the President. They shall perform such duties as may be assigned by the President or Board of Directors.
- C. Secretary: The Secretary shall be directly responsible to the President for the operation and management of the business office. The Secretary shall keep a record of the minutes of PEAW meetings, state and federal government documents, or any other reports that may be required, and conduct the correspondence of PEAW. The Secretary shall give notice of all regular and special meetings to the members of PEAW, Board of Directors or the Executive Committee. The Secretary shall keep a record of all the members and their addresses.
- D. Treasurer: The Treasurer shall collect, hold and disburse, under the direction of the PEAW Board of Directors, all monies of PEAW, keep books or accounts, submit a statement of accounts at regular meetings, exhibit a full account of receipts and disbursements during the past fiscal year and file all required local, state and federal tax reports. The Treasurer shall prepare an annual budget and have the records reviewed annually by a third-party disinterested person.

Section 3. PHBA National and PHBA Alternate Directors

At the annual meeting there shall be PHBA National Directors and an equal number of PHBA Alternate Directors as designated by PHBA. Directors shall be elected to represent PEAW at PHBA meetings. Each National Director and Alternate National Director shall be a member of PHBA and PEAW. PHBA National Directors and PHBA Alternate Directors shall be nominated from the floor at the yearly membership meeting and the Directors shall server for a period of one year and until their successors are elected and qualified.

Section 4. Term of Office

The term of office for President, 1st Vice President, 2nd Vice President, 3rd Vice President and all PHBA National and Alternate Directors shall begin January 1 of each year and end December 31st or until their successors are elected. The term of office for Secretary and Treasurer shall begin January 01 of the respective years to which they are voted into office and end December 31st in the year which their term expires and until their successors are elected and qualified.

Section 5. Vacancies

A Vacancy in the Board of Directors shall be filled at a regular Board meeting. The President shall recommend his appointment for the vacancy and the Board shall accept or deny the appointment. A member shall hold office for the un-expired term of his predecessor or until his successor is elected.

Section 6. Fidelity Bond

All officers or members of PEAW, who may be handling any of the funds of PEAW, shall be bonded at the expense of PEAW for the faithful discharge of his/her duties.

Article 4: PEAW Board of Directors:**Section 1. Members and Power of the Board of Directors**

Members of the Board of Directors consist of the Officers of PEAW and the State Directors. The business and property of the club shall be managed and controlled by the Board of Directors and the Executive Committee hereinafter created and empowered. Members of the Board of Directors and the Executive Committee may succeed themselves in office but each person must be elected and re-elected individually. An Officer of PEAW may not also hold a State Director position.

Section 2. State Directors

State Directors of PEAW shall have been members in good standing in PHBA for 2 years prior to being elected into office. The State Directors shall consist of 6 members who are regular members of PEAW and PHBA.

Section 3. Chairman and Secretary of the Board of Directors

The President, or in the absence of the President, the Vice President's, shall serve as Chairman of the Board, voting only to break a tie. The Secretary of PEAW shall serve as Secretary of the Board. If the Secretary is unavailable for the meeting, the Chairman shall appoint an acting Secretary for the meeting.

Section 4. Term of Office

The State Directors shall server for 3 years beginning January 1 following their election or until their successors are elected, with 2 directors to be elected each calendar year plus any vacancies that have occurred since the last meeting.

Section 5. Finances

The Board of Directors shall make no financial commitments extending beyond their term of office or leave a deficit to be assumed by successors, except in contractual obligations deemed fiscally in the best interest of PEAW, i.e. show grounds, judges, etc.

Article 5: Executive Committee:

The members of the Executive Committee shall consist of the President, the Vice Presidents, the Secretary and Treasurer. This committee shall serve as the hearing committee for all disciplinary actions and shall also serve as a planning committee to allow for a smoother flow of business and goals between incoming and outgoing Presidents. Recommendations from the Executive Committee shall be brought before the Board of Directors for final review and approval.

Article 6: Committees:

Section 1. Standing Committees

The Standing Committees: The President shall submit to the Board of Directors, for confirmation of appoints, the following committees: (suggested but not limited to)

- A. Awards
- B. Budget & Finance
- C. Horse Shows
- D. Newsletter/Promotions

Section 2. Membership of the Standing Committees

Members of all standing committees shall be members of PEAW. 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 7: Meetings:

Section 1. Notice of Meetings

The secretary shall give notice of the annual and/or regular meetings. The notice shall be mailed, postage pre-paid to the last known address of each member in good standing of PEAW at least ten (10) days prior to the meeting, stating time, date and location thereof. Meeting notices are authorized to be called by the President, or by a majority of the Board of Directors, or upon a petition signed by 20 or more PEAW regular members.

Section 2. Special Meetings

The Secretary shall give notice of special meetings. The notice shall be mailed, postage pre-paid to the last known address of each member in good standing of PEAW at least five (5) days prior to the meeting, stating time, date and location thereof. Notice of each special meeting shall briefly indicate the subjects or matters of discussions. Special meetings shall be called be the President, or, in his/her absence, a majority of the Board of Directors.

Section 3. Board Meetings

The Secretary shall give notice of Board meetings. The notice shall be mailed, postage pre-paid, to the last known address of each Board member in good standing of PEAW at least five (5) days prior to the meeting, stating time, date and location thereof. Notice of each Board meeting shall briefly indicate the subjects or matters of discussion. Board meetings shall be called by the President, or, in his/her absence, a majority of the Board of Directors. In urgent matters, the President, at his/her discretion, may waive the above and hold the meeting via email or conference call, calling for a Roll Call vote taken by the Secretary or requesting for the vote to be submitted via email with votes being sent to both the Secretary and the President.

Section 4. Quorum

The members present at any properly called meeting shall be deemed a quorum for that meeting.

Section 5. Voting Privileges

For all voting purposes, only one vote is allotted to each membership and two votes for a joint membership. For the annual meeting, each member whose dues were paid on or before September 30th of the current year, or 60 days prior to a special meeting may vote.

Article 8: Amendments:

Final and ultimate authority rests with the members of PEAW. Amendments may be made to these By-Laws upon approval of a majority of the members present at any properly called meeting and the approval of the PHBA Board of Directors, providing such amendment(s) have been furnished in writing to the members a minimum of fifteen (15) days prior to such meeting.

Article 9: Rules:

The Board of Directors and/or the Executive Committee is responsible for issuing rules for PEAW, which are consistent with these By-Laws. The rules, if any, shall be published and distributed to each new member of PEAW and to existing members upon their request of same.

Article 10: Rules of Order:

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

Article 11: Disciplinary Procedure:

Section 1. Provisions

The Provisions for disciplinary procedure for PHBA General Rules shall be utilized for disciplining members of PEAW. Specifically - Violations; Disciplinary Procedure; Suspension; General Notice Procedure; Attorney Fees; Litigation Agreement; where applicable the PEAW name will be in exchange for PHBA.

Section 2. Consent for Discipline

Any person who shall accept the privileges extended by PEAW, including participation in any activities shall be deemed to have given his/her consent of the provisions relating to disciplinary procedures and all other provisions of the By-Laws.

Section 3. Suspension

PEAW automatically suspends any person suspended by PHBA.

Article 12: Indemnification:

Each director, officer and committee person of PEAW shall be indemnified by PEAW 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 for PEAW, except in relation to matters which shall have been occasioned by the willful misconduct or dishonesty of such an officer, director or committee person. The foregoing indemnification shall cover amounts paid in settlement of any such action, suit, proceeding when such settlement appears to be in the interest of PEAW. The foregoing 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 13: Server 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 the By-Laws which can be given effect without the invalid section of any part, and to this the provisions of the By-Laws are severable.

Article 14: Dissolution:

Upon the 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 and operated exclusively for agricultural purposes as shall at the time qualify 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 15: Working Documents:

Any and all working documents of any Officer of PEAW shall be considered the property of PEAW and not of the individual Officer. At the end of an Officers term he/she shall turn over all said documents to his/her replacement by January 15th of the year following the end of his/her term.