

CONSTITUTION AND BY-LAWS  
Of  
SOUTH CAROLINA PALOMINO EXHIBITORS ASSOCIATION  
Revision C  
(MARCH 2002)

ARTICLE I

Name, Purpose and Incorporation

SECTION I – The Association shall be known as the South Carolina Palomino Exhibitors Association, hereafter referred to as SCPEA. It shall be incorporated as a non-profit organization in accordance with the laws of the State of South Carolina.

SECTION II – Purpose: This Association is organized for the purpose of exhibiting registered Palominos, and for the further purpose of assisting in the preservation and purity of the Palomino Blood through the encouragement of registering and exhibiting Palominos in accordance with Standing Rules Governing Registration as laid down by Palomino Horse Breeders of America, and in accordance with their Judging and Show Rules. Also, to instill affection, respect and proper methods for the care and use of such horses and to encourage true sportsmanship in all horse activities. To engage in and further such other related activities as may enhance such objectives and purposes.

SECTION III – Location: The home office, principal place of business and legal address of SCPEA, shall be the home of the serving secretary.

SECTION IV – Charter: The Charter shall be kept by the serving President.

SECTION V – Capital Stock: There shall be no capital stock and in lieu of stock certificates written evidence of membership shall be issued to each member, signed by the President and attested by the Secretary.

SECTION VI – Fiscal Year: the Fiscal Year of this Association shall be January 1<sup>st</sup> to January 1<sup>st</sup>.

## ARTICLE II Membership

SECTION I –Qualifications: All persons, firms, partnerships, or organizations interested in the development of the Palomino Horse may become members of this Association. SCPEA Membership dues are included in the annual Membership dues paid to PHBA. PHBA returns a portion of the National Membership dues to each individual State. The amount of the membership dues returned to the state affiliates is determined by PHBA. Joint Membership dues returned are greater than the Individual membership dues.

Therefore, joint memberships will be allowed two votes during General Membership Meetings and the Individual Membership will be allowed one vote per membership.

SECTION II – Delinquency: A member shall be delinquent if his annual dues are not paid by the beginning of the SCPEA fiscal year, and forfeits all privileges of a member. He may reinstate by payment of dues for the current year.

SECTION III – Transfer of Membership: Memberships in SCPEA are transferable only between members of the same family, partners, by estate of deceased members. A Joint membership is entitled to two votes per Joint Membership. Individual memberships are entitled to one vote per individual.

SECTION IV – Ultimate Authority: The ultimate authority of SCPEA lies in its members, who alone shall be able to amend its By-Laws and to whom its Board of Directors shall be accountable.

SECTION V – Membership Discipline:

1) **The provisions for disciplinary procedure for PHBA shall be utilized for Disciplining members of SCPEA. Specifically Article XI, Violations: Article XII, Disciplinary Procedure: Article XIII, Suspensions: Article XV, General Notice Procedure: Article XVI, Attorney Fees: Article XVII, Litigation Agreement; where applicable the SCPEA name will be in exchange for PHBA.**

2) **Any person who shall accept the privileges extended by the APA, competing in any show or contest shall, by participation, be deemed to have given his/her consent of the provision relating to disciplinary procedure and all other provisions of these By-Laws.**

3) **Any person suspended by the PHBA is automatically suspended by SCPEA.**

### ARTICLE III Officers

SECTION I – Officers: The officers of the organization shall consist of a President, Vice-President, Secretary, Treasurer and members of the Board of Directors. Such officers shall be elected by ballot at the designated annual meeting of each year and shall take office the 1<sup>st</sup> of January of the ensuing year. The President, or in his absence, the Vice-President in order of succession will preside at all meetings. The President is ex-officio member of all committees.

SECTION II – No person shall be elected an officer of the organization unless he or she has been an active member in good standing for at least one (1) year prior to the date of such election.

### ARTICLE IV Duties of Officers

SECTION I – President: The President shall be the executive officer of the organization and preside over all meetings thereof and of the Board of Directors; he or she shall have the right, subject to the Board of Directors approval, to appoint a Parliamentarian and all Committees for the organization and serve as an ex-officio member thereof, except the nominating committee.

SECTION II – Vice President: The Vice President shall during the absence or incapacity of the President, perform the duties and functions of the President.

SECTION III – Secretary: The Secretary shall be responsible for the day-to-day operation of business of SCPEA under the direction of the Board of Directors. He or she shall be responsible for the observance of the By-Laws and sending proper ten (10) day notification of all meetings, recording of minutes, keeping By-Laws and standing rules up to date, and shall be ex-officio Secretary of all committees. The Secretary shall report at the Annual Membership meeting all of the activities of SCPEA for the past year.

SECTION IV – Treasurer: The Treasurer shall have general responsibility for the financial affairs of the Association, including collection and receipt of funds, deposits in banks or other insured financial institutions, and withdrawal of such funds. He or she shall be custodian of any securities, bonds, stocks, certificate of deposits, or other liquid assets of the Association. The Treasurer shall report at the Annual Membership Meeting on the financial position and review the past year's financial needs and preparations of the Budget.

SECTION V – At the discretion of the Board of Directors, the officers of Secretary and Treasurer may be held by the same person.

ARTICLE V  
Board of Directors

SECTION I – The Board of Directors of this Association shall consist of three (3) members (or as many as needed so long as an odd number is maintained) elected at a properly called meeting serving for a period of one (1) year. **Three of the elected members should be the Reporter, Youth Advisor and the Amateur President.**

SECTION II – The term of the present Board members shall not be affected by the adoption of the within By-Law and such members may continue in office until the expiration of their respective terms.

SECTION III – The Board of Directors shall be the administrative and policymaking body of the organization, subject however to the direction of the organization as a whole and not in conflict therewith.

SECTION IV – The Board shall hold regular meetings, a minimum of three (3) meetings per year. Special meetings may also be called by the direction of the President or by two-thirds of the Directors for the time being in office. Any meetings at which every Director may be present even though without any notice, any business may be transacted.

SECTION V – If a vacancy occurs of an elected office or Board of Direction, the Board will have a special meeting within thirty (30) days for the purpose of filling the aforesaid vacancy for the balance of the calendar year. This vacancy would then be filled by a member elected by the membership at the annual membership meeting to fill the balance of the term. Such appointments by the Board of Directors would not preclude eligibility for the election for the following year.

**ARTICLE VI**

**PHBA National and PHBA Alternate National Directors:**

**At the Annual meeting there shall be PHBA National Directors and an equal number of PHBA Alternate National Directors elected to represent SCPEA at PHBA meetings. Each National Director and Alternate National Director shall be a member of PHBA and SCPEA. PHBA National directors and PHBA Alternate National Directors shall be nominated from the floor at the yearly membership meeting and the officers shall serve for a period of one (1) year and until their successors are elected and qualified. The officers of SCPEA should be first considered as National Directors, but is not specifically required.**

## ARTICLE VII

### 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:**

- (a) Awards**
- (b) Budget and Finance**
- (c) Horse Shows**
- (d) Newsletter**

#### Section 2:

**Members of all standing committees shall be members of SCPEA. 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 VIII

### Meeting and Method of Voting

SECTION I – Membership Meeting: All membership meetings will be held in South Carolina within a reasonable driving distance for the membership. There shall be an annual membership meeting of the SCPEA within the last quarter of each calendar year, to nominate and elect officers **and directors**, who shall assume their duties January 1<sup>st</sup> of the following year. The Secretary will designate Place and times of such meetings. Special Membership meetings may be called by the President on ten (10) days written notice, or by petition to the Secretary, signed by two-thirds of the Directors. For any meeting called by petition, the Secretary shall authenticate the petition within ten (10) days after receiving said petition, and mail notice of such meeting to all members. All members of good standing are eligible to attend these meetings. A quorum is hereby defined as a majority of the members present. There shall be no Absentee Ballots accepted, either by mail or by proxy. There will be only one vote counted for Individual memberships and two votes counted for Joint memberships. Vote count on all major motions shall be determined by the President and shall be adopted when approved by the majority of members present.

SECTION II – A member must be an active paid up member to hold office and must have been a member for at least one full year.

SECTION III – Procedure: Wherever not otherwise specified by the By-Laws, Robert's Rules of Order, Revised, will be the final authority on procedure.

**ARTICLE IX**  
Amending By-Laws

SECTION I – Voting and Effective Date of Amendment: Amendments to the By-Laws shall be voted only by the membership by a two-thirds majority vote of the total qualified voters present and voting as outlined in the method of voting for Membership Meetings. An amendment passed at the Membership Meeting shall take effect immediately.

**ARTICLE X**  
Standing Rules, Show Records and Obligation of Members

SECTION I – Should a conflict exist between a standing rule for PHBA and SCPEA, the PHBA rule will take precedence. This excludes the method used to award SCPEA year-end awards and calculate state points for year-end awards.

SECTION II – Show Records: All PHBA Approved Show Records must be kept on file by the Secretary.

SECTION III – Obligation of Members: All SCPEA members shall be obligated to abide by all of the standing rules for PHBA and SCPEA and to allow inspection of horses and pertinent records when requested to do so by SCPEA officers.

**ARTICLE XI**  
Indemnification

**Section 1:**

**Each director, officer and committee person of SCPEA shall be indemnified by SCPEA 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, 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 in SCPEA. 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 XII**  
**Dissolution**

**Section 1:**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision 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 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.