

(Retyped 4-2013)

Constitution and By-Laws of  
Oklahoma Palomino Exhibitor's Association

Article 1- Name, Purpose, Location, and Incorporation

Section 1: This Association shall be known as the Oklahoma Palomino Exhibitors Association hereinafter referred to be OPEA.

Section 2: This Association is a non-profit corporation chartered under the laws of the State of Oklahoma.

Section 3: This Association is an Affiliate Palomino Association of the Palomino Horse Breeders of America, hereinafter referred to as PHBA.

Section 4: This association is organized for the purpose set out in the Articles of Incorporation and to provide means for improving the Palomino breed and for furthering the interests of its members through cooperating with PHBA in the promotion and development of Palomino Horses.

Section 5: There shall be no capital stock, and in lieu thereof, written evidence of membership shall be given each member upon payment of current dues.

Section 6: This Association shall encompass the State of Oklahoma.

Section 7: The fiscal year shall begin January 1<sup>st</sup> of each year and end December 31<sup>st</sup> of this same year.

Article II - Membership, Constitution and By-Laws

Section 1: The membership shall consist of persons, firms, partnerships, corporations and organizations who are interested in the purposes and objectives of OPEA and PHBA. Concurrent membership in PHBA and OPEA is required.

Section 2: Regular memberships and multiple memberships within a family shall include membership in both OPEA and PHBA. The membership fees shall be as provided in the PHBA By-Laws. OPEA membership dues may be changed as approved at the OPEA Annual Meeting. Membership fees shall be paid before January 1<sup>st</sup> of each year and paid to the OPEA Treasurer or directly to PHBA,

15253 East Skelly Drive, Tulsa, OK 74116-2637. Lifetime memberships are available in OPEA at a cost of \$50.00 provided however, that a member must be Lifetime Member of PHBA before he is eligible to buy a Lifetime Membership in OPEA. A member, who has a Lifetime Membership in PHBA, but not in OPEA, shall pay all fees but PHBA membership fees.

Section 3: For all voting purposes, only one vote is allocated to each member. For all meeting, each member whose dues were paid on or before the meeting may vote.

Section 4: For voting purposes, the members present at any properly called meeting, shall be deemed a quorum for that meeting.

Section 5: Final and ultimate authority rests with its members of OPEA, and they may amend the Constitution and By-Laws.

Section 6: Membership in OPEA and PHBA is required to hold office in OPEA.

Section 7: Associate Memberships will be available to other PHBA Affiliates for the Go for the Gold Futurity and year-end award benefits only. Affiliate Membership fees are \$20.00. Points for year-end awards begin to accrue only after Associate Membership fees are paid. OPEA members are cautioned to be sure to write on their membership renewals which affiliate they are joining.

### **ARTICLE III - OPEA Officers, Executive Committee, Corporate Directors, National Directors, and Elections**

Section 1: Officers - the Officers of OPEA shall be a President, a President Elect, immediate Past President, four or more Vice Presidents (which shall include four Show Chairmen, the Go For the Gold Chairmen, and the Youth World Chairmen), a Secretary, a Treasurer, the Chairman of Finance/Sponsorships, Youth Chairman, Amateur Chairman, and Chairman of State/Historian/Web Reporter. The number of Vice Presidents to be elected shall be determined by the Executive Committee at least 30 days prior to the election. The President Elect shall be selected from one of the Officers serving in the previous year or, when no Officer is available to serve, from any OPEA member who has been an active, participating member of OPEA for the last five years. President Elect shall automatically become President unless rejected by a vote of 90% of the membership. If rejected, either the President serving the previous year or any of the Vice Presidents serving the previous year

shall be eligible to be nominated. The offices of Secretary and Treasurer may be combined and held by one person.

Section 2: Executive Committee - the Executive Committee shall be composed of: the President, the President Elect, the immediate Past President, the Vice Presidents, the Secretary, Chairman of Finance/Sponsors, and the Treasurer. This committee shall conduct the day to day business affairs of OPEA.

Section 3: Corporate Directors - there shall be twelve elected Corporate Directors, one third of which whose term shall expire each year, and in the event of a vacancy, the remaining Corporate Directors shall elect a member to service the remainder of the unexpired term. All members who are Past Presidents of OPEA shall be permanent members of the Board of Corporate Directors, hereby known as The Board of Directors,

Section 4: Officers may also serve as Corporate Directors.

Section 5: Elections - Officers and Corporate Directors shall be elected at an Annual Meeting of Members to be held at a time and place selected by the Executive Committee.

Section 6: the Date of the Annual Meeting of Members shall be between October 1<sup>st</sup> and December 31<sup>st</sup> of the period following October 1<sup>st</sup>, and scheduled with a written notice stating the time, date and location of the meeting from the Secretary shall be mailed to all members in good standing 10 days prior to the scheduled meeting.

Section 7: National Directors/Alternate National Directors - at the same Annual Meeting of Members there shall be National Directors and Alternate National Directors elected to represent OPEA members at PHBA meetings. When seated at the PHBA Annual Meeting following their election by OPEA, these National Directors shall serve as OPEA delegates on the PHBA Board of Directors in accordance with PHBA By-Laws. The number of National directors to be elected (and Alternate Directors) shall be determined by PHBA By-Laws. In the event any National Director cannot attend the PHBA Annual Meeting, the Executive Committee may select an Alternate National Director to represent OPEA at the meeting.

Section 8: Inspectors - at the same Annual Meeting a sufficient number of Inspectors shall be nominated by the Nominating Committee as well as

nominations may be taken from the floor. Upon approval by a majority vote of Members, these Inspectors will be presented to PHBA for its use.

## ARTICLE IV – Committees/Meetings

Section 1: Standing Committees - Members of all standing committees shall be members of OPEA. 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.

Section 2: Executive Committee - the Executive Committee shall be composed of: the President, the President Elect, the immediate Past President, the Vice Presidents, the Secretary, Chairman of Finance/Sponsors, and the Treasurer. This committee shall conduct the day to day business affairs of OPEA.

Section 3: Board of Directors - shall consist of the twelve elected Corporate Directors and all OPEA Past Presidents. The Board of Directors is the final authority on all OPEA Business.

Section 4: A Nominating Committee consisting of the President, President Elect, the immediate Past President and not less than three additional members that shall be named by the President at least 30days prior to the Annual Meeting of Members and such committee shall present a list of names of eligible members who have consented to their names being presented as candidates for elected positions. This list shall be mailed to the Membership at least 10 days prior to the Annual Meeting along with notice of the Annual Meeting of Members. Any person nominated for office must have been a member in good standing of the Association for a minimum of one (1) year immediately preceding his or her nomination. The Secretary shall record all nominations from the floor and add those names to the list prepared by the committee. The combined list of nominees shall be presented to the membership, and thereafter, each office voted on separately. Voting shall be by members in good standing and present at the meeting with only one vote per member counted.

Section 5: The President may appoint additional temporary Committees as deemed advisable and recommended by the Executive Committee. Permanent committees shall be approved by the Board of Directors.

Section 6: All Annual and special meetings are authorized to be called by the President or by a majority of the Executive Committee or upon a petition signed by 20 or more OPEA members.

## ARTICLE V - Duties and Power of Officers:

Section 1: President - the President shall be the chief executive officer of OPEA and shall have general direction and charge of the conduct and operation of OPEA subject to the authority of the Board of Directors. The President shall have authority to execute all documents of every nature on the behalf of OPEA 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 its members and of the Board of Directors. The President shall serve for not more than two successive one year terms or until a successor is chosen by a vote of the Members or by a 2/3 vote of the Corporate Directors in the event a replacement is necessary for any reason between Annual Membership Meetings. The President is an ex officio member of all committees.

Section 2: President Elect - the President Elect shall perform the duties of the President in case of absence or incapacity of the President. The President Elect will move into the position of President the following year. If any time during the term the President Elect has replaced the President and has resigned or become incapacitated, either the President serving the previous year or any of the Vice Presidents currently serving shall be eligible to be selected as President in the manner stated in Article III, Section 1. The President Elect is an ex officio member of all committees.

Section 3: Secretary - the Secretary shall attend all meetings of the Members, Officers and /Board of Directors and record all votes taken and the minutes of all proceedings. Such votes and minutes are to be transcribed, typed or keyed, and kept in the OPEA Minutes Book within 10 working days and posted on the OPEA web site within the next 5 working days. The Secretary shall serve as the point of communication for all official correspondence between Officers, Directors, Members and PHBA. The Secretary shall give notice of all regular and special meetings to the members of OPEA, Board of Directors, or the Executive Board. The secretary shall keep a record of all the members and their addresses. In addition to giving proper notice of the Annual Membership Meeting, the Secretary shall give notice of special meetings. All members in good standing with OPEA will receive notice of said meeting at least ten (10) days prior to the meeting and

this notice shall state the time, date, and location thereof. Notice of each special meeting shall briefly indicate the subjects or matters of discussion.

Section 4: Treasurer - shall have general responsibility for the financial affairs of OPEA. Duties include the collection, receipt, deposit, disbursements, and accounting of all funds, monies, and account of OPEA and such other as the Board of Directors may decide. The Treasurer shall be custodian for all assets of OPEA including securities, bonds, certificates of deposit, certificates of insurance as well as all cash. The Treasurer shall maintain a bank account in the name of OPEA within the State of Oklahoma. The Treasurer shall post or cause to be posted all financial transactions in the books of OPEA utilizing standard double entry system of bookkeeping. A financial statement reflecting the true position of the Association shall be prepared and submitted to the Board of Directors and reported to the Membership at the annual meeting. The Treasurer shall assist the Board of directors in anticipating financial needs and lead in the preparation of the budget. The Treasurer shall file all local, state and federal tax reports. The Treasurer shall have all financial records reviewed semiannually by the Executive Committee. The Treasurer shall be bonded at the expense of OPEA.

#### **Section 5: Vice Presidents**

**Paragraph A: Show VP1, VP2, VP3, and VP4** - Secure show dates with PHBA. Secure facilities for all shows. Select and contract judges for all shows. Arrange for ring stewards, announcers and awards for shows. Arrange for stalling people and general help for the shows. Arrange for a show office and show Secretary and necessary office equipment. Prepare a show bill. Manage the show or be the lead or go-to person at-the show. Secure clean-up crew for each show. At least one Show VP to be at each show, from the beginning of the show until the show ends.

Paragraph B: Go for Gold VP - Manage all facets of the Go for the Gold Futurity. Prepare Annual Financial/Activity Reports of the Futurities and deliver these reports at the Annual Membership Meeting.

Paragraph C: Youth World VP -Manages all aspects of the PHBA Youth World Show on behalf of OPEA.

Section 6: Chairman of Finance/Sponsorships - Assist Treasurer in budget preparation. Plan and provide ways and means for raising the funds called for in the annual budget.



Section 7: Chairman of State/Historian/Web Reporter – Report OPEA activities to OPEA Members through mailed newsletters, maintains the OPEA web site, sends news to the "Palomino Horses" Magazine, and uses all methods of informing the public about OPEA. Collects preserves documents, clippings, pictures and articles about all events, people, and horses in OPEA. Organize and place these items in albums which are to be available for members to see and enjoy. This office shall be Custodian of the Collections at all times.

Section 8: Youth Chairman - Oversee all meetings, elections, fund raisers and assist the Youth in all other activities of participation, including Youth World Parade of States, stall decorations and the hospitality booth.

Section 9: Amateur Chairman - the Amateur Chairman is the Amateur President who conducts meetings, elections, coordinate and assist in planning special shows, events, and fund raisers for the Amateurs.

Section 10: The Board of Directors shall make no financial commitments extending beyond their term of office or leave a deficit to be assumed by successors.

Section 11: The term of office for all elected positions, except Corporate Directors, shall be one year beginning on the first day of the month following election by members and shall continue until replaced by a successor.

Section 12: The term of office for all National Directors shall be one year beginning when seated at the annual PHBA National Directors Meeting, following election by the members and continues until elected successors are qualified at the next annual meeting of PHBA National Directors. The Duties of the National Directors shall include: a) active member of OPEA, b) attendance at the PHBA National Meeting, c) will seek a consensus of opinions from OPEA membership on issues and proposed PHBA rule changes prior to the PHBA National Directors Meeting, d) attend and vote at the PHBA National Directors Meeting, e) seek PHBA National Committee membership and participate, f) report to OPEA a summary of the results achieved at the PHBA National Directors Meeting .

Section 13: The term of office for Corporate Directors shall be three years. Since at any given time there will be 3 sets each of four Corporate Directors with one set serving the last of their three year term, one set serving the second year of their three year term, and the final set serving the first year of their three year term, only

the set whose term is expiring will need to be replaced at Annual Members Meeting.

Section 14: Expenditures exceeding \$500 at local OPEA Shows or OPEA Sponsored Circuit Shows must be approved by the OPEA Executive Committee prior to the expenditure. This amount excludes regular show operating expenses: show grounds/arena expenses, Show Secretary, Announcer, Judges, workers, supplies, awards, and meals/snacks for Judges and workers.

#### ARTICLE VI – PHBA/Go for the Gold Rule Changes:

Section 1: Proposals in writing by OPEA Members for rule changes in PHBA shall be submitted to PHBA according to the process defined in the current PHBA Handbook and a written copy to be submitted to the OPEA Secretary. Members are reminded that PHBA requires all rule changes published in the PHBA magazine prior to the PHBA National Directors Meeting, so proper lead time is required.

Section 2: Go for the Gold and Futurity rule changes will be determined by the Go for the Gold Committee, subject to approval by the Executive Committee. The management and operation of the Go For the Gold Futurity, including the Stallion Auction, is the responsibility of the Go For the Gold Committee.

#### ARTICLE VII - Indemnification:

Section 1: The Directors, Officers, and Committee Members of the Association shall be held harmless from and indemnification by the Association against any and all claims or demands of any party arising out of performance of their duties conducted for or on behalf of the Association including, but not limited to, attorney's fees, costs, and expenses incurred in defense of any litigation resulting therefrom.

#### ARTICLE VIII - Amendments:

Section I: The By-Laws of OPEA may be amended at any regular special meeting of the membership by a majority of such members present providing such an amendment has been furnished in writing to said members 15 days prior to such meeting. Amendments presented to the membership without such prior notice may be approved by an 80 percent vote of said members voting.



## ARTICLE IX - Roberts Rules of Order:

Section 1: Roberts Rules of Orders revised shall prevail whenever or not otherwise provided herein.

## ARTIICLE X - Disciplinary Procedure:

Section 1: The provision for disciplinary procedure, attorney fees and violations as carried by the By-Laws of PHBA shall be incorporated to this document and shall be the procedure used by OPEA for disciplining their members.

## ARTICLE XI - Abidance of OPEA Rules:

Section I: Any person who shall accept the privileges extended by these By-Laws, or any other rules or policies of this association, or competing in any show or contest shall, by such participation, be deemed to have given his or her consent to the provision relating to disciplinary procedures contained in these rules, and by such consent does agree to abide by and comply with each and every one of the provisions contained herein.

## ARTICLE XII – Severability:

Section 1: 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 application of these By-Laws which can be given effect without the invalid section of any part; and to this end the provision of these By-Laws are severable.

## ARTICLE XIII - Vacancies:

Section 1: A vacancy in the Elected Members of the Board of Directors shall exist upon the death of a member, the resignation in writing of a member, a member becoming during his term a non-resident of the State of Oklahoma or the failure of a member to attend two (2) meetings without being excused therefrom by the President. Any vacancy occurring in the Elected Members of the Board of Directors, and any unfilled office of the Elected Members of the Board of Directors, may be filled at any organizational, regular, or special meeting at which a quorum is present by a majority vote of the Directors present at such meeting. An

Elected Member so chosen shall hold office for the un-expired term of predecessor until his successor is elected and qualified.