

BYLAWS OF MINNESOTA HORSE COUNCIL

ARTICLE I. Membership

SECTION 1.1 Eligibility. Membership in the Minnesota Horse Council (the “Corporation”) shall be open to all persons, corporations, associations, partnerships and other entities that subscribe to and support the activities and purposes of the Corporation. Membership in the Corporation shall commence upon completion of any application form required by the Board of Directors, acceptance of the applicant by the Board, and payment of initial dues.

SECTION 1.2 Dues Schedule. A dues schedule shall be adopted by the Board of Directors and revised from time to time as the Directors, in their sole discretion, may determine.

SECTION 1.3 Membership Roster. A membership roster shall be maintained by the Secretary and shall be released to third parties only upon approval of the Board of Directors.

SECTION 1.4 Transfer or Termination. Membership is not transferrable in whole or in part. Membership in the Corporation shall terminate upon a member’s death, resignation, failure to pay dues, or pursuant to Section 1.5 below.

SECTION 1.5 Suspension and Termination of Members. A Member’s membership in the Corporation may be suspended for a period or terminated for cause, upon the affirmative vote of two-thirds (2/3) vote of the entire Board of Directors at a regular or special meeting called for the purpose. For this purpose, “cause” shall include a violation of these Bylaws or other rules of the Corporation, or conduct prejudicial to the best interests of the Corporation. A Member shall be given written notice of any proposed suspension or termination of membership, including the reasons for the proposed action and scheduled date of the meeting at which the proposed action would be approved by affirmative vote. Notice shall be given by certified mail to the Member at the Member’s last recorded address at least twenty (20) days before the meeting at which the action is taken by the Board. The Member shall be given an opportunity to be heard at the meeting before a final vote on the proposed action is held.

ARTICLE II. Membership Meetings

SECTION 2.1 Time and Place. Meetings of the Members shall be held at times and places designated by the Board of Directors.

SECTION 2.2 Annual Meeting. An annual meeting of the Members shall be held as the first meeting of the calendar year for the purpose of electing new Directors and transacting such other business as may come before the meeting.

SECTION 2.3 Special Meetings. Special meetings of Members for any purpose may be called by

the President (or in the President's absence, by the First Vice President or Second Vice President, in order), a majority of the Board of Directors, or by written request of a least twenty-five (25%) of the Members.

SECTION 2.4 Notice of Meetings. Notice of each meeting of the Members, stating the date, time and place thereof and, in the case of a special meeting, the purpose thereof, shall be communicated by email or U.S. mail at least ten (10) days prior to such meeting to each Member at the Member's address as provided by the Member and appearing upon the membership roster.

SECTION 2.5 Voting. Each Member (or officially designated representative of a Member organization) shall be entitled to one vote. Members may cast their votes in person or by written proxy filed with the Secretary of the Corporation at or before the meeting, or by mail ballot when determined by the Board of Directors. All actions taken by the Members shall require the affirmative vote of a majority all votes cast at a meeting at which a quorum is present. There shall be no cumulative voting.

SECTION 2.6 Quorum. Twenty-five percent (25%) of the Members present, in person or represented by mail ballot or written proxy, shall constitute a quorum for the transaction of business.

SECTION 2.7 Voting by Mail. When determined by the Board of Directors, voting on questions decided by the Members may be conducted by mail in the following manner:

- a. The Secretary shall mail to the Members a ballot of the questions or questions to be voted upon and, if applicable, a list of nominees for directorships, together with a notice of the meeting. Said notices shall be mailed to each member at least twenty (20) days prior to the date of the intended vote.
- b. The mail votes cast by the Members shall be counted together with those cast at the meeting only if such mail votes are received by the Secretary by the time of the meeting. Mail ballots shall not be opened or counted until balloting occurs at the meeting.

SECTION 2.8 Action Without Meeting. Any action which may be taken by the Members at a meeting of the Members may be taken solely by mail ballot as herein provided.

ARTICLE III. **Board of Directors**

SECTION 3.1 Management. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, who shall have charge, control and management of the property, affairs and funds of the Corporation, and who shall have the power and authority to do and perform all acts and functions not inconsistent with these Bylaws and applicable laws. The Board of Directors may from time to time delegate such authority and responsibility as it may determine to one or more committees or Officers. Without limiting the foregoing, the policy-

making powers of the Corporation shall be vested in the Board of Directors, including the power and authority to perform all acts or functions normally afforded to the board of directors of a Minnesota nonprofit corporation, consistent with the rights of the Members and not inconsistent with these Bylaws or the Corporation's Articles of Incorporation or any applicable laws and regulations.

SECTION 3.2 Number and Election.

3.2.1 *Number of directors.* The Board of Directors shall consist of not fewer than five (5) nor more than seventeen (17) Directors.

3.2.2 *Nomination and qualifications.* Candidates for election to the Board of Directors at the Annual Meeting may be nominated by any Director or by written request to the Secretary signed by at least five (5) Members. New candidates are ineligible for election to the Board unless they accept the nomination in writing and provide biographical information and summary of qualifications to the Secretary for distribution at least three calendar months before the Annual Meeting. The Secretary shall distribute biographies of nominees to Directors and Members with the Notice of Annual Meeting.

3.2.3 *Term duration.* Directors shall be elected to a term of three (3) years unless elected to complete an unexpired term, or until their successors are elected, qualified and have accepted. If the office of any Director becomes vacant for any reason, a majority of the remaining Directors, although less than a quorum, may choose a successor who shall hold office until the next annual meeting of the Members or until his or her successor is elected, qualified and has accepted.

3.2.4 *Term classes.* Terms of Directors shall be staggered for continuity of leadership. Three-year term classes are designated A, B, and C, with approximately equivalent number of directors and officers in each class. The Secretary shall keep records of the members of each class and corresponding schedule for reelection.

3.2.5 *Vacancies.* Vacancies on the Board of Directors may be filled by action of the Board by a simple majority vote of the Directors then serving. Each Director so appointed shall be an individual dues-paying Member of the Corporation. The Secretary shall assign such newly elected Directors to the term class that is scheduled for reelection the following January.

3.2.6 *Directors serving other Member organizations.* No more than two (2) directors from any one dues-paying Member organization shall serve as Directors of the Corporation at any time.

SECTION 3.3 Annual Meetings. An annual meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of Members or at the first regularly scheduled Board meeting following the annual meeting of Members. At the annual meeting of the Board, the Board shall elect officers for the following year.

SECTION 3.4 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be determined by the Board. Board meetings shall be open to Members,

other than any meeting or portion thereof designated as an executive session.

SECTION 3.5 Special Meetings. Special meetings of the Board of Directors may be called either by the President or, in the President's absence, by the First Vice President or Second Vice President, in order, upon twenty-four (24) hours' notice to each Director, either personally, by mail, or by email. Special meetings may be called by the President or Secretary in like manner and on like notice upon the written or oral request of any three (3) Directors.

SECTION 3.6 Action Without Meetings. Any action which may be taken at a meeting of the Board of Directors or Executive Committee may be taken without a meeting if authorized by a majority of the Directors or by all members of such Committee, as the case may be.

SECTION 3.7 Quorum. At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business.

SECTION 3.8 Executive Committee. The officers of the Board of Directors shall constitute an Executive Committee which shall have and exercise the authority of the Board in the management of the business of the Corporation. The Executive Committee shall act only in the intervals between meetings of the Board and shall be subject at all times to the control and direction of the Board.

SECTION 3.9 Standard of Conduct. Each Director shall discharge his or her duties as a director in good faith, in a manner which the Director reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances.

SECTION 3.10 Resignation and Removal of Directors. A Director's resignation from the Board must be delivered in writing to the President or Secretary. Any Director may be removed, either with or without cause, by a two-thirds (2/3) vote of all Directors at any annual or regular meeting or special meeting called for that purpose. Such purpose shall be stated in the notice or waiver of notice of such meeting unless all the Directors shall be present thereat. Any Director who fails without cause to attend four consecutive regular meetings of the Board may be relieved of his or her duties by a two-thirds (2/3) vote of the Board at the fourth consecutive regular meeting without prior notice being given to said Director. That Director's absence without cause for said period shall constitute a waiver of notice of such meeting for the purpose of said vote.

ARTICLE IV.

Officers

SECTION 4.1 Designation. The officers of the Corporation shall consist of a President, First Vice President, Second Vice President, Secretary, and Treasurer. Any two offices, except President and Vice President, may be held by the same person.

SECTION 4.2 President. The President shall be the chief executive officer of the Corporation. The President shall have general charge, supervision and control of the business of the Corporation, subject to the control of the Board of Directors. The President shall preside at all

meetings of the Members and the Board of Directors. With the approval of the Board of Directors, the President shall appoint chairs of committees and shall serve as an ex-officio member on all such committees. The President shall report at least annually to the Members respecting the business and condition of the Corporation.

SECTION 4.2 Vice Presidents. In the absence of the President, the First or Second Vice President, in order, shall preside at meetings of the Members and Board of Directors and shall perform the duties and exercise the powers of the President. In cases of the resignation or general unavailability of the President, the First Vice President shall assume the office of President. In cases of the resignation or general unavailability of the First Vice President, the Second Vice President shall assume the office of President. The Vice Presidents shall perform such other duties as may be prescribed by the Board of Directors or by the President. The Second Vice President also shall serve as Compliance Officer, who keeps the Corporation's calendar of legal reporting and filing obligations and communicates with Officers to ensure compliance.

SECTION 4.3 Secretary. The Secretary shall attend all meetings of the Members and Board of Directors, record all votes, keep minutes of all proceedings, and record the minutes in the corporate minute book. The Secretary shall give notice of all meetings. The Secretary shall be responsible for the custody of all records of the Corporation and shall receive and count all mailed ballots, if any. In the Secretary's absence, the President may appoint a Director as Acting Secretary to perform the duties of the Secretary. The Secretary shall perform such additional duties and shall have such other powers as may be prescribed from time to time by the Board of Directors or the President.

SECTION 4.4 Treasurer. The Treasurer shall have custody of all corporate funds; shall receive and disburse on authority from the Board of Directors; shall keep full and accurate account of the receipts and disbursements of the Corporation; and shall deposit all moneys in the name and to the credit of the Corporation in such bank accounts as may be designated by the Board of Directors. The Treasurer shall maintain records of the financial status of the Corporation and shall report same at all meetings of the Members and the Board of Directors. The Treasurer shall disburse payments only upon itemized demands, and upon order of the President or resolution of the Board of Directors. The Treasurer shall give a complete financial report to the Board of Directors following the end of each fiscal year of the Corporation. An acting Treasurer may be appointed by the President to perform the duties of the Treasurer in the Treasurer's absence. The Treasurer shall perform such other duties and shall have such other powers as may be prescribed from time to time by the Board of Directors or the President.

SECTION 4.5 Other Officers. The Board of Directors may elect or appoint such other officers or agents for the Corporation as it so chooses by a resolution approved by the Board of Directors. If the Board of Directors elects or appoints any such other officer or agent, the Board shall specify that person's powers, rights, duties, responsibilities, and term in office in the resolution.

SECTION 4.6 Special Powers. Any officer may be vested by the Board of Directors with any power or charged with any duty not inconsistent with the Articles of Incorporation or these Bylaws.

SECTION 4.7 Resignation and Removal of Officers. An Officer's resignation from their role as Officer must be delivered in writing to the President or Secretary. Any officer may be removed, either with or without cause, by a two-thirds (2/3) vote of all Directors at any annual or regular meeting or special meeting called for that purpose. Such purpose shall be stated in the notice or waiver of notice of such meeting unless all the Directors shall be present.

ARTICLE V.
Indemnification

SECTION 5.1 Indemnification. The Corporation shall indemnify persons acting in an official capacity on behalf of the Corporation in the manner and to the extent set forth in the Minnesota Nonprofit Corporation Act (Minn. Stat. § 317A.521).

SECTION 5.4 Insurance. The Corporation shall purchase and maintain a policy of insurance to cover claims arising against directors and officers of the Corporation acting in their official capacity.

ARTICLE VI.
Miscellaneous

SECTION 6.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless changed by action of the Board of Directors.

SECTION 6.2 Audit. The Board of Directors shall cause the books of account of the Corporation to be audited at such times as it may deem necessary or appropriate or in accordance with federal and state law.

SECTION 6.3 Bank Account. The Corporation shall maintain a bank account or accounts in such bank or banks as may be determined by the Board of Directors, and all funds of the corporation shall be administered in one or more such accounts. All checks or demands for money shall be drawn on the Corporation account or accounts for corporate purposes only and shall be signed by such officers or agents as shall be designated by the Board of Directors. At least three Officers shall be designated signers on the Corporation's bank accounts and shall be responsible for oversight of transactions.

SECTION 6.4 Records. Records of meetings of the Members and Board of Directors shall be maintained at all times. Every Member shall have the right to personally examine at any reasonable time, for any proper purpose, and at the place or places where maintained, the Articles of Incorporation, Bylaws, membership roster, records of the meetings of the Members and Board of Directors, and corporate books of accounts, and to make extracts therefrom. All corporate records in the possession of an outgoing officer or Director shall be transferred to the incoming officer or Director within one month of termination of office.

SECTION 6.5 Amendment of Bylaws. These Bylaws may be amended, upon proper notice, by a majority vote of the Members present and voting at an annual or special meeting of the Members, or by a two-thirds (2/3) vote of all Directors, subject to ratification by a majority vote of the

Members present and voting at the next meeting of the Members.

SECTION 6.6 Rules of Order. “Robert’s Rules of Order,” or an abbreviated version, may be used to govern meetings of the Corporation except when they may conflict with these Bylaws. The President is responsible for imposing order at meetings of the Corporation.

Approved by affirmative vote of the Board of Directors on November 5, 2024, and ratified by affirmative vote of the Members at the Annual Membership Meeting on January 19, 2025.

Witnessed:

Dawn M Moore
Dawn M Moore (Jan 29, 2025 12:57 EST)
 Dawn Moore, Secretary

Record of Amendments

Bylaws Section	Date Approved	Amendment Summary
Section 1.1	January 16, 2010	Rewritten to complete phrases and sentences.
Section 3.2	January 16, 2010	The Board of Directors shall consist of not fewer than five (5) nor more than seventeen (17) Directors. Change: Increase to 17 directors in accordance to Articles of Incorporation.
Section 3.9	January 16, 2010	Standard of Conduct. Each Director shall discharge his or her duties as a director in good faith, in a manner which the Director reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances. Added standard of conduct required by Minnesota Nonprofit Corporation Act.
Section 4.6	January 16, 2010	The responsibilities of the treasurer were updated to provide for more flexibility in determining the treasurer’s payment authority and bonding requirements.
Section 5	January 16, 2010	The indemnification provisions were updated with language that follows the statutory provisions of the Minnesota Nonprofit Corporation Act more closely, and permits advances of expenses.
Section 4.1	January 19, 2013	The President may serve up to four consecutive one-year terms. Change: Wording from two consecutive to four consecutive.
Section 3.2	January 18, 2014	No more than two (2) directors from any one dues-paying Member organization shall serve as Directors of the Corporation at any time. Change: Wording from 2 members to 2 directors.
Section 4.1	January 20, 2018	The President may serve no more than two consecutive one-year terms. Change: Wording from up to four to no more than four.
Section 3.2	January 19, 2019	Added language preventing floor nominations at annual meeting of candidates for Board of Directors: “Candidates for election to

		the Board of Directors may be nominated by any Director or by written request to the Secretary signed by at least five (5) Members. In addition, a committee may be formed to identify needed skills or experience on the Board and to recruit, vet, and nominate prospective Directors. New candidates are ineligible for election to the Board unless they accept the nomination in writing and provide biographical information and summary of qualifications to the Secretary at least three calendar months before the Annual Meeting in order that the Secretary may provide biographies of nominees to Members with the Notice of Annual Meeting.”
All sections	January 19, 2025	Archaic language removed; formatting and section headings updated; nomination and election procedures clarified; indemnification amended to track Chapter 317A and require the corporation to carry directors-and-officers insurance.

2025-1-19 Amended Bylaws

Final Audit Report

2025-01-29

Created:	2025-01-28
By:	Allison Eklund (allison@eklund-law.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAA6D2kIS3_psluJeKITY3BVG31xaL0dvKW

"2025-1-19 Amended Bylaws" History

-  Document created by Allison Eklund (allison@eklund-law.com)
2025-01-28 - 5:58:23 PM GMT- IP address: 68.54.31.45
-  Document emailed to dmoore834@comcast.net for signature
2025-01-28 - 5:58:58 PM GMT
-  Email viewed by dmoore834@comcast.net
2025-01-29 - 2:43:28 AM GMT- IP address: 172.225.24.10
-  Signer dmoore834@comcast.net entered name at signing as Dawn M Moore
2025-01-29 - 5:57:51 PM GMT- IP address: 12.167.241.178
-  Document e-signed by Dawn M Moore (dmoore834@comcast.net)
Signature Date: 2025-01-29 - 5:57:53 PM GMT - Time Source: server- IP address: 12.167.241.178
-  Agreement completed.
2025-01-29 - 5:57:53 PM GMT