

# By-Laws

## ARTICLE I - NAME, PURPOSE & LOCATION

SECTION I. Name. This organization shall be called the Minnesota North Star Paint Horse Club, Inc. The official abbreviation shall be MNSPHC.

SECTION II. Purpose. The club shall at all times be operated and conducted as a non-profit organization in accordance with the laws of Minnesota providing for such organization and by which it shall acquire all such rights granted to organizations of its kind. The purpose of this club shall be to promote and stimulate interest in the Paint Horse by encouraging Paint Horse classes in all shows; halter, pleasure, trail riding, racing, and all activities of the same nature in every way possible; by promoting good horsemanship and good sportsmanship; and by educating the public about the qualities of the Paint Horse and the American Paint Horse Association.

SECTION III. Location. The Club shall cover the northern area of the state of Minnesota but its members may be residents of any state, territory or country. The area shall include these Minnesota northern counties: Aitkin, Becker, Beltrami, Benton, Cass, Carlton, Clay, Clearwater, Chisago, Cook, Crow Wing, Douglas, Grant, Hubbard, Isanti, Itasca, Kanabec, Kittson, Koochiching, Lake, Lake Of The Woods, Mahnomon, Marshall, Mille Lacs, Morrison, Norman, Otter Tail, Pennington, Pine, Polk, Pope, Red Lake, Roseau, Saint Louis, Sherburne, Stearns, Todd, Traverse, Wadena, Wilkin. The principal place of business shall be the address of the current duly elected Secretary, but business may be carried out at any place convenient to such members or officers as may be participating.

SECTION IV. The corporate seal of the MNSPHC shall be in the charge of the Secretary.

## ARTICLE II - MEMBERS

SECTION I. Members of the Club shall be admitted and expelled in accordance with such rules and regulations as the Board of Directors may, from time to time, adopt. Membership may be rejected by the Board of Directors for cause detrimental to the interest of the Club. By applying for membership, the applicant automatically agrees to be bound and to abide by the rules, regulations and policies of the Club.

SECTION II. There shall be no shares of stock and only one class of members and membership shall be open to all persons who subscribe to the aims of the Club, abide by the rules and regulations, and assist in the furthering of purposes and objectives.

SECTION III. Membership categories include Individual, Youth, Household, and Corporation/Ranch/Farm/Business Names. Household memberships will include partners and children age 18 and under as of January 1. Each Individual membership, while in good standing, shall be entitled to one vote. Two votes are authorized for Household memberships for adults 19 years and older as of January 1. Corporation/Ranch/Farm/Business names are also entitled to two votes for adults 19 years and older as of January 1. For Households and Corporations, the persons authorized to cast the votes must be named on the Membership Application to be turned in to the Club Secretary.

SECTION IV. All members while in good standing shall have equal rights, interest and responsibilities with respect to the Club and its property.

SECTION V. Membership in this Club shall be on a twelve month calendar year from January 1 through December 31.

SECTION VI. Application for membership shall be made to the Secretary of MNSPHC. Members shall be required to pay designated membership dues to the Secretary. Membership cards will be issued by the Secretary. The Secretary shall notify the Treasurer of the applicable membership due deposits into the Club account(s).

## ARTICLE III - DIRECTORS

SECTION I. All persons nominated for, elected to, and serving in a position as MNSPHC Board of Directors shall be a current paid member in good standing of the Club at least six (6) months prior to the election date and during the term of their office. The business and property of the Club shall be managed and controlled by the Officers and Directors. Members of the Board of Directors may succeed themselves in office but each person must be elected and re-elected individually. The Board of Directors shall consist of nine (9) members; four (4) Officers and five (5) other Directors. An Officer's term shall be two (2) years. There shall be three (3) Directors with terms of two (2) years and two (2) Directors with One (1) year terms. The President and all Board Members shall be entitled to vote on official business of the Club.

SECTION II. If a Director misses four (4) meeting dates or four (4) consecutive meetings per term, he or she will be considered for suspension by the Board of Directors and replaced at the next meeting following an official vote of suspension by the Board of Directors. If the vacancy occurs with one of the Directors, the Board of Directors will appoint a successor to fill the vacancy until the next scheduled fourth quarterly meeting of the general membership to fill the unexpired portion of that term by nominating and electing in the successor.

SECTION III. Power and authority of the Board. The business and property of the Club shall be controlled and managed by the Board of Directors. The Board of Directors shall have the power and authority to adopt, amend, repeal and enforce such rules and regulations, (not contrary to the laws of the State, the Certificate of Incorporation, or these by-laws) as they may deem expedient concerning the:

- A. Conduct, management, and activities of the Club.
- B. Removal or suspension of the Officers and Directors.
- C. Admission, classification, qualification, suspension, and expulsion of members.
- D. Fixing and collecting of dues and fees.
- E. Expenditure of monies.
- F. Auditing of books and records.
- G. Awarding of year-end awards and recognition.
- H. Conducting of shows, contests, exhibitions, races, sales and social functions and other details relating to the general purposes of the Club.
- I. Establishing standing and/or special committees.
- J. Execution of contracts and agreements with the President or Vice President signing on behalf of the Club with the Secretary attesting to the signing.

SECTION IV. The Board of Directors shall have the power and authority to go into closed executive session by a majority vote of the Directors, however, all resolutions of the Board must be made and voted upon in open session.

SECTION V. The general membership may attend Board of Director meetings as guests, but do not have voting privileges at Board of Director meetings.

SECTION VI. If deemed necessary, the President or a majority of the Board of Directors may call special Board of Director meetings.

SECTION VII. Each Board of Director is required to stay at the show until the final day of the show event, one (1) time annually, to help close out the show.

## ARTICLE IV - OFFICERS AND DUTIES

SECTION I. The officers of the Club shall consist of President, Vice President, Secretary and Treasurer.

SECTION II. The President shall be nominated from off the Board having previously served at least one (1) year on the Board, and shall be voted into office by the general membership. The President may serve unlimited terms if re-elected for each term. The term length is two (2) years. The President shall be an ex-official member of all committees.

SECTION III. The Vice President shall be nominated first from off of the Board, then if no current Board members accept nomination, then the nominees can come from the general membership. The Vice President shall act in the absence of the President and shall perform such duties as may be assigned by the President and Board. The term length is two (2) years.

SECTION IV. The Secretary shall be appointed by the Board and /or may be elected from the general membership. The Secretary shall be responsible for keeping corporate records, conducting correspondence and maintaining the current membership. The Secretary shall serve a two (2) year term.

SECTION V. The Treasurer shall be appointed by the Board and/or may be elected from the general membership. The Treasurer shall have general charge of the finances and budget of the Club. The accounts shall be audited annually by the Board of such persons it may designate. The annual financial report is to be distributed to all Club members. The Treasurer shall serve a two (2) year term.

## ARTICLE V - COMMITTEES

SECTION I. The Board shall appoint such standing committees as it deems proper. Members who serve on any committee shall be members in good standing.

SECTION II. The Board of Directors from time to time may create and empower other committees, general or special. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees which to the extent provided in such resolution in the Articles of Incorporation or in the By-Laws, shall have and exercise the authority of the Board of Directors in the management of the Corporation.

SECTION III. General or special committees shall consist of three (3) or more persons. The chairperson shall be approved by the Board of Directors; the remainder of the committee members may be chosen by the chairperson and need not be Directors. No person that is a member in good standing shall be denied the opportunity to serve on a committee.

SECTION IV. The committee may act, without convening in meeting, by written resolution signed by all members of the committee and duly entered in the Club's records. At all meetings of the committee, those present constitute a quorum.

SECTION V. All committee recommendations must be approved by the Board prior to implementation. Committees may not authorize financial disbursement without prior approval of the Board of Directors.

## ARTICLE VI - GENERAL ELECTION

SECTION I. All Directors shall be nominated and voted upon by written ballot.

SECTION II. Elections will be held annually at a General Membership Meeting held either during the fourth quarter or carried over to the first quarter of the year upon discretion of the Board of Directors. Thirty (30) days notice either written or by electronic form, of the date, time and place shall be given to all members of the club. At said meeting, the general membership shall elect members to the Board of Directors. Election of the members shall be made by a simple majority vote of eligible voters represented, and casting a written ballot. If only one candidate is nominated for the office, the chair will declare the nominee elected.

SECTION III. Any member in good standing and eligible to be nominated to an Officer or Director position may notify the Club Secretary in writing of their desire to run for a Board of Director position in order to have their intent to run for office published in the election meeting notice. The election meeting notice is required to be sent 30 days prior to the election meeting, so the written notice sent to the Secretary must be done 45 days prior to the scheduled election meeting. If written notice is not given by a member in good standing pertaining to their desire to run for a position, they must be available to accept a nomination from the floor in person at said election meeting.

SECTION IV. Voting by proxy or assigning one's vote to another person to vote in his absence is not allowed. Only members in good standing with voting privileges will be permitted to vote.

- A. The slate of nominees will be handed out or presented to the members at the election meeting. Votes are tabulated for each officer prior to proceeding to the next officer to be elected. Elections shall begin with the President. Ballots will be counted for each officer prior to moving on to the subsequent offices so that nominees not elected for a position may be nominated for subsequent office and/or Director positions. Members must be in attendance and nominations from the floor can be accepted.
- B. The nominee receiving a simple majority of votes shall be elected.
- C. Results of the election shall be forwarded to the APHA office within 30 days of election.

SECTION V. An Election committee consisting of 3 or more adult members not running for office shall tally votes and announce results.

## ARTICLE VII - MEETINGS

SECTION I. Prior to the quarterly meetings, the Secretary or his/her designee, shall notify the general membership of the date, time, and place of the meeting. Said notice must be notified to the general membership at least fifteen (15) days prior to the said meetings. At any meeting of the members held in accordance with the provisions, the members attending such meeting shall constitute a quorum of the members and must consist of five (5) Board members for all purposes unless law shall require the representation of a large number. In that case, the representation so required shall constitute a quorum.

SECTION II. Special meeting of the members may be held at such time and place as may be designated in the notice, whenever called in writing by the President or by a majority of the Board of Directors, or by a notice signed by not less than twenty percent (20%) of the members in good standing. Notice of such special meeting indicating briefly the object or objects thereof, shall be given in the same manner as provided with respect to the notice of quarterly meetings. Only business listed on the agenda may be voted upon at the special meeting.

SECTION III. Any meeting of the members held in accordance with the foregoing provisions as to notice, the members attending such meetings, present in person, shall constitute a quorum of the members for all purposes.

SECTION IV. Any officer of the Club may call the meeting of the members to order and act as chairperson of such meeting, precedence being given as follows: President, Vice President, or other Directors. The Secretary of the Club shall act as the Secretary of all meetings of the members but in his or her absence, the Directors may appoint any person to act as Secretary of the meeting.

SECTION V. The Board of Directors shall meet at least once each calendar quarter and at such times as deemed appropriate by the President or the majority of the Board. Forms of electronic communication are authorized as valid. Official Board of Directors Meetings may also be held via teleconference as long as the majority of Board Members in office are participating.

SECTION VI. At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine. A two-thirds (2/3) majority of the members of the Board shall constitute a quorum.

## ARTICLE VIII - AMENDMENTS

SECTION I. Upon approval by the Board of Directors, the by-laws of the Club may be amended by the general membership at the fourth quarterly meeting. In any event, thirty (30) days notice either written or by electronic form consisting of any proposed amendments, the date, time and place shall be given to the membership.

SECTION II. Any proposed amendment shall be approved by a two thirds (2/3) vote of the membership present and voting.

## ARTICLE IX - RULES

SECTION I. The Board of Directors is responsible for establishing the rules consistent with and supplementary to the Articles of Incorporation and the by-laws for the general administration of the business of the Club. The rules should be published and distributed to members, with revisions published when sufficient changes of the rules warrant a new publication. The Board of Directors must conduct an annual review of the rules with a view toward updating.

## ARTICLE X - INDEMNIFICATION

SECTION I. Each Director and Officer of said Club shall be indemnified by the Club against all cost, legal fees, expenses and liabilities reasonably incurred by him or her in connection with/or resulting from any action suit or proceeding to which he or she may be made a party to by reason of his or her being or having been a Director or Officer of the Club, except in relation to matter which shall have been occasioned by the willful misconduct or dishonesty of such Officer or Director. The foregoing right of Indemnification shall cover amounts paid in settlement of such action, suit or proceeding when such settlement appears to be in the interest of the Club. The foregoing rights shall be in addition to any other rights of which such Director or Officer may be entitled to as a matter of law.

SECTION II. It is a condition of this Club that members agree to work within the organization of the Minnesota North Star Paint Horse Club, Inc. to resolve disputes relating to the operation of the Club. In the event a member or former member of the Club resorts to legal action against the Club, director, officer or member, the parties pursuing the action shall post a bond sufficient to pay all the attorney's fees, cost, and expense of the action, and shall pay said legal costs and expenses to the Club unless a court order in the Judgment and Decree of the case relieves the party of the obligation. The obligation to pay attorney's fees, cost and expenses, include those attorney's fee costs, and expenses of directors, officers, and members of the Club names in the suit pursuant to the indemnification provision in Section I of Article X.

## ARTICLE XI - DISSOLUTION

SECTION I. Upon the dissolution of the Club, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Club, dispose of all assets of the Club exclusively for the purpose of the Club in such a manner, or to such organization organized and operated exclusively for agriculture purposes as shall at the time qualify as exceptions or organizations under Section 501.C(5) of the Internal Revenue Service Code 1954 (or the corresponding provisions of any future United States IRS Law), as the Board of Directors shall determine. The American Paint Horse Association, Fort Worth, Texas, is given first consideration.

## ARTICLE XII - DISCIPLINE

SECTION I. The Club, through its Board of Directors, may impose fines or penalties upon any member who violates its rules, regulations, or by-laws. The Board of Directors shall use the APHA Rule Book as a guide, but all disciplinary actions are at the sole discretion of the Board of Directors. A member may be suspended for a period or expelled for a violation of any of the by-laws, regulations, or rules of the Club, or for conduct prejudicial to the best interest of the Club or the Paint Horse breed. Suspension or expulsion shall be by a two-thirds (2/3) vote of the membership of the Board of Directors, provided that a statement of the charges has been mailed by registered mail to the member under charges at his last recorded address at least fifteen (15) days before final action is taken thereon. Such statement shall be accompanied by a notice of the date, time and place where the Board of Directors is to take action on the matter. The member shall be given an opportunity to present a defense at the time and place in such notice.

SECTION II. Anyone suspended by APHA is automatically suspended from the Club.

## ARTICLE XIII - RULES OF ORDER

SECTION I. All meetings of the Board of Directors and committees appointed by the Board shall be governed by the Roberts Rules of Order unless said rules are contrary to the Articles of Incorporation, or the by-laws of this Club in which case the Articles of Incorporation or the by-laws shall govern.

Revised December 7, 2019 by the Board of Directors and General Membership