

Minnesota Paint Horse Association Bylaws

ARTICLE I

NAME, PURPOSE & LOCATION

Section I. Name. This organization shall be called the Minnesota Paint Horse Association, Inc. The official abbreviation shall be MPHA.

Section II. Purpose. The Association 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 this kind. The purpose of this club shall be to promote and stimulate interest in the Paint Horse by encouraging Paint Horse classes in all horse shows; pleasure and 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 Association shall cover the area of the state of Minnesota but its members may be residents of any state, territory or country. The area shall include the boundaries of the state of Minnesota. 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.

ARTICLE II

MEMBERS

Section I. Members of the Association shall be admitted, retained 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 Association. By applying for membership, the applicant automatically agrees to be bound by and to abide by all rules, regulations and policies of the Association.

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 Association, abide by the rules and regulations and assist in furthering the purposes and objectives.

Section III. Membership shall be open to natural persons, legal business partnerships, families, corporations, and syndicates. A family membership shall include a legally married couple and their minor children 18 and under as of January 1 of the calendar year. All members of the family must be listed by name on the application for membership. All family members are governed by the rules and by-laws of the Association. Each membership shall have one vote in the

Association affairs. The person authorized to cast the vote shall be 19 years of age or present at the meeting the family member with the highest chronological age present shall have the right to vote. Eligible voting list for the Fall General Membership meeting will be established sixty (60) days prior to the fall general membership meeting. Individual members shall be natural persons and shall have one vote per member. Minors are non-voting members. Adults with family memberships may also be individual members by making application and paying dues individually. A member may be deemed not in good standing if they are negligent in payment. A member may be deemed not in good standing if they are negligent in payment of bills or enter payments by bad check.

Section V. Membership in this Association shall be from Jan 1 to Dec 31st of the current calendar year.

ARTICLE III

DIRECTORS

Section I. All persons nominated for, elected to, and serving in a position as MPHA Board of Directors shall be a current paid member in good standing of the Association for at least one (1) year, and during the term of their office. The business and property of the Association shall be managed and controlled by the Board of Directors as the Executive Committee hereinafter created and empowered. 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 seven (7) members, elected by the membership to hold office for three positions of three (3) years. Three directors will be elected one year followed by two directors for the next two (2) consecutive years. The pattern of 3-2-2 will continue thereafter. The president shall be elected from the Board, by the Board. The President and all Board members shall be entitled to vote on official business of the Association.

Section II. If a director misses four (4) meetings per calendar year, or three consecutive meetings he or she will automatically be dropped from the Board and replaced at the next meeting of the Board. If a vacancy occurs on the Board of Directors, the Board of Directors will appoint a successor to fill the vacancy 3 until the next scheduled fourth quarter meeting of the general membership to fill the unexpired portion of that term.

Section III. The Board of Directors shall have the power and authority to make, amend, repeal, and enforce such rules and regulations not contrary to law of the Certificate of Incorporation or these bylaws, as they may deem expedient concerning the:

- A. Conduct, management and activities of MPHA;
- B. Removal or suspension of 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, exhibition, races, sales and social functions and other details relating to the general purpose of MPHA; and
- I. Establishing standing and/or special committees; all, however, subject to the revision of amendment by $\frac{2}{3}$ majority vote of the members present at any regular or special meeting of the members, provided written notice of intention by any member to move the revision or specified amendment of any rules or regulations shall have been mailed to all the Board of Directors and the Secretary at least thirty (30) days in advance of the meeting.

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.

ARTICLE IV

OFFICERS AND DUTIES

Section I. The officers of the Association shall consist of a President, a Vice-President, a Secretary, and a Treasurer.

Section II. The President shall be elected by and from the Board having previously served at least one year as a member of the Board and having at least one year remaining in his or her present term of service on said Board. The President may serve only two (2) consecutive terms if properly a member of the Board and shall be an ex-officio member of all committees.

Section III. The Vice-President shall be elected by and from the Board and shall act in the absence of the President and shall perform such duties as may be assigned by the President and Board.

Section IV. The Secretary shall be appointed by the Board and may be appointed from the general membership. The Secretary shall be responsible for keeping corporate records, conducting correspondence and maintaining the current membership.

Section V. The Treasurer shall be appointed by the Board and may be appointed from the general membership. The Treasurer shall be in charge of the finances and budget of the Association. The accounts shall be audited annually by the Board or such persons it may designate. The treasurer shall distribute the annual financial report to all members.

Section VI. The written contracts of the Association shall be executed on behalf of the Association by the President or Vice-President and assisted by the Secretary.

ARTICLE V

COMMITTEES

Section I. The Board shall appoint such standing committees as it deems proper. Members who serve on any committee so appointed shall be members in good standing with the Minnesota Paint Horse Association.

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 these bylaws, 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 appointed 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 of this Association 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 Association records. At all meetings of the committee, those present shall constitute a quorum.

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

ARTICLE VI

GENERAL ELECTION

Section I. All directors shall be elected by written vote. Each Director shall be nominated and voted upon by written ballot.

Section II. Thirty (30) days written notice of the date, time and place of the fourth quarter meeting of the general membership shall be given to all members of the Association. Written notice can be given by postal mail or email and posting on the Association's website. At said meeting the general membership shall elect members to the Board of Directors. Election of the members shall be made by a majority vote of eligible voters present and casting a ballot.

Section III. A three (3) person Nomination Committee, appointed by the President and approved by the Board, shall nominate three (3) or two (2) (depending on the year) candidates for election to the Board of Directors, said candidates to have given their prior consent to the nomination. The names of the three (3) or two (2) nominees selected by the Nomination Committee shall be published in the Newsletter at least fifteen (15) days prior to the annual election. The Nomination Committee, or its designees, shall accept nominations from the floor, not to exceed six (6) at said fourth quarter meeting so long as the nominees give consent to their nomination. The Nominating Committee shall be responsible for written ballot and tally thereof.

ARTICLE VII MEETINGS

Section I. Prior to the first and fourth quarter meetings the Secretary or his or her designee shall notify in writing the general membership of the date, time and place of said meetings as well as items included in the Board's agenda. Said notice shall be mailed to the general membership at least (15) days prior to said meetings and shall state that in addition to the published Board's agenda discussion will be entertained from the floor.

Section II. Special meetings of the members may be held at such time and place as may be designated in the notice whenever called in writing by direction of 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 each special meeting indicating briefly the object or objects thereof shall be given in the same manner as provided with respect to the notice of annual meetings. Only business listed on the agenda can be voted upon at this special meeting.

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

Section IV. Any officer of the Association may call the meeting of the members to order and may act as chairperson of such meeting, precedence being given as follows: President, Vice-President, or other Directors. The Secretary of the association 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 other times as deemed appropriate by the President or a majority of the Board.

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

Section VII. The Secretary and Treasurer shall not have voting rights, unless they are also board members.

ARTICLE VIII

AMENDMENTS

Section I. The by-laws of the Association may be amended by the general membership at the fourth quarter meeting of the General Membership. Thirty (30) days written notice consisting of any proposed amendments, the date, the time, the place and the manner of voting shall be given to the membership. In the event of a written ballot, the last date on which ballots shall be accepted shall be given to the membership.

Section II. Any proposed amendment shall be approved by two-thirds ($\frac{2}{3}$) vote of the membership present and voting.

ARTICLE IX

RULES

Section I. The Board of Directors is responsible for establishing the rules consonant with and supplementary to the Articles of Incorporation and the bylaws for the general administration of the business of the Association. The rules should be published and distributed to the members, with revision published when sufficient changes to 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 Association shall be indemnified by the Association 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 her or she may be made a party by reason of his or her being or having been a director or officer of the Association, 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 any such action, suit or proceeding when such settlement appears to be in the interest of the Association. The foregoing rights shall be in addition to any other rights of which such director or officer may be entitled to as matter of law.

Section II. It is a condition of membership in this Association that members agree to work within the organization of the Minnesota Paint Horse Association, Inc. to resolve disputes relating to the operation of the Association. In the event a member or former member of the Association resorts to legal action against the Association, 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 cost and expenses to the Association 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 fees, costs and expenses of Directors, officers and members of the Association named in the suit pursuant to the indemnification provision in Section I of Article.

ARTICLE XI

DISSOLUTION

Section I. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all assets of the Association exclusively for the purpose of the Association in such manner, or to such organization organized and operated exclusively for the agricultural purposes as shall at the time qualify as exempt organization or organizations under Section 501.C(5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue 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 Association, through its Board of Directors, may impose such fines or penalties upon any member who violates its rules, regulations, or bylaws. 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 violation of any of the bylaws, regulations, or rules of the Association, or for conduct prejudicial to the best interest of the Association or the Paint Horse breed. Suspension or expulsion shall be by a two-thirds ($\frac{2}{3}$) vote of the membership of the Board of Directors, provided that a statement of charges shall have 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 a statement shall be accompanied by a notice of the time, when, 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 mentioned in such notice.

Section II. Anyone suspended by the APHA is automatically suspended by the Association.

ARTICLE XIII

RULES OF ORDER

Section I. All meetings of the Board and committees appointed by the Board shall be governed by Roberts Rules of Order (revised) unless said rules are contrary to the Articles of Inc., or the by-laws of this Association in which case the Articles of Inc. or by-laws shall govern.

These by-laws have been last amended on 10-23-2022. Signatures of MPHA officers at the time of this revision:

President: Trent Stromme

Vice-President: Scott Boe

Secretary: Sharon Michelfelder