

THE
BYLAWS OF THE MINNESOTA PINTO HORSE ASSOCIATION, INC.
October 2015

ARTICLE I - NAME, AFFILIATION AND STATUS

Section 1. General. This organization shall be called the “Minnesota Pinto Horse Association, Inc.” It may be referred to as “Minnesota Pinto” and is referred to herein as “the Association.” The official abbreviation of the name of the Association shall be “MPtHA.” This Association shall be chartered by the Pinto Horse Association of America, Inc., (“The National Association”) as it may authorize and approve.

Section 2. Incorporation. The Association shall be incorporated as a non-profit organization pursuant to the applicable laws of the State of Minnesota and it shall operate as a tax exempt organization as the laws and codes of the United States of America and the State of Minnesota may allow.

ARTICLE II - PURPOSES

The purposes of this Association shall be:

To promote, encourage and improve the breeding of Pinto horses, ponies and miniatures in all recognized conformation types.

To promote general interest in Pintos.

To further the purposes of the National Association and its official Pinto breed registry.

To sponsor or conduct such events that further the purposes of the Association.

To promote good horsemanship, sportsmanship and friendship among those who have an interest in the National Association, this Association and the purposes of both organizations.

To oppose all activities in conflict with the purposes of this Association or of the National Association.

ARTICLE III - MEMBERSHIP

Section 1. General. Membership in this Association shall be open to any person interested in the purposes of this Association and of the National Association. There shall be no limitation on the number of persons who may be members of this Association.

Section 2. Applications for Membership. Applications for new or renewed memberships shall be submitted to the membership committee, if one has been appointed, or other representative designated by the Board of Directors. Memberships shall commence on the date such memberships have been properly submitted and paid.

Section 3. Membership Classes. There shall be three classes of membership in this Association: family, single, and youth. Family memberships shall consist of a legally married couple, each of whom shall be entitled to one vote at meetings of members, and their children 18 years and under as of January 1 of the calendar year. Single membership is restricted to persons 19 years of age and older after the first of the year, single members shall be entitled to one vote each at meetings of members. Youth membership is limited to persons 18 years and under as of January 1 of the calendar year; youth members shall have voting privileges for the youth club only. Youth members, upon attaining the age of 19 years of age after the first of the year, and upon payment of family or single membership dues assessed pursuant to Section 4 of this Article, shall thereafter have full voting privileges in Association matters.

Section 4. Membership Dues Required. Annual dues for each class of membership shall be determined by the Board of Directors in such amounts as it deems necessary to conduct the business affairs of the Association. The Board shall make such determination, based upon the recommendation of the Treasurer and of any Finance Committee which may theretofore have been appointed, at the first Board meeting following the annual meeting of the members of the Association. Members shall be notified in writing that annual dues are payable before the benefits and privileges of the Association are available to them. Publication of membership and membership dues requirements in the official publication(s) of the Association shall be deemed to be sufficient for this purpose.

Section 5. Member in Good Standing. A member in good standing as those terms are used herein is an individual whose membership application has been approved by the Board of Directors, who has paid the required membership dues, and whose membership has not been suspended or terminated pursuant to the provisions of Section 8 (*Disciplinary Action*) of this Article.

Section 6. Obligations of Membership. Membership in the Association is a privilege, not a right. All members of the Association shall, as a condition of membership in the Association, comply with the Association's published Constitution, Bylaws, rules, regulations, and the decisions of the Board of Directors of both the National Association and this Association.

Section 7. Rights of Members in Good Standing. Members in good standing shall have the following rights:

- a. The right to participate in this Association's year-end and other awards programs.
- b. The right to participate in this Association's Futurity programs.
- c. The right to participate in this Association's fund raising activities where participation involves the awarding of prizes or participation incentives.
- d. The right to hold any position or office in this Association by appointment or election. This right includes holding such positions or offices as Officer, Director, and Committee Chair.

e. The right to attend any business meeting of this Association except as may be permitted or approved by the Board of Directors of this Association or at its invitation.

f. The right to vote in an Association election or on any motion coming before the membership of this Association at a properly called business meeting of this Association.

g. The right to receive copies of this Association's publications including its periodically published newsletters and/or directories or any other communication which is used by this Association in the normal course of conducting its business or to communicate with its membership.

Section 8. Disciplinary Action. Membership in this Association may be suspended or terminated, and a person may be expelled from membership and/or denied the rights, privileges, and benefits of membership in this Association, for good cause shown and where, considering the facts and circumstances giving rise to the contemplated action are, in the sole discretion of this Association's Board of Directors, "fair and reasonable" within the meaning of the Minnesota Non-Profit Corporation Act. Where such action is contemplated, at least fifteen (15) day's advance written notice - personally served, or sent, properly addressed and postage paid, both by certified mail, return-receipt requested and regular mail – shall be provided to the member or applicant. The notice shall state the reason(s) for the contemplated action and it shall provide for an opportunity for the member or the applicant to be heard, either orally or in writing, at least five (5) days before the Board of Directors considers the action. A two-thirds vote of the Board of Directors, present and voting at any regular or special meeting thereof, shall be required to deny the rights, privileges, and benefits of membership in this Association to any person. Membership in this Association shall automatically be suspended or denied where a person has been suspended or expelled from membership in the National Association.

Section 9. Pecuniary Interest Prohibited. No member shall, by virtue of such membership or otherwise, have any interest in the property or other assets of the Association, except upon dissolution of the Association. Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, if any, dispose of all the assets of the Association exclusively for the purposes of the Association as set forth herein, in such manner, or to such other organization(s), including the National Association, organized and operated for the same or similar purposes and which shall qualify as a tax exempt organization under the laws of the United States of America and the State of Minnesota.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Annual Meeting of Members in Good Standing. The annual meeting of members in good standing of the Association shall be held at such time and place as the Board of Directors shall determine and specify in the notice of such meeting, during October, November, or December of each year. At the annual meeting, the members shall elect the Officers and Directors of the Association, unless the Board of Directors shall have decided to conduct elections, shall receive information from the Board of Directors of the Association concerning the activities of the Association and shall transact such other business as may properly come before the meeting.

Section 2. Special Meetings of Members in Good Standing. Special meetings of the members in good standing of the Association may be called at any time by the President or by the Board of Directors of the Association. The President shall also call a special meeting of the members whenever requested in writing to do so by members constituting at least one-fifth of the total voting membership of the Association which request shall state the purpose of the requested meeting. Business to be transacted at special meetings of members of the Association shall be confined to the purpose stated in the notice thereof and shall be consistent with the provisions of the Bylaws of the Association.

Section 3. Notice of Membership Meetings Required. Notice of the time and place of the annual meeting of the members in good standing of the Association, which shall contain a proposed agenda as established by the Board of Directors of the Association, and notice of the date, time, place, and purpose of each special meeting of the members of the Association, shall be given to each voting member not less than one week or more than two months prior to the date of such meeting. Publication of the annual and any special meeting of the members of the Association in the official publication(s) of the Association shall be sufficient for these purposes.

Section 4. Quorum. The presence of one-third of the members in good standing of the Association who are entitled to vote shall constitute a quorum for the election of Directors or for the transaction of other business. At any meeting of the members of the Association at which a quorum is present, the affirmative vote of a majority of the members present in person shall constitute the valid act of the Association's membership thereon, unless a greater or lesser number of votes shall be required or permitted by law, the Articles of Incorporation, or these Bylaws.

Section 5. Absence of Quorum. In the event that a quorum shall not be present at any duly called meeting of the members of the Association, the Board of directors may act, pursuant to the remaining provisions of these Bylaws, upon any matter then requiring attention, which act of the Board of Directors of the Association shall constitute the act of the membership of the Association, and shall have the same force and effect as if done by due vote of the membership thereof.

ARTICLE V - OFFICERS

Section 1. Officers Defined. The Officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer, who shall hold their offices for a term of one year beginning at the first day of each calendar year or, if appointed to the office pursuant to the provisions of Section 2 of this Article, on the day such Officer is appointed, or until such times as their successors shall have been duly elected or appointed and shall have qualified. No Board Member of MPtHA may serve on any other PtHA charter board with the exception of PtHA. Any board position on any other equine related association must be disclosed and approved by the MPtHA Board, prior to election.

Section 2. Election and Appointment of Officers. The Officers shall be elected by the members in good standing of the Association at the annual meeting of members. In the discretion of the Board of Directors, such election may be conducted in such manner as the Board may from time to time determine. Election shall be by closed ballot, either by mail or online, each member in good standing to cast one vote for each office. A person receiving a plurality of the votes cast for an office shall be deemed to have been elected to that office. Officers may be reelected for an additional term or terms. All mid-year vacancies in officer positions, however caused, shall be filled by appointments made by the Board of Directors.

Section 3. Duties and Responsibilities of the President. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the members of the Association and at meetings of its Board of Directors; shall direct the management of the affairs of the Association; shall see that all orders and resolutions of the Board of Directors are carried into effect; may serve as an ex officio member of any committee of the Board of Directors, voting only to break a tie in the voting members thereof; and shall have all other powers and duties of supervision and management vested in the office of president of a corporation under the statutes of the State of Minnesota.

Section 4. Duties and Responsibilities of the Vice President. The Vice President shall, in the absence or during the incapacity of the President, act as the chief executive officer of the Association and as the chair of its Board of Directors, and shall perform such further duties as the President of the Board of Directors may from time to time determine.

Section 5. Duties and Responsibilities of the Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors of the Association and of the members of the Association; shall have charge of such Association records and documents as the Board of Directors may direct; shall maintain an accurate membership roster, furnishing the same to the National Association as may be requested or required; shall cause to be prepared all correspondence, reports, and routine business records of the Association; and shall perform all other duties incidental to the office.

Section 6. Duties and Responsibilities of the Treasurer. The Treasurer shall have the care and custody of all funds and other assets of the Association, and shall deposit such funds in the name of the Association in such banks or depositaries, and shall acquire, manage, invest, and dispose of such other assets, as the Board of Directors may from time to time direct. The Treasurer shall present a financial report at each meeting of the members of the Association and at each meeting of its Board of Directors, shall maintain proper records supporting each disbursement of Association funds; and

shall advise the Board of Directors and the Secretary regarding membership dues paid and other income received by the Association.

Section 7. Qualifications of Officers. All Officers of this Association shall be members in good standing of the National Association, and of this Association. All Officers must have a valid email account for personal and confidential official communication of minutes and board information.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Composition of Board of Directors. The management of all the affairs, business, and property of the Association shall be vested in its Board of Directors. The number of Directors of the Association shall be ten; the four Officers of the Association shall be members of the Board of Directors during their terms in office, and six Directors at large shall be elected by the membership of the Association in the manner specified in Section 2 of this Article. All Directors of this Association shall be members in good standing of the National Association and of this Association. No Board Member of MPtHA may serve on any other PtHA charter board with the exception of PtHA. Any board position on any other equine related association must be disclosed and approved by the MPtHA Board, prior to election.

Section 2. Election and Appointment of Directors at Large. The Directors at large shall be elected by a plurality vote of the members in good standing of the Association at the annual meeting of members. In the discretion of the Board of Directors, such election may be conducted in such manner as the Board may from time to time determine. Election shall be by online ballot, each member in good standing to cast one vote for each Director to be elected. The terms in office of three Directors at large shall expire on the last day of the calendar year immediately following the annual meeting of the members in each calendar year. Directors at large shall be elected for terms of two years, and shall hold their offices until their respective successors have been duly elected or appointed and have qualified. All mid-term vacancies in directorships at large, however caused, shall be filled by appointments made by the Board of Directors.

Section 3. Board Chair. The President of the Association shall serve as the chair of its Board of Directors, and shall vote thereon only to break a tie in the vote of the remaining Directors.

Section 4. Meetings of the Board of Directors. Regular meetings of the Board shall be held at such places and times as the Board may from time to time determine by resolution. Notice of regular meetings of the Board of Directors stating the date, time and place of such meetings shall, to the extent possible and practical, be published in the official publications of the Association. Special meetings of the Board of Directors shall be held whenever called by the President or by no fewer than three Directors. Notice of each such special meeting, stating the date, time, place, and purpose thereof, shall be given to each Director at least two days before the date of such meeting.

Section 5. Quorum. A majority of the Directors then holding office shall be present at each meeting of the Board in order to constitute a quorum for the transaction of business. The affirmative vote of four Directors, or a number of Directors constituting a majority of those present, whichever

number shall be the larger, shall be required on any matter coming before the Board in order to constitute the valid act of the Board thereon. Directors shall not vote by proxy at any meeting of the Board but, in the absence of an objection from any member of the Board of Directors, voting by electronic means, properly recorded by the Secretary of the Association, shall be permitted where, in the judgment of the President of the Association a matter must be decided prior to the next regular meeting of the Board of Directors.

Section 6. Resignation of Directors. Any Director may resign his or her office at any time by giving written notice to the remaining Directors. The resignation shall take effect at the time specified in such notice, or if no time is therein specified, then immediately; and unless and otherwise provided in such notice, acceptance of the resignation shall not be necessary to make it effective. A Director, who shall for any reason become disqualified to hold his or her office, or to be a member of the Association or of the National Association, shall be deemed to have resigned his or her office effective on the date of such disqualification.

Section 7. Removal of Directors. A member of the Board of Directors may be removed at any time, with or without cause, by vote of two-thirds of the members in good standing present in person, at any annual, or special meeting of members. Notice that the removal of a Director is proposed shall be given to all members, in advance of such meeting, in the manner and within the time specified in these Bylaws. Any member of the Board of Directors absent from more than two meetings of the Board in any one year, without good cause satisfactory to the remaining Directors, shall forfeit his or her office, and shall not be eligible for election to the Board of Directors during the ensuing year.

Section 8. Compensation of Directors Prohibited. Members of the Board of Directors shall not be compensated for their services as Directors, except that a Director may receive a salary for his or her services as an employee or a fee for his or her services as an independent contractor. Directors may be reimbursed for expenses incurred on behalf of the Association.

Section 9. Responsibility of Directors. It is the responsibility of each member of the Board of Directors of this Association to discharge his or her duties as a Director in good faith, in a manner the Director reasonably believes to be in the best interests of the Association, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. All Directors must have valid email account for personal and confidential official communication of minutes and board information.

Section 10. Indemnification of Directors. To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended, or by other provision of law, the Association shall indemnify and hold all persons serving the Association as a member of its Board of Directors harmless against any and all claims, demands, suits, actions or other liability, both civil and criminal, provided the Director has acted in good faith and within the scope of his or her duties and responsibilities.

ARTICLE VII - COMMITTEES

Section 1. Nominating Committee. The Nominating Committee shall consist of a chair, appointed by the President, and not less than 2 additional members appointed by the chair. The chair and members of the Nominating committee shall be appointed not less than 2 months prior to the annual meeting of the members of the Association. The committee may make nominations of persons to be Officers and Directors of the Association, and shall solicit such nominations from the Association's membership. Nominations made by the committee, and those received by it from the membership, shall constitute the slate of candidates submitted to Association members for election as Officers and Directors; the presentation of such slate of candidates does not, however, preclude write-in voting, or nominations from the floor at any meeting of members of the Association.

Section 2. Other Committees. With the advice and consent of the Board of Directors of the Association, the President shall appoint chairs of such other committees as deemed necessary and appropriate, and shall charge such committees with responsibilities. The chairs of such committees shall appoint the members thereof with the advice and consent of the Board of Directors. The chair of each committee and the President shall have the responsibility to periodically advise the Board of Directors of the Association and the members of the Association regarding the appointment, responsibilities, and activities of all committees. The chairs of all committees shall solicit membership input to committee decision-making, wherever possible and practical.

ARTICLE VIII - AMENDMENTS

Amendments to these Bylaws shall be proposed in writing at a meeting of the members of the Association. Thereafter, and not less than two weeks prior to a subsequent meeting of members at which its adoption will be voted upon, a copy of such proposal shall be furnished to each voting member of the Association. The proposed amendment shall be deemed adopted if ratified by two-thirds of the members present in person, at any annual or special meeting of members following the meeting at which such amendment was proposed.

ARTICLE IX - RULES OF ORDER

The order of business at all Association meetings shall be as follows: call to order, ascertainment of quorum; reading of minutes of the previous meeting; Treasurer's report; committee reports; reading of communications; unfinished business; election and installation of Officers and Directors, if applicable; new business; meeting program, if any; and adjournment. Rules of order shall be governed by *Roberts' Rules of Order*, Revised, to the extent consistent with the Association's Articles of Incorporation, rules and regulations of the National Association, and these Bylaws.