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BY-LAWS OF
NORTH COUNTRY HORSEMEN

ARTICLE I. NAME AND LOCATION

SECTION 1. The name of this corporation shall be North Country Horsemen.

SECTION 2. Its principal office shall be located at Middle River, Minnesota.

SECTION 3. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

ARTICLE II. SHAREHOLDERS MEETING

SECTION 1. Place of Meetings. Meetings of the shareholders shall be held at its principal office at Middle River, Minnesota on the third Tuesday of April, May, June, July, August, September and October.

SECTION 2. Special Meetings. Special meetings shall be held upon five (5) days notice published in *The Honker* called by the following:

- (a) The President of the club, or
- (b) A majority of the members of the Executive Board, or
- (c) Any calling committee designated and accepted at any monthly or special meeting.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. Number and qualifications. The business of the corporation shall be managed by a board of three (3) to five (5) directors.

SECTION 2. Term. The term of the Board of Directors shall be for one (1) year or until successors are elected and qualified.

SECTION 3. Vacancies. In the event that any member of the Board of Directors shall resign, die, become disqualified or refuse to act as a director during his term of office, a successor shall be appointed by the remaining members of the board.

SECTION 4. Place of Meetings. Meetings of the Board of Directors shall be held at the registered office of the corporation or at such other place within or without the State of Minnesota as a majority of the members of the board may from time to time determine.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be called for any purpose or purposes, at any time, by the President, Vice President, or by any member of the board. Upon the request in writing, by registered mail or delivered in person to the President, the Vice President, or the Secretary, by any member of the board, it shall be the duty of such officer forthwith to cause notice to be given to the directors of the meetings to be held at such time as such officer may fix, not less than two (2) days nor more than ten (10) days after receipt of such request.

SECTION 6. Annual Meeting. The annual meeting of the membership for the election of officers and the transaction of any other business shall be held at a time and place as decided by the Board of Directors during the first quarter of the current calendar year. All members in good standing shall receive written, e-mail, and/or published notice of the meeting, to include date, time, and place a minimum of ten (10) days in advance of the meeting.

SECTION 7. Notice of Special Meeting. Two (2) days notice shall be given to each director of the time and place of each special meeting of the board, but any director may, in writing, either before or after the meeting, waive notice thereof; and, without notice, any director by his attendance at, or participation in the action taken at any meeting shall be deemed to have waived notice.

SECTION 8. Quorum. Fifty percent (50%) of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. The acts of majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

SECTION 9. Action in Writing. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done in writing signed by all of the directors.

SECTION 10. Compensation of Directors. Directors may be paid such compensation for their services rendered as directors as may be fixed by resolution of the Board of Directors itself, and it shall be lawful for the Board of Directors to allow to each director his expenses for attendance at meetings of the board. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

SECTION 11. Indemnification of Directors and Officers. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against reasonable costs and expenses (including counsel fees) incurred by him in connection with any action, suit, or proceeding to which he may be a party by reason of his being or having been a director or officer of the corporation, except in relation to matters as to which he shall finally be adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such officer or director; and the foregoing right of indemnification shall both be exclusive of other rights to which he shall be entitled as a matter of law.

SECTION 12. Duties of Directors. In addition to those duties normally performed by directors, the board shall have the power to determine the policies of the corporation.

ARTICLE IV. OFFICERS

SECTION 1. Election-Term-Qualifications. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time designate. The Board of Directors shall elect such officers annually at a meeting held as soon as convenient after the annual meeting of the shareholders. No one of the officers need be a director. Any two (2) of the offices, except those of President and Vice President, may be held by the same person.

SECTION 2. Duties of Officers.

President: It shall be the duty of the President to preside at all meetings, sign all bills for payment, approve and countersign such checks issued by the Treasurer, enforce the provisions of the By-Laws and call special meetings. The President shall appoint all committees to be approved by the Executive Board. The President shall be a member ex-officio of all committees and shall have a vote.

Vice President: The Vice President shall assist the President in the discharge of his duties, and shall perform the duties of the President in his absence.

Secretary: The Secretary shall keep a correct record of all proceedings, conduct the correspondence, read all documents and correspondence and keep them in file for future reference. He shall receive application for membership and notify the candidate of his acceptance or rejection.

Treasurer: The Treasurer shall receive all funds of the club, giving a receipt for the same. The money received shall be deposited in the Border State Bank of Middle River, Minnesota, in the name of North Country Horsemen. The Treasurer shall write all checks drawn on the treasury and shall obtain any additional signatures thereon as the Executive Board may require.

Only regular and honorary members shall be eligible to hold office in this corporation and they must be at least 18 years of age.

SECTION 3. Salaries. The salaries of all officers of the corporation shall be fixed by the Board of Directors.

ARTICLE V. CORPORATE SEAL

SECTION 1. This corporation shall function without a corporate seal.

ARTICLE VI. AMENDMENTS

The By-Laws may be amended at any monthly meeting or any special meeting duly called for the purposes, by a two thirds majority vote of the qualified voting membership present and voting at such meetings.

ARTICLE VII. DUES

SECTION 1. The regular membership fee shall be \$15.00 per individual or \$20.00 per family/couples per year subject to such change as may be determined by the membership at any monthly meeting.

SECTION 2. Honorary members shall pay no dues.

SECTION 3. Courtesy members shall pay no dues.

ARTICLE VIII. SUSPENSIONS AND EXPULSIONS

SECTION 1. Member ship fees shall be paid by the first of April each year and anyone whose fee or other outstanding obligations to the North Country Horsemen has not been paid shall be suspended as a member.

SECTION 2. Anyone expelled for conduct unbecoming a member occurring either in connection with club functions or for willful carelessness that would jeopardize the welfare and happiness of himself or others. Expulsion shall be voted on at any monthly or special meeting after first giving five (5) days notice to all active members and the member whose membership is subject to the proposed expulsion. Two-thirds of the members present and voting shall be required to expel any member.

ARTICLE IX. PROCEDURE

Roberts Rules of Order will govern the order of business and all parliamentary procedure.