

NORTHWEST SADDLE CLUB BYLAWS

ARTICLE I

As set out in the Articles of Incorporation, this corporation's name is: Northwest Saddle Club. The registered office of this corporation shall be the street address filed with the Secretary of State, currently: 26950 Lyons Street NE, North Branch, MN 55056. Such address shall be established and solely authorized by the Board of Directors or Executive Board.

ARTICLE II

Purpose

The chief aim of this corporation shall be the development of fun on and with horses. This corporation's purpose is to conduct activities that promote and facilitate the development of fun on and with horses. To this end, the corporation shall operate exclusively for social welfare, charitable and educational purposes as well as for the purpose of promoting national and international amateur athletics, specifically the sport of horseback riding. Each of these purposes shall have the same meaning as said terms used in Sections 501(c)(3) or 501 (c)(4) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income of principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

Membership

- A. The membership of this corporation shall consist of four types: family, couples, individuals and youth. Family means parents and dependent children under the age of twenty-four (24), couples are those living together and not related by blood. Youth membership is available to those seventeen or younger as of January 1 and requires consent of the youth parent or guardian.
- B. Application for membership shall be made in writing on application forms prepared by the corporation. Applications shall be submitted to a Membership Committee, appointed by the Executive Board as hereinafter provided. The name of the applicant shall be submitted to the membership, as a whole, to vote acceptance or rejection of the new applicant. Voting by the club shall be cast "yes" for acceptance of the applicant or "no" for rejection of the applicant. Upon a majority of the members voting "yes" and upon payment of the initiation fee, if applicable, plus one year's dues, the applicant shall become a member.
- C. Any member in good standing, upon reaching his or her 65th birthday, shall become an "Honorary Lifetime Member" of Northwest Saddle Club, with all rights and obligations of a full member. No dues will be assessed for the lifetime of said member.

ARTICLE IV

The corporation shall have a voting membership comprised of those individuals who consent to same and who meet the Board's requirements. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors or Executive Board, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE V

Initiation Fees and Dues

- A. The initiation fee and annual dues shall be determined at each annual meeting for the ensuing year by a vote of the majority of the members voting in person or by proxy.
- B. All applications must be accompanied by the initiation fee, if applicable, and one year's dues. Adjustments will be made thereafter, by the treasurer, so all dues are due and payable in January of each year.

ARTICLE VI

Members Delinquent in Payment of Dues

- A. Each member will be sent a membership reinstatement bill in January of each year, with reminders in the official publication. If, by April 1, no response or payment of dues is received by the Treasurer, the member's name will be dropped from the membership list without further notice.
- B. The official publication of Northwest Saddle Club will be the Newsletter.

ARTICLE VII

Expulsion of Members

Members may be expelled from the club for good cause shown. Thirty days written notice shall be given to all club members of the intention of the club to take such action at a regular club meeting. In order to expel a member two thirds of all members voting at such regular meeting, either in person or by written proxy must vote in favor of expulsion.

Resignation and Reinstatement of Members

Members whose dues are paid to date may be reinstated without additional initiation fee, except with adjustments to any status change, providing it can be shown that their resignation was not caused by a desire to hurt or ridicule the club and/or its members.

ARTICLE VIII

Quorum

Fifteen members in good standing present at the meeting, in person or by written proxy, shall constitute a quorum for the conduct of business at a regular meeting or special meeting of the corporation. Each member shall be entitled to cast one vote in determining any issue before the club. A written proxy shall be by sealed ballot, with motion, or vote stated, and will be signed and dated by member. This procedure shall decide, by a majority vote any issue voted upon unless it is provided differently in these bylaws.

Meetings

The corporation shall hold at least ten regular monthly meetings annually and shall be governed by the Robert's Rules of Order.

Special Meetings

A special meeting of the members may be called by the president upon instruction of the Executive Board.

ARTICLE IX

- A. The officers of the club shall consist of the president, vice president and treasurer. The term of an officer shall be two years. A maximum of two consecutive terms can be served. Those officers who have served three consecutive terms must retire for one year, except vice president who may be elected as president.
- B. The treasurer shall be responsible for overseeing the club's financial activity and submitting of financial report(s) as required, to the club, executive board and government. Upon election and qualification of the Treasurer, he/she shall furnish a fidelity bond at the expense of the corporation.
- C. An executive secretary shall be appointed by the executive board. The executive secretary will participate in the meetings and discussions of the executive board, but will not vote as a member of the board.
- D. There shall also be an Executive Board, which shall consist of seven members, who shall be elected by the membership as hereinafter provided. The officers and the preceding president shall automatically be members of the board.
- E. Elections of officers shall take place at the regular December meeting. Only members age sixteen or over, whose dues are in good standing, shall have the right to vote or be a nominee at this election.
- F. Approximately sixty (60) days before the annual election, the Executive Board shall appoint a Nomination Committee of five (5) members, consisting of three (3) members from the board and two (2) members from the general membership. At least twenty-five (25) days before the annual election, such Nominating Committee shall make known to the members of the club its nominations.
- G. Nominations for all officers and for the Executive Board shall be open to the floor at the December meeting.
- H. Membership on the executive board shall be limited to two consecutive two-year terms. Those board members who have served two consecutive terms must retire from the Board for at least one year.

The Executive Board shall, during the interval between the meetings of the club, possess and may exercise all the powers of the club except as to such matters which the club has, by resolution, expressly reserve to the membership. There shall be at least one regular Executive Board meeting per month. (Governed by Roberts Rules of Order). Special meetings shall be at the call of the President or any three members of the Executive Board. There shall be three days' notice for the calling of any special meeting except in the case of an emergency. The Executive Board shall keep full and fair records and accounts of its proceedings and transactions. The executive board is responsible for obtaining a fidelity bond, as appropriate. All actions by the Executive Board shall be reported to the club at its meeting and shall be subject to revision and alteration by the club provided that no rights of third persons shall be affected by such revision or alteration. The Executive Board shall have the power to fill any vacancy in any elected position for the duration of that term. A majority of the members of the Executive Board shall constitute a quorum for the conduct of its business. A majority of those present and voting shall decide any issue voted upon by the Executive Board.

ARTICLE X

Committees

- A. The standing committees of the club shall be appointed by the Executive Board at the first meeting in January and shall be announced to the club at the next regular meeting thereafter. The standing committees shall be:
- Show Committee
 - Building Committee
 - Communications Committee
 - Grounds Committee
 - Sunshine Committee
 - Membership Committee
 - WSCA delegates

- B. The Executive Board shall have power, from time to time, to appoint such committees as it may deem expedient and to delegate to such committees such duties and powers as may be found necessary for the proper conduct of the affairs of the club, and the Executive Board may appoint, on such committees, any member, in good standing of the club.

ARTICLE XI

Checks, contracts, leases, deeds

- A. All club checks must be signed by the President and the Treasurer or such other person as may be designated by the Executive Board.
- B. Upon recommendation of the Executive Board and with a vote of approval of a majority of the membership, 18 years or older, in person or by written proxy, the President and the one other Board appointed designee shall be authorized to sign contracts necessary to the interest of the club.
- C. Significant transactions involving the assets of the club shall be subject to approval by two thirds of qualified members voting in person or by written proxy at a designated meeting. Qualified members are those eighteen (18) years of age or older who have been members in good standing for at least one year immediately preceding the ballot. Twenty-five (25) days' notice of a meeting to approve such action must be given in writing to qualified members.

Significant transactions are those involving the purchase, sale, lease or other transfer of real property. The purchase, sale or lease transfer of personal property valued at \$3,000.00 or more, or the investment of club funds except in checking and savings deposits or money market funds.

ARTICLE XII

Amendment of Bylaws

The bylaws may be amended at any regular or special meeting of the members as follows:

The proposed amendment shall be submitted at a regular or special meeting of the members, and the person presenting such amendment shall move that the amendment be adopted at the next meeting, which shall be at least thirty (30) days subsequent. A notice of this meeting, with a copy of the proposed, shall be mailed to each member at least twenty (20) days prior to the meeting when such motion is to be considered. At such meeting the said amendment may be adopted by a two-thirds vote of the members voting in person or by written proxy.

ARTICLE XIII

Limitations

- A. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501 (c) (3) or 501 (c)(4) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
- B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended;
- C. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE XIV

Debt Obligation and Personal Liability

No member, officer or director of this corporation shall be personally liable for the debts or obligations of this corporation or

any nature whatsoever, nor shall the property of those parties be subject to the payment of the debts or obligations of this corporation, except to the extent that federal or state law shall mandate individual party responsibility for tax trust funds.

The undersigned Officer certifies that the preceding pages are an accurate and complete copy of the bylaws of the corporation, as amended, as the most recent amendment, effective on September 4, 2012.

Signature Michael T Moul Title President Date 9-4-2012