

# BYLAWS OF MINNESOTA TRAILS RIDERS ASSOCIATION

## ARTICLE I

### Purpose

**1.1 Primary purpose.** The primary purpose of the Minnesota Trail Riders Association is to promote recreational, equestrian trail riding by the:

1. Distribution of trail riding information,
2. Promotion, development, and maintenance of trails,
3. Coordination of, and cooperation with, governmental agencies and private individuals.

**1.2 Limitations.** The Corporation is organized exclusively for charitable or educational purposes within the meaning of section 501(c) of the Internal Revenue Code. No substantial part of the activities of the Corporation will promote propaganda or use other means of influencing legislation and the Corporation shall not participate in or intervene with (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**1.3 Activity limitations.** Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE II

### Membership

**2.1 Eligibility.** Membership in the Minnesota Trail Riders Association shall be open to all persons that subscribe to and support the purposes of this corporation, as stated in the Articles of Incorporation. The Minnesota Trail Riders Association is an individual and family organization. Group memberships are not accepted. Membership shall be established upon payment of dues. Honorary memberships may be granted on an individual basis in special circumstances.

**2.2 Dues and Dues Schedule.** The Board of Directors at the November meeting shall fix dues for the ensuing year. Membership dues shall be due Jan. 1. Notification of unpaid dues shall be submitted in the February newsletter. Members who have not paid by June 30 shall have their name removed from the role of active members. They may rejoin the association pursuant to payment of current dues.

New members joining before June 30<sup>th</sup> shall be considered members for the current year. New members joining after June 30<sup>th</sup> shall be considered paid members for that year and the following year.

**2.3 Membership Roster.** A roster of this corporation's members shall be maintained and shall be released only upon approval of the Board of Directors.

**2.4 Transfer or Termination.** Membership in the Corporation shall not be transferred and shall terminate upon the member's death, resignation, failure to pay dues, or conduct contrary to or inconsistent with the best interests and stated purposes and objectives of this corporation. Any member of the Corporation may be suspended from privileges or expelled for unbecoming conduct or violation of the rules upon a hearing and a majority vote of the Board of Directors. Any eligible voting member may originate a

complaint by submitting the same in writing to the Board of Directors.

## ARTICLE III

### Membership Meetings

**3.1 Time and Place.** Round table meetings of the members of this corporation shall be held at times and places designated by the Board of Directors. Meetings are to be led by a Director.

**3.2 Regular Round Table Meetings.** Three general membership round table meetings will be held at selected sites in Minnesota (designated as "Round-ups") for the purpose of soliciting input from members. All suggestions so received shall be presented to the directors at the next scheduled Board of Directors meeting for discussion and review. The final decision or enactment of those suggestions will rest upon the vote of the directors at a Board of Directors meeting.

**3.3 Special Meetings.** Special meetings of members for any purpose may be called by the President (or in his/her absence, by the President Elect), a majority of the Board of Directors, or by written request of at least twenty-five percent (25%) of the members.

**3.4 Proper Notice of Meetings.** Notice of each meeting of the members, stating the date, time and place thereof and, in the case of a special meeting, the purpose thereof, shall be communicated by telephone, email, or mail, postage prepaid, at least fifteen (15) days prior to such a meeting to each member at his/her address as it appears upon the membership roster.

**3.5 Voting.** Each membership shall be entitled to one vote in person or by mail or email ballot. All elections shall be held and all questions decided by a majority vote of those voting. There shall be no cumulative voting.

**3.6 Quorum.** Those eligible voting members present in person or voting by mail or email ballot shall constitute a quorum for the transaction of business.

**3.7 Voting by Mail.** When determined by the Board of Directors, voting on questions decided by the members may be conducted by mail or email in the following manner:

1. The ballot of the question or questions to be voted upon and, if applicable, a list of nominees for directorships, shall be in the regular club newsletter, or other mailing posted between 30 and 60 days prior to the meeting or date of the vote.
2. Mail or email ballots received by the date of the meeting or vote shall be counted and results of the vote announced at the meeting. Ballots shall be kept until the conclusion of the meeting, to allow a recount if required.

**3.8 Action without meeting.** Any action which may be taken by the members at a meeting of the members may be taken by mail or email ballot.

## ARTICLE IV

### Directors

**4.1 Management.** The general management of the business of this corporation shall be vested in the Board of Directors, which shall be authorized to exercise all corporate powers except as limited by statute or otherwise vested by the Articles of Incorporation or Bylaws. Each member of the Board of

Directors has one vote at a board meeting.

**4.2 Number and Election.** The Board of Directors shall consist of not fewer than five (5) nor more than twenty-five members of this corporation in good standing, but may be increased or decreased in number by amendment to the Bylaws. Directors shall be chosen from applications of members on a Board of Directors application form. If the number of qualified candidates is less than the maximum number of directors the Board of Directors can confirm their appointment at their annual meeting. Otherwise a mail or email ballot will be conducted prior to the November Board of Directors meeting. If a candidate is rejected by the Board of Directors the Board will explain the reason and give the candidate a chance to reply before final rejection.

Directors shall serve a term of two (2) years unless elected or appointed to complete an unexpired term, or until their successors are elected, qualified and have accepted. If the office of any director becomes vacant for any reason, a majority of the remaining directors may choose a successor who shall hold office until his/her successor is elected, qualified and has accepted. Newly created directorships resulting from an increase in the authorized number of directors may be filled by action of the Board of Directors by a two-thirds (2/3) vote of the directors serving at the time of such increase; and each director so elected shall hold office until his or her successor is elected, qualified and has accepted. All directors shall be individual dues-paying members of the Corporation.

Board members who do not attend meetings, or perform other significant service to the Minnesota Trail Riders Association may be removed by majority vote of the Board of Directors.

**4.3 Regional Directorships.** The Board of Directors may, at its discretion, create regions and regional directorships.

**4.4 Annual Meetings.** The annual meeting of the Board of Directors shall be held in November for the purpose of confirming the appointment or election of members to the Board of Directors, electing officers for the ensuing year, fixing dues for the ensuing year, and transacting such other business as may come before the meeting.

**4.5 Regular Meetings.** At least three (3) regular meetings of the Board of Directors shall be held each year at such times and places as shall be determined by the Board. Meetings of the Board of Directors are-open to members.

**4.6 Special Meetings.** Special meetings of the Board of Directors may be called either by the President or, in his/her absence, by the President Elect, on forty-eight (48) hours notice to each director, either personally, by mail, or by telephone. Special meetings may be called by the President or Secretary in like manner upon the written or verbal request of any director.

**4.7 Action Without Meetings.** Any action which may be taken at a meeting of the Board of Directors or Executive Committee may be taken without a meeting if authorized by a majority of the directors or by all members of such Committee, as the case may be.

**4.8 Quorum.** At regular meetings a quorum shall be those directors present. At special meetings of the Board of Directors, a majority of all the directors shall be necessary and sufficient to constitute a quorum for the transaction of business.

**4.9 Executive Committee.** The officers of the Board of Directors shall constitute an Executive Committee which shall have and exercise the authority of the Board in the management of the business of this corporation. Said Executive Committee shall act only in the intervals between meetings of the Board and shall be subject at all times to the control and directions of the Board.

## A R T I C L E   V

### Officers

**5.1 Designation.** The officers of this corporation shall consist of a President, President Elect, Secretary, Treasurer, and Editor. Any two officers, except President and President Elect may be held by the same person. The officers shall be selected by the members of the Board of Directors and each officer shall be a Director of the Corporation.

**5.2 Election and Terms.** Where applicable, the officers of this corporation shall be elected at the annual meeting of the Board of Directors to serve two years or until their successors are duly elected, qualified, and have accepted. If any vacancy shall occur among the officers, it shall be filled by the Board.

**5.3 President.** The President shall be the chief executive officer of the Corporation. He/she shall have general charge, supervision and control of the business of the Corporation, subject to the control of the Board of Directors. He/she shall preside at all meetings of the members and shall serve as Chairperson of the Board of Directors if no chairperson has been elected. With the approval of the Board of Directors, he/she shall appoint chairpersons of the committees and shall serve as an ex officio member on all such committees. The President shall report at least annually to the members regarding the business and condition of the Corporation. The President may be removed from office by a vote of 80% of the Board of Directors at a properly called Board of Directors meeting.

**5.4 President Elect.** In the absence of the President, the President Elect shall preside at meetings of the members and Board of Directors and shall perform the duties and exercise the powers of the President. The President Elect automatically becomes President at the end of the President's 2 year term. In cases of resignation or disability of the President, the President Elect shall assume the office of President, and the Board of Directors shall elect a director to the position of President Elect at the next meeting of the directors.

**5.5 Secretary.** The Secretary shall record all votes; keep minutes of all proceedings; and record the same in the corporate minute book for all meetings of the members and Board of Directors. He/she shall give notice of all meetings, be responsible for the custody of all records, and receive and count all mailed ballots, if any. An acting Secretary may be appointed by the President to perform the duties in the absence of the Secretary.

**5.6 Treasurer.** The Treasurer shall have custody of all corporate funds; shall receive and disburse on authority from the Board of Directors; shall keep full and accurate account of the receipts and disbursements of the Corporation; and shall deposit all moneys in the name and to the credit of the Corporation in such bank accounts as may be designated by the Board of Directors. He/she shall maintain records of the financial status of the Corporation and shall report same at all meetings of the members and the Board of Directors. The treasurer shall disburse payment only upon itemized demands, and upon order of the President, with amounts over one hundred dollars (\$100.00) to be authorized by the Executive Committee. The treasurer shall give a complete financial report to the Executive Committee to be published at the end of the fiscal year. The treasurer shall be responsible for providing the information necessary for budget development each fiscal year. The Treasurer's books shall be submitted for audit, to be in readiness for the incoming Treasurer, by the first board meeting of the new year. An acting Treasurer may be appointed by the President to perform the duties in the absence of the Treasurer. The Treasurer shall be bonded with an insurance company.

**5.7 Editor.** The Editor shall issue newsletters to all dues-paying members of the organization on a schedule determined by the Board of Directors. A copy of each issue so distributed shall be

maintained in the file of the Editor.

**5.8 Other Officers.** The Board of Directors may appoint individuals to act as delegates or representatives for special purposes and for specified terms.

**5.9 Special Powers.** Any officer may be vested by the Board of Directors with any power or charged with any duty not contrary to any power inconsistent with the Articles of Incorporation or these Bylaws.

## A R T I C L E   V I

### **Miscellaneous**

**6.1 Fiscal Year.** The fiscal year of this corporation shall be the calendar year unless changed by action of the Board of Directors.

**6.2 Bank Account.** The Corporation shall maintain a bank account or accounts in such bank or banks as may be determined by the Board of Directors, and all funds of the Corporation shall be administered in one or more such accounts. All checks or demands for money shall be drawn on the Corporation account or accounts for corporate purposes only and shall be signed by such officers or agents as shall be designated by the Board of Directors.

**6.3 Records.** Records of meetings of the members and Board of Directors shall be maintained at all times. Every member shall have the right to personally examine at any reasonable time, for any proper purpose, and at the place or places where maintained, the Articles of Incorporation, Bylaws, records of the meetings of the members and directors and corporate books of accounts and to make extracts there from. All corporate records in the possession of an outgoing officer or director shall be transferred to the incoming officer or director within one month of termination of office.

**6.4 Amendment of Bylaws.** The Bylaws of this corporation may be amended, upon proper notice, by a mail ballot of the members, or by sixty percent (60%) of the members of the Board of Directors, subject to ratification of a majority of the members present and voting at the next meeting of members.

**6.5 Rules of Order (revised).** "Robert's Rules of Order (Revised)" shall govern all meetings of this corporation except when they may conflict with these Bylaws.

These Bylaws were revised from the 2003 version, approved by the Board of Directors January 9, 2010, and ratified by the membership May 2010.