

OF  
MINNESOTA QUARTER HORSE RACING ASSOCIATION

**ARTICLE I - MEMBERS**

- 1.1) Membership. Any person, corporation or association interested in the objects and purposes of this non-profit corporation may become a member upon the payment of annual dues in an amount set from time to time by the corporation's Board of Directors. All members must be members in good standing with the American Quarter Horse Association.
- 1.2) Voting Rights. All members shall have voting rights. Cumulative voting shall not be allowed. When a corporation or association applies for membership, it shall designate one person and an alternate from its body as its voting representative. Each member shall have one vote. All voting rights shall be equal.
- 1.3) Meetings of Members. Meetings of the members of the corporation shall be held and conducted in accordance with the following provisions:
  - a. Location - Meetings of the members may be held at any place within or without this state as designated by the Board of Directors.
  - b. Annual Meeting - Members shall hold an annual meeting for the election of directors and for the transaction of any other business. The date and time of the meeting shall be determined by the Board of Directors. When the annual meeting has not been held, or directors have not been elected thereat, directors may be elected at a special meeting held for that purpose.
  - c. Special Meeting - Special meetings may be called for any purpose at any time upon written request, by authorized individuals, to the president, vice president, or secretary. Authorized individuals who may request a special meeting are the president, two or more directors, or any two or more members. The officer who receives the written request shall give notice of the meeting to be held not later than thirty (30) days after receiving the request.
  - d. Notice - Notice of meetings and elections shall be given to all members entitled to vote at the meeting or election. "Notice" means a written notification of a meeting stating time, place, and in the case of a special meeting, purpose, which is properly addressed according to the last available corporate records, and which is delivered or mailed not less than five (5) days nor more than thirty (30) days before the meeting, excluding the day of the meeting.

- e. Waiver of Notice - Any member may make written waiver of notice before, at, or after a meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.
  - f. Quorum - Ten percent (10%) of the total voting membership present in person or by proxy at a meeting for members shall constitute a quorum.
- 1.4) Proxies. At all meetings of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.
- 1.5) Rights not Transferable. A member in the corporation may not voluntarily transfer his membership or any right arising therefrom.
- 1.6) Termination. Membership in the corporation may be terminated in one of the following ways:
- a. Non Payment of Annual Dues - Failure by any member to pay his annual dues shall automatically terminate his membership in the corporation.
  - b. Resignation - A member may terminate his membership in the corporation by delivering his written resignation and certification of membership to the president or secretary of the corporation. Resignation shall be effective upon such officer's receipt thereof.
  - c. Termination of Existence - Membership in the corporation shall automatically terminate upon the day in which the corporation's existence is legally terminated.

## **ARTICLE II - BOARD OF DIRECTORS**

- 2.1) General Powers. The property, affairs, and business of the corporation shall be managed by the Board of Directors.
- 2.2) Qualifications and Term of Office. Directors must be members of the corporation and shall be natural persons. Each member of the first Board of Directors named in the Articles of Incorporation and each successor or additional director shall hold office until the next annual meeting of members and until his successor shall be elected and qualified or until death, resignation, incapacity preventing administration of the office of director, or removal by a majority vote of the Board of Directors.
- 2.3) Number. At no time shall the Board of Directors consist of less than three (3) nor more than fifteen (15), unless such number is changed by a majority of the members voting at a duly called meeting of the members or by the Board of Directors, when authorized.

- 2.4) Vacancies. A majority of the remaining members of the Board, though less than a quorum, shall fill any vacancies occurring on the Board. The person so selected shall hold office until his successor has been elected.
- 2.5) Meetings. Meetings of the Board of Directors shall be held and conducted in accordance with the following provisions:
- a. Location - A meeting of the Board of Directors may be held at any place, within or without this state, designated by the Board.
  - b. Call - Each meeting of the Board of Directors shall be held at the call of the president or vice president and must be called by either of them on the written request of any member of the Board.
  - c. Notice - Notice of the time, place and purpose or purposes of a meeting of the Board of Directors, except as herein otherwise provided, shall be given by personally serving or mailing notice thereof at least five (5) days before the meeting to the usual business or residence address of the directors. The Board may adopt a resolution which authorizes regularly scheduled meetings of the Board of Directors to be held without notice and at such time and place as shall be determined in the resolution.
  - d. Waiver of Notice - A director may make written waiver of notice before, at, or after a meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.
  - e. Board Action - Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized by all of the directors in writing or by other form of electronic authorization.
  - f. Quorum - A majority of the Board of Directors shall constitute a quorum for the transaction of business; provided, however, that if any vacancies exist by reason of death, resignation, or otherwise, a majority of the remaining directors, but not less than two (2) shall constitute a quorum for the conduct of business. An act of the majority of the directors present at a meeting at which a quorum is present is the act of the Board.
  - g. Voting by Proxy - A director shall not appoint a proxy for himself or vote by proxy.
- 2.6) Assessments. The Board of Directors may levy assessments upon the corporation's members. The Board may fix the amount from time to time and determine the methods of collection of assessments.
- 2.7) Compensation. Directors shall not receive any stated salary for their services as such, but by resolution of the Board a fixed, reasonable sum or expense of attendance, if any, or both, may be allowed for attendance at each meeting of the Board. The Board of Directors shall have the power, in its discretion, to contract for and pay to directors rendering unusual or exceptional service to the

corporation special compensation appropriate to the value of such services.

- 2.8) Executive Committee. The Board of Directors may designate two or more of its members to constitute an executive committee and, to the extent determined by the Board, the executive committee shall have the authority as granted by the Board in the management of the business of the corporation. The executive committee shall act only in the interval between meetings of the Board and at all times is subject to the control and direction of the Board.
- 2.9) Resignation and Removal. Any director may resign at any time by delivering a written resignation to the president or secretary of the corporation. The resignation shall be effective as of the date of receipt by such officer and shall not constitute a resignation as a member of the corporation. The Board of Directors may, with or without cause, remove a director from office at a Board meeting, provided that the notice of the meeting at which removal is to be considered states such purpose. When a director has been removed, a new director may be elected at the same meeting.
- 2.10) Committees. The Board of Directors may appoint or authorize the appointment of such committees as it may from time to time deem necessary. Such committee shall have the powers, duties and responsibilities and shall be organized and function as specified in its appointment.

### **ARTICLE III - OFFICERS**

- 3.1) Numbers and Duties. The officers of the corporation shall be a president, a vice - president, a secretary, a treasurer, and such other officers with such powers and duties not inconsistent with these by-laws as may be appointed and determined by the Board of Directors. Any two (2) offices except those of president and vice-president and those of president and secretary, may be held by the same person.
- 3.2) Election, Term of Office, and Qualifications. The president shall be elected annually by the Board of Directors from among its number, and the other officers shall be elected annually by the Board of Directors from among such persons as the Board of Directors may see fit, at the first meeting of the Board of Directors and thereafter annually. Such officers may be removed with or without cause by the affirmative vote of the whole Board of Directors.
- 3.3) Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, incapacity, or other cause, such vacancy shall be filled by the affirmative vote or action of a majority of the directors then in office, and the officer so elected shall hold office and serve until the meeting of the Board of Directors at which the vacated office would have been elected and until the election of his successor.
- 3.4) The President. The president shall preside at all meetings of the Board of Directors. He shall have and exercise general management and supervision of

the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors.

- 3.5) Vice President. At the request of the president or in the event of his absence or disability, the vice president shall perform the duties and possess and exercise the powers of the president, and shall perform such other duties as the Board of Directors shall prescribe.
- 3.6) Secretary. The secretary shall be secretary of and shall attend all meetings of the members and Board of Directors. He shall act as clerk thereof and shall record all the proceedings of such meetings in the minute book of the corporation. He shall give proper notice of meetings of shareholders and directors. He shall perform such other duties as may be prescribed from time to time by the Board of Directors.
- 3.7) Treasurer. The treasurer shall keep accurate accounts of all moneys of the corporation received or disbursed. He shall deposit all moneys, drafts, and checks, in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors shall designate from time to time. He shall have power to endorse for deposit all notes, checks, and drafts received by the corporation. He shall disburse the funds of the corporation as authorized by the Board of Directors. He shall render to the president and the Board of Directors whenever required, an account of all of his transactions as treasurer and of the financial condition of the corporation and shall perform such other duties as shall be prescribed by the Board of Directors from time to time.
- 3.8) Additional Officers, Agents and Representatives. The Board of Directors may appoint an assistant vice president, assistant secretary, and an assistant treasurer or an assistant secretary/treasurer as it may deem necessary, who shall perform the duties and assume the responsibilities of the prescribed office under the general direction of the vice president, secretary, treasurer or president, and as the Board of Directors may direct. The Board of Directors may appoint such agents and representatives of the corporation with powers and to perform such acts or duties on behalf of the corporation and as the Board of Directors may see fit.
- 3.9) Compensation. The compensation of all officers, agents, or representatives of the corporation shall be fixed by the Board of Directors and shall be reasonable in amount for the services rendered. The fact that any officer, agent, or representative of the corporation is a member of the Board of Directors shall not preclude him from receiving compensation appropriate to the value of his services or from voting on a resolution providing for the same.
- 3.10) Officers Shall Not Lend Corporate Credit. Except as authorized by the Board of Directors, no officer of this corporation shall sign or endorse in the name or on behalf of this corporation, or in his official capacity, any obligations for the accommodation of any other party or parties, nor shall any check, note, bond, stock certificate, or other security or thing of value belonging to this corporation be used by any officer or director as collateral for any obligation other than valid

obligations of this corporation.

#### **ARTICLE IV – FINANCIAL AND PROPERTY MANAGEMENT**

- 4.1) Fiscal Year. The fiscal year of the corporation shall end on December 31 of each year.
- 4.2) Audit of Books and Accounts. The books and accounts of the corporation shall be audited at such times as may be ordered by the Board of Directors.
- 4.3) Contracts. No contract on behalf of the corporation may be entered into or executed until the Board of Directors has approved such action. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this corporation.
- 4.4) Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the treasurer or such other officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 4.5) Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **ARTICLE V - AMENDMENTS**

- 5.1) Procedure. Except as provided in section 5.2 of this article 5 the Board of Directors shall propose any amendment to these By-laws by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the members. Notice of the meeting of members, stating the purpose, shall be given to each member entitled to vote on the proposed amendment, and to each officer and director. The proposed amendment may be adopted at any such meeting of the members by a majority of the members voting.
- 5.2) Amendment by Directors. The members, by a majority vote of the members voting at a meeting duly called for the purpose, may authorize the Board of Directors to exercise from time to time the power of amendment of these By-laws. When the members have so authorized the Board of Directors to amend these By-laws, the Board, by a two-thirds vote of the directors who are present and entitled to vote on the proposed amendment, may amend these By-laws at any meeting of the Board. Notice of the meeting and of the proposed amendment shall be given.