

MONTANA STATE HORSE SHOW ASSOCIATION, INC.

BY-LAWS

ARTICLE 1 – PURPOSES

THE PURPOSES OF THIS CORPORATION, HEREAFTER, REFERRED TO AS THE ASSOCIATION, ARE:

1. To provide a venue to promote the development of equine sport in the state of Montana and to promote increasingly better horse shows.
2. To make adequate and fair rules governing this association and MSHSA classes at competitions and to enforce them for the common benefit.
3. To acquire by grant, lease, gift, purchase, devise, or bequest, and to hold and dispose of such property and interests as the purposes of the association shall require, subject to such limitations as may be prescribed by law, in furtherance of the foregoing purposes and not for pecuniary profit. To borrow money and to give mortgages, liens upon, encumbrances, or pledges of the property of this corporation. To lease, sell, give away, or otherwise dispose of any property of which said corporation at any time may be possessed or owned. To do and perform any other act or thing, which any non-profit corporation of the State of Montana created for the purposes herein mentioned, is now or hereafter may be authorized by law to do or perform.

ARTICLE 2 – MEMBERSHIP

1. Membership in this association shall be open to any person who has not been previously expelled from membership.
2. There shall be two types of memberships: Family memberships and individual memberships either youth or adult. A youth membership is defined as any individual member age 17 and under.
3. Membership shall be on a calendar year basis, from January 1 to December 31st. The annual dues for family memberships shall be \$25.00. The annual dues for individual memberships shall be \$15.00. The annual dues for youth membership (17 & under) shall be \$10.00. All members must have their applications submitted and dues paid before points will start accumulating for year-end awards.
4. Membership in this association shall be non-transferable.
5. The board of directors may, on written complaint of any member, request the resignation of any member, or expel any member, for reasons of conduct or for other good cause, including behavior detrimental to the welfare of this association. Any member considered for expulsion shall have the right to be represented and shall be entitled to a hearing on any charge preferred against him/her. The secretary shall provide notice of expulsion and will outline the complaint and inform the member of his/her right to a hearing. If the member does not respond within 14 calendar days, the board has the right to expel the member by a majority vote. Any member expelled shall forfeit any and all points accumulated as well as all monies paid to MSHSA, and may be barred from participation in MSHSA approved competition for a specified time period.

ARTICLE 3 – BOARD OF DIRECTORS

1. A board of seven (7) directors, one of which may be a youth member, shall manage the affairs of this association. To be eligible for the position of director, a person must be a current member of MSHSA. Officers shall serve a term of two (2) years, not to exceed two (2) consecutive (two year terms) for a total

of four (4) years. Officers will be elected by nomination of the Board to serve any term. A term is defined as beginning January 1st and ending December 31st of a given year.

2. The president, the secretary, or any four directors may call special meetings of the directors. It shall be the responsibility of the secretary to mail written notices or email notices of the time, place and purposes of any special meeting of directors, and such notice shall be mailed or emailed not less than seven (7) days prior to the time set for such a meeting. Any meeting at which all directors are present shall be legal for the transaction of business notwithstanding that notice had not been given as provided in this paragraph. Four (4) directors shall constitute a quorum of the board.

3. Vacancies on the board for members whose terms have expired shall be filled at each annual meeting of the membership for two-year terms.

ARTICLE 4 – OFFICERS

1. The officers of this association shall be a president, vice-president, secretary, and treasurer. The officers shall be elected by and from the board of directors at the regular, annual meeting of the directors. Nominees for an officer position should be present at the time of nomination and election or have expressed a verbal or written interest in serving, if elected. Officers shall serve a term of one year and until their successors are elected and qualified. Officers shall serve a term of two (2) years, not to exceed two (2) consecutive (two year terms) for a total of four (4) years. Officers will be elected by nomination of the Board to serve any term.

2. The board of directors, in its discretion, may create the offices of executive secretary, one or more additional vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers and appointees as the board deems advisable, and prescribe the duties thereof. The board of directors shall elect such officers and appointees.

3. In the event of the absence or inability of any officer to act, the board of directors may select an officer pro tem to serve during the absence or inability of the elected officer to serve.

ARTICLE 5 – THE PRESIDENT

The president of this association shall preside at all meetings of members and the meetings of the directors. Subject to the control of the board of directors, the president shall have general charge and care of the business and property of the association. The president, together with the secretary, shall sign all contracts and agreements of this association. The president shall perform all acts and have such powers as are normally incident to the office of the president and chief executive officer.

ARTICLE 6 – THE VICE-PRESIDENT

The vice-president shall be vested with all the powers and perform all duties of the president in the absence of the president and shall perform such other duties and have such powers as may be assigned by the board of directors from time to time.

ARTICLE 7 – THE SECRETARY

The secretary shall keep accurate records of all meetings of the members and of the board of directors and shall perform all duties commonly incident to the office, as well as those designated by the board of directors. The secretary, together with the president, shall sign all agreements and contracts of this association. In the absence of the secretary, an assistant secretary or secretary pro tem shall perform the duties of the secretary.

(including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these by-laws, the association shall not carry on any other activities which are prohibited for corporations exempt from Federal income taxes under Section 501 © of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Code) or which are prohibited for corporations to which contributions are deductible under Section 170 © (2) of the Internal Revenue Code.

ARTICLE 12 – MEETINGS OF THE MEMBERS

1. The annual meeting of the members of this association shall be held each year in the State of Montana at such time and place as may be determined by the board of directors. Any members present will constitute a quorum.
2. Notices of all membership meetings, regular and special, stating the time and place and the purpose for which such meetings are called, shall be given by the secretary or by the president of the association by mailing such notice to each member of the association not less than 14 days prior to the date of such meeting.
3. The president, secretary, or four directors or any eight members of the association may call special meetings of the members. It shall be the responsibility of the secretary of the association to send notice of special meetings.

ARTICLE 13 – VOTING

1. Members may vote at any membership meeting either in person or by proxy in writing. Each individual membership is entitled to one vote; family memberships are entitled to two votes. All proxies shall be filed with the secretary of the meeting before being voted. If the proxy is for a specific meeting, the proxy holder may vote at any continuation of such meeting but the proxy shall be void after the final adjournment of the meeting. Except for meetings not finally adjourned, no proxy shall be valid except during the calendar year in which it is executed. In election of directors, cumulative voting is not allowed.
2. The election of directors by the members shall be by written vote. Each member shall have the right to vote in person or by written proxy. One written vote for as many persons as there are directors to be elected. The candidates receiving the highest number of written votes shall be the ones elected. Those not elected shall be listed as first alternate, second alternate, etc., according to the highest number of votes received. Ties will be broken by a toss of a coin.
3. Members may vote by mail on matters being considered by the membership.
4. Voting by board members on issues at the Annual Membership Meeting is permitted.
5. Directors may vote by mail on matters being considered by the board. Proxy voting by directors is permitted by written, signed proxy.

ARTICLE 14 – AMENDMENT OF BY-LAWS/RULES AND REGULATIONS

1. The by-laws/rules and regulations of the association may be repealed or amended, and new by-laws/rules and regulations may be adopted, at the annual meeting of members or at any other meeting of members called for that purpose, by a vote representing the majority of the members of the association in attendance. The written assent of the majority of the members of the association shall be effectual to repeal or amend any by-laws/rules and regulations, or to adopt new by-laws/rules and regulations, without a meeting for that purpose. Changes to the by-laws/rules and regulations may be passed at regular board meetings by a majority vote of those present. However, these changes shall only be considered valid and

binding until the next annual meeting of members, when the changes must be approved by the general membership.

2. In order to give the board of directors' adequate time to consider changes to the by-laws and regulations prior to the Annual Membership Meeting, all proposed changes must be submitted to the secretary in writing by September 15 of every even numbered year. The rule proposals will be considered by the board prior to the annual meeting so that it can arrive at recommendations for modification, acceptance, or rejection of the proposed change. Additionally, copies of the proposed changes will be sent to the membership in a newsletter (electronic or US Postal) some time prior to the Annual Membership Meeting. Only changes proposed prior to the September 15 deadline will be on the agenda. No others will be allowed. The board's vote count (e.g. 8 to 4) and recommendation will be presented at the business meeting. During the business meeting, all proposals may undergo modification if desired by the membership before the final vote, however, no new or additional changes to the by-laws or rules and regulations will be taken from the floor unless they relate to the change under discussion. Changes adopted will be distributed to the members in written form prior to the next show season.

ARTICLE 15 – CORPORATE SEAL

1. The seal of this association shall consist of a flat face, circular dye with the following words engraved thereon: Montana State Horse Show Association, Inc. – Corporate Seal – Montana.