

BY-LAWS OF

MINNESOTA DISTANCE RIDING ASSOCIATION, Inc.

A non-profit corporation duly organized under the laws of the State of Minnesota.
Corporate Charter # 1C-60

ARTICLE I

Offices

Section 1. The registered office of the corporation will be 18987 County Road 45, Clearwater, Minnesota 55320, and the corporation shall have other offices at such places as the Board of Directors may from time to time determine.

ARTICLE II

PLACE AND TIME OF MEETINGS

Section 1. **PLACE.** All meetings shall be held at the registered offices of the corporation, or at such other location as is designated in the Notice of Meeting.

Section 2. **TIME.** An annual meeting shall be held in the Spring of each year commencing in 1988. Election of directors and other general business shall be transacted at such meeting. The first election of directors shall be at the annual meeting of the corporation in 1988, with the present board as provided in the Articles of Incorporation serving until that time.

NOTICE OF MEETINGS

Section 3. **ANNUAL MEETINGS.** Written notice of the annual meeting shall be published in a report to the members seven days or five business days prior to the meeting.

Section 4. **SPECIAL MEETINGS.** Written notice of a special meeting of the corporation stating the time, place and object thereof, shall be published in a report to the members at least five days before such meeting. Special meetings of the corporation may be called at any time upon request of the president, vice president, or a majority of the members of the Board of Directors, or upon written request to the president, vice president, or the Board of Directors by ten (10) or more members.

Section 5. **QUORUM.** The presence in person of at least ten (10) members at a meeting shall constitute a quorum for the transaction of business. In the absence of a quorum any meeting may be adjourned from time to time. The members present at a duly called or held meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. The president, or in his or her absence, the vice president, or any other person designated by the Board of Directors, shall preside at all annual or special meetings to coordinate the activities of all endurance/competitive trail rides approved for sanctioning by a majority of the members of the corporation, to provide a master organization to maintain records pertaining to endurance/competitive trail rides sanctioned by the corporation, and to establish uniform requirements, guidelines and rules for endurance/competitive trail rides sanctioned by the corporation.

Section 6. **TRANSACTION OF BUSINESS.** Business transacted at all special meetings shall be confined to the purpose stated in the call to the special meeting.

Section 7. **MEMBERS.** Members shall consist of those persons who are members in good standing of the corporation by virtue of having paid their membership dues as of the date of any meeting of members. Voting rights of members shall be as set forth in Article VII herein.

ARTICLE III

BOARD OF DIRECTORS

Section 1. **ELECTION OF DIRECTORS.** The property and business of this corporation shall be managed by its Board of Directors, which shall be composed of members, and which shall not be less than three in number and not more than six. The Board shall consist of a president, vice president, secretary, treasurer, immediate past president, and one member elected at large. Each director shall be elected to serve for a two-year term or until his or her successor has been elected and qualified. All directors shall be elected at annual meetings by majority vote of the attending members of the corporation. The president and secretary will be elected in odd numbered years and the vice-president, treasurer, and director-at-large elected in even numbered years.

Section 2. **VACANCIES.** Any vacancy occurring on the Board of Directors may be filled by vote of a majority of the remaining directors or by election at a meeting of the corporation. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 3. **MEETINGS AND NOTICE.** The Board of Directors shall meet at least once each year immediately prior to the annual meeting of the corporation and at the same place as the annual meeting. No notice either to old or new members of the Board of Directors shall be required for such annual meeting or for any regular meeting of the Directors fixed from time to time by resolution of a majority of the Board of Directors. Other meetings of the Board of Directors may be held upon three days written notice, upon the call of the president or other directors. Notice may be waived in writing before or after the time of such meeting, and attendance of a Director at a meeting shall constitute a waiver of notice thereof. Neither the business

to be transacted at, nor the purpose of, any meeting need be specified in the notice of such meeting.

Section 4. **QUORUM.** At all meetings of the Board, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. Provided, however, that if any vacancy(ies) exist for any reason, the remaining Directors shall constitute a quorum for the filling of such vacancy(ies).

Section 5. **ORDER OF BUSINESS.** The Board of Directors may from time to time determine the order of business at their meetings. The usual order of business at such meetings shall be as follows:

1. The meeting is called to order by the president at the time and on the date of the meeting.
2. Roll call --- quorum being present, the meeting proceeds with business.
3. Reading by secretary of minutes of previous meeting and their consideration for approval.
4. Report of officers.
5. Report of committees.
6. Consideration of communications.
7. Unfinished business.
8. New business.
9. Motion to adjourn.

ARTICLE IV

POWERS OF DIRECTORS

Section 1. **POWERS.** In addition to the powers and authorities conferred upon them by these by-laws, the Board of Directors shall have the power to do all lawful acts necessary and expedient to the furtherance of the purposes of this corporation that are not conferred upon the members by these by-laws or by the Articles of Incorporation, or by statute. Such powers shall include, but not be limited to, the following: to make such interim rules for the corporation as it may deem reasonable to remove any existing ambiguity, to rule on protests or grievances duly presented before it, to construe rules from which may from time to time present an ambiguity.

ARTICLE V
OFFICERS

The location of this corporation's registered office shall be MnDRA Secretary 18987 County Road 45, Clearwater, MN 55320.

Section 1. **ELECTION.** When a quorum of the members is present at the annual meeting, a simple majority shall elect the officers whose terms are expiring, all of whom shall be members of the Board. Said officers shall hold office for two years to the annual meeting of the corporation for that year or until their successors are elected as described in Article III, Section 1 and qualified.

Section 2. **OTHER OFFICERS.** The Board may appoint such other committees, officers and agents as it shall deem necessary, from time to time, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 3. **OUTGOING PRESIDENT AND TERMINATION OF OTHER OFFICERS.** The outgoing president shall remain on the Board of Directors as a director-at-large. Any officer elected or appointed by the Board of Directors may be removed by the affirmative vote of a majority of the whole Board of Directors, with cause.

Section 4. **SALARIES.** No member of any committee, officer or agent of the corporation shall receive a salary.

Section 5. **PRESIDENT.**

- (a) The president shall be the chief executive officer of the corporation; s/he shall preside at all meetings of the members; s/he shall have general active management of the business of the corporation, and s/he shall see that all orders and resolutions of the Board are carried into effect.
- (b) S/he shall execute all bonds, mortgages and other contracts.
- (c) S/he shall be ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

Section 6. **VICE PRESIDENT.** The vice president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the Board of Directors shall prescribe.

Section 7. **SECRETARY.** The secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book kept for that purpose; and shall perform like duties for the standing committees when required. S/he shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision s/he shall be.

Section 8. **Treasurer.** The treasurer shall attend all sessions of the Board of Directors and shall perform such duties as may be prescribed by the Board of Directors or president, under whose supervision s/he shall be. S/he shall keep in safe custody the seal of the corporation, if any, and when authorized by the Board, affix the same to any instrument requiring it. S/he shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation and shall deposit all moneys, and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designated by the Board of Directors. S/he shall disburse the funds of the corporation as may be ordered by the Board, taking the proper vouchers for such disbursements, and shall render to the president and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all her/his transactions as treasurer and of the financial condition of the corporation. S/he shall give the corporation a bond if required by a majority of the Board of Directors, in such amount as they may determine, and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of her/his office, and for the restoration to the corporation, in case of her/his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property, of whatever kind in her/his possession or under her/his control, belonging to the corporation. Costs of such a bond shall be borne by the corporation.

Section 9. **NOTES OR BONDS.** None of the officers of said corporation shall sign any notes or bonds for others without first securing the written consent of the other officers of the corporation.

Section 10. **VACANCIES.** Any office becomes vacant by reason of death resignation, retirement, disqualification, removal from office or otherwise, the directors then in office, although less than a quorum, by majority vote, may choose a successor or successors, who shall hold office for the unexpired term of such office.

Section 11. **SEAL.** The corporation shall have no seal.

Section 12. **AUDITING COMMITTEE.** The president may, upon the affirmative action of the Board of Directors, designate two or more persons from the membership of the corporation to constitute an auditing committee which, to the extent determined by the president, shall have and exercise the authority of the Board of Directors in the auditing of the accounts of the corporation in the possession of any of the officers of the corporation. The treasurer shall submit her/his accounts to the auditing committee at any time at their request.

ARTICLE VI

Section 1. **INSPECTION OF BOOKS.** Members shall be permitted to inspect the books of the corporation at all reasonable times.

Section 2. **NEGOTIABLE INSTRUMENTS.** All checks and notes of the corporation shall be signed by the treasurer or the president or the vice president or by such other officers or agents as may from time to time be designated by

resolution of the Board of Directors. All expenses in excess \$2000 shall be approved by a majority of the Board of Directors before being paid.

Section 3. **FISCAL YEAR.** The fiscal year of the corporation shall be from January 1 to December 31 of each year.

Section 4. **AMENDMENTS TO BY-LAWS.** These by-laws may be amended or altered by two-thirds majority of the members present at any annual meeting or any special meeting called for that purpose.

ARTICLE VII

VOTING

Section 1. **ELIGIBILITY.** Membership in this organization shall consist of active and associate members. Active memberships shall be granted to individuals and families, and an active member, whether as an individual or as part of a family, shall be eligible to vote upon attaining the age of 16. An associate member shall be anyone less than 16 years of age who is not part of a family membership, and shall not be entitled to voting privileges.

- (a) All persons 16 years of age or older shall be eligible for an individual active membership.
- (b) Family memberships shall consist of one or more adults and/or children of such adults who are less than 23 years of age, all of whom reside in the same household.
- (c) Each member shall abide by the rules and regulations established by the corporation. The Board of Directors may adjudicate any infraction of such rule and take such action as it deems necessary in relation to that infraction.
- (d) Each individual active member shall be entitled to one vote and each family shall be entitled to as many votes as said family has active members age 16 or more, at any meeting of the corporation.

Section 2. **DUES.** No individual or family shall become an active member of this organization unless or until she/he shall first pay to the corporation the annual dues which shall be set by the Board of Directors from time to time.

Section 3. **VOTING PROCEDURES.** The members shall elect the officers and directors of the corporation by majority vote of the members present at any meeting called for said purpose.

Section 4. **TERMINATION OF MEMBERSHIP.** The Board of Directors may by a majority of the entire board vote to terminate the membership of any member who has been shown to have conducted himself in a manner which is inconsistent with the goals and objectives of the organization. Thereafter such terminated member shall not be entitled to participate in any corporate functions or other corporate activities in any manner whatsoever.

ARTICLE VIII

The corporation may be wound up and dissolved either voluntarily or involuntarily. If the proceedings are voluntary, they may be conducted either out of court or subject to the supervision of the court. If involuntarily, they shall be subject to the supervision of the court.

Voluntary proceedings for dissolution may be instituted whenever a resolution therefore is adopted by at least two-thirds of the members of the corporation present at a meeting of the corporation duly called for that express purpose.

The resolution may provide that the affairs of the corporation shall be wound up out of court, in which case the resolution shall designate a trustee or trustees to conduct the winding up, and may provide a method for filling vacancies in the office of the trustee; but such appointment shall not be operative until a certificate, setting forth the resolution and the manner of adoption thereof, signed and acknowledged by the president or vice president and by the secretary shall be filed for record with the Secretary of State.

Upon dissolution, property and assets shall be distributed in accordance with Minnesota Statutes Sec. 317.57 and acts amendatory thereto. The Articles of Incorporation shall be amended in accordance with Minnesota Statutes Sec. 317.27 and acts amendatory thereto.

Minnesota Distance Riding Association, Inc.

By: _____
Its Secretary