

BYLAWS OF THE
MINNESOTA STABLE OWNERS ASSOCIATION

ARTICLE I—NAME, PURPOSE, AND MISSION

- Section 1.1 *Name:* The name of this organization shall be the Minnesota Stable Owners Association.
- Section 1.2 *Purpose:* The Minnesota Stable Owners Association is organized exclusively for purposes of education, advocacy, and business promotion as a Minnesota nonprofit corporation and a tax exempt business league under Section 501(c)(6) of the Internal Revenue Code of 1986.
- Section 1.3 *Mission Statement:* The mission of this corporation is to improve conditions for equine businesses in Minnesota, to enable grassroots participation in public policy, and to educate about the importance of horses in agriculture.

ARTICLE II—MEMBERSHIP

- Section 2.1 *Authority of Board of Directors:* The Board of Directors of the Minnesota Stable Owners Association shall have the authority to establish and define voting and non-voting categories of membership.
- Section 2.2 *Categories of Membership:* The Minnesota Stable Owners Association shall have three categories of membership:
1. Regular Members, who are stable owners as individuals or businesses and shall be entitled to vote;
 2. Associate Members, who are individuals and are non-voting; and
 3. Sponsoring Members, who are businesses and are non-voting.
- Section 2.3 *Eligibility for Membership:* Application for voting membership shall be open to any stable owner in the State of Minnesota. Application for non-voting membership shall be open to any individuals or businesses according to the category definitions in Section 2.2 who support the mission statement in Section 1.3.
- Section 2.4 *Annual Dues:* The amount required for Regular Members' annual dues shall be \$50; for Associate Members \$25; and for Sponsoring Members \$75; unless the amount for dues for any membership category is changed by a majority vote of the Regular Members at an annual meeting of the full membership. Continued membership is contingent upon being current on membership dues.
- Section 2.3 *Rights of Members:* Rights of members are as follows:

1. Each Regular Member shall be eligible to cast the member's vote in association elections, and to exercise all the rights and privileges granted to members by the Board of Directors.
2. Each Associate Member shall be entitled to all the rights of Regular Members except voting;
3. Each Sponsoring Member shall be entitled to be identified as such in the organization's educational and promotional literature, and shall be entitled to all the rights of Regular Members except voting.

Section 2.4 *Resignation and Termination:* Any member may resign by filing a written resignation with the Secretary of the organization. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

ARTICLE III—MEETINGS OF MEMBERS

Section 3.1 *Membership Meetings:* A meeting of the full membership shall be held quarterly, at a time and place designated by the President.

Section 3.2 *Annual Meetings:* An annual meeting of the full membership shall be held in the month of April, the specific date, time and location of which will be designated by the President. At the annual meeting, the Regular Members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3.3 *Special Meetings:* Special meetings may be called by the President, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent of the voting members may also call a special meeting.

Section 3.4 *Notice of Meetings:* Printable notice of each meeting shall be given to each member by mail, email, or other printable electronic means of communication according to the contact information provided by members to the Secretary.

Section 3.5 *Quorum:* The members present at any properly announced meeting shall constitute a quorum.

Section 3.6 *Voting:* All issues to be voted on shall be decided by a simple majority of those voting members present at the meeting in which the vote takes place.

Section 3.7 *Proxies:* All votes shall be cast in person by voting members or their proxies. Proxies must be a natural person over the age of 18 and may be appointed by

any Regular Member, who must provide written notice to the Secretary of the appointment and name of the proxy before the start of the meeting at which the vote(s) will be cast. An individual proxy may be appointed by and vote for more than one eligible voting member provided that the proxy shall inform the Secretary in writing of the proxy's multiple representation. The Secretary shall attach all received notices of appointment of proxy and of any proxy's multiple representation to the meeting minutes.

ARTICLE IV—CHAPTERS

- Section 4.1 *Authority to Establish:* Regular Members shall have the authority to establish local chapters of the association for the purpose of appointing a delegate who may vote in person at meetings of the association and present reports from the chapter to the Board of Directors.
- Section 4.2 *Election of Delegate:* Regular Members forming a local chapter shall, by $\frac{3}{4}$ majority vote, elect a delegate to represent the local chapter at meetings of the association.
- Section 4.3 *Requirements:* Regular Members forming a local chapter of the association shall provide the following in writing to the Secretary:
1. Proposed name of the chapter by locale (for example, the Washington County Chapter or Bemidji Area Chapter), subject to approval by the Secretary in case of any conflict or overlap with other local chapters;
 2. Signed consent of all Regular Members joining the chapter naming and confirming the election of their delegate, waiving their right to individual vote, and assigning to their delegate the power to vote for all Regular Members of the chapter;
 3. Membership and contact information for all members of the chapter;
 4. At the annual meeting, a schedule of chapter meetings to be held;
 5. Written notice of any changes to chapter members' membership status, contact information, or schedule of chapter meetings.
- Section 4.4 *Chapter Rights and Responsibilities:* A duly recognized local chapter may assign responsibilities to individual chapter members to carry out the mission of the association at the local level. Chapter members may recruit new members, organize local events, gather information for reports to the Board of Directors, and vote on policy positions to be recommended or discussed at membership meetings. Chapters may not bind the association in contract or otherwise act or speak for the association as a whole.

Section 4.4 *Delegates' Powers and Duties:* Delegates must attend the annual meeting of the membership and shall vote on behalf of the members of the local chapter the delegate represents. The delegate also may attend additional meetings of the Regular Members as directed by the local chapter. The delegate's voting power shall consist of the delegate's individual vote plus the sum of Regular Members of the local chapter the delegate represents. However, a delegate may not divide the chapter's votes but shall vote for the local chapter as a whole. Delegates also shall present reports from their local chapters at membership meetings as directed by the local chapters or as requested by the Board of Directors.

Section 4.5 *Chapter Dissolution:* A local chapter may dissolve by $\frac{3}{4}$ majority vote of the Regular Members of the chapter, and by sending notice of the date of the vote to dissolve in writing to the Secretary. Upon dissolution of a chapter, each of its members shall revert to individual rather than chapter membership status with the association.

ARTICLE V—BOARD OF DIRECTORS

Section 5.1 *Board Role, Size, and Compensation:* The Board of Directors is responsible for overall policy and direction of the association, and may delegate responsibility of day-to-day operations to an Executive Director, staff, and committees. The Board shall consist of at least the four officer positions: President, Vice President, Secretary, and Treasurer. Additional Board members may be elected, not to exceed twelve (12). The Board members receive no compensation other than reasonable expenses.

Section 5.2 *Terms:* All Board members shall serve two-year terms but are eligible for re-election.

Section 5.3 *Meetings and Notice:* The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each director receive written notice at least two weeks in advance.

Section 5.4 *Board Elections:* New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by simple majority of members present at the annual meeting.

Section 5.5 *Election Procedures:* A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the diverse constituency of the association. In addition, any member can nominate a candidate to the slate of nominees. All Regular Members are entitled to one vote and duly authorized delegates of local chapters of the association are entitled to vote for the members of the local chapter to elect candidates for available director positions each year.

- Section 5.6 *Quorum:* A quorum must be attended by at least forty percent of Board members for business transactions to take place and motions to pass.
- Section 5.7 *Officers and Duties:* There shall be four officers of the Board, consisting of a President, Vice President, Secretary and Treasurer. Their duties are as follows:
- The President* shall convene regularly scheduled Board meetings, shall preside or arrange for other Executive Committee members to preside at each meeting in the following order: Vice President, Secretary, Treasurer.
- The Vice President* shall chair committees on special subjects as designated by the Board.
- The Secretary* shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.
- The Treasurer* shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.
- Section 5.8 *Vacancies:* When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.
- Section 5.9 *Resignation, Termination, and Absences.* Resignation from the Board must be in writing and received by the Secretary. A Board member shall be terminated from the Board due to excess absences, being more than two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.
- Section 5.10 *Special Meetings.* Special meetings of the Board shall be called upon request of the President or by one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least two weeks in advance.

ARTICLE VI—COMMITTEES

- Section 6.1 *Committee Formation:* The Board may create committees as needed. The President appoints all committee chairs.

Section 6.2 *Executive Committee:* The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

Section 6.3 *Finance Committee.* The Treasurer is the chair of the Finance Committee, which should include three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

ARTICLE VII—EXECUTIVE DIRECTOR AND STAFF

Section 7.1 *Executive Director:* The Executive Director is hired by the Board and has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director must attend all Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

Section 7.2 *Staff:* If the Board determines that hiring staff is needed to effect the organization's mission and goals, then the Executive Director shall interview candidates and a committee shall be established to review applications. A decision to offer a staff position to any candidate shall be made jointly by the Executive Director and the committee and is subject to approval by the Executive Committee or the entire Board. If two or more staff members are contemplated, the Board shall establish reasonable employment policies and procedures.

ARTICLE VIII—AMENDMENTS

Section 8.1 *Amendments:* These Bylaws may be amended from time to time by two-thirds majority vote of the Board of Directors or of the voting membership. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

CERTIFICATION

These Bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on January 6, 2010.

Kris Kelly, Secretary

Date: