

MIDWEST FJORD HORSE CLUB
BY-LAWS

Non-Profit Corporation

The Midwest Fjord Horse Club is a non-profit corporation and does not have the authority to issue capital stock. The property of the Midwest Fjord Horse Club shall be used solely to promote its purposes as herein defined. No substantial part of the activities of the Club shall consist of carrying propaganda or otherwise attempting to influence legislation. No part of the activities of the Midwest Fjord Horse Club shall consist of participating in or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Upon dissolution or cessation of business of the Midwest Fjord Horse Club assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the Midwest Fjord Horse Club be paid over to a non-profit corporation qualifying as an exempt organization under the provisions of Sect. 501, (C), (3), (4) or (5) of the US Internal Revenue code or corresponding provisions of subsequently enacted Federal Law. No part of the net assets or net earnings of the Midwest Fjord Horse Club shall inure to the benefit of, or be paid or distributed to any officer, director, member, employee or donor of the Midwest Fjord Horse Club.

ARTICLE I. NAME

The name of this corporation shall be: the Midwest Fjord Horse Club (MWFHC).

ARTICLE II. MISSION

To promote high quality versatile Fjord Horses, encourage their use in any discipline, educate people about the Fjord horse and promote fellowship amongst Fjord enthusiasts.

ARTICLE III. MEMBERSHIP

- A. ELIGIBILITY. Membership in the MWFHC shall be open to anyone interested in the purposes of the Midwest Fjord Horse Club.
- B. MEMBERSHIP CATEGORIES
 - 1. INDIVIDUAL: Any individual wishing to join the MWFHC
 - 2. FAMILY: Families, all residing at the same address, may join as a family membership with all members enjoying the privileges of the MWFHC, except for specified voting privileges stated below.
- C. VOTING PRIVILEGES
 - 1. Voting shall be limited to members in good standing, 18 years of age or older, who support the purposes of the MWFHC.
 - 2. Individual members may have one vote. Family memberships may have two votes.

- D. ANNUAL DUES shall be determined by the Executive Committee and are due and payable at a time to be determined by the Executive Committee. Dues will be considered delinquent if not paid within 60 days of the stated deadline.
- E. Upon requesting and being accepted for membership in the MWFHC, the applicant agrees to be bound by the By-laws, Rules, Regulations and Procedure duly promulgated by the Executive Committee.
- F. LOSS OF MEMBERSHIP, censure or other disciplinary actions may occur upon violation of MWFHC By-laws, or any Rule, Regulation or Procedure duly promulgated by the Executive Committee to accomplish the objectives of the By-laws.

ARTICLE IV. OFFICERS

- A. A candidate for MWFHC Officer shall:
 - 1. Have been a voting member in good standing for at least 2 consecutive years immediately prior to being a candidate for the Board:
 - 2. Be at least 21 years of age;
 - 3. Agree to uphold and abide by the By-laws and the Rules and Regulations and procedures of the MWFHC; and
 - 4. Be an owner of at least one NFHR registered Fjord Horse.
- B. The officers of MWFHC shall consist of a President, a President-Elect, a Secretary, and a Treasurer. As a group, these officers and the immediate past president, not holding a current office, shall function as the Executive Committee of the MWFHC.
- C. The President shall preside at all meetings of the membership and of the Executive Committee.
- D. The President-Elect shall preside at any meetings in the absence of the President
- E. The Secretary shall keep minutes of all MWFHC and Executive Committee meetings, shall have custody of the official records of the MWFHC, and shall perform or supervise such other duties as may from time to time be assigned to him/her. Persons may be appointed by the Executive Committee to aid the Secretary in his/her Secretarial responsibilities. The Secretary shall also notify all members in good standing of all upcoming elections no later than March 15th of the year of an election for club Officers.

- F. The Treasurer shall receive monies belonging to or paid to the MWFHC, shall provide for their safe keeping, and shall dispense funds of the MWFHC in accordance with the direction of the Executive Committee. The Treasurer shall manage the books and accounts of the Corporation, all of which shall be open to inspection of members of the MWFHC at the treasurer's location, by appointment. The Treasurer shall present a written report at each Annual Meeting. The Treasurer shall keep the Executive Committee informed of the financial condition of the MWFHC, and have the financial records available to them for an annual audit. The Treasurer shall give bond for the faithful discharge of his/her duties if and when required by the Executive Committee. Persons may be appointed by the Executive Committee to aid the Treasurer in his/her responsibilities.
- G. The President-Elect is a two-year term after which the President-Elect fulfills a two-year Presidential term. He/she may serve two successive terms and then must stand down for two years before being nominated as an officer again.
- H. The Secretary and Treasurer are elected for a two-year term and may serve three successive terms of office prior to standing down for two years before being nominated as an officer again.
- I. An Officer may resign by sending a written notice to the President or will be considered to have resigned after having been absent from two consecutive regular meetings of the Executive Committee, unless excused by the President.
- J. No Officer shall receive any salary for his or her services to the MWFHC. An officer may be reimbursed for actual authorized expenses incurred on behalf of the conduct of business of the MWFHC including, but not limited to, actual authorized expenses for attendance at any meeting at which attendance is required.

ARTICLE V. THE EXECUTIVE COMMITTEE

- A. The Executive Committee shall have responsibility for the general management of and authority over the property, business and affairs of the MWFHC. Officers are authorized to carry out the objectives of the MWFHC and to apply for and receive funds from any and all sources and may appropriate those funds as it sees fit to carry out, manage and defend the policies and objectives of the MWFHC.
- B. The Executive Committee shall hold at least one meeting annually following the annual election of Officers, for the purpose of transaction of such business as may properly come before it.
- C. Additional meetings of the Executive Committee shall convene at a time and means as designated by the President, including telephone conferences.
- D. The Secretary shall keep a written record of Executive Committee meetings, exclusive of Executive Sessions, and shall make such records available at the annual meeting and/or in the official publication of the MWFHC.
- E. A quorum for Executive Committee Meetings shall be three.

- F. In the case of a vacancy in the Executive Committee, the Committee shall unanimously appoint a member to serve in the vacant position until the next election.
- G. The Executive Committee shall make and enforce the rules of membership and shall adopt, at its discretion, rules recommended by standing and special committees.
- H. The Executive Committee is empowered to set dues and fees in accordance with the needs of the organization.
- I. The Executive Committee may attend to any other business that may come before it that pertains to the operation of the MWFHC as outlined herein.

ARTICLE VI. IDEMNIFICATION

- A. MWFHC shall indemnify any Director or Officer or former Director or Officer of the MWFHC, against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/ she is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty to the MWFHC; and to make any other indemnification that shall be authorized by the By-laws, or by Resolution adopted after notice to the members entitled to vote.

ARTICLE VII. LOSS OF MEMBERSHIP PRIVILEGES AND GOOD STANDING

- A. The Executive Committee may take action including, but not limited to, censure, suspension, expulsion from the MWFHC, and /or denial of any and all privileges of the MWFHC, to any member for reasons including, but not limited to, failure to pay annual dues, and other such fees as required, and failure to comply with the By-laws and any or all other promulgated Rules, Regulations and Procedures.
- B. The Executive Committee is authorized to promulgate, amend, and enforce Rules, Regulations and Procedures to protect and further the purposes of the MWFHC.

ARTICLE VIII. ELECTIONS, BALLOT VOTES AND REFERENDUMS

- A. Election of the Officers shall take place by a mailed ballot to all paid members. All persons interested in running for an office shall submit a brief written biography to the Secretary no later than April 30th. The Secretary shall mail ballots to all members in good standing no later than May 15th. All ballots must be postmarked prior to July 1st to be counted in the election results. The election results shall be announced at the Annual Summer Meeting. Election shall be by simple majority. Should a simple majority not be received by any candidate for an Office, that Office shall be elected by a run-off vote between the two candidates receiving the greatest number of votes.
- B. The Elections Committee Chairperson shall receive, hold and count ballots and present the results to the sitting Executive Committee for announcement to the membership at

the summer annual meeting. The Elections Committee shall also certify that the ballots cast were by qualified electors.

- C. Voting by ballot for Amendments to the By-laws or other matters requiring a vote by the membership shall be conducted in accordance with the voting procedures as presented in Article XI.
- D. In any vote of the membership, only those individuals recorded as members at least 90 days prior to July 1 will be eligible to vote.
- E. Should a tie vote occur, the sitting President, President-elect and Secretary shall vote, by secret ballot, to break the tie.

ARTICLE IX. ELECTIONS COMMITTEE

- A. The Elections Committee shall be composed of the President-Elect and 2 volunteers. The President-Elect shall serve as the Chair of the Elections Committee.

ARTICLE X. MEETINGS

- A. An annual meeting of the Membership for the purposes of the election of officers, making awards, reporting the results of any mail ballot or poll of the membership, providing a statement of financial status of the MWFHC, receiving and discussing proposals for amendments to the By-laws or Rules and Regulations of the MWFHC, reviewing the events and activities of the year, and providing any other program deemed of interest to the membership shall be held on a date and in a place to be determined yearly by the Executive Committee.
- B. Notice to all members shall be given at least 45 days prior to the Annual Meeting
- C. A Special Meeting of the Membership may be called by the President or as a result of a petition signed by 25% of the voting members in good standing. A Special Meeting shall have the purpose of presenting to the Executive Committee for discussion or action amendments to the By-laws or changes in the rules or regulations of the MWFHC and shall be held on a date and in a place to be determined by the President.
- D. Notice to all members shall be given at least 30 days prior to the date of the Special Meeting.
- E. Robert's Rules of Order shall be used as a guideline in the conduct of all meetings.

ARTICLE XI. AMENDMENTS

- A. Amendments to the By-laws shall be by an affirmative vote of two-thirds of all members submitting a ballot. The Secretary shall send the proposed By-law changes in ballot form to all voting members in good standing with the MWFHC. The Executive Committee shall appoint one Tally agent, who will assist the Secretary in receiving, holding, counting ballots and presenting the results to the sitting Executive Committee for announcement to the membership at the following MWFHC general meeting. Completed ballots must be postmarked 15 days prior to the MWFHC general meeting at which the results will be announced.

- B. Amendments to the MWFHC rules or regulations shall be made by a majority vote of the Executive Committee. Such proposed amendments will be presented in an official MWFHC publication prior to Executive Committee action, for comment by the membership.

ARTICLE XII. COMMITTEES

- A. **STANDING COMMITTEES**
 - 1. **SHOW COMMITTEE.** The Executive Committee shall appoint a Show Committee, for the purpose of conducting the annual Breed Show.

 - 2. **ELECTIONS COMMITTEE.** The Elections Committee shall be formed in accordance with Article IX

- B. **AD HOC COMMITTEES** The Executive Committee may appoint Ad Hoc Committees as it sees fit, to carry out, manage and forward the policies and objectives of the MWFHC.

ARTICLE XIII. DISSOLUTION

- A. In the case of dissolution of the MWFHC, the assets of the Midwest Fjord Horse Club shall be transferred by the Executive Committee to a non-profit organization with purposes similar to those of the MWFHC, as designated by the Executive Committee.