

RESTATED BYLAWS OF MICHIGAN HORSE COUNCIL, INC.

Adopted: April 4, 2017

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The Bylaws of Michigan Horse Council, Inc. are completely amended and restated effective April 4, 2017, as follows:

**ARTICLE I – NAME AND PURPOSE**

1.1 Name. Pursuant to its Articles of Incorporation, the name of the Corporation is Michigan Horse Council, Inc.

1.2 Purpose. The purpose or purposes for which the Corporation is organized are as specified in the Articles of Incorporation.

**ARTICLE II – MEMBERS**

2.1 Membership. Under the Michigan Nonprofit Corporation Act, a corporation organized upon a nonstock basis shall be organized upon either a membership basis or a directorship basis. This Corporation is organized on a membership basis, and pursuant to Section 305 of the Michigan Nonprofit Corporation Act, will have members.

2.2 Membership Classes. The Corporation will have the classes of members described below. Each member class will enjoy the benefits and privileges established by the Corporation's Board of Directors from time-to-time.

- a. Organizational Membership. Organizational Membership is open to any non-profit group whose bylaws state that its principal purpose is directly related to the equine industry or a segment thereof and whose members consist primarily of persons who own or use equine or who are engaged in services directed at equine. Organizational Members will:
  - (A) pay the dues established by the Corporation from time-to-time, and
  - (B) have voting rights in connection with the election of the Corporation's Board of Directors and other matters set forth in these bylaws.
- b. Business Membership. Business Membership is open to any organization, institution, company or group which does not satisfy the criteria of Section 2.2.a, but which supports the goals and purposes of the Corporation. Business Members will:
  - (A) pay the dues established by the Corporation from time-to-time, and
  - (B) not have voting rights.
- c. Individual Basic Membership. Individual Basic Membership is open to any person who supports the goals and purposes of the Corporation, but who does not deduct horse-related activities as business expenses on his/her federal tax return(s). Individual Basic Members will:
  - (A) pay the dues established by the Corporation from time-to-time, and
  - (B) not have voting rights.
- d. Individual Enhanced Membership. Individual Enhanced Membership is open to the same group of persons described in Section 2.2.c, except that Individual Enhanced

Members may be subject to different dues requirements. Individual Enhanced Members will:

- (A) pay the dues established by the Corporation from time-to-time, and
- (B) not have voting rights.
- e. Family Basic Membership. Family Basic Membership is open to members of a family (defined as both resident spouses and all resident children under 18 years of age) who support the goals and purposes of the Corporation, but who do not deduct horse-related activities as business expenses on their federal tax return(s). Family Basic Members will:
  - (A) pay the dues established by the Corporation from time-to-time, and
  - (B) not have voting rights.
- f. Family Enhanced Membership. Family Enhanced Membership is open to the same group of persons described in Section 2.2.e, except that Family Enhanced Members may be subject to different dues requirements. Family Enhanced Members will:
  - (A) pay the dues established by the Corporation from time-to-time, and
  - (B) not have voting rights.
- g. Advisory Membership. Advisory Membership is open to any person or entity designated by the Board of Directors. Advisory members will be exempt from the payment of dues and will not have voting rights. Advisory Membership will be reaffirmed at each annual meeting of the Board of Directors.
- h. Honorary Membership. Honorary Membership is open to any person who is nominated by the Board of Directors and receives approval of two thirds (2/3) of the Board of Directors. Nominations must:
  - (A) be in writing,
  - (B) include a description of the proposed Honorary Member's background, and
  - (C) list the qualifications and accomplishments of the proposed Honorary Member. Honorary Members are exempt from the payment of dues and will not have voting rights. The term of an Honorary Member will be for the life of the Honorary Member unless determined otherwise by a two thirds (2/3) vote of the Corporation's Board of Directors.

2.3 Membership Application Process. Eligibility. Membership in the Corporation will be open to any person who:

- (i) supports the purposes for which the Corporation has been organized,
- (ii) meets criteria for Membership as are established from time to time by the Board of Directors,
- (iii) pays all application and membership fees established by the directors from time to time,
- (iv) will not create a conflict of interest or the appearance of a conflict of interest for the Corporation, and
- (v) has been admitted as a Member by the Board of Directors. Membership will be for such terms as the Board of Directors establishes, and a Member's continued membership in the Corporation may be conditioned upon the renewal of the Membership and continued payment of membership fees.
  - b. Application. Each applicant for membership in the Corporation will submit an application for membership to the Board of Directors or its designee for

consideration, if the Board of Directors establishes such an application. The application will be on such form as the Board of Directors shall designate.

- c. Approval or Rejection. The Board of Directors will review and vote to approve or reject all applications for membership. An application for membership will be approved if it is approved by a majority of the Board of Directors. An applicant who fails to receive a majority vote of the entire Board of Directors must wait at least 1 year from the date of rejection to reapply for membership.

2.4 Removal and Discipline. The Board of Directors may vote to remove or discipline a Member if the Member (or in the case of a Member that is not an individual, an employee, agent, or representative of the Member) has:

- (a) engaged in conduct the Board of Directors reasonably deems to materially and adversely affect the Corporation or its operations taken as a whole,
- (b) engaged conduct that is fraudulent, or
- (c) committed a felony or crime of moral turpitude; provided however, that any Member subject to a removal or disciplinary vote will be provided written notice of the allegations of conduct constituting cause for removal or discipline not less than ten (10) and not more than sixty (60) days before such meeting. Such a Member will have the right to be heard regarding the accusations at any meeting during which the Member's removal or discipline is voted upon. The vote required to approve a removal or discipline described in this Section 2.4 is:
  - (A) the affirmative vote of a majority of the entire Board of Directors to remove or discipline any Member, other than an Organizational Member, and
  - (B) the affirmative vote of seventy-five percent (75%) of the entire Board of Directors to remove or discipline an Organizational Member.

2.5 Member Representatives. Each Member that is an entity or organization will designate one individual to be its representative for purposes of:

- (i) receiving notices and other information,
- (ii) communicating with the Corporation on the Member's behalf, and
- (iii) representing the Member at meetings of the Members.

2.6 Liability of Members. No Member of the Corporation will be personally liable for any of the Corporation's debts, liabilities, or obligations, unless the Member has agreed in writing to be liable for such debt, liability or obligation.

2.7 Transfer of Membership. Membership in the Corporation is neither transferable nor assignable.

2.8 Dues. Annual membership dues will be established by the Board of Directors from time-to-time. Members will pay membership dues on an annual basis by January 1st of each year. If the membership dues are not paid in full by March 20th, then the Board of Directors may suspend all of a Member's membership rights and privileges without notice or a hearing under Section 2.4 and move to remove or discipline the Member pursuant to Section 2.4. Membership dues are

nonrefundable.

2.9 Membership Year. The membership year will begin on January 1st and end on December 31st. Insurance benefits of Enhanced Individual Members and Enhanced Family Members begin on the first day of the month following payment of enhanced membership dues and end on December 31st of that calendar year.

2.10 Annual Meeting. The annual meeting of the Organizational Members will be held generally in April each year or at such time and place set by the Board, for the purposes of:

- (i) hearing reports of officers,
- (ii) electing Directors of the Corporation,
- (iii) selecting a CPA to perform a review or audit of the Corporation's financial statements,
- (iv) ensuring that the President has renewed the Corporation's Michigan charitable solicitation registration,
- (v) ensuring that the Treasurer and Board of Directors have prepared and filed the Corporation's Form 990 series filing, (vi) ensuring that the Treasurer has filed the Corporation's Michigan Annual Report, and (vii) transacting other pertinent business. Members who are not Organizational Members have the right to attend the annual meeting.

2.10.1 Two additional meetings shall be scheduled for the months of January each year for which the general agenda will be:

- (a) to discuss the year to come;
- (b) for each Organizational Member to name delegates; and
- (c) is for the Nominating Committee to obtain a list of delegates eligible for nomination to the Board of Directors; and at the end of October of each year for which the general agenda will be:
  - (1) to receive the final financial report of that year's Expo; and
  - (2) discuss the final plans for the forthcoming horse expo and for an educational event to be determined.

2.11 Special Meetings. Special meetings of the Organizational Members may be called upon the written request of the President, any two officers of the Corporation, twenty five percent (25%) of the directors of the Corporation, or the written request of at least ten percent (10%) of all Organizational Members. Members who are not Organizational Members have the right to attend the special meeting.

2.12 Notice of Meetings. Except as otherwise provided by Michigan law, written notice of the time, place and purposes of the meeting of Organizational Members will be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by mail, or by electronic transmission in a manner authorized by the Member receiving notice via

electronic transmission, to each Organizational Member of record entitled to vote at the meeting. The Corporation may, but is not required to, provide notice of meetings to Members who are not Organizational Members.

2.13 Notice of Adjourned Meeting. When a meeting is adjourned to another time or place, it is not necessary, unless these Bylaws provide otherwise, to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting. However, if after the adjournment a new record date is established for the adjourned meeting, a notice of the adjourned meeting will be given to each Organizational Member of record as of the new record date.

2.14 Waiver of Notice. An Organizational Member may waive notice of a meeting. Attendance of an Organizational Member at a meeting constitutes a waiver of notice of the meeting, except where such Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.15 Action Without Meeting. Any action required or permitted by law to be taken at any meeting of the Organizational Members may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken, is signed by the minimum number of Organizational Members that would be necessary to authorize or take action at a meeting at which all Organizational Members were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent will be given to those Organizational Members who have not consented in writing.

2.16 Quorum. Except as hereinafter provided and as otherwise provided by law, at any meeting of the Organizational Members, a quorum will be fifty percent (50%) of all Organizational Members. Except as otherwise required by these Bylaws or by the Michigan Nonprofit Corporation Act (the "Act"), all matters submitted to a vote of the Organizational Members will be decided by majority vote of the Organizational Members present and voting at a meeting at which there is a quorum. The Organizational Members present in person or by proxy at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

2.17 Meetings by Electronic Communication. An Organizational Member may participate in a meeting of members by electronic communications by which all persons participating in the meeting may hear each other, if all participants are advised of the electronic communication in use and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

2.18 Proxy. Except as otherwise provided in Articles of Incorporation or in these Bylaws, an Organizational Member entitled to vote at a meeting of Members or a Member desiring to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy will be signed by the member or an authorized agent or representative. A proxy is not valid after the expiration of ninety (90) days from its date, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the Member executing it, except as

otherwise provided by Michigan law. A person may control no more than two (2) proxies from any Organizational Member.

### **ARTICLE III – BOARD OF DIRECTORS**

3.1 Number. The number of Directors will be at least nine (9) and not more than fifteen (15), as determined by fifty percent (50%) of the entire Organizational Membership to be set at the January meeting only.

3.2 Duties. The business and affairs of the Corporation will be managed by its Board of Directors. By way of example, and not limitation, the Board of Directors will:

- a. Hold an annual meeting immediately following the annual membership meeting in April of each year;
- b. Implement policies and procedures relating to the general business of the Corporation;
- c. Implement standing rules as are essential to the interests and objectives of the Corporation;
- d. Create and appoint committees;
- e. Elect officers, and hire with compensation as needed employees or engage contractual consultants;
- f. Review annual reports submitted by the committees;
- g. Review and approve for filing the draft of the Corporation's Form 990 series return prepared by the Treasurer;
- h. Ensure that the Treasurer has filed the Corporation's Michigan Annual Report;
- i. Ensure that the President has filed an annual renewal of the Corporation's Michigan charitable solicitation registration;
- j. Invest the Corporation's permanent funds, and supervise expenditures of the Corporation's funds;
- k. Establish and monitor the Corporation's dues structure;
- l. Approve or reject applications for Membership into the Corporation;
- m. Interpret and enforce the Corporation's Bylaws and Articles of Incorporation;
- n. Take any other necessary or desirable actions permitted by law;
- o. Maintain and establish endowments, from time-to-time.

3.3 Election. The Board of Directors will be elected at the annual meeting of the Organizational Members. Each Organizational Member will receive a number of votes equal to the Board of Director seats to be filled in the election. The persons receiving a plurality of the votes cast will be so elected to the Board of Directors. All Directors must be from the Organizational Members except two directors may be from any other membership classes as listed Article 2.2(b) (h).

3.4 Term. Except as otherwise described in this Section 3.4, or in Section 3.5, below, a Director may hold office for two (2) three (3)-year terms, or until his or her death, resignation, or removal, whichever is earlier. Except where a Director is appointed to fill a vacancy as described below, each Director's term will begin on the day of the Corporation's annual membership meeting in April of each year.

3.5 Vacancies. The Board of Directors may fill a vacancy resulting from the death, resignation, or removal of a Director at any regular or special meeting of the Board of Directors. Any Director appointed by the Board of Directors to fill a vacancy will serve until the next annual meeting of the Members, at which a Director will be elected by the Organizational Members to serve the remainder of the term of the former Director who died, resigned, or was removed.

3.6 Classes of Directors. The Board will be divided as equally as practicable into three (3) classes so that the terms of approximately one-third (1/3) of all Directors expires annually. Notwithstanding the generality of Section 3.4, above, if one or more Directors are elected to fill vacancies resulting from an increase in the number of Directors pursuant to Section 3.1, above, the Organizational Members may (but will not be required to) elect such Directors for an initial term of one (1) year or two (2) years to cause the number of Directors in each class to be as equal as practicable.

3.7 Regular Meetings. Regular meetings of the Board of Directors will be held at such times and such places as a majority of the Directors from time to time determine; except the annual meeting of Directors will be held immediately following the annual meeting of Members in April of each year. Each Director will be provided with the times and places of each regular meeting, but a separate notice need not be given for each regular meeting. The Board of Directors shall meet a minimum of nine (9) times per year to be determined at the beginning of each fiscal year. As a guideline, it is not expected that the Directors will meet in the months of July, August, and December.

3.8 Special Meetings. Special meetings of the Board of Directors will be held whenever called by the President; whenever called by two or more officers of the Corporation; or when the President is required to call a special meeting upon written request by at least twenty five percent (25%) of all Directors. Notice of any special meeting, which may be waived, will be given by the Secretary, in writing, not later than the day preceding the meeting.

3.9 Open Meetings. A person is permitted to attend any regular or special meeting of the Board of Directors. At any meeting, the Board may vote to close the meeting or a portion of the meeting to the Board and those specifically invited by the Board of Directors.

3.10 Waiver. Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.11 Quorum. A majority of the Directors then in office, or of the members of a committee thereof, constitutes a quorum for the transaction of business. A vote of the majority of Directors present at a meeting at which a quorum is present constitutes the action of the Board or of the committee.

3.12 Action Without a Meeting. Action may be taken by the Board of Directors without a meeting if, before or after the action, all Directors consent thereto in writing. The written consent will be filed with the minutes of the proceedings of the Board.

3.13 Meetings by Electronic Communication. A member of the Board may participate in a meeting by means of conference telephone or other means of remote communication by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting by this method constitutes presence in person at the meeting.

3.14 Notice by Electronic Communication. A member of the Board may consent to receiving written notice of any regular or special meeting of the Board by providing written notice to the Secretary that such person consents to receiving electronic notice and that identifies the manner in which such notice may be given electronically. Any such notice will be effective unless and until consent is withdrawn in writing.

3.15 Compensation. Directors may receive reasonable compensation for their services and reimbursement for actual, reasonable and necessary expenses incurred by the Director in his or her capacity as a Director; provided, however, that the amount of any compensation will be established pursuant to a compensation policy adopted by the Corporation from time to time, and will be determined and paid in accordance with applicable law, including without limitation legal requirements applicable to organizations described in Internal Revenue Code §501(c)(3).

3.16 Removal. A Director may be removed with or without cause by a vote of a majority of all the Organizational Members. Notice will be given to all Organizational Members that a purpose of the regular or special meeting will be to vote upon the removal of the Director. If a Director is removed, the vacancy on the Board of Directors will be filled by the Organizational Members.

#### **ARTICLE IV – OFFICERS**

4.1 Officers. The officers of this Corporation will consist of a President, President- Elect, Vice President, a Secretary, and a Treasurer. The Board of Directors may also appoint such other officers and agents as they deem necessary for the transaction of business of the Corporation. An individual must be a Director of the Corporation as a condition of serving as an officer.

4.2 Election and Term of Office. The Board of Directors will elect officers at the first regular meeting of the Board of Directors immediately following the annual membership meeting in April during each fiscal year, or as soon as practicable thereafter. Each officer will serve a term of two (2) years. An individual may not be elected to the same office for consecutive terms; except by majority vote of the entire Board of Directors an individual may serve an additional two (2) year term. For the avoidance of doubt, an individual may be elected to different offices in consecutive terms (e.g., an individual could serve as President in years 1 and 2 and Secretary in years 3 and 4). An individual can be re elected to a specific office after the person has had a 2 year break from serving in that specific office (e.g., an individual could serve as Secretary in year 1 and 2 and then be re-elected after a 2 years break).

4.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by the vote of a majority of the entire Board of Directors at any time, with or without cause. Any officer who ceases to be a Director of the Corporation for any reason will automatically be removed as an officer upon ceasing to be a Director.

4.4 Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired



portion of the term; provided that in the event of a vacancy in the office of President, the President-Elect will automatically become President unless otherwise determined by the Board of Directors.

4.5 Duties of Officers. The officers of the Corporation will be charged with such duties and authority as usually appertains to such offices, except that the duties may be varied or added to by the Board of Directors. Unless altered by resolution of the Board of Directors, the specific duties of each office will be as follows:

- a. President. The President will be the principal executive officer of the Corporation and will in general supervise and control all of the business and affairs of the Corporation. The President will preside at all meetings of the members and of the Board of Directors and serve as chairperson of the Executive Committee. The President may sign any documents which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general will perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President will also be responsible for ensuring that the Corporation annually renews its Michigan charitable solicitation registration.
- b. President-Elect. The President-Elect will exercise such powers and perform such duties as the Board of Directors or the President from time-to-time assigns. Unless the Board of Directors determines otherwise, the President-Elect will become President upon the expiration of the President's term, or upon the death, resignation or removal of the President.
- c. Vice President. The Vice President will exercise such powers and perform such duties as the Board of Directors or the President from time to time assigns. Unless the Board of Directors determines otherwise, the Vice President will become President-Elect upon the expiration of the President-Elect's term, or upon the death, resignation or removal of the President-Elect.
- d. Treasurer. The Treasurer will have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such financial institutions as are selected by the Corporation, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors determines, but will be entitled to be reimbursed by the Corporation for the cost of obtaining such Bond. The Treasurer will be responsible for ensuring that the Corporation submits its required Annual Report to the State of Michigan. The Treasurer will also prepare a draft of the Corporation's annual Form 990 series return for approval by the Board of Directors and Finance/Audit Committee.
- e. Secretary. The Secretary will keep the minutes of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate

records and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

- f. Other Officers. The Board of Directors may appoint other officers. Those officers will perform the duties assigned to them by the Board of Directors.

## **ARTICLE V – COMMITTEES**

5.1 Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, task forces, work groups, forums, and other subgroups (each a “committee”).

5.2 Power. Each committee will have the responsibilities and authority delegated to it by the Board of Directors from time-to-time.

5.3 Structure and Appointment. Unless specifically described for one of the committees herein below, each committee will have a chairperson, vice-chairperson, recording secretary, and such other members as appointed by the Board of Directors. Each committee shall also have at least one person from the Board of Directors not necessarily the chairperson. All other committee members need not be a member of the Board of Directors, but should be from one of the representative membership categories. All committee members (including the chairperson) shall serve at the pleasure of the Board of Directors.

5.4 Meetings. Each committee will meet as necessary or as directed by the Executive Committee or the chairperson of the specific committee. The committee chairperson will ensure that minutes are recorded for each committee meeting. Each committee will make reports as requested by the Board of Directors from time-to-time.

5.5 Term of Office. Each committee member will serve in that capacity until the end of the Corporation’s fiscal year, unless the committee is sooner terminated, or the member is removed from the committee.

5.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.7 Committee Duties. The chairperson of each committee will ensure that the committee:

- a. submits to the finance committee a written report of the committee’s proposed budget for the next fiscal year;
- b. submits to the Board of Directors written reports of the committee’s proposed actions, activities and budget requests;
- c. submits to the Board of Directors a report of any committee work performed, recommendations, and money requested or spent;
- d. submits to the Board of Directors all requests for delegation of authority, expenditures, reimbursements, and moneys as provided in these Bylaws and as adopted by the Corporation’s Board of Directors;

- e. reports to the Board of Directors on the fulfillment of assigned responsibilities;
- f. uses the Corporation's letterhead and stationary for all official business;
- g. works cooperatively with other committees of the Corporation;
- h. prepares and submits other reports as the President or Board of Directors may request, and
- i. performs other duties as requested by the President or the Board of Directors.

5.8 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

5.9 Meetings by Electronic Communication. A member of a committee may participate in a meeting by means of conference telephone or other means of remote communication by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting by this method constitutes presence in person at the meeting.

5.10 Standing Committees. The standing committees of the Corporation are described below. The Board of Directors may appoint ad hoc committees in addition to the standing committees noted below.

- a. Executive Committee. The Executive Committee will consist of the President, President-Elect, Vice President, Secretary, and Treasurer.
  - i. Duties. The Executive Committee will:
    - (a). Make interim policy and procedure decisions to be reported to the Board of Directors at the next meeting of the Board of Directors;
    - (b). Review and make recommendations to the Board of Directors on the policy and business of the Corporation;
    - (c). Carry out instructions given to the Executive Committee by the Board of Directors;
    - (d). Report in writing to the Board of Directors its activities since the last meeting of the Board of Directors; and
    - (e). Execute contracts to carry out the activities of the Corporation.
    - (f). Meet as often as needed and, at a minimum, in the months when the Board of Directors does not meet. Generally, those months where the Executive Committee must meet are July, August, and December.
- b. Communications Committee. The mission of the Communications Committee will be to promote the Corporation and its purposes and the Michigan horse industry in general to the public outside of the horse industry within the State of Michigan and to compile information and distribute it to the membership of the Corporation.
- c. Membership Committee. The mission of the Membership Committee will be to develop and promote membership in the Corporation.
- d. Legislative/Land Use Planning/Environmental Committee. The mission of the Legislative/Land Use/Environmental Committee will be to track and inform the Board of Directors on trends in racing, showing, driving and other horse related matters;

investigate and serve as a resource on land use issues impacting the horse industry; and serve as a resource to government and private developers on horse-related environmental, zoning and land use issues; and assist trail riding groups, the Department of Agriculture and the Department of Environmental Quality in maintaining ecologically sound areas in Michigan for the purposes of riding and keeping horses.

- e. Expo Committee. The mission of the Expo Committee will be to annually plan and produce the Michigan Horse Counsel Stallion Exposition and Trade Show. The Expo Committee shall have a chairperson, first chairperson, and second chairperson, each of whom shall be appointed by the Board of Directors. Regardless of being a Board Member, the chairperson of the Expo Committee shall be an ex-officio member of the Board of Directors serving as a liaison between the Expo Committee and the Board of Directors. This provision does not prevent the chairperson of the Expo Committee from also being voted as a Director by the membership. Unless otherwise determined by the Board of Directors, the: (A) first chairperson shall become chairperson upon the end of the chairperson's service, and (B) second chairperson shall become first chairperson upon the end of the first chairperson's service. All other requirements are defined in Section 5.3 above.
- f. Educational and Youth Committee. The mission of the Youth Affairs Committee will be to foster, educate, and involve youth in the horse industry, to educate Michigan's equine enthusiasts, and serve as a clearinghouse for all matters pertaining to or materially impacting equine health.
- g. Equine Activities Committee. The Mission of the Equine Activities Committee will be to develop, advance, and support events and activities that promote the respective general objectives of each subcommittee. Subcommittees of the Equine Activities Committee are as follows:
  - i. Trails Subcommittee (trail riding, competitive trail activities, trail development, etc.)
  - ii. Horse Exhibitions Subcommittee (breed and activity shows such as jumping, dressage, driving, draft, gaited, etc.)
  - iii. Horse Sports Subcommittee (racing, rodeo, cross country, reining, etc., competitions)
- h. Finance/Audit Committee. The mission of the Finance/Audit Committee will be to advise the Board of Directors regarding internal financial policies and procedures and an allocation of funds between all proposed committees, administrative, officers and other Corporation budgets, and to review all audits of the Corporation.
  - i. Nominating Committee. Annually the President, President-Elect, Vice-President, Secretary, and Treasurer shall appoint a Nominating Committee consisting of three (3) individuals who are also members of the Board of Directors to nominate individuals as directors to be voted upon by the members at the annual meeting. Unless approved by a majority of the Board of Directors at the annual meeting, there will be no nominations for directors from the floor.
- j. Philanthropic Committee. The mission of the Philanthropy Committee will be to coordinate Michigan Horse Council support for, participation in and evaluation of equestrian events state-wide in order to advance horse ownership and use in Michigan, and to provide scholarships in pursuits and professions that will advance the horse industry in this state.

## **ARTICLE VI – CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

6.2 Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, will be signed by such officer or officers, agent or agents of the Corporation and in such manner as will from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, checks may be signed by the Treasurer or Assistant Treasurer. Each Officer with authority to execute checks, drafts, orders for payment of money, notes, or other evidences of indebtedness shall be bonded.

6.3 Deposits. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such financial institutions as the Board of Directors may select.

6.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contributions, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

6.5 Net Earnings No part of the net earnings of the Corporation will be distributed to, or inure to the benefit of, any Director or Officer of the Corporation, contributor or private person.

## **ARTICLE VII – ADMINISTRATIVE PROVISIONS**

The fiscal year of the Corporation will begin on January 1 and end on December 31, unless otherwise established by the Board of Directors.

## **ARTICLE VIII – BOOKS AND RECORDS**

The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, if any, Board of Directors and committees having any of the authority of the Board of Directors, and will keep at its registered or principal office a record giving the names and addresses of the members of the Board of Directors. All books and records of the Corporation may be inspected by any member of the Board of Directors, or his or her agent or attorney, for any proper purpose at any reasonable time. The Officers will endeavor to develop a website for all Directors only to access any and all records of the organization, including the articles, bylaws, policy statements, recent financial statements of the last three (3) years, tax filings, and such other documents as the Executive Committee determines from time to time.

## **ARTICLE IX – INDEMNIFICATION**

The Corporation will indemnify, to the extent and in the manner permitted by the Michigan

Nonprofit Corporation Act, any person who is or was a Director or officer of the Corporation for expenses (including attorney's fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding, if such arose by reason of the person being a Director or officer. The Corporation may purchase and maintain insurance on behalf of all Directors, officers, employees, and volunteers and any others that the Board of Directors identifies which insures against any such liability to the extent available and to the extent permitted by the Michigan Nonprofit Corporation Act.

#### **ARTICLE X – AMENDMENTS**

These Bylaws may be altered or amended by affirmative vote of a majority of all the Organizational Members.