

AMENDED BY-LAWS OF THE WILLISTON M-T SADDLE CLUB  
As revised 2007

1. The property and affairs of this incorporation shall be under the care, management and control of a Board of trustees composed of seven (7) trustees elected at the annual meeting of the incorporation, and of four officers as hereinafter enumerated.
2. The officers of this incorporation shall be these four: a) President/Chairman b) Vice-President c) Secretary, and d) Treasurer. These officers shall be elected by and be subject to removal without cause or at any time by a majority vote of the Board of Trustees. All of said officers shall be chosen annually. Should any vacancy occur among the Trustees or the officers by death, resignation, removal, or otherwise, the vacancy may be filled by the Board of Trustees for the remainder of the vacated term. The members in any regular or special meeting may remove any director or directors by a majority vote and may elect another or others in his/her place by the same vote. Any Board of Trustees member that is absent at three (3) successive meetings may be replaced by the Board of Trustees.
3. It shall be the duty of the President to preside at all meetings of the members and of the Board of Trustees, and to perform all the duties specially required of the President by the act under which this incorporation is organized and the By-Laws of the Williston M-T Saddle Club. He/she shall bear the responsibility of appointing committees as deemed needed.
4. It shall be the duty of the Vice-President, in the absence of the President or in the event of his/her death, or inability or refusal to act, to perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. He/she shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.
5. The Secretary of the incorporation shall have those duties normally assigned to a corporate secretary, and in addition thereto shall make and keep records of the votes, actions, and proceedings of all meetings of the members and of the Trustees of the incorporation. He/she shall discharge all duties required of an incorporated secretary and shall transmit to the members and Trustees all notices required by law and by these Amended By-Laws. His/her duties shall include and further act or acts required or directed by the Board of Trustees.
6. The Treasurer of the incorporation shall have those duties ordinarily assigned to such officer and in addition thereto shall receive and keep the cash funds belonging to the incorporation and enter regularly in the books kept for that purpose all monies received and disbursed on account by or for said incorporation. All checks, drafts, notes, and obligations of the incorporation shall be signed by or endorsed by the Treasurer, and he/she is hereby given full power to draw and sign checks, drafts, notes, and other obligations for and in the name of Williston M-T Saddle Club and full power and authority to transfer or negotiate said checks, drafts, notes, and other obligations,

provided that no transfer of property belonging to the incorporation shall be authorized without approval by the Board of Trustees.

7. An annual meeting of the members of the Williston M-T Saddle Club for the transaction of any appropriate business shall be held during the months of January or February of each year, the date, place, and time of which shall be determined by resolution of the Board of Trustees. A notice of the time and place of such meeting shall be mailed to each and every member not less than ten days before the meeting, duly addressed to him/her at his/her residence or post office address, or published at least once and at least 10 days prior to the date of such meeting in a newspaper of general circulation in the County of Williams and State of North Dakota. Special meetings of the members may be held at any time upon call by the Trustees or by a majority of the voting members and upon like notice as that above described for the annual meetings.

8. Voting by proxy shall not be allowed at any annual or special meeting of the members of the association.

9. Board of Trustees shall meet at least quarterly; at a time and place to be determined by the Board of Trustees. No formal notice shall be required for any of these meetings.

10. The Board of Trustees may from time to time determine where its meetings shall be held and where its books, records, and office, if any, shall be kept and maintained in any place whatever at the discretion of Board of Trustees.

11. The first three (3) duly elected and qualified trustees shall serve for a term of one (1) year. The next two (2) duly elected and qualified trustees shall serve for a term of two (2) years. The remaining two (2) duly elected and qualified trustees shall serve for a term of three (3) years. After the expiration of the terms of each of the above trustees, their successors shall be elected and shall qualify as trustees for a term of three years, but in case any trustee that be elected to fill a vacancy in trusteeship the term of which has not expired, he shall serve only until expiration of the term for which the trustee who he/she has replaced was elected, unless re-elected.

12. The Board of Trustees shall have authority to let contracts under such terms and conditions as the Board shall deem necessary or desirable to provide for the conduct and complete management of all shows, or other related activities in which the corporation may have an interest.

13. Four (4) trustees and two (2) officers shall constitute a quorum for the transaction of business, but in case there be less than a quorum present at any meeting of the board, a majority of those present may adjourn the meeting from time to time. A majority vote of those present, if a quorum, shall be necessary to transact ordinary business and to pass any resolution except those for which a higher vote is required by these Amended By-Laws. The chairman may vote if this vote is necessary to break a tie vote, but not otherwise, and he/she may decline to vote even to break a tie, in which case the motion receiving a tie vote shall fail to pass.

13a. The order of business at any regular or special meeting of the Board of Trustees shall be:

1. Calling the roll
2. Secretary's report
3. Reading and disposal of unapproved minutes
4. Reports of Officers
5. Unfinished business
6. New business
7. Adjournment
8. All meetings will be conducted by the above Roberts Rules of Order

14. The corporation shall have three classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

1. Individual membership: an individual member shall be defined as a member; shall have paid his membership fee as set by the Board of Trustees and as such will be entitled to one vote on all questions presented to the membership. Such individual member shall be entitled to all the rights and privileges of the membership and shall be entitled to all notices provided for in these Amended By-Laws, and to one vote on matters concerning the corporation.
  - a. A person or individual shall be required to subscribe to an individual membership for the calendar year immediately following his/her eighteenth birthday. The age of the individual as of January 1 of each year shall be the age of that individual for all matters for the next ensuing calendar year.
2. Family membership: a family membership shall be defined as a family which wishes representation on all matters of the corporation, and has paid the membership fee as set by the Board of Trustees. Only one member of the family will be entitled to vote on matters of the corporation, but all members of the family shall be entitled to participate therein.
3. Lifetime or Honorary membership: The Board of Trustees of the Corporation may award to an individual who has rendered meritorious services for the benefit of or contributed substantially to the growth and promotion of the corporation a lifetime or honorary membership, the determination and awarding of such lifetime or honorary membership to rest solely in the discretion of the Board of Trustees, and shall be awarded at an annual meeting of the members of the corporation. Any individual or person holding such lifetime or honorary membership shall be entitled to all the rights and privileges of an individual membership; less payment of annual dues.

15. Members shall be approved by the Board of Trustees by resolution approved by majority vote at any regular or special trustees meeting.

16. The Board of Trustees, by affirmative vote of two-thirds of all the members of the board, may suspend or expel a member for cause after an appropriate hearing, and by a majority vote of those present at any regularly constituted meetings, may terminate the membership of any member who becomes ineligible for membership, or suspend or

expel any member who shall be in default in the payment of dues for the period fixed in these By-Laws.

17. Membership in this corporation is not transferable or assignable.

18. The Board of Trustees may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President and by the Secretary. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Trustees may determine.

19. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and shall keep a record giving the names and addresses of the members entitled to vote. Any member, or his agent or attorney may inspect all books and records of the Corporation for proper purpose at any reasonable time. All checks, drafts, notes, and obligations of the Corporation shall be signed or endorsed as the Board of Trustees may, by resolution, from time to time determined, and the Board of Trustees to provide in such resolution those officers to have power or authority to transfer or negotiate said checks, drafts, notes, or other obligations. The Board of Trustees shall adopt each year a resolution naming its depository bank and designate the officers having authority to execute notes, check, drafts, or other obligations. No liability shall be incurred on behalf of the Corporation and no Corporation property shall be transferred without a resolution of the board of Trustees so authorizing.

20. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

21. The Board of Trustees may determine annual dues payable to the Corporation by members of each class. All membership fees shall become due and payable as of the date of the annual meeting of the corporation. All members must have paid dues in order to participate in corporation functions or events unless otherwise determined by the Board of Trustees by resolution.

22. All members, individual, family or otherwise, in consideration of the grant of membership, do hereby release and forever discharge the Williston M-T Saddle Club from any and all claims, demands, actions, causes of action or suits, at law or in equity, of whatsoever kind or nature incurred or resulting from such members participation in events sponsored by the Corporation.

23. The Board of Trustees shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal."

24. Whenever any notice is required to be given under the provisions of the articles of incorporation or the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, where before or after the time slated therein, shall be deemed equivalent to the giving of such notice.

25. These Amended By-Laws may be altered, amended, repealed and new by-laws may be adopted by a majority of the trustees present at any regular meeting or at any special meeting, if at least thirty (30) days written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting.

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned, being a majority of the members of the Board of Trustees of the Williston M-T Saddle Club, hereby assent to the foregoing by-laws and adopt them as the by-laws of said Corporation, repealing all former by-laws of the Corporation.

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Board member Date

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Board member Date

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