

**MANDAN HORSE AND SADDLE CLUB  
ARTICLES OF INCORPORATION AND BYLAWS**

**ARTICLE I.  
NAME AND OFFICES**

**Section 1.1** The name of this corporation shall be Mandan Horse and Saddle Club and it shall be governed by a Board of Directors. It programs activities at a leased arena located at the Dale Pahlke Arena on the Dakota Community Bank and Trust Rodeo Grounds in Dacotah Centennial Park, 2428 Longspur Trail, Mandan, North Dakota. Mandan Horse and Saddle Club is a family- and youth-oriented organization for all ages. The Mandan Horse and Saddle Club is a non-profit association and has been registered with the Secretary of State's office since April 12, 1946.

**ARTICLE II.  
PURPOSE AND POWERS**

**Section 2.1** The purpose of this corporation is to promote social and educational pursuits related to promoting the development of horsemanship skills through participation and competition in riding activities for all ages; to sponsor and cultivate interest in the appreciation and preservation of the western way of life; and to promote fellowship and exchange of ideas in hard work.

**ARTICLE III.  
MEMBERSHIP**

**Section 3.1 Membership:**

The membership of the corporation shall be comprised of individuals and families.

**Section 3.2 Membership Requirements:**

Upon completion of a membership form and liability waiver, and with the submission of required annual dues, interested persons shall become members in good-standing.

**Section 3.3 Member Definition:**

A member shall be a person(s) who is interested in the mission of the club and who will cooperate in the advancement of its endeavor.

**Section 3.4 Family Member Definition:**

A family membership may be comprised of parents or guardians and their unmarried, dependent children less than 24 years of age as of January 1.

**Section 3.5 Waiver of Liability:**

All members over 18 years of age shall sign a waiver of liability releasing the corporation of any responsibility of any accidents or injuries incurred during any activities.

**Section 3.6 Membership Dues:**

Membership dues are payable at any time during the year. Membership privileges do not take effect until they are paid. Delinquency in dues shall result in suspension of membership until the dues are paid.

Membership dues cover the current calendar year.

**Section 3.7 Membership Voting Rights:**

Each membership, whether individual or family, shall be entitled to one vote on any question coming before the members at-large.

**Section 3.8 Member Expulsion:**

A member may be expelled for cause by a two-thirds majority vote of the Board of Directors. Before the question of expulsion shall be brought before the Board for a vote a thorough investigation shall be made by an impartial committee appointed by the President of any charges filed, and a full report given to the Board of Directors. The accused should be heard by the committee.

**ARTICLE IV.  
BOARD OF DIRECTORS**

**Section 4.1 Board of Directors:**

The management and control of the corporation shall be vested in and exercised by a Board of Directors consisting of an immediate Past President, President, Vice President, Secretary, Treasurer, (Secretary and Treasurer positions may be combined and held by one person), one to two Arena Directors, and up to five Directors at-Large. Up to three Youth Directors not to exceed the age of 18 (as of January 1) shall serve in a non-voting, advisory role. The Directors shall be elected by a majority of the voting members at the regular annual meeting. Additionally, the Mandan Rodeo Days Committee may appoint a representative to the board. The MRDC representative shall have voting rights.

**Section 4.2 Board Eligibility:**

No person shall be eligible to the office of Director who is not also a member, and any director ceasing to be a member shall cease to be a director. All Board of Directors membership dues, excluding the MRDC representative, must be paid in full by March 15 of the current year.

**Section 4.3 Board of Directors Term of Office:**

Except as hereinafter provided, the elective officers shall hold their respective office for one year and until their successors shall be elected and have qualified.

**Section 4.4 Removal of Board Member and Vacancies:**

If a director cannot complete the elected term, a written request for resignation should be submitted to the full Board of Directors. Vacancies occurring in the Board of Directors may be filled by the remaining directors at any regular or special meeting, and the person so chosen shall hold office until the next annual meeting.

If a Director is absent from three consecutive board meetings within a calendar year with an excuse not deemed reasonable, the Director may be removed from office. A motion for removal and a two-thirds majority vote of the Directors present is required.

**Section 4.5 Treasurer Requirement:**

The Directors may require the treasurer to furnish a bond with such conditions and sureties as they may deem proper, and may remove any officer for cause or when the interests of the corporation shall seem to require such decision. The Treasurer shall safely keep an account for the funds of said corporation.

**Section 4.6 Hierarchy:**

The President shall be the executive officer of the corporation and in the event of an absence or inability to serve, the Vice-President shall perform such duties. In addition to the duties usually pertaining to their respective duties, all Board of Directors shall perform such other duties as may from time-to-time be imposed by the Board of Directors. The President shall preside at all meetings.

**Section 4.7 Meetings:**

A majority of the Board of Directors, excluding the youth directors, shall constitute a quorum for the transaction of business. Voting, when possible, should be done in person or by other means such as a conference call or internet meeting to allow for real time discussion and voting. Decision-making to include making motions and voting by email or text is allowed provided all board members have access, the president (or presiding officer) outlines the timeframe for the process, and provides supporting documentation. For debate, board members shall use "reply all" in messages. The chair shall announce the results of the vote. Minutes of e-

voting must be kept or such motions must be ratified at the next real-time meeting.

A special board meeting shall be held at the request of any two directors, or upon the call of the President.

All meetings will be scheduled, by a consensus of the Board. The President will alert board members of date, time and the location of board meetings. Notices may be posted to the website and sent out via e-mail, text, phone call, social media, or by mail to invite all members to the meetings.

## **ARTICLE V. MEETINGS**

### **Section 5.1 Annual Meeting:**

The regular annual meeting of the members shall be held in the city of Mandan, North Dakota, no later than March 1 in each year.

### **Section 5.2 Special Meetings:**

Special meetings of the members may be held any time, upon five (5) days notice. Said notice shall be given to each member via e-mail, text, phone call, or by mail, addressed to the member at his last known address as disclosed in the books of the corporation.

### **Section 5.3 Quorum:**

A majority of the Directors shall constitute a quorum for the transaction of business, and voting must be done in person.

## **ARTICLE VI. DUES**

### **Section 6.1 Membership Dues:**

Dues will be reviewed on an annual base by the Board of Directors and adjusted as necessary to achieve the mission of the club. The Board has the authority to establish dues for the following calendar year upon a motion and majority vote.

## **ARTICLE VII. FINANCES**

### **Section 7.1 Reporting:**

A Treasurer's report will be given at each meeting of the Board of Directors and must be approved by a majority vote of Directors present. The Treasurer's report will consist of the current financial condition of the corporation and a detailed transaction report should also be presented of all income and expenses from the last approved Treasurer's report.

### **Section 7.2 Indebtedness:**

The corporation shall not incur indebtedness in excess of the monetary value owned by the corporation. Any obligation incurred by the corporation in excess of \$500 shall be pre-approved by the President and Treasurer. If an obligation exceeds \$1,000 a majority vote of the Board of Directors is required for approval of such an expense.

### **Section 7.3 Succession:**

Upon the new election of a Treasurer an informal audit will be conducted after the term of the past Treasurer and before the incumbent Treasurer. The audit will be conducted by the President and Vice President who presided during the expired calendar year of the corporation, unless the Board elects to have different Directors conduct the audit.

## **ARTICLE VIII. AMENDMENTS**

### **Section 8.1 By-Law Changes:**

The Board of Directors shall have power to make, amend and repeal the by-laws of the corporation, by vote of a majority of all of the Directors, at any regular or special meeting of the Board.

### **Section 8.2 Member Rights:**

The voting members, by the affirmative vote of a majority may make, alter, or amend the by-laws without notice at any regular meeting, or any special meeting if notice thereof be contained in the notice of such special meeting.

**ARTICLE IX.  
DISSOLUTION**

**Section 9.1 Dissolution:**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of this corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner or to such organization or organizations organized exclusively for charitable, educational and religious purposes as shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue code of 1954, as amended, as the Board of Directors shall determine.