

# **MISSOULA HORSEMEN'S COUNCIL, INC. BYLAWS**

**Adopted 12/01/2009**

## **Article I - Name**

### *Section 1. Name*

The name of this corporation is the Missoula Horsemen's Council, Inc. (hereinafter called the MHC). The MHC is a non-profit corporation in the state of Montana, established in 1983, and granted 501(c) 3 status under the United States Internal Revenue Code in October of 1997.

## **Article II - Purpose and Objectives**

### *Section 1. Purpose*

The purpose of the MHC is to promote recreational and educational equestrian activities through the development, governance, and maintenance of Missoula Equestrian Park, 3500 North Avenue West, Missoula, Montana (hereinafter called the Park). As much work as possible will be done by volunteers with donated materials.

### *Section 2. Objectives*

The objectives of the MHC are:

- (A) To improve and maintain the equestrian facilities and grounds at the Missoula Equestrian Park.
- (B) To promote all horse related groups and their activities though events located at the Park.
- (C) To promote cooperation of area horsemen and the community through volunteer projects and events at the Park and to encourage their participation in MHC activities.
- (D) To foster youth and educational equestrian activities with a special emphasis on the health, safety, and well being of both horse and rider.
- (E) To improve the habitat areas of the Park for birds and small mammals.

## **Article III – Membership**

### *Section 1. Membership*

The MHC consists of all persons using the Equestrian Park for equestrian activities and having a current paid membership with a signed release of liability.

### *Section 2. Dues*

The Board of Directors shall establish the membership dues. Payment of dues establishes membership and all of its privileges. With no other obligations, a member in arrears shall be reinstated by payment in full of current dues.

Memberships shall be accepted at any time during the year.

### *Section 3. Classifications of Membership*

The Board of Directors shall establish the classification of membership types. There are four classifications of membership: Day, Individual; Family; and Lifetime.

## **Article IV. Officers and Board of Directors**

### *Section 1. Officers*

Officers serving the MHC shall be President, Vice-President, Secretary and Treasurer. The President and Vice President shall be elected from the current membership. The Treasurer and Secretary shall be appointed by the Board of Directors. The new Officers shall take office at the January meeting. Current officers serve on the Board of Directors. The term of each Officer is for 1(one) year, not to exceed 5 (five) consecutive years.

### *Section 2. Duties of the Officers*

(A) The President shall preside at all regular and special meetings and perform such other duties as usually attached to the office. The President shall be an *ex officio* member of all committees and shall appoint standing and special committees with the approval of the Board of Directors. The President shall vote only in the event of a tie.

(B) The Vice-President shall assume the duties of the President when the latter is absent or, for other reasons, unable to act. The Vice-President shall assume other duties as assigned by the Board of Directors. In the event of the vacancy of the office by the President, the Vice-President shall serve as President until the next scheduled election. The Vice-President does not have authority to make decisions regarding Park use or expenditures, except when acting as President.

(C) The Secretary and Treasurer shall perform the usual duties performed by such officers, subject to the authority of the Board of Directors.

*Section 3. Board of Directors*

The Board of Directors shall consist of not more than 11 (eleven) members. The Board of Directors comprises the current officers, outgoing President, 5 elected at large Board members, and a representative to the Stewardship Committee. The outgoing President will serve on the Board of Directors for at least 1 (one) year, and no longer than the term of the current President. At large Board members shall serve for a 2 (two) year term.

*Section 4. Remuneration*

No member of the Board of Directors shall receive remuneration from the MHC for services rendered to the Missoula Equestrian Park.

*Section 5. Nominations to the Board of Directors*

Nominations for the Board of Directors shall be made either by a Nominating Committee or the Board of Directors and also shall be accepted from the general membership. Nominations must be submitted to the Board no later than 60 days prior to the end of the calendar year.

Nominees shall be current paid members in good standing. All nominees shall be listed on the ballot.

*Section 6. Duties of the Board of Directors*

The Board of Directors is responsible for:

- overseeing the physical and financial management of the Park;
- maintaining the 501(c)(3) status of the Park with the IRS;
- hiring and supervising independent contractors on an as needed basis;
- other duties as may be necessary to promulgate the objectives of the MHC.

## **Article V – Voting**

### *Section 1. Voting*

Each MHC member has the right to vote for the Officers and Board of Directors in person or by mail-in ballot, one vote per person for president, vice-president, and each of the 5 at large Board members. Voting for the Board of Directors shall be held in conjunction with voting for President and Vice-President.

### *Section 2. Ballots*

Ballots shall be mailed in hard copy to the current membership no later than November 15. Voted ballots must be received by the MHC by November 30. The newly elected Officers and Board of Directors shall be announced at the December meeting and posted on the MHC's website.

## **Article VI - Meetings**

### *Section 1. Regular Meetings*

Regular monthly meetings shall be the first Tuesday of every month.

### *Section 2. Meeting Protocol*

Parliamentary procedures shall govern all Board of Directors meetings. All meetings are open. Agendas for all meetings shall be posted on the website no less than seven (7) days in advance of the meeting.

### *Section 3. Special/Emergency Meetings*

Special meetings may be called at any time by the President or any 3 (three) members of the Board of Directors upon not less than 5 (five) days' notice. The President can call for an emergency meeting. All Board members shall receive prior notice of any special or emergency meeting.

### *Section 4. Presentation*

Any person or organization may request to make a presentation to the Board of Directors with prior notification to the President.

### *Section 5. Quorum*

A simple majority of at least 6 Board members shall constitute a quorum, which shall be sufficient to conduct business. Board members must be physically present in order to vote. Non-Board members can not vote.

## **Article VII - Committees**

### *Section 1. Committees*

Committees may be established to carry out any activities of the Equestrian Park.

## **Article VIII - Endowment Fund**

### *Section 1. Endowment Fund Management*

- (A) The Board of Directors shall be authorized to create and manage an endowment fund pursuant to these ByLaws. The corporation may receive donations in cash or other property acceptable to the Board of Directors. All donations so received, together with the income therefrom (hereinafter referred to as the endowment fund), shall be held, managed, administered and paid out pursuant to the terms and conditions of this Article VIII.
- (B) The Board of Directors shall apply the endowment fund at such times, in such a manner, and in such amounts as they determine from time to time. Notwithstanding any other of these bylaws to the contrary, the Board of Directors shall distribute the endowment fund income for each taxable year at such time and in such manner as to not become subject to any tax on undistributed income imposed by the Internal Revenue Code of 1986 (the Code) and its regulations as they now exist, or as they may be hereafter amended. The endowment created hereunder is intended to be a “qualified endowment” under the meaning of MCA Section 15-30-165(2) (and any successor provision) and the administrative rules established thereunder. The endowment fund shall be administered in accordance with the “Uniform Management of Institutional Funds Act” set forth in MCA Section 72-30-101 et seq. (and any successor provision). The Board of Directors shall retain, invest, and reinvest the assets of the endowment fund as they shall, in their sole discretion, deem appropriate. The Board of Directors may sell, convert, redeem, exchange or otherwise dispose of any of the assets of the endowment fund at any time. The endowment fund interest shall be used exclusively for the purposes permitted under Section 501(c)(3) of the Code and its Regulations. Notwithstanding any other provision hereof, no power or authority shall be exercised by the Board of Directors in any manner or for any purpose that would jeopardize the status of the corporation as a tax-exempt organization section 510(c)(3) of the Code and its Regulations.

## **Article IX - Ways and Means**

### *Section 1. Donations*

The Board of Directors shall accept donations to achieve the purpose of the Missoula Equestrian Park as stated in these bylaws. All donations shall be used for their intended purpose and exclusively for the purposes permitted under Section 501(c)(3) of the IRS Code and its Regulations.

## **Article X - Amendment of bylaws**

### *Section 1. Amendment*

These bylaws shall be reviewed at the first meeting of each year and may be amended, as determined to be necessary by the Board of Directors.

## **Article XI – Code of Ethics**

There shall be a Code of Ethics within the Policy and Procedures Manual for the MHC. As a requirement for admission to and retention of membership and participation in the Horsemen's MHC and use of the Equestrian Park, each applicant and member shall act in accordance with the Code of Ethics.