

HURON VALLEY EQUESTRIAN COMMITTEE, INC. BYLAWS

ARTICLE 1 NAME AND OFFICE

1.01 *Name.* The name of this organization incorporated under the laws of the State of Michigan and hereinafter referred as the “Corporation” shall be the “Huron Valley Equestrian Committee, Inc.”

1.02 *Principal Office.* The principal office of the Corporation shall be at such place within the state of Michigan as the board of directors may determine from time to time.

2.01 Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code). The objectives of Corporation are set forth in the Articles of Incorporation and as follows:

- a. To promote equestrian related activities.
- b. To promote the proper care of horses.
- c. To promote information on useful to equestrian sportsmanship throughout Michigan.
- d. To educate the youth in the principles in sportsmanship including equestrian competition.
- e. To coordinate and schedule the use and maintenance of the equestrian field in the Huron Valley School District.
- f. To apply any revenue generated by these activities or any gifts, grants, bequests and devices, and the proceeds thereof, in furtherance of the purposes of the Corporation.

2.02 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officer, or other private persons. However, the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under IRC 501(c)(3) or the corresponding section of any future federal tax code or (2) by a corporation whose contributions are deductible under section IRC 170(c)(2) or the corresponding section of any future federal tax code.

ARTICLE III MEMBERS

3.01 Qualifications of Membership. The members of the Corporation will be persons and/or groups who accept the Purposes and Objectives of the Corporation, and agree to promote the same and have complied with the requisites of membership as provided for in these Bylaws and as further determined by the Board of Directors. The applicant will complete the prescribed membership application as determined by the Board.

3.02 Membership Dues. The board of directors will establish the initial and annual dues for membership in the Corporation. This fee will be set for each coming year at the annual membership meeting. Due for the coming year will be collected at the November membership meeting. The billing and collection of the dues shall be in a manner prescribed by the board of directors.

3.03 Termination of Membership. Membership may be terminated by the board of director on the occurrence of any of the following events:

- a. Failure to pay dues within the 90 days after written notice of payment due.
- b. Failure to satisfy the requirements of section 3.01 of this article.

3.04 Annual Meeting. The annual meeting of the members shall be held in October. At each annual meeting, the officers of the corporation and one director shall be elected and any other business shall be transacted that may come before the meeting.

3.05 Special Meetings. Special meetings of the members may be called by the board of directors or by the president. The president or secretary at the written request of not less than 10 percent of the members shall also call such meetings.

3.06 Place of Meetings. All membership meetings shall be held at the Corporation's principal office or at any other place determined by the board of directors and stated in the notice of the meetings.

3.07 Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally, by mail, or by any other manner permitted by law, to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the Corporation. Alternatively, notice may be published in the Corporation's newsletter, provided that the newsletter is published, at least semiannually and is mailed to the members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.

3.08 Record Dates. The board of directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the annual membership meeting, nor more than 60 days before any other action.

3.09 *List of Members.* The secretary of the Corporation or the agent of the Corporation having charge of the membership records of the Corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

3.10 *Proxies.* A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute. No delegate of a member may act as a proxy for no more than one (1) other member.

3.11 *Voting.* All elections will be determined by plurality vote, defined as receiving more votes than any other candidate. A tie vote will be decided by a run-off election to be held during the meeting in which the election is occurring.

ARTICLE IV BOARD

4.01 *General Powers.* The property and lawful business of this Corporation will be held and managed by the board of directors, which will possess such powers and authority in addition to the power and authority herein specifically prescribed, as may be necessary to complete execution of the purposes of the Corporation, limited only by the Articles of Incorporation, these Bylaws. Finances of this Corporation will be under the control of the board of directors except as otherwise provide in the Articles of Incorporation and these Bylaws.

The board of directors may appoint or employ additional agents or Officers as it deems necessary, prescribing their duties and authority and providing for their compensation and to include:

- 1.) Assist the President in conducting the affairs of Corporation.
- 2.) Establish a yearly program of activities and fund raisers for Corporation and appoint the committee chair(s).
- 3.) Act upon recommendations for appointments and dismissals made by the President.

4.02 *Number.* The board of directors will consist of the following:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. The Vice-President of Milford Committee
6. The Vice-President of Lakeland Committee

7. The Milford High School Head Coach
8. The Lakeland High School Head Coach
9. and one other Director elected by the members

4.03 Tenure. Directors shall be elected at each annual membership meeting to hold office until the next annual membership meeting and until the director's successor is elected and qualified, or until the director's death, resignation, or removal.

4.04 Resignation. A director may resign at any time by providing written notice to the Corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 4.06 of the bylaws.

4.05 Removal. Any director may be removed with or without cause by a majority vote of the members entitled to vote at an election of directors.

4.06 Board Vacancies. A vacancy on the board may be filled with a person selected by the remaining directors of the board, though less than a quorum of the board of directors, unless filled by a proper action of the members. Each person so elected will be a director for a term of office continuing until the next election of directors by the members. Notwithstanding the foregoing section 5.05 controls concerning officers.

4.07 Annual Meeting. An annual meeting shall be held each year in October immediately after the annual membership meeting. IF the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

4.08 Regular Meetings. Regular meetings of the board may be held at the time and place as determined by aboard resolution without notice other than the resolution.

4.09 Special Meetings. The president may call special meetings of the board or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of the special meetings shall be given to each director in any manner at least three days before the meeting.

4.10 Statement of Purpose. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

4.11 Waiver of Notice. The attendance of a director at a board meeting shall constitute 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. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

4.12 Meeting by Telephone or Similar Equipment. A director may participate in a meeting by conference telephone or any similar communications equipment or any other manner permitted by law, through which all personas participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

4.13 Quorum. Attendance of one-half (1/2) plus one (1) of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present will constitute authorized actions of the board.

4.14 Consent to Corporate Actions. Any action required or taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents will be filed with the minutes of the boards proceeding.

4.15 Order of Business.

1. Reading of minutes of previous meetings.
2. Communications
3. Report from the Secretary
4. Report from the Treasurer
5. Unfinished business
6. New business
7. Adjournment

4.16 Parliamentary Guide. Roberts Rule of Order will govern the Corporation in all cases to which they are applicable, and that are not inconsistent with these Bylaws.

ARTICLE V OFFICERS

5.1 Number. The elective officers of the Corporation will be President, Vice-President, Secretary, and Treasurer.

5.02 Qualifications. Any person who is a dues paying member of the Corporation is eligible for office.

5.03 Term of Office. Each officer shall hold office for one year. An officer may resign at any time by providing written notice to the Corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

5.04 Balloting. The ballot shall be sent to every member before the annual membership meeting. An opportunity for write-in candidates will be available for each office.

5.05 Vacancies. Should the Presidency become vacant, the Vice-President will assume the duties of the President for the remainder of they year. Vacancies in the other offices will be filled by appointment of the President with approval of the Board.

5.06 Duties and Responsibilities.

President. The President will be the chief executive officer of the Corporation and will have general charge of its affairs subject to the control of the Board of Directors. The President or his or her designee will chair all meetings of the Corporation and of the Board of Directors. The President will have such power and duties as are incident to the office and not inconsistent with these Bylaws, or s maybe assigned by the Board of Directors.

Vice President. The Vice President is to assist the President in the performance of his or her duties when called upon to do so by the President or the Board of Directors. In the events of a disability of the President, the Vice President will have all the powers and perform all the duties of the President during the disability. The Vice President shall have such other powers and duties as may be assigned to him or her by the Board of Directors or the President.

Treasurer. The Treasurer will keep full and accurate account of all receipts and disbursements and deposit all money, checks and other obligation to the credits of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer will disburse the funds of the Corporation only in accordance with the Articles of Incorporation, these Bylaws, and the policies established by the Board of Directors. The Treasurer will make a complete annual statement for the past fiscal year. The Treasurer will perform all other duties incident to the office subject to the control of the Board of Directors. The Treasurer will make such other reports and at such times as determined by the board of Directors.

Secretary. The Secretary will keep all the minutes of all meetings of the Corporation including the Board of Directors meetings; collect all membership dues; collect all money due and turn them over to the Treasurer; issue membership cards as determined by the Board; and perform all other usual duties of a Secretary. Rendering a full and correct report of his transaction as determined by the Board of Directors.

ARTICLE VI CORPORATE DOCUMENT PROCEDURE

6.01 All the Corporation's documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) can not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these Bylaws.

ARTICLE VII COMPENSATION

7.01 When authorized by the board, a person can be reasonably compensated for services rendered to the Corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

ARTICLE VIII FISCAL YEAR

8.01 The fiscal year of the Corporation shall end October 31st.

ARTICLE IX
AMENDMENTS and INTERPRETATION OF THESE BYLAWS

9.01 *Amendments.* These Bylaws may be amended by majority vote of the membership. Amendments may be proposed only at membership meetings. The Board of Directors will establish a Bylaws Committee and the proposed amendments will be referred to the Bylaws Committee. The Bylaws Committee will make any changes and/or additions to the proposed amendments and will report the proposed amendments with its recommendations to the annual membership meeting.

9.02 All proposed amendments may be amended upon motion from the floor of the annual membership meeting, in which case any proposed amendment as amended will be referred to the Bylaws Committee, which will make such alterations as it deems necessary and suggest such changes in other parts of these Bylaws necessitated by the proposed amendments as amended. The Bylaws Committee will report back with recommendations to the annual membership meeting for final consideration with said amendments worded exactly as they would appear in the Bylaws if adopted.

9.03 *Interpretation.* If any question may arise relative to the interpretation of these bylaws, the Board of Directors will decide after the matter has been referred to the Bylaws Committee for study and recommendation. The Board of Directors will submit all questions in writing, signed by the President, to the Bylaws Committee. Any member aggrieved by the decision of the Board of Directors may appeal at the next annual meeting.

9.04 *Effective Date.* The effective date of all future Bylaws changes will be noted by end notes or an addendum to these Bylaws.

ARTICLE X
DISTRIBUTION OF FUNDS

10.01 Upon dissolution of the Corporation by a plurality vote, defined as having more votes than not, and after paying or making provision for payment of all liabilities of the Corporation, all remaining assets of the Corporation will be transferred

1. to Huron Valley Athletic Department as long as the funds are used or an equestrian nature or
2. to one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code, or
3. To the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

ARTICHL E XI
SPONSORSHIPS

11.01 As a member of this organization each of the named teams will solicit sponsorships and collect the equivalent of \$100.00 per team member.

11.02 Each teams' contribution will be equivalent to the percentage of membership within the committee.

Example:

If Milford and Lakeland Team Members have 30 members then the total is \$3,000

And if Milford High School Team has 20 members then their share is \$2,000 and Lakeland's share is \$1,000.

11.03 All active team members are strongly encouraged to accept the challenge to participate in soliciting sponsorships to support the committee.

These Bylaws were adopted by the
Board of Directors on December 10, 2003

Tom Tesolin, President