

SOUTH DAKOTA HORSE COUNCIL
BYLAWS
April 2009

ARTICLE 1: OFFICES

The principal office of the South Dakota Horse Council, Incorporated hereafter referred to as "Council", shall be located in the County of Hamlin, State of South Dakota, at Hayti, South Dakota 57241. The Council may have such other offices within the state of South Dakota as the Board of Directors may determine from time to time.

ARTICLE II : STATEMENT OF PURPOSE

This corporation is organized strictly as a non-profit corporation without pecuniary gain or benefit to its members or to any private individual and:

1. Organized to further the common interests of the horsepersons of South Dakota.
2. To serve as means of communication within the industry where unity and strength are needed.
3. To monitor legislation and administrative decisions which would have an impact on horses and/or horsepersons.
4. To promote interest in horse related activities.

ARTICLE III : MEMBERSHIPS

Section 1. Eligibility: Any person, association, corporation, society or other group who subscribes to and promotes the purposes and policies of this Council shall be eligible for membership in accordance with the provisions of these bylaws.

Section 2. Classes of membership: The Council shall have five classes of membership designated as follows:

- (a) Association membership: Association membership is available to any association, corporation, society, or other group with at least ten members representing horsepersons or any other organized interest in the horse industry or any segment thereof.
- (b) Individual Membership: This membership is available to any person who is eligible for membership.
- (c) Sponsor and Farm/Ranch membership: Open to wholesaler and retail business and professional services deriving at least a portion of their income from the horse industry.

(d) Honorary Membership: This membership may be granted to such individuals or organizations as the Board of Directors may from time to time direct. These members shall have no vote in the affairs of the Council.

Section 3. Election to membership: The Board of Directors shall prescribe the requirements for membership and the rules as establishing the number of members within the association and thereby set the amount of dues and number of delegates to be appointed by each association. The Board shall have the right to delegate administration of such rules and regulations to the Membership Committee to be appointed by it.

Section 4. Dues: The members of the Council shall be required to pay annual membership fees in such amount as the Board of Directors shall deem necessary from time to time. The initial membership fee shall be as follows:

- (a) Association Membership: \$50.00
- (b) Individual Membership: \$10.00
- (c) Sponsor and Farm/Ranch Memberships: \$50.00
- (d) Honorary Memberships: No annual fee

Payments of dues shall be in advance of the first day of each calendar year. When any regular member shall be in default in the payment of dues for a period of four months from the beginning of the period for which such dues become payable, membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of Section 6.

Section 5. Voting: Only association delegates and individual members in good standing shall be entitled to vote at the annual meeting of the Council.

- (a) Association Members: Each Association member shall have one voting delegate selected to represent the Association. The Association member shall provide credentials indicating their selected voting delegate.
- (b) Individual Members: Each individual members shall be entitled to one vote.

Section 6. Termination of Membership:

- (a) Upon resignation of member.
- (b) When dues become four months overdue, unless prior arrangements have been agreed to by the Board of Directors.
- (c) By vote of a majority of the Board of Directors present at any regular or special meeting at which a quorum is present, provide that the member in question has been advised at least fifteen (15) days in advance of the complaints against the person.

Section 7. Resignation. Any member may resign by filing a written resignation with the secretary. Such resignation shall not relieve the member so resigning of his obligation to pay any dues, assessment or other charges heretofore accrued and unpaid.

Section 8. Reinstatement: On written request signed by a former member and filed with the secretary, the Board of Directors by an affirmative vote of two-thirds (2/3) of the members present at a regularly constituted meeting may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 9. Transfer of Membership: Membership in this Council and corporation is not transferable or assignable.

ARTICLE IV: ANNUAL MEETING

Section 1. Annual Meeting: An annual meeting of the members shall be held at the location as designated by the Board of Directors during the month of April in each year for the purpose of receiving reports from the officers, Board of Directors and committees.

Section 2. Election of Officers and Directors: At the annual meeting the members will elect officers and directors and for the transaction of such other business as may come before the meeting.

Section 3. Special Meetings: Special meetings of the Board of Directors may be called by the president or by five members of the Board of Directors.

Section 4. Notice of Meetings: Written notice to each member stating the place, date and hour of the meeting shall be delivered not less than ten (10) nor more than fifteen (days) prior to the date of the meeting—either personally or through the mail to last recorded address of each member. In case of a special meeting or when required by the statutes or by these bylaws, the purposes for which the meeting is called shall be stated in the notice.

Section 5. Quorum: A quorum shall be directors in attendance at the meeting.

Section 6. Business: The order of business and procedures of each meeting shall be conducted according to Robert Rules of Order.

Section 7. Presiding Officer: The president of the Council shall preside at all meetings unless unable to attend. In that event, the vice president shall serve and preside. In the absence of both the president and vice president, the directors shall choose a member of the board to preside at the meeting. The secretary of the council shall act as the secretary at all meetings. In the event of the absence or inability of the secretary to serve, the presiding officer shall appoint an acting secretary for the meeting.

ARTICLE V: BOARD OF DIRECTORS

Section 1. General Powers: The affairs of the Council shall be managed by the Board of Directors.

Section 2. Number, Tenure and Qualifications: The Board of Directors shall be twelve (12) in number and shall be members of the Council. All Directors shall be elected for a three (3) years.

Section 3. Vacancies: A vacancy in the board shall be filled by the vote of the remaining directors. Each director so elected shall hold office until the next annual meeting at which time a director shall be elected to complete the unexpired term of the vacant office.

Section 4. Removal: Any director may be removed from office by a three fourths (3/4) vote in person of other members of the board at any meeting of the board, regular or special. Any director may be removed for missing two consecutive meetings of the board of directors. Termination of membership in the Council shall also terminate the service of a member of the Board of Directors.

Section 5. Any director that cannot attend a meeting can submit a letter requesting an excused absence approval by the board of directors.

Section 6. Salaries: Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any director from serving the Council in any other capacity and receiving compensation therefore.

ARTICLE VI: OFFICERS

Section 1. Officers: The officers of the Council shall be, a president, a vice president, a secretary, a treasurer and any such other officers as may be elected in accordance with the provisions of this article, who shall be members of the Board of Directors. The Board of Directors may elect or appoint such other officers as it shall deem desirable. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and term of Office: The officers of the Council shall be elected annually by Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and qualified.

Section 3. Removal : Any officer elected or appointed by the Board of Directors may be removed by two thirds (2/3) majority by the Board of Directors whenever in its judgment the best interests of the Council would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer removed.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled from the Board of Directors for the unexpired portion of the term.

Section 5. Powers of the president: The president shall be the principal executive officer of the Council and shall in general supervise all of the business and affairs of the Council. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with secretary or any other proper officer of the Council authorized by the Board of Directors, any deeds, mortgages, bonds, contract or instruments which the Board of Directors has authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the council; and in general he shall 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.

Section 6. Powers of the vice president: In the absence of the president or in the event of the president's inability or refusal to act the vice president shall perform the duties of the president and when so acting shall have all the powers of the president and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 7. Powers of the treasurer: If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of duties with such surety or sureties as the Board of Directors shall determine. The treasurer shall have and custody of and be responsible for all funds and securities of the Council; receive and give receipts for monies due and payable to the Council from any source whatsoever, and deposit all such monies in the name of the Council in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 8. Powers of the secretary: The secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the bylaws or as required by law; be custodian of the corporate records and of the seal of the Council and see that the seal of the Council is affixed to all documents, the execution of which on behalf of the Council under its seal is duly authorized in accordance with the provisions of the bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by each member; and in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

ARTICLE VII: COMMITTEES

Section 1. Committees of the Directors: The Board of Directors by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall have as members, two or more directors, which committees, to the extent provided in said resolution shall aid and assist the officers of the Council to implement the intents and purposes as set forth in the Articles of Incorporation of the South Dakota Horse Council, Inc. Except as otherwise provided in such resolution, members of the Council and the president of the Council shall appoint the members thereof. Any member thereof may be removed by the person or person authorized to appoint such member whenever in their judgment the best interests of the Council would be served by such removal.

Section 2. Term of Office: Each member of a committee shall continue as such until the next annual meeting of the members of the Council and until his successor is appointed, unless the committee shall be terminated, or unless such member be removed from the such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairman: One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 4. 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.

Section 5. Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a quorum shall be the members of the committee that are present at a meeting. The members that are present shall be the act of the committee.

ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Council, 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 the council, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts or Orders: All such checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council, shall be signed by such officer or officers, agent or agents of the Council, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and counter signed by president or the vice president of the Council or any other member of the Council designated by the Board of Directors.

Section 3. Deposits: All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts: The Board of Directors may accept on behalf of the Council any contribution, gift, bequest or devise for any purpose of the Council.

ARTICLE IX: COMPENSATION REIMBURSEMENT

Although no dividends and no part of the income or profits of the corporation shall be distributed to its members, directors or officers, the corporation may pay compensation in a reasonable amount to its members, directors, officers or employees for services rendered, and may confer such other benefits upon its members in conformity with its purposes, as fixed by the Board of Directors.

ARTICLE X: FISCAL YEAR

The fiscal year of the council shall begin on the First of July and end on the 30th of June..

ARTICLE XI: SEAL

The Board of Directors shall provide a corporate seal, which shall be the same as the seal imprinted upon the last page of these bylaws.

ARTICLE XII: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the South Dakota Non-Profit Corporate Code or under the provisions of the Articles of Incorporation or the bylaws of the Council, a waiver thereof in writing signed by the person entitled to such notice, whether given before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII: CERTIFICATE OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates of membership in the Council, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively

numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Council. 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 Directors may determine.

ARTICLE XIV: AMENDMENTS

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by the majority of the directors present at any regular meeting or at any special meeting, if proper written notice is given of intention to alter or amend or repeal or adopt new bylaws at such meeting.

ARTICLE XV: LOANS

No loans shall be made by the Council to its directors or officers. Any director or officer who consents to or participates in the making of such loan shall be liable to the Council for the amount of said loan until repayment thereof.