

ARTICLE ONE
OFFICES

The principal office of the Corporation shall be at such place in the State of Missouri as the Board of Directors may from time to time determine by resolution. It may have such other offices, either within or without the State of Missouri, as may from time to time be authorized by the Board of Directors.

up arrow

ARTICLE TWO
MEMBERS

Section 1. ELECTION OF MEMBERS.

Any person interested in becoming a member of the Corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the Secretary of the corporation. On approval of his or her application by the Board of Directors and payment of the required dues, the applicant shall become a member of the Corporation. Any applicant who has been disapproved by the Board of Directors may request reconsideration according to such procedure as may be established by the Board of Directors. Memberships consist of either Family, Adult or Junior (an individual under the age of 18). Memberships are valid December 1 - November 30. Memberships bought after October 1 will be applied toward the following year.

Section 2. VOTING RIGHTS.

Each member shall be entitled to one (1) vote on all matters required by law on any amendment to the Corporation's Articles of Incorporation and on any business coming before the membership for vote at a duly constituted meeting of the membership where a quorum of the membership is present. Family memberships shall entitle the family to one vote as a family unit. A Junior membership is not a voting membership. Members shall also have the right to vote for Board of Director seats to be filled at any meeting called for that purpose

Section 3. PROXIES

Members are entitled to vote by proxy. A proxy shall be in writing and shall be removable at the pleasure of the Member executing it. Unless the duration of the proxy is specified, it shall be invalid after 11 months from the date of its execution.

Section 4. QUORUM.

A quorum at any meeting of the membership shall be twenty-five (25%) percent of the Corporation's Members present in person or by proxy.

Section 5. PLACE.

The annual meeting of membership will be held on the first or second Saturday of January at such suitable place as the Board of Directors may announce. The annual meeting of the membership will be held immediately after the annual meeting of the sitting Board of Directors.

The annual meeting of the Members will be to announce the results of the vote for new Directors and for receiving annual reports of officers, boards and committees. Directors will assume their directorship upon completion of the annual meeting of the Board of Directors.

Section 6. TERMINATION OF MEMBERSHIP.

The Board of Directors, by affirmative vote of three-fifths (3/5) of all of the members of the Board, may suspend or expel a Member after an appropriate hearing, and, by a majority vote of Board members, may terminate the membership of any Member who becomes ineligible for membership due to violation of the rules of the Corporation, or the Board feels the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 7. RESIGNATION.

Any Member may resign by filing a written resignation with the Secretary.

Section 8. REINSTATEMENT.

On written request signed by a former Member and filed with the Secretary, the Board of Directors, by the affirmative vote of three fifths (3/5) of the Members of the Board, may reinstate such former Member to membership on such terms as the Board of Directors may deem appropriate.

Section 9. HONORARY MEMBERS.

The Board of Directors may, at its discretion, elect any person as an Honorary Member. Honorary Members shall be exempt from dues and shall not have the right to vote or hold office.

up arrow

ARTICLE THREE

BOARD OF DIRECTORS

Section 1. GENERAL POWERS.

The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Missouri but must be a Member in good standing of the Corporation. It is recommended that Directors also be Regular members of USEF or USHJA.

Section 2. VOTING RIGHTS.

Each Director shall be entitled to one (1) vote on any business coming before the Board at any duly constituted meeting of the board where a quorum is present.

Section 3. QUORUM.

Three or more Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors are present at any meeting, the Directors who are present may adjourn the meeting from time to time without further notice.

Section 4. NUMBER, TENURE, AND QUALIFICATIONS.

There shall be an odd number of Directors of the Corporation, not less than five. Directors shall be elected by the Members by a vote taken in January; the vote will be administered according to the procedures stated in Article 4, Section 1. It is suggested that four Directors be elected to three year terms; one elected to a four year term or five Directors be elected to three year terms, two elected to four year terms. Any person succeeding to the office of a Director shall serve the same term as their predecessor, provided however, that no person may serve as a Director for more than five consecutive

years. During the month of November, should a vacancy be available, the Board of Directors may canvass the membership seeking nominations for candidates for Directors. Canvassing will be administered according to the procedures stated in Article 4, Section 1. Directors will assume their directorship upon completion of the annual meeting of the Board of Directors.

Section 5. ANNUAL MEETINGS.

The annual meeting of the Board of Directors shall be held on the first or second Saturday of January at such suitable place and time as may be selected by the Board and communicated to the membership. The annual meeting of the Board of Directors shall be held immediately prior to the annual meeting of the membership and shall be held for the purposes of transacting business that may come before the meeting.

Section 6. SPECIAL MEETINGS.

Special meetings of the Board of Directors or of the membership may be called by or at the request of the President or any two (2) Directors, or at the written request of a majority of all Corporation members in good standing as of the date of the request. Such special meetings shall be held at such suitable place and time as the Directors may determine. All meetings will have an official agenda which shall be determined by the Directors. Items for the agenda should be received by the President at least five days prior to the date of the meeting if possible. The agenda should be distributed to the Board members at least two days prior to the meeting. It is the responsibility of each Director to notify the Secretary if unable to attend the meeting and to send their report to the meeting to be read by another Director. Meeting minutes should be submitted to all Board members by the Secretary immediately and revised minutes should be sent out to all Board members if necessary. Minutes of the meetings will be approved or disapproved at the next Board meeting. Discussions between Board members outside of a scheduled official Board meeting will not be considered official business. Should a decision need to be made between meetings the request must be submitted to the Board for an impromptu meeting to be conducted via phone or in person.

Section 7. BOARD DECISIONS.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By Laws.

Section 8. VACANCIES.

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by vote of the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 9. COMPENSATION.

Directors shall not receive any compensation, remuneration or benefit for their services. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving commensurate compensation therefore.

Section 10. REMOVAL AND RESIGNATION

Any Director may resign at any time by giving written notice to the Board of Directors, the President or Secretary of the Corporation; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed, with or without cause, by the affirmative vote of a majority of the Members at a meeting of the Members at which a quorum is

present; provided, however that a Director elected by the Members may be removed by the Members only at a meeting called for the purpose of removing the Director and the notice of such meeting shall state the purpose, or one of the purposes, of the meeting is removal of the Director. Any such resignation or removal shall take effect at the time specified therein.

Section 11. PARTICIPATION THROUGH ELECTRONIC COMMUNICATION

Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence at the meeting.

up arrow

ARTICLE FOUR

NOTICE OF MEETINGS

Section 1. NOTICE OF ANNUAL MEETINGS.

Notice of any annual meeting of the Board of Directors and of the membership shall be given not less than thirty (30) days nor more than ninety (90) days prior thereto by written notice delivered personally or sent by mail, facsimile or other form of wire or wireless communication to each Director and Member at his or her business or home address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon pre paid. If notice is given by fax, such notice shall be deemed to be delivered when the confirmation copy so indicates. If notice is given by other form of wire or wireless communication, such notice shall be deemed delivered when sent, and the sender shall maintain a confirmation copy thereof. Any Director or Member may waive notice of any meeting. The attendance of a Director or Member at any meeting shall constitute a waiver of notice of such meeting, except where a Director or Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the annual meeting shall be specified in the notice of such meeting. All Board Members and Members will provide a mailing address, fax number and email address to the Secretary of the Corporation and promptly update that information should a change occur.

Section 2. NOTICE OF SPECIAL MEETINGS.

Notice of special meetings of the Board or of the membership shall be given to the Board or to the membership, depending on the nature of the meeting. Notice shall be given not less than five (5) nor more than (30) days prior to the meeting. Notice shall be governed by the provisions of Section 1 above. Notice to the membership is not required for special Board meetings, except such meetings as are called at the request of a majority of Members under Article Three, Section 6 above.

up arrow

ARTICLE FIVE

PROCEDURE

Section 1. Except as modified herein, all meetings of the Corporation will be conducted in accordance with the latest Edition of Robert's Rules of Order. Article Four, Section 2 notwithstanding, and except for meetings of the Board called by a majority of the Members under Article Three, Section 6 above, any action taken by the Board of Directors may be taken without a meeting if all Members of the Board consent in writing and if action so taken is reduced to writing and included with the Corporation's records.

up arrow

ARTICLE SIX

OFFICERS

Section 1. OFFICERS.

The officers of the Corporation shall consist of President, First Vice President, Secretary, Point Secretary, Membership Secretary, Show Membership Secretary and Treasurer, and such other officers as may be elected in accordance with the provisions of this article. They shall be known as the Executive Committee. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. 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 Corporation shall be elected by the Board of Directors for such terms (not to exceed three consecutive years) as the Board may designate. Each officer shall hold office until his or her successor has been duly elected and qualifies. Officers must be Members in good standing of the Corporation and it is recommended they also be Regular members of USEF or USHJA.

Section 3. REMOVAL.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. VACANCIES.

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

Section 5. POWERS AND DUTIES.

In addition to the following specified duties, the several officers shall have such powers and shall perform such duties as may from time to time be specified in resolution or other directives of the Board of Directors. All officers will act in the best interests of the corporation at all times.

PRESIDENT: The President shall be the chief executive officer and shall have powers as usually devolve upon that office. The President shall preside at all meetings of the Board of Directors and committees and shall be ex officio a member of all committees.

VICE PRESIDENT: The Vice President shall act as chief executive officer in the absence of the President, and, when so acting, shall have all the power and authority of the President. Further the Vice President shall have such other and further duties as may from time to time be assigned by the Board of Directors.

SECRETARY: The Secretary shall keep the records of all the meetings of the Board of Directors and the Executive Committee. He or she shall have charge of the charter, certificates, and records of the group, and all notices of the meetings shall be sent out in his or her name.

POINT SECRETARY: The Point Secretary shall keep the records of points for all members for each show year and compute the annual final standings from the results submitted by the proper authorities of each member show. Remuneration: \$300.00 annually.

MEMBERSHIP SECRETARY: The Membership Secretary shall keep the records of Membership applications and mail out applications as needed.

SHOW MEMBERSHIP SECRETARY: The Show Membership Secretary shall keep the records of the show membership applications and mail out applications and mailing labels as needed.

TREASURER: The Treasurer shall have charge of the financial affairs of

the Corporation, subject in all matters relating thereto to the control of the Board of Directors and as otherwise provided in these By Laws. The Treasurer shall keep, or cause to be kept, regular and faithful accounts in proper books of all monies and securities that may come into his or her hands and of all receipts and expenditures connected with the same. On his or her books there shall be kept a clear statement of the purposes and conditions relating to each Trust Fund or Fund received for designated purposes. His or her books and accounts at all times shall be open to the inspection of any Member of the Board of Directors. At the expiration of his or her term of office, the Treasurer shall account to and make a proper settlement with and turn over his other books as Treasurer to his or her successor and such settlement shall be subject to the approval of the Board of Directors or the Executive Committee, and the fact that such settlement has been made shall be reported at the next meeting of the Board of Directors and noted on its records. The Treasurer shall prepare all governmental reports as necessary, i.e. payroll, and shall forward all such reports in a timely manner to the President (when accompanying disbursements are required) or shall be responsible to submit to the appropriate governmental office if no such disbursements are necessary.

up arrow

ARTICLE SEVEN COMMITTEES

Section 1. COMMITTEES OF DIRECTORS.

Except for the Executive Committee, there shall be no standing committees, but the President shall have the privilege of appointing special committees for the purpose of expediting specific functions of the Corporation. One (1) Director must be a Member of such committee and Members of such committees must be Members of the corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on him or her by law.

up arrow

ARTICLE EIGHT CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. CONTRACTS.

The Board of Directors may ratify or authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by these By Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general. No Member has the authority to bind the Corporation except as may be approved in advance or ratified by the Board of Directors.

Section 2. CHECKS, DRAFTS, OR ORDERS.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation over One Thousand Dollars (\$1,000.00) shall be signed by two (2) officers of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. DEPOSITS.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation 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 Corporation any contribution, gift, bequest, or

devise for any purpose of the Corporation.

up arrow

ARTICLE NINE

BOOKS AND RECORDS

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 Directors, and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member for any proper purpose at any reasonable time.

up arrow

ARTICLE TEN

FISCAL YEAR

The Corporation's fiscal year for accounting and other purposes shall be from December 1 through November 30.

ARTICLE ELEVEN

DUES

Section 1. ANNUAL DUES.

The Board of Directors shall determine from time to time the amount of annual dues payable to the Corporation by Members, and shall give appropriate notice to the members by publication in a newsletter, notice or on the website.

Section 2. PAYMENT OF DUES.

Dues from new Members shall be accepted any time during the year: however, membership dues and horse nominations received after March 1 will receive points from the date of nomination only.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP.

Renewing Members whose dues have not been received by January 1 may thereupon be terminated by the Board of Directors as provided herein above.

up arrow

ARTICLE TWELVE

WEBSITE

Section 1. The official website of the Corporation shall be www.MOHJO.org or such other site as the Board of Directors shall approve. Its upkeep shall adhere to a budget determined by the Executive Committee.

up arrow

ARTICLE THIRTEEN

NONDISCRIMINATION

The Corporation hereby formally adopts a policy of nondiscrimination in every aspect of its existence and operations. There shall be no discrimination against any person by reason of race, religion, age, handicap, disability, sex or national origin with respect to employment, Board membership or any other act of the Corporation

up arrow

ARTICLE FOURTEEN

PURPOSE

The purposes of the Corporation shall be those nonprofit purposes stated in the Articles of Incorporation, as they may be amended from time to time.

up arrow

ARTICLE FIFTEEN

LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Fourteen hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of 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 (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

up arrow

ARTICLE SIXTEEN

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine, specifically, Longmeadow Rescue Ranch of the Missouri Humane Society. Any such assets not so 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, as said court shall determine, which are organized and operated exclusively for such purposes.

up arrow

ARTICLE SEVENTEEN

AMENDMENT

These By-laws may be amended or modified by the written consent of three-fifths of the Board of Directors at a duly called annual or special meeting.

up arrow

ARTICLE EIGHTEEN

INDEMNIFICATION

Each person who is or was a Director or officer of the Corporation, including the heirs, executors, administrators, or estate of such person, shall be indemnified by the Corporation to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses, including attorney

fees, incurred as a result of any claim arising in connection with such person's conduct in his or her capacity, or in connection with his or her status, as a Director officer of the Corporation. The indemnification provided by this By-law provision shall not be exclusive of any other rights to which he or she may be entitled under any other By-laws or agreement, vote of disinterested Directors, or otherwise, and shall not limit in any way any right that the Corporation may have to make different or further indemnification with respect to the same or different person or classes of persons.