

**BYLAWS OF**  
**EASTERN UPPER PENINSULA HORSEMAN'S ASSOCIATION**

**ARTICLE I**  
**OFFICES and PURPOSES**

- 1.01 *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.
- 1.02 *Purposes.* To promote social connection and positive experiences among its horse community membership in the Upper Peninsula of Michigan through shows, clinics and social gatherings; To be organized and operate as a social and recreation club within the meaning of Section 501(c)(7) of the Internal Revenue Code

**ARTICLE II**  
**MEMBERS**

2.01 *Eligibility for Membership.* To be eligible for membership in the corporation, an individual must satisfy the following requirements: (1) Be an individual (not an organization or corporation); (2) Support the purposes for which this corporation was formed; (3) Pay club dues and fees when due.

Eastern Upper Peninsula Horseman's Association does not discriminate on the grounds of religion, race, color, or national or ethnic origins.

2.02 *Membership Dues.* The board of directors shall establish the initial and annual dues for membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the board of directors.

Current membership fees are: \$15.00 per single membership and \$1.00 per child membership with the purchase of a single membership.

All members must be paid members and must have reached eighteen (18) years of age to be entitled to vote.

A member of Eastern Upper Peninsula Horseman's Association may be awarded a life membership upon the vote of the Board of Directors. Consideration is to be based on length of membership and involvement in Eastern Upper Peninsula Horseman's Association.

2.03 *Termination of Membership.* Membership shall run on a calendar year basis and shall be renewed annually. Membership may be terminated by the board of directors on the occurrence of any of the following events:

(a) Failure to pay dues within 90 days after written notice of payment due.

(b) Failure to satisfy the requirements of section 2.01 of this article.

2.04 *Annual Meeting.* The annual meeting of the members shall be held in January. At each annual meeting, directors shall be elected and any other business shall be transacted that may come before the meeting.

2.05 *Special Meetings.* Special meetings of the members may be called by the board of directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 10 percent of the members.

2.06 *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 meeting.

2.07 *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 electronic mail, or by mail 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.

2.08 *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 meeting, nor more than 60 days before any other action.

2.09 *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.

2.10 *Quorum.* Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represented 30% of the

members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

2.11 *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.

2.12 *Voting.* Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election.

2.13 *Meeting by Telephone or Similar Equipment.* A member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

### ARTICLE III BOARD

3.01 *General Powers.* The business, property, and affairs of the corporation shall be managed by the board of directors.

3.02 *Number.* There shall be 8 directors on the board.

3.03 *Tenure.* Directors shall be elected at each annual membership meeting to hold office for a term of one year, or until the director's successor is elected and qualified, or until the director's death, resignation, or removal.

3.04 *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 3.06 of the bylaws.

3.05 *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.

3.06 *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 proper action of the members. Each person so elected shall be a director for a term of office continuing until the next election of directors by the members.

3.07 *Annual Meeting.* An annual meeting shall be held each year in August 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.

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

3.09 *Special Meetings.* Special meetings of the board may be called by the president 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 special meetings shall be given to each director in any manner at least three days before the meeting.

3.10 *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.

3.11 *Waiver of Notice.* The attendance of a director at a board meeting shall constitute a 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.

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

3.13 *Quorum.* A majority 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 shall constitute authorized actions of the board.

3.14 *Consent to Corporate Actions.* Any action required or permitted to be 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 shall be filed with the minutes of the board's proceeding.

#### ARTICLE IV COMMITTEES

4.01 *General Powers.* The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs to the extent provided by resolution of the board. However, no committee shall have the power to

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the corporation;
- (d) fill vacancies on the board; or
- (e) fix compensation of the directors for serving on the board or on a committee.
- (f) recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets;
- (g) recommend to the members a dissolution of the corporation or a revocation of a dissolution; or
- (h) terminate memberships.

4.02 *Meetings.* Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

4.03 *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

## ARTICLE V OFFICERS

5.01 *Number.* The officers of the corporation shall be elected annually by membership. The officers shall be a president, a vice president, a secretary, and a

treasurer. There shall be four Trustees elected annually by membership. The president shall be a voting member of the board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers.

5.02 *Term of Office.* Each officer shall hold office for the term elected. 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.

5.03 *Removal.* An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

5.04 *Vacancies.* A vacancy in any office for any reason may be filled by the Board.

5.05 *President.* The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the corporation.

5.06 *Vice President.* The vice president, if any, shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.

5.07 *Secretary.* The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each member or director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each member, officer and director; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

5.08 *Treasurer.* The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board; (d)

complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

#### *5.09 Continuity Fund*

This fund was created to provide operational monies now and in the future years. The interest earned from the investment of this fund shall be deposited in the general fund each year after that year's election of officers and before that year's audit. The principal amount is to be invested in a secured interest earning account or certificate of deposits. The initial amount establishing this fund was \$20,000, and additional amount of \$15,000 was added bringing the total to \$35,000 as per by-law change 3/6/91. Additional monies may be added to this fund in an amount voted on and passed at the annual election meeting each year. Once voted into this fund, the principal amount may only be released back into this general fund by a majority vote of members that have attended 50% of the meetings in the previous twelve (12) months. The Executive Committee by unanimous vote of its members approve a vote from a member not meeting the qualifying attendance rule and accept that vote at a meeting or by mail if opened at voting time. Three members shall be elected to serve as Continuity Fund Trustees, with each trustee serving a five (5) year term. The first election to place one each to a five-year, four-year, three-year term. When the three-year term ends, a trustee will be elected to a five-year term. The same occurs at the end of the four- and five-year term.

To be eligible to serve as a continuity fund trustee, that person must have been an EUPHA member in good standing for five (5) years. A continuity fund trustee may serve more than one term as a trustee and hold any other elected office while serving as a trustee. Should a trustee not be able to serve the full term of office, the vacancy will be announced at the next general meeting and a replacement trustee elected to serve the remainder of that term of office at the following general meeting.

It is the Trustees responsibility to invest the monies, transfer the interest each year to the General Fund after that year's election of officers and before that year's audit and not to release any part of the principal fund except and only when rules to change the EUPHA By-Laws have been honored and so recorded in the official minutes of a bona fide meeting. Should EUPHA become inactive and all provision of the By-Laws have been met in trying to get the Association functioning, and the Association is still inactive, it shall be the Continuity Fund Trustees duty to pass these monies on to a legitimate non-profit organization or scholarship fund after all the Associations honest obligations have been paid.

Each of the three (3) Trustees will be listed on and eligible to execute any investments, bank account, and reports of the Continuity Fund with two (2) of the three (3) signatures required on all documents. The Trustees may maintain an EUPHA savings accounts in their names at a local financial institution for their use to deposit the earnings of this investment. The investment papers will be kept in the EUPHA safety deposit box and the Trustees will designate one of its members to be responsible for one of the EUPHA deposit box keys and the President shall hold the second key. The deposit box rental fee is paid from the EUPHA general fund.

When a change to the investment is needed, either due to its maturity or a change that will be more beneficial to EUPHA, the Trustees will notify the executive committee for any input that they may have regarding the proposed change. The three (3) continuity fund trustees will make the final decision. A complete written report of the action taken will be submitted to the EUPHA Executive Committee within ten (10) days of such action.

## ARTICLE VI CORPORATE DOCUMENT PROCEDURE

No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

## ARTICLE VII INDEMNIFICATION

*7.01 Indemnification.* Corporation shall indemnify, to the fullest extent permitted by applicable law, a person who is or was made or threatened to be made a party to any legal action (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director, officer, employee or nondirector volunteer of Corporation, against expenses, including attorney fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the legal action, upon a finding that the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of Corporation, and regarding a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of a legal action by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of Corporation, and regarding a criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

*7.02 Indemnification of Agents of the Corporation.* Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any agent of Corporation, who is not otherwise entitled to indemnification under Section 10.1, to the fullest extent of the provisions of this Article X with respect to the indemnification and advancement of expenses.

*7.03 Limitation Regarding Tax-Exempt Status and Excess Benefit.* In no case shall Corporation make any payment under Article X that would adversely affect the Corporation' status as an organization described under Section 501(c)(7) of the Code.



7.04 *Former Directors and Officers.* The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

7.05 *Insurance.* The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against liability under this article or the laws of the state of Michigan.

7.06 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change.

#### ARTICLE VIII COMPENSATION

When authorized by the board, a person shall 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 IX FISCAL YEAR

The fiscal year of the corporation shall end on December 31.

#### ARTICLE X AMENDMENTS

An amendment to these bylaws may be made at a meeting of all members, with 10 days' notice and a copy of the proposed amendments. A two-thirds majority of the members present at the meeting is required to pass any amendment.

Adopted by the Board on the 18th day of March, 2023.

  
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Carie Decker - Treasurer