

MAYPORT ARENA ASSOCIATION

The name of this horse organization shall be MayPort Arena Association. It shall at all-time be operated and conducted as a not for profit horse club organization in accordance to the laws of the United States of America and the State of North Dakota providing for such organizations and by which it shall acquire all rights as granted to organizations of this kind.

ARTICLE II – PURPOSE

The purpose of MayPort Arena Association is to develop interest in, and promote the equine industry and equine activities; to develop and promote good fellowship and sportsmanship between members of MPAA (Mayport Arena Association) and other affiliated clubs as well as among other people and organizations; to encourage excellence in the breeding, training, and exhibition of good quality horses; to cooperate with all equine breeding registries, and to preserve the health and welfare of the horse.

ARTICLE III – PLACE OF BUSINESS

The principal place of business of the MPAA she be located within the county of Traill in the state of North Dakota. The board of directors is hereby granted full power and authority to change the principal office from one location to another within the county of Traill in the state of North Dakota for the convenience of transacting business. Business may be conducted or carried on within the established boundaries of the county of Traill in the state of North Dakota, at any place convenient to such officials as may be participating.

ARTICLE IV – MEMBERS

Section 501. Eligibility

Membership is open to all persons who are interested in the equine industry, equine activities, and the organization. Members in good standing are those persons who have applied for membership in the MPAA and who are not in arrears in the payment of their dues as set forth herein.

Section 502. Classes of Members

There shall be four classes of members. 1) An individual membership shall consist of a single individual. 2) A family membership she consist of two adults living in a common household, or one or more adults with children under the age of eighteen (18) years. 3) An organization of membership which is another club or association affiliated with horses. 4) A guest membership shall consist of a \$5 daily fee when participating as a guest of a family or individual membership in good standing

Section 503. New Members

Application of membership shall provide the name of the applicant and the type of membership sought. An application for family membership shall include the names of the adults living in the common household, together with the names and dates of birth of all dependent children to be included in the membership. All membership applications shall be accompanied by the appropriate membership fee and shall be submitted to the Secretary of MayPort Arena Association.

Section 504. Renewal Membership

Membership in MPAA shall be renewed annually by submitting completed membership form and the appropriate dues and/or fees in these by-laws.

Section 505. Annual Dues

Each individual or family membership shall pay annual dues to MPAA in such amounts as membership may prescribe. Annual dues shall be due and payable on April 1 of each year. A member whose annual dues have not been paid by June 1 shall automatically be dropped from membership and shall no longer participate or be able to participate in a vote on all MPAA matters. New members joining for the first time may participate in and vote on all MPAA matters for the year that their membership applies. The amount of the dues will be levied in the standing rules.

Section 506. Reinstatement of Membership

Any member seeking reinstatement of membership shall complete an application for membership which shall be submitted, along with the appropriate membership fee, to the Secretary of MPAA.

Section 507. Transferability of Membership

Membership is not transferable or assignable. Failure to make payment of annual dues, as required herein, shall signify termination of membership. The interest of any member in the property or monies of MPAA shall cease with the termination of his/her/their membership. A new member or reinstated member, joining MPAA after April 1 shall automatically be considered to have paid dues for the calendar year.

Section 508. Termination of Membership

Any inhumane treatment to a horse by a member or the club or violation of any town law is subject to a warning, and if necessary a punishment decided by the Board of Directors. The interest of any member in the property or monies of MPAA shall cease with the termination of his/her/their membership.

Section 509. Salaries

There shall be no salaries for any members, director, or officer of MPAA. Compensation for services rendered shall require a two-thirds majority.

ARTICLE V – MEETINGS

Section 601. Membership Meetings

Meetings of the general membership shall be held at the discretion of the officers, with date and location posted on the MayPort Arena Association website and Facebook page. All members in good standing pursuant to the provisions of Section 505 above, may have a voice and participate in all meetings.

Section 602. Special Meetings

- A) Special meetings of the general membership shall be held whenever called at the direction of the president, a majority of the board of directors, or by the Secretary upon written request of fifty-five (55%) of the members entitled to vote with respect to the subject matter set forth in the notice for Special Meeting. Any Special Meeting of the membership shall have all powers of a general membership meeting but may consider or pass on only those matters specified in the notice of the special meeting.
- B) Special meetings of the board of directors shall be held whenever called at the direction of the president or majority of the then members of the board of directors.

- C) A report of the special meeting of the general membership or board of directors shall be published on the MayPort Arena Association website and Facebook page.

Section 603. Notification of Meetings

Notification of meetings shall be deemed delivered when such notice is posted on the MayPort Arena Association website and Facebook page

Section 604. Rules of Order

The MPAA shall govern its procedures by "Roberts Rules of Order" as such rules may be revised for time to time insofar as such rules are not inconsistent or in conflict with these By-Laws or the applicable law of the State of North Dakota.

Section 605. Quorum

At any MPAA meeting of the general membership, duly appointed committees, held in accordance with the foregoing provisions as to notification, a majority of the voting members registered as such meeting shall constitute a quorum for all purposes.

Section 606. Organization

The president, or in his/her absence, any members chosen by the members present shall call a meeting to order, and shall act as chairperson of the meeting. The secretary shall act as secretary at all general membership, board of directors, and specified committee meetings, but in the absence of the secretary, the presiding officer or chairperson may appoint any member to act in that capacity.

Section 607. Voting

In all matters governed by a vote of the members, each member eighteen (18) years of age or older and in good standing shall be entitled to one vote, except a family membership entitled to two votes per family by members 18 years or older.

- A) Absentee or vote by proxy is not allowed in any meeting of MPAA. Voting via live feed is allowed at any MPAA meeting.
- B) The president, secretary, treasurer and directors shall be elected as follows:
 1. A slate of officers and/or board members shall be presented at the March general membership meeting. Additional floor nominations will be accepted at this meeting to be included along with the slate of officers.
 2. The ballot shall be delivered by the secretary to the chairman of the nominating committee, who shall be responsible for the tabulation of the votes. The nominee or nominees, as the case may be, receiving the highest number of votes cast shall be deemed elected.
 3. The installation of newly elected officer/directors shall take place at the April general membership meeting.
- C) A favorable vote of two thirds (2/3) of the registered voting members at a general membership meeting or special meeting shall be required to dissolve the organization. Proposals to dissolve the organization may be acted upon at any regular or special meeting, provided notice of the meeting specifying the purpose of the meeting is posted on the MayPort Arena Association website and Facebook page no less than fifteen (15) days or more than forty-five (45) days prior to the meeting.
 - i. If by chance this not for profit organization dissolves, one or two other pre-existing non-profit organizations will be designated to receive the remaining amount of monies that MPAA has in its checking. The pre-existing not for profit organization will be determined by getting the most votes by the paid

MPAA members. Assets/equipment owned by MPAA will be sold to the highest bidder.

D) A majority of votes cast shall be necessary to the adoption of any other measure.

ARTICLE VI – OFFICERS AND DUTIES

Section 701. Officers

The officers shall be president, secretary, treasurer, and such other officers as may be authorized from time to time by the voting membership. The officers shall be chosen from the voting membership and by ballot as prescribed in these by-laws for term of one (1) year, or until the election and qualification of their successor, by the voting membership. All officers of MPAA shall be installed before the close of business at the April general membership meeting and shall commence official duties that day following the election.

Section 701. Duties

- A) **PRESIDENT** The president shall preside at all meetings of the membership and all meetings of the board of directors, and shall perform all duties incident to this office. The president shall have the power to appoint such committees as deemed necessary for advancement.
- B) **SECRETARY** The secretary shall:
1. Keep the minutes of all meeting of the membership and the board of directors.
 2. Prepare a report of the meeting in a timely fashion such that will be included on the MayPort Arena website or Facebook page.
 3. Report at the next scheduled meeting the MPAA activities and proceedings of each previous meeting.
 4. Maintain MPAA files, including the original articles of incorporation, by-laws, amendments to by-laws, and all minutes and reports of various committee activities. Copies of minutes of membership meetings and board of director meetings shall be available to the general membership on the MayPort Arena Association website and Facebook Page
 5. Receive inquiries for prospective new members. Provide requesting parties with information on MPAA, including an application of MPAA membership, a list of the current year officers and directors of the MPAA and notice of posting on MayPort Arena Association website and Facebook Page. The secretary shall maintain records identifying those making inquiring for further follow-up to encourage membership in MPAA.
- C) **TREASURER** The treasurer shall:
1. Receive all money belonging to the MPAA.
 2. Deposit all MPAA money in a bank checking and/or savings account or accounts selected by the board of directors.
 3. Provide the selected bank with a signature card authorizing checking account drafts to be signed by one signature; authorized signatures being either the president, secretary, or treasurer.
 4. Maintain accounting record of receipts and disbursements as directed by the board of directors.
 5. Disburse MPAA's funds as ordered by the board of directors.
 6. Maintain a logistically ordered file of vouchers and/or receipts for such disbursements.

7. Be prepared to present the current financial condition of MPAA at each general, special, or board meeting and as necessary at committee meetings.
8. Make a detailed annual report upon the financial state of affairs of MPAA.
9. Assist the audit committee with the annual audit of the accounting records.

703. Contracts

The president or such other person authorized by the board of directors shall execute written contracts pertaining to MPAA business on behalf of the organization.

ARTICLE VII – BOARD OF DIRECTORS

Section 801. Directors

The number of directors shall be a minimum of five (5) consisting of the president, secretary, treasurer, and two directors elected from the voting membership, and the immediate past president, if not otherwise a director who will serve as a board member for not more than one year. The immediate past president shall serve as a non-voting director.

A) Election and Duration of Term

1. Directors shall be elected for a period of one (1) year and shall take office following the election
2. The immediate past president shall serve as director, under that title, for not to exceed one (1) year.
3. Officers/Directors may not hold the same office for more than two (2) consecutive terms.

Section 802. Duties

The general supervision and direction of affairs of MPAA shall be vested in the board of directors and they shall audit all bills against the MPAA; fill any and all vacancies which may occur among the officers and directors between annual meetings; and carry on all business and other activities of MPAA subject to general membership knowledge.

Section 803. Telephone/Electronic Meetings

The board of directors may conduct any board meeting by telephone, video conference, or e-mail as provided by law.

Section 804. Attendance

Any director or officer who does not attend a minimum of fifty percent (50%) of the meetings (including conference calls) shall be subject to removal from office by a majority vote of the board of directors.

Section 805. Recall

Directors, including officers, may be recalled by a 2/3 majority vote of the voting members registered at a general or special membership meeting.

ARTICLE VIII – CONSTITUTION

This constitution shall become effective on the date it is approved by the general membership.

ARTICLE IX – AMENDMENT OF BY-LAWS

These by-laws may be amended at any regular meeting of the general membership of MPAA by two-thirds (2/3) vote, provided that written notice of the meeting specifying the purpose of the meeting is posted on the MayPort Arena Association website and Facebook page, no less than fifteen (15) days or more than forty-five (45) days prior to the meeting.

President: Bob Jorger

Vice President: Chuck Hunt

Secretary: Alicia Severson

Treasurer: Karen Eichhorn

Directors: Kelly Domier; Amy Paul; Annette Peterson; Melissa Quern