

## **CONSTITUTION AND BY-LAWS OF HURON RIVER RIDERS, INC.**

The following BY-LAWS are those which govern the operation of the HURON RIVER RIDERS (HRR) as provided under the Articles of Incorporation dated November 1, 1994.

### **ARTICLE I - BOARD OF DIRECTORS**

SECTION 1. POWERS. The affairs of the HRR shall be managed by a BOARD OF DIRECTORS.

SECTION 2. NUMBER, TENURE , AND QUALIFICATIONS. The number of Directors shall not be less than three (3) and not more than five (5.) The term of Office of Directors shall be two years. Directors must be in good standing with the HRR.

SECTION 3. COMPOSITION OF THE BOARD OF DIRECTORS. The Board of Directors shall include the Officers of HRR. The immediate Past President shall serve as a Director for a two-year term.

SECTION 4. SPECIAL MEETINGS. The President may at any time call a Special Meeting of the Board of Directors and shall be required to do so at the request of four (4) Directors.

SECTION 5. QUORUM. Majority of the members of the Board of Directors shall constitute a quorum for the transaction of the business of any meeting of the Board.

SECTION 6. PRESIDING OFFICER. The President of the HRR shall serve as the presiding officer at any meeting of the Board of Directors. In the event of the President's absence from such meeting, the Vice-President shall be the presiding officer pro-tem.

SECTION 7. ELECTION OF DIRECTORS. Directors shall be elected at the Annual Meeting by a majority vote of the membership present. Nominations to fill a vacancy on the Board of Directors may come from the floor at the Annual Meeting.

SECTION 8. SUCCESSIVE TERMS. Directors may be re-elected, but for not more than three (3) consecutive terms.

SECTION 9. VACANCIES. The Directors may fill a vacancy on the Board occurring during the year. Such vacancy may be filled by a majority vote of all the Directors in office at the time of such vote. Such Directors shall serve for the unexpired term of office.

Section 10. COMPENSATION OF DIRECTORS. Directors of HRR shall serve without pay, but shall be entitled to reasonable and necessary compensation for expenses incurred in performance of their duties.

### **ARTICLE II - OFFICERS**

SECTION 1. OFFICERS. The Officers of HRR shall be a President, a Vice-President, a Secretary and a Treasurer.

SECTION 2. ELECTION, TERM OF OFFICE AND QUALIFIICATIONS The officers of HRR shall be elected every other year at the Annual Meeting, by a majority vote of the membership present. Officers

shall serve a two-year term. Only members in good standing may be nominated to serve as officers. The President nominee must have served one year on the Board of Directors.

SECTION 3. SUCCESSIVE TERMS. Any officer of HRR may be re-elected but for not more than three consecutive terms of 2 years each.

SECTION 4. NOMINATION OF OFFICERS. A nominating committee may prepare a slate of officers to be presented to the membership for consideration prior to the meeting at which election of officers will take place. Nominations may also come from the floor at the annual meeting.

SECTION 5. 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 6. PRESIDENT. The President shall be the principal executive officer of HRR and shall preside over all meetings of the Board of Directors and the Annual Meeting and any special meetings of the members and in general shall perform the duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 7. Vice-President. The Vice President shall take over the duties of the President in his absence or at his direction for any reason and shall be responsible for performing any and all duties assigned to him by the President or the Board of Directors. The Vice President shall become President when the office is vacated.

SECTION 8. SECRETARY. The Secretary shall keep minutes of all meetings, receive and have charge of all correspondence, and/or other papers belonging to HRR. The Secretary shall mail all notices of meetings. In the absence of the Secretary, a Secretary Pro-Tem will be appointed by the presiding officer and shall perform the duties of the Secretary.

SECTION 9. TREASURER. The Treasurer shall receive and have charge of all memberships. In the absence of the Treasurer, a Treasurer Pro-Tem may be appointed by the presiding officer and shall perform the duties of the Treasurer. The Treasurer shall receive and have charge of all monies, bills, notes, bank books and financial papers belonging to HRR. He/she shall present a financial report at every meeting and the Annual Financial Report to the membership at the Annual Meeting.

SECTION 10. COMPENSATION OF OFFICERS. Officers of HRR shall serve without pay, but shall be entitled to reimbursement for reasonable and necessary expenses incurred in the performance of their duties on behalf of the association.

### **ARTICLE III - MEMBERS**

SECTION 1. CLASSES OF MEMBERS. HRR shall have four (4) classes of members. The designation of such classes shall be as follows:

(1) Individual Adult Member. Any individual 18 & over whose interest is related or similar to that of the HRR and who pays dues to HRR as prescribed in these bylaws.

(2) Family Member. Any family body of two or more individuals whose interest is related or similar to that of HRR and which pays dues to HRR as prescribed in these bylaws. Each member of a family shall have all rights of an individual member, except only two adults will have voting rights.

(3) Sponsor Member. Any individual or corporation whose interest is related or similar to that of the HRR but does not actively participate in HRR events and who pays dues to HRR as prescribed in these bylaws.

(4) Honorary Member. Any individual who has been elected by a majority of the membership. An honorary member may be elected for life, but without vote, and shall be exempt from payment of dues.

SECTION 2. ANNUAL DUES. Annual dues shall be set by the Board of Directors for each membership class at the Annual Meeting with the consent of the majority of members present.

SECTION 3. NEW MEMBERS. New members may make application at any time for membership in HRR by submitting an application form to the Treasurer and remitting the appropriate membership fee.

SECTION 4. RENEWAL MEMBERS. Renewal members are considered not in good standing until they have paid their dues for the current year.

SECTION 5. VOTING RIGHTS. Members shall be entitled to vote on election of directors and officers, amendments to the by-laws and to the guidelines and rules of HRR and other matters that come rightfully before the membership of HRR. Only members in good standing are entitled to vote.

#### **ARTICLE IV - MEETINGS OF MEMBERS**

SECTION 1. ANNUAL MEETING. An annual meeting of members shall be held before March 1 of each year. Specific arrangements for the Annual Meeting shall be determined at the last regular meeting of the preceding year.

SECTION 2. NOTICE OF MEETINGS. The Secretary shall distribute notice of meetings to the membership through the Newsletter, if time allows or through telephone or mail to each individual member.

SECTION 3. MANNER OF ACTING. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the membership.

#### **ARTICLE V - COMMITTEES**

SECTION 1. APPOINTMENT OF COMMITTEE MEMBERS. The President shall appoint all committee chairmen and committee members. Only members in good standing may serve on committee.

SECTION 2. VOTING. The vote of the majority of the committee members shall be the act of the committee.

SECTION 3. EX OFFICIO MEMBERS. The President shall be an ex officio member of all committees.

SECTION 4. COMPENSATION OF COMMITTEE MEMBERS. The various committee members shall serve without pay, but will be entitled to reimbursement for reasonable and necessary expenses incurred in the performance of their duties on behalf of the association.

## **ARTICLE VI - NEWSLETTER**

SECTION 1. PURPOSE. HRR shall publish a Newsletter, the primary business of which shall be to inform members of activities relating to the business of HRR.

SECTION 2. FREQUENCY OF PUBLICATION. The Newsletter shall be published as needed.

SECTION 3. NEWSLETTER EDITOR. The President shall appoint a Newsletter editor to carry out the publication of the Newsletter.

SECTION 4. FINANCIAL RESPONSIBILITY. Financial responsibility for publication cost of the HRR Newsletter shall be a function of the Treasurer.

SECTION 5. DISTRIBUTION. The HRR Newsletter shall be distributed to every recorded member of HRR and to such non-members as the President or Board of Directors may designate.

Date approved: February 19, 2004

## **ARTICLES OF INCORPORATION OF HURON RIVER RIDERS, INC.**

KNOW ALL MEN BY THESE PRESENT:

### **ARTICLE I - NAME**

The name of the corporation is HURON RIVER RIDERS, INC. and by such name it shall be known as body corporate and its duration shall be perpetual.

### **ARTICLE II - PURPOSE**

The purposes for which this non-profit corporation, hereinafter called "HRR" are formed:

- A. To promote and encourage the enthusiasm of horse ownership.
- B. To provide informational and educational material relative to horse ownership.
- C. To coordinate the yearly scheduling of TRAIL RIDES AND ACTIVITIES,

### **ARTICLE III - LIMITATIONS**

A. No part of the net earning of the corporation shall inure to the benefit of or be distributable to its members, Directors, 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 distribution in the furtherance of its objects and purposes as herein set forth.

B. The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 c (3) of the Internal Revenue Code of 1954. (or corresponding provisions of any future United States Internal Revenue Law) or by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

C. Upon dissolution, the net assets of the corporation, after payment of all liabilities of the corporation, the association shall be disposed of only for the purposes of the corporation in such manor, or to such organization or organizations organized and operated exclusively for charitable, educational 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 (or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine.

D. If the Directors fail to dispose of all said assets upon dissolution in the manner so provided, the Wayne County Circuit Court shall dispose of them to such charitable, educational or scientific organization as it deems meets the requirements of these purposes.

E. As a means of accomplishing the foregoing purpose, the name of the corporation shall have the following powers:

To accept, acquire, receive, take, hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or degree, or otherwise for any of its objects and purpose, any property, both real and personal, of whatever kind, nature, or description and wherever situated, and it may dispose of same by gift, deed, or in any lawful manner, for the benefit of the corporation, its members, associates, or any other cause or causes of a religious, educational or charitable nature.

#### **ARTICLE IV - ADDRESS**

The address of the registered office and of the registered agent of the corporation in the State of Michigan is:

Linda Black

44038 Burtrig

Belleville, Mi 48111

#### **ARTICLE V - BOARD OF DIRECTORS**

The affairs of R.H.A. shall be under the control and management of a Board of Directors, consisting of not less then three (3) and not more than five (5) persons. The manner in which the Directors are to be elected or appointed shall be as provided in the by-laws. The number of directors constituting the initial Board of Directors of H.R.R.. is three (3) and the names and addresses of the persons who are to serve as the initial Directors are:

#### NAME ADDRESS

Ramon Plock 1485 Oakville Waltz Road

New Boston, Michigan 48164

Cherie Stump 22272 Bell Road

New Boston, Michigan 48164

Linda Black 44038 Burtrig

Belleville, Mi 48111

**ARTICLE VI - MEMBERSHIP**

Membership in the corporation begins and is the manner provided in the by-laws of the corporation, and unless otherwise provided in the by-laws, all rights of a member in the corporation shall cease on termination of his membership.

**ARTICLE VII - LIABILITY**

Members of the corporation shall not be personally liable for any debt or obligation solely by reason of being a member.

**ARTICLE VIII - BY-LAWS**

By-laws may be adopted or amended by majority vote of the members of the corporation upon written notice or as provided in the by-laws of the corporation.

**ARTICLE IX - INCORPORATORS**

The name and address of each incorporator is:

Linda Black

44038 Burtrig

Belleville, Mi 48111

**ARTICLE X - AMENDMENTS**

The Articles of Incorporation of this corporation may be changed by a majority of its members present and voting at a meeting dully called upon notice for the specific purpose of changing the Articles.

In TESTIMONY WHEREOF, witness our hands this the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

STATE OF MICHIGAN

COUNTY OF WAYNE

The foregoing instrument was acknowledged before me by Linda Black this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

My commission expires: \_\_\_\_\_.