

Bylaws of the Upper Peninsula Trail Horse Association

ARTICLE I

NAME AND CORPORATE STRUCTURAL BASIS

1.01 The name of this organization shall be the Upper Peninsula Trail Horse Association (hereafter "Association").

1.02 The Association is organized on a non-stock, directorship basis within the meaning of Section 2202 of the Michigan Nonprofit Corporation Act, as amended.

ARTICLE II

PRINCIPAL OFFICE

2.01 The principal office of the Association shall be located at 18940 County Road 455, Newberry Mi 49868. The principal office shall be the repository of all records, files, papers, and documents pertaining to the business of the Association. The Association may have such other and additional offices as may from time to time be designated by its Board of Directors.

2.02 The registered office of the Association may also be, but need not be, the principal office named above. The registered office shall be maintained in the State of Michigan as required by the Michigan Nonprofit Corporation Act, and the address of such registered and the principal office may be changed from time to time by the Board of Directors.

ARTICLE III

PURPOSE AND POWERS

3.01 The Upper Peninsula Trail Horse Association has been organized for the following purposes:

a. To preserve, protect, improve and expand sustainable horse trails and camping opportunities in the Upper Peninsula of Michigan.

b. To support efforts by like-minded organizations and volunteers and assist them in their efforts to maintain, improve, and expand opportunities for sustainable horse trails, horse campgrounds and other equine related recreational activities throughout the Upper Peninsula of Michigan.

c. To develop and maintain good communication and a working relationship with various land managers and assist them in their efforts to maintain, improve and expand sustainable horse trails and horse camping opportunities throughout the Upper Peninsula of Michigan,

d. To generate revenue that will help preserve, protect, improve, and sustain horse trails, horse campgrounds and other horse trail related activities in the Upper Peninsula of Michigan.

e. To promote horse trails, horse camping, and other equine related recreational activities in the Upper Peninsula of Michigan by providing information to the general public.

f. Said association is organized exclusively for charitable and educational purposes within the meaning of section 501©(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501©(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3.02 Assistance can be given by the Association through seminars, consultation service, correspondence and telephone contact, dissemination of ideas through a newsletter, matching grants, and by providing a forum for the discussion of matters of common interest by and between its members and other similar organizations.

3.03 The Association may participate in a network of cooperation with regional and national organizations with similar purposes.

3.04 In furtherance of the purposes described herein, but not in limitation thereof, the Association shall have the power to accept grants, gifts, and donations, to collect and disseminate statistics and other information, to conduct research, to engage in various fund raising activities, to conduct promotional activities, including advertising and publicity in or by any suitable manner or media, and to hold such property as is necessary to accomplish its purposes.

3.05 Liability: No member of the association will be personally liable for any of the Association's debts, liabilities, or obligations unless the member has agreed in writing to be liable for such debt, liability, or obligation.

ARTICLE IV

MEMBERSHIP; DUES; FISCAL YEAR

4.01 Membership

a. Individual Membership is open to any individual who is eighteen years or older who supports the goals and purposes of the Upper Peninsula Trail Horse Association, and who has completed an application and paid the annual dues as set by the Board of Directors of the Association.

b. Family Membership is open to any family, including dependents under the age of eighteen who support the goals and purposes of the Upper Peninsula Trail Horse Association, and who has completed an application and paid the annual dues as set by the Board of Directors of the Association.

c. Organizational Membership is open to any organization or business who support the goals and purposes of the Upper Peninsula Trail Horse Association, and who has completed an application and paid the annual dues as set by the Board of Directors of the Association.

d. Removal of a member from membership maybe made by a majority vote of the Board of Directors present at any Annual Meeting or at any special meeting the Board of Directors called for that purpose, for conduct reasonably deemed prejudicial to this Association, provided that such member shall have first been served with written notice of the accusations against them, and shall have been given an opportunity to produce their witnesses, if any, and to be heard, at the meeting at which such vote is taken.

e. The Association membership will allow a member in good standing to vote on vacant Director positions on the first meeting of the year, no other voting rights will be given to a member.

4.02 Dues

- a. Dues for membership shall be established by the Board of Directors annually and shall be for a membership year from January 1st to December 31st.
- b. Dues are payable yearly and are nonrefundable. Any member in default of dues shall be suspended from all membership privileges and voting rights. Members in arrears three months after payment is due shall be dropped from membership. A new member application may be submitted with dues included for members to be reinstated.
- c. Members are in good standing when annual dues are paid in full for the current year.

4.03 Fiscal Year. The fiscal year of the Association shall run from January 1 to December 31.

ARTICLE V

DIRECTORS AND OFFICERS

5.01 Board of Directors.

- a. The direction of the Upper Peninsula Trail Horse Association shall be vested in a Board of Directors, who shall be in charge of all business, property, and affairs of the Association. Members of the Board shall serve without compensation but may be reimbursed for actual expenses incurred in the performance of their duties.
- b. Board Membership. The Board of Directors shall consist of a minimum of five (5) and maximum of nine (9) members elected by the general membership at the Annual Meeting. Board members shall serve two (2) year terms, with 3-4 members to be elected in the even numbered years and 2-5 members to be elected in the odd numbered years. Any member in good standing may be considered for a Board position by submitting to the Board in writing their desire twenty (20) or more days prior to the annual meeting. At least one current Board member must support the nomination before the nominee is presented to the general membership for vote at the annual meeting.
- c. Resignation/Vacancies/Removal. A member serving on the Board may resign at any time and a successor shall be appointed by the remaining board members to fill the remainder of the term until the next Annual Meeting. A Board member with more than two (2) unexcused absences per year from Board meetings may be removed from the Board by a majority vote by the board. Any board member may be removed with or without cause by a majority vote by the board. Any removed board member will immediately cease to be a Director of the Board.
- d. Meetings. The Board of Directors shall meet in person or electronically every month at such a day and time as fixed by the Board of Directors, but in no event less than quarterly. A member of the Board may participate in a meeting electronically by means of conference telephone or other means of remote communication of which all persons participating in the meeting can communicate with each other. Participation in a meeting by this method constitutes presence in person at the meeting. Special meetings of the Board of Directors may be called by the President. Board of Directors shall be notified of Board meetings no later than seventy-two (72) hours before any meeting.
- e. Quorum. For the purposes of conducting business, the approval of the majority of the voting Board of Director members present shall constitute a quorum.

f. Action Without a Meeting. Action may be taken by the Board of Directors without a meeting if, before or after the action, all Directors consent to in writing. The written consent will be filed with the minutes of the proceedings of the Board.

5.02 Officers

a. The Board of Directors shall elect a president, vice president, secretary, and treasurer at the first meeting after the Annual Meeting.

b. President. The Association President shall be the principal executive officer and shall be responsible to the Board of Directors for the general supervision of the business of the Association. The President shall preside at all meetings of the Board of Directors and at all meetings of the Association. The President shall appoint committee chairmen and shall be an ex-officio member of all committees. The President shall assume all other duties assigned by the Board of Directors. The President shall keep on file all documents, communications, and other papers relating to the business of the Association. All records shall be transferred to subsequent Association Presidents as duly elected.

c. Vice-President. The Vice President shall, in the absence, resignation, or incapacity of the President, assume the duties of the President and shall assume all other duties assigned by the President or Board of Directors

d. Secretary. The Secretary shall be responsible for the keeping of an accurate record of the minutes of all meetings of the Association and of the Board of Directors. The Secretary shall perform all other duties incidental to the office as assigned by the President or Board of Directors.

e. Treasurer. The Treasurer shall be responsible for the keeping of an accurate record of all financial transactions of the Association, shall authorize and approve the expenditure of the Association funds. The Treasurer shall make monthly reports to the Board and perform other duties incidental to the office as assigned by the President or Board of Directors. If required by the Board of Directors, the Treasurer will give a treasurer surety bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors determines but will be entitled to be reimbursed by the Association for the cost of obtaining such Bond.

f. Other Officers. The Board of Directors may appoint or elect other officers as are deemed necessary in the best interest of the Association. Those officers shall perform the duties assigned to them by the Board of Directors or the President.

g. An officer may hold up to two Officer positions as necessary with the exception of President and Vice President positions concurrently.

ARTICLE VI

COMMITTEES

6.01 The President shall appoint such standing and special committees as the President deems necessary and useful to carry out the purposes of the Association.

6.02 Committees may be either standing (permanent) or temporary and must be made up of at least three (3) members (a chairperson, vice-chairperson, and secretary).

6.03 Each committee will meet as necessary or as directed by the President or the chairperson of the specific committee. The committee secretary will ensure that minutes are recorded for each committee meeting.

ARTICLE VII

GENERAL MEMBERSHIP MEETINGS

7.01 An annual business meeting, Annual Meeting, of the Upper Peninsula Trail Horse Association shall be held in person or electronically on a date and time within March of each year as determined by the Board of Directors. All members in good standing shall be entitled to attend the Annual Meeting and social functions of the Association.

7.02 The Association may in addition sponsor meetings and/or workshops as the Board of Directors from time to time deems desirable.

7.03 A quorum shall be 10% of the members or 50 members that are present and in good standing.

ARTICLE VIII

VOTING RIGHTS

8.01 Members in good standing, voting rights are specifically limited to contested elections of Board of Directors. No member of the Association shall have the right to vote on other business of the Association. This does not affect the rights of the members to vote in their capacity as board members of the Board of Directors.

8.02 At the Annual Meeting, members that are present shall have the right to vote on the election of the new term Board of Director members brought to them by the Board of Directors. An individual member present shall have one vote, a family membership shall have one vote for each member present who is over the age of eighteen, and an organizational/business membership shall have one vote, which shall be submitted by a present designated representative.

ARTICLE IX

CONTRACTS, CHECKS, AND DEPOSITS

9.01 Contract. The Board of Directors of the Upper Peninsula Trail Horse Association may authorize any officer or officers, agent, or agents, of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

9.02 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Upper Peninsula Trail Horse Association, shall be signed by such officer or officers, agent or agents of the Association and Association's Board of Directors.

9.03 Deposits. All funds of the Upper Peninsula Trail Horse Association shall be deposited from time to time, no later than (30) thirty days after receiving funds to the credit of the Association in banks, trust companies, and other depositories as the Board of Directors selects and approves.

9.04 No part of the net earnings of the Upper Peninsula Trail Horse Association will be distributed to, or inure to the benefit of, any Director or Officer of the Association, contributor, or private person.

ARTICLE X

DISSOLUTION

10.01 Upon the dissolution of the Association, 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 Association exclusively for the purposes of the Association in such manner, 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©(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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 Association is then located, exclusively for such purposes or such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

10.02 All activities of the Upper Peninsula Trail Horse Association shall conform to the provisions of the bylaws herein and applicable laws of the State of Michigan and the United States. Any section or provision of these bylaws found to be in conflict with any of the foregoing shall be deemed null and void, but the negation of any such section or provision shall not affect the validity of other sections or provisions.

ARTICLE XI

RESTRICTIONS ON OPERATION

11.01 No part of the assets of the Association shall remit to the benefit of, or be distributable to its members, officers, or other persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes as set forth in Article III herein.

11.02 No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office.

11.03 Notwithstanding any other provisions of these bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501©(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any further United States Internal Revenue Code.)

11.04 Upper Peninsula Trail Horse Association shall not discriminate on the basis of race, age, color, religion, gender, gender expression, sexual orientation or disability.

ARTICLE XII

BYLAWS

12.01 Amendments. Any member may propose amendments to the bylaws provided such proposals are in writing to the Board of Directors. A committee shall be appointed by the President to review proposals and submit its recommendation for adoption, non-adoption, or revision of the proposed amendment. A proposal shall be adopted upon voting approval of a majority of the Board of Directors.

12.02 Interpretation. The Board of Directors' interpretation of the bylaws shall be considered the correct interpretation when reached by majority vote.

12.03 Implementation. These bylaws shall become effective immediately upon adoption.

ARTICLE XIII

INDEMNIFICATION

13.01 Officers and Board members who acted in good faith and in a manner, he or she reasonably believed to be in or not opposed to the best interests of the Association or, in a criminal matter, who had no reasonable cause to believe his or her conduct was unlawful, may be indemnified by the Association to the fullest extent permitted by the corporation laws of the State of Michigan. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Association unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability, but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

13.02 The corporation may grant rights of indemnification for all acts or omissions of a non-director volunteer if all of the following conditions are met: the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority; the volunteer was acting in good faith; the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct; the volunteer's conduct was not an intentional tort; the volunteer's conduct was not a tort arising out of the ownership maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956 P.A. 218, being section 500.3135 of the Michigan Compiled Laws.

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

13.04 The corporation may purchase insurance protecting its officers and directors from civil liability occasioned by their conduct in office.

I certify that these bylaws were approved and adopted by the Upper Peninsula Trail Horse Association on

Dated: May 1, 2024


Terrie Slack, Secretary
Upper Peninsula Trail Horse Association
Board of Directors