

# McHenry County Horse Club, NFP

## ARTICLES OF ASSOCIATION AND RULES

Amended and Restated May 8, 2017

### PREAMBLE

This association is a non-profit 501(c)(7) organization established for the purpose of providing McHenry County area equestrians with continuing education, recreation and the promotion of equestrian interests and activities.

### ARTICLE 1

#### NAME

The name of this association shall be "The McHenry County Horse Club, NFP", hereafter referenced as "MCHC".

### ARTICLE II

#### MEMBERSHIP

**Section 1. Membership.** There are two types of membership in MCHC:

- a) Individual
- b) Family, which consists of no more than 2 adults, any unmarried children under the age of 21 and/or a single parent over the age of 65, who all live at the same residence.

**Section 2. Membership Term.** Membership term is for a single calendar year. Members must reapply for MCHC membership annually.

**Section 3. Eligibility.** To be eligible to be admitted as a member of MCHC, a person must satisfy both of the following requirements:

- a) Shall live in McHenry County or an immediately adjacent county in Illinois or Wisconsin.
- b) Shall be age 18 or over.

**Section 4. Application Process.** Each applicant for membership shall file an application with the MCHC's Secretary in the form prescribed by the Board of Directors. A majority of the Board of Directors shall be required to approve any individual as a member of MCHC.

**Section 5. Termination.** The Board of Directors may, at its option and by a majority vote, terminate a member who does not attend at least one meeting and one MCHC sponsored activity per year. Additionally, any member in MCHC may be suspended or terminated for cause. Sufficient cause of such termination shall be a violation of the Bylaws or any rule or practice of MCHC or any other conduct prejudicial to the best interests of MCHC. Termination shall be by majority vote of the Board of Directors.

**Section 6. Voting rights.** Each member will have a single vote at meetings where membership votes are required.

## **ARTICLE III**

### **MEETINGS**

**Section 1. MCHC Membership Meetings.** MCHC shall have a minimum of five meetings among members per year and other activities for membership as the Board of Directors may direct.

**Section 2. Annual Election Meeting.** One of the MCHC Membership Meetings shall be the Annual Election Meeting. This Annual Election Meeting shall be held in November with electronic notice given to all members at least two weeks prior to the meeting date. At this meeting, the Board positions up for election shall be elected and any other proper business may be transacted.

**Section 3. Board Meetings.** There shall be at least four meetings of the Board each year.

**Section 4. Additional Meetings of the Board.** Additional Meetings may be called when deemed necessary by the President or any four members of the Board. Notice of such Additional Meetings shall be given at least seven days prior to said meeting. Those Board Members who are initiating the event will determine the time and venue for the meeting.

#### **Section 5. Quorum and Majority Approval.**

- a) Board Meetings and Additional Board Meetings. A majority of the Board of Director's members (no less than five) shall constitute a quorum for Board Meetings and Additional Meetings.
- b) MCHC Membership Meetings and Annual Election Meetings. The MCHC members in attendance shall constitute a quorum for matters voted upon by members at MCHC Membership and Annual Election Meetings. A simple majority of those present at the above meetings is required to take action on behalf of MCHC except for the requirement established by Article XII, Section 2.

**Section 6. Notice.** Except as otherwise specified herein, members shall be given ten days notice of meetings at which a vote will be taken.

**Section 7. Teleconferences.** Regular meetings of the Board and any committee designated by the Board may take any permitted action through the use of telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**Section 8. Rules of Order.** Roberts Rules of Order, or any other set of Rules of Order duly adopted by a majority of the Board, shall govern parliamentary procedure at all MCHC meetings.

## ARTICLE IV

### BOARD OF DIRECTORS

**Section 1. Board Members.** There shall be eight board members. Among these members, the officers of MCHC shall be the President, Vice President, Secretary and Treasurer. The President's position requires serving on the board of directors for a minimum of 1 year prior to being eligible to be elected President.

**Section 2. Management and Communication.** The properties, business and activities of MCHC shall be managed by the Board of Directors. The Board of Directors will control access to and the content of all media and communications established under MCHC's name.

**Section 3. President.** The duties and responsibilities of the President shall be:

- a) Preside over all meetings of Members and of the Board of Directors,
- b) Sign along with the Secretary or the Treasurer, all contracts and obligations of MCHC,
- c) Be an ex-officio member of all committees,
- d) Act as the MCHC spokesperson to the press and governmental bodies,
- e) Shall oversee with the assistance of the entire board of directors, the selection of appropriate topics and obtaining speakers of suitable caliber for MCHC Membership Meetings,
- f) Oversee the selection of suitable times and locations and making arrangements for MCHC Membership Meetings and events,
- g) Establish with the approval of the Board of Directors, committees to carry out the programming of MCHC activities,
- h) Be responsible for the dissemination of MCHC communications to the general public and the media,
- i) Carry out and perform such other duties as the Board of Directors may assign,
- j) The President shall transfer all files, legal papers, electronic records and logon information and passwords to the successor President no later than January 15 following the expiration of the President's term of office.

**Section 4. Vice President.** The Vice President shall carry out the duties of the President in his or her absence and carry out and perform such other duties as the Board of Directors may assign. The Vice President shall transfer all files, legal papers, electronic records and logon information and passwords to the successor President no later than January 15 following the expiration of the Vice President's term of office.

**Section 5. Secretary.** The duties and responsibilities of the Secretary shall be:

- a) Keeping accurate records and prepare minutes of all Board of Director Meetings, Additional Meetings, MCHC Membership Meetings and the Annual Election Meeting.
- b) Keep attendance records and tally votes of Board of Director and all other Membership meetings.

- c) Shall receive applications for membership, make investigations as to the eligibility of applicants and report thereon to the Board of Directors, and maintain accurate records regarding the membership of MCHC.
- d) Maintain all files, legal papers and electronic records and a Master List of all user names and passwords used for operation and management of MCHC.
- e) The Secretary shall transfer all files, legal papers, electronic records and logon information and passwords to the successor Secretary no later than January 15 following the expiration of the Secretary's term of office.

**Section 6. Treasurer.** The Treasurer shall be responsible for the financial affairs of MCHC including the following:

- a) The collection of all dues and such other charges as may be assessed upon the Membership by the Board of Directors,
- b) The payment of bills and other obligations of MCHC upon approval of the Board of Directors. All checks will be signed by either the Treasurer or the President,
- c) File appropriate reports and returns with Governmental authorities,
- d) Obtain bids for insurance for presentation to the Board of Directors,
- e) Prepare and submit monthly financial reports to the Members and such other financial reports as requested by the Board of Directors,
- f) Prepare an annual budget for review and approval by the Board of Directors,
- g) The Treasurer shall transfer all files, legal papers, electronic records and logon information and passwords to the successor Treasurer no later than January 15 following the expiration of the Treasurer's term of office.

**Section 7. Special Management.** Board Members who are not officers, from time to time, shall be asked to perform special functions as agreed upon by the whole Board.

**Section 8. Immediate Past President.** The Immediate Past President may remain on the Board in an advisory role for a period of up to one year. The Immediate Past President shall not be a voting member of the Board of Directors.

**Section 9. Interim Board and Committee Decisions.** Any action which may be taken at a meeting of the Board or Board designated committee may be taken without a meeting if a consent in writing or by electronic message, setting forth the action taken, shall be communicated by all of the Board of Directors with respect to the subject matter thereof. Any such consent communicated by all of the Board of Directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors. If the vote taken in this manner is not unanimous, the matter in question will be taken up at the next regularly scheduled Board Meeting.

## ARTICLE V

### ELECTIONS TO THE BOARD

**Section 1. Board Nomination.** Prior to October 15 each year, it shall be the duty of the Board of Directors to appoint a member to accept nominations. No member of the Board of Directors shall hold this position. Two weeks prior to the November Annual Election Meeting, this member shall nominate members for open positions and provide a ballot for the November election.

**Section 2. Board Approval of the Slate.** A majority of the Board of Directors must approve the slate of nominees before the slate is presented to the membership for election. This Board approval may take the form of a vote through electronic messaging.

**Section 3. Removal.** A Board member may be removed by the affirmative vote of a majority of the members whenever, in their judgment, the best interests of MCHC would be served thereby.

**Section 4. Vacancies.** Unexpected vacancies on the Board of Directors shall be filled as determined by the remaining members of the Board of Directors. The term of each Director selected to fill a vacancy shall expire on the date of the next succeeding annual election, at which time MCHC members shall elect a Director.

**Section 5. Term Limits.**

Board members and officers shall serve a single two-year term and may be re-elected for one additional term for a total of four consecutive years of service. After four consecutive years on the Board, a one-year hiatus is required before reapplying except in the case of the President who may serve two additional terms as President for a total of four years, and then the one-year hiatus applies.

## ARTICLE VI

### COMMITTEES

**Section 1. Committees.** The Board of Directors may appoint Committees from time to time to assist in carrying out the functions of MCHC.

**Section 2. Minutes.** Committees will provide minutes of their meetings to the Board of Directors upon request.

## ARTICLE VII

### DUES, ASSESSMENTS AND EXPENSES

**Section 1. Expenses.** Proceeds of Dues, Special Assessments and Fees will be used to fund the expenses related to the activities, property and equipment of MCHC. All MCHC expenses shall be authorized by the Board of Directors or committee chairperson. Expenses shall be substantiated by receipts and submitted to the Board of Directors for approval and payment by the Treasurer.

Expenses must be submitted to the Treasurer within 30 days from the date on which they were incurred. Travel expenses of Board members must be approved by a majority of the Board of Directors. Individual expenses and purchases in excess of \$500 must be approved by members at a MCHC Membership Meeting or Annual Election Meeting.

**Section 2. Dues.** The Board of Directors shall review the amount of dues annually and make recommendations for adjustment at the November Annual Election Meeting. The dues requirement will be communicated via electronic message sent to all members prior to the start of each new fiscal year. On or after September 1, a full year membership will cover the balance of the year and the next full year.

**Section 3. Unpaid Dues and Assessments.** Should dues or assessments of any member remain unpaid for more than 60 days after January 1, the membership involved shall be automatically suspended. Any member thus suspended may be reinstated at the discretion of the Board of Directors upon the payment of all his dues and assessments in arrears.

**Section 4. Special Assessments.** Special Assessments (such as for the purchase of special equipment or professional services etc.) of up to \$20 may be levied upon members of MCHC if approved at a MCHC Membership Meeting or Annual Election Meeting. Members will be notified of the pending vote by electronic message no later than two weeks prior to the meeting at which the vote will be held.

**Section 5. Fees.** The Board of Directors may levy a fee for special events such as Play Days, Christmas Party, and Clinics etc.

## **ARTICLE VIII**

### **FISCAL YEAR**

**Section 1. Fiscal Year.** The fiscal year of MCHC shall begin on January 1 and end on December 31.

## **ARTICLE IX**

### **BOOKS AND RECORDS**

**Section 1. Proper Books and Records.** MCHC shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and any committees having the authority of the Board of Directors.

## **ARTICLE X**

### **INDEMNIFICATION**

**Section 1. Indemnification.** MCHC shall indemnify and hold harmless all current and former officers, directors and committee members of MCHC as well as all current and former members to the full extent permitted by the General Not-For-Profit Corporation Act of the State of Illinois, as amended. MCHC shall purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors of MCHC.

## **ARTICLE XI**

### **PUBLICATION OF MCHC ARTICLES OF ASSOCIATION AND BYLAWS**

**Section 1. Dissemination of MCHC Articles of Association and Bylaws.** The Articles of Association and Bylaws may be taken or transmitted via electronic mail or other electronic media in a form that may not be edited or altered in any manner.

## **ARTICLE XII**

### **AMENDMENTS**

**Section 1. Amendment Proposal.** Amendments to the Articles of Association may be proposed by the Board of Directors. Each proposed amendment shall be published and distributed to all members in written and electronic form along with notice of the date, time and location of the meeting at which the amendment is to be considered.

**Section 2. Supermajority Approval.** At the MCHC Membership Meeting or Annual Election Meeting at which an amendment to the Articles of Association is submitted to a vote, a two-thirds vote, of members at such meeting, in favor of approval shall be necessary to pass each amendment.

**Section 3. Adoption and Amendment of Bylaws.** The Bylaws shall be adopted for the governance of MCHC by a majority of the Board. A majority vote of the Board is required to amend the Bylaws.

## **ARTICLE XIII**

### **DISSOLUTION**

**Section 1. Dissolution.** Upon dissolution of MCHC, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of MCHC, transfer all of the remaining assets of MCHC to a Section 501(c)(3) institution as the Board of Directors shall determine.

## MCHENRY COUNTY HORSE CLUB RULES

(1) The Board of Directors will establish rules for each MCHC sponsored activity. Members and their guests will be required to abide by those rules.

(2) The Board may establish sanctions resulting from violations of the Bylaws and rules by majority vote of the Board's members.

(3) At MCHC events held without horses, members must leave the venue in good order.

(4) At MCHC events held with horses on governmental or private property, members must abide by the rules and regulations established by the governmental unit or respective property owner. Members shall leave the area in good order and remove hay and horse manure before vacating the premises.

(5) At any MCHC event where members are on horse, alcoholic beverages are not permitted.

(6) Members shall be considerate of the safety of others when riding and handling their horses at MCHC sponsored activities.

(7) The Board of Directors will determine if guests may attend a given MCHC event. The Board may charge a fee for guests attending MCHC events. Guests must be accompanied by a Host Member. The Host Member shall enter the names of their Guests on the MCHC Guest Register at the commencement of each activity. The Host Member is responsible for the signature of each guest on the register. The Host Member will also obtain a completed release form from each guest. An adult may attend MCHC events as a guest only twice within a given calendar year. The Host Member shall be responsible for the conduct of their guests and their compliance with MCHC rules and regulations as well as trail etiquette.

(8) All children under age 18 must be supervised by a parent or legal guardian. MCHC is not responsible for the safety or welfare of children at MCHC meetings and events. The Board may exclude children from any MCHC event or meeting. Any Board Member may request that a child leave a MCHC event or activity at any time without explanation or cause. There is no redress to such Board Member's decision.