

**BY-LAWS OF
UPPER MIDWEST ENDURANCE AND COMPETITIVE RIDES ASSOCIATION, INC.**

A non-profit corporation duly organized under the Laws of the State of Minnesota
The original copy of these By-Laws dated 1986 and the Articles of Incorporation are to be found in
Volume I (1973-1989) of the UMECRA minutes
Amended January 18, 1997, January 26, 2002, January 15, 2006, January 20, 2007, January 25, 2009

**ARTICLE I
OFFICES**

Section 1. For purposes of notice and/or publication or service of documents or legal notices; either governmental, administrative, legislative or judicial, the Registered Office of the Corporation shall be c/o Arthur W. Priesz, Jr., Attorney at Law, 1824 – 320th Street, in the City of Ivanhoe, County of Lincoln, State of Minnesota, 56142, and the Corporation shall have other such places as the Board of Directors may from time to time determine. (1/26/02 & January 15, 2006.)

**ARTICLE II
PLACE AND TIME OF MEETINGS**

Section 1. PLACE. All meetings shall be held in the city of Minneapolis, or at such other locations as are designated in the Notice of Meeting.

Section 2. TIME. An annual meeting shall be held in January of each year commencing in 1986. Election of directors and other general business shall be transacted at such meeting. The first election of directors shall be at the Annual Meeting of the corporation in 1986, with the present board, as provided in the Articles of Incorporation, serving until that time.

NOTICE OF MEETINGS

Section 3. ANNUAL MEETINGS. Written notice of the Annual Meeting shall be published in a report to the members at least five days prior to the meeting.

Section 4. SPECIAL MEETINGS. Written notice of a Special Meeting of the corporation stating the time, place and object thereof shall be published in a report to the members at least five days before such meeting. Special Meetings of the Corporation may be called at any time upon request of the president, vice president, or a majority of the members of the Board of Directors, or upon written request to the president, vice president or the Board of Directors by twenty (20) or more members.

Section 5. QUORUM. The presence in person of twenty (20) or a majority, whichever is the lesser amount, of the delegates to a meeting shall constitute a quorum for the transaction of business. In the absence of a quorum any meeting may be adjourned from time to time. The delegates present at a duly called or held meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. The president, or in his absence, the vice president, or in their absence any other person designated from time to time by a majority of the Board of Directors, shall preside at all Annual or Special meetings.

Section 6. TRANSACTION OF BUSINESS. Business transacted at all Special Meetings shall be confined to the purposes stated in the call to the Special Meeting.

Section 7 DELEGATES. Each manager of an endurance/competitive trail ride shall submit the names of its official voting delegates or its authorized alternate voting delegate(s) to be recorded by the corporate secretary prior to any meeting of members. (See, Article VII, herein.) The corporate officers (excluding Newsletter Editor[s], Points-Keeper, Sanctioning Coordinator, and Webmaster), board members, Veterinary Representative, and Rider Representatives also will serve as voting delegates. However, while they may hold more than one of these positions at a time, they may only cast one vote. Only voting delegates may vote on business presented at a meeting.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. ELECTION OF DIRECTORS. The property and business of the corporation shall be managed by its Board of Directors. Only Delegates may be elected as Officers or as Directors, with the following exceptions: the Board position of Veterinarian Representative will be composed of an endurance or competitive ride veterinarian, and President (see, Article III, Section 5, below.) Authorized alternate voting delegates shall not be eligible for election for the purpose of this section. (1/25/09)

The Board shall not be less than three in number and not more than sixteen. The Board shall consist of a President, Vice-President, Secretary/Treasurer, immediate Past President, two members elected at large, or more as may be determined by majority of the Board of Directors up to a maximum of six, a Veterinarian Representative and four geographic board membership. The Veterinarian Representative will be elected to a two year term commencing at the January 2008 convention. Each state, or foreign country which maintains a minimum of 25 UMECRA memberships (individuals to count as one and families to count as two) and which hosts a minimum of

five sanctioned rides in the preceding season, shall be eligible to have an official delegate from that state or foreign country nominated and elected by the official delegates to the general meeting to a two-year term as geographic board member. If more than four states or foreign countries qualify, the number of rides shall be the first qualifier for determination of which four geographic areas are eligible, followed by the number of memberships within that state or country. If still tied, the state or foreign country with the largest number of rides over the history of UMECRA shall be given priority.

One, two, or three directors at large will be elected each year for two-year terms, to stagger their service, or until their successor shall have been elected at the annual meeting by majority vote of the attending delegates at the convention. Commencing at the 1997 convention, Illinois, Michigan, Wisconsin and Minnesota will initially qualify for geographic board members. Commencing at the 1997 convention, Illinois, Michigan's geographic board members will be elected at the convention, together with one at-large board member. The geographic board positions will be filled for 1997 by current Directors at Large, Monna Radtke and Dianne Kuhn. Their geographic positions will come up for election at the 1998 convention, together with the second at-large board position. The geographic board members will be nominated by delegates from their respective states and elected by the voting delegates at large at the general meeting.

In even numbered years four rider representatives will be elected by the membership for two-year terms. They will have voting rights and any other privileges pertaining to Board membership. (1/26/02) (1-20-07)

Section 2. VACANCIES. Any vacancy occurring on the Board of Directors may be filled by vote of a majority of the remaining directors or by election at a meeting of the corporation. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. If an opening occurs on the Board of Directors because of an election to another position at the annual meeting, an election shall be held at that meeting to fill the unexpired term of the previous office. (1-20-07)

Section 3. MEETINGS AND NOTICE. The Board of Directors shall meet at least once each year immediately prior to the annual meeting of the corporation and at the same place as the annual meeting. No notice either to old or new members of the Board of Directors shall be required for such annual meeting or for any regular meeting of the Directors fixed from time to time by resolution of a majority of the Board of Directors. Other meetings of the Board of Directors may be held upon three days written notice, upon the call of the president or other Director. Notice may be waived in writing before or after the time of such meeting, and attendance of a Director at a meeting shall constitute a waiver of notice thereof. Neither the business to be transacted at, nor the purpose of any meeting need be specified in the notice of such meeting.

Section 4. QUORUM. At all meetings of the Board, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. Provided, however, that if any vacancy(ies) exists for any reason, the remaining Directors shall constitute a quorum for the filling of such vacancy(ies).

Section 5. PRESIDENT.

(a) The President shall be the chief executive officer of the corporation; s/he shall preside at all meetings of the members; s/he shall have general active management of the business of the corporation, and s/he shall see that all orders and resolutions of the Board are carried into effect.

(b) S/he shall execute all bonds, mortgages and other contracts.

(c) S/he shall be ex-officio a member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

(d) To be eligible to be elected, a nominee for President: must be present and a Delegate to the meeting at which the election is held, must be:

1. a current UMECRA Ride Manager or former UMECRA Ride Manager;
2. who has been a UMECRA Ride Manager during at least three (3) seasons in the past five (5) seasons, or who has been a Delegate in the preceding two (2) years. (1/25/09)

Section 6. VICE PRESIDENT. The Vice President shall, in the absence or disability of the president, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Section 7. SECRETARY/TREASURER. The Secretary/Treasurer shall attend all sessions of the Board of Directors and of all meetings of the members and record all votes and the minutes of all proceedings in a book kept for that purpose; and shall perform like duties for the standing committees when required. S/he shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision s/he shall be. S/he shall keep in safe custody the seal of the corporation, if any, and when authorized by the Board, affix the same to any instrument requiring it. S/he shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation and shall deposit all monies, and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designated by the Board of Directors. S/he shall disburse the funds of the corporation as may be ordered by the Board, taking

the proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the board, or whenever they may require it, an account of all her/his transactions as Secretary/Treasurer and of the financial condition of the corporation. S/he shall give the corporation a bond if required by a majority of the Board of Directors, in such amount as they may determine, and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of her/his office, and for the restoration to the corporation in case of her/his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property, of whatever kind in her/his possession or under her/his control belonging to the corporation. Costs of such a bond shall be borne by the corporation.

Section 9. NOTES OR BONDS. None of the officers of said corporation shall sign any notes or bonds for others without first securing the written consent of the other officers of the corporation.

Section 10. VACANCIES. If any office becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Directors then in office, although less than a quorum, by a majority vote, may chose a successor or successors, who shall hold office for the unexpired term of such office.

Section 11. SEAL. The corporation shall have no seal.

Section 12. AUDITNG COMMITTEE. The President may, upon the affirmative action of the Board of Directors, designate two or more persons from the membership of the corporation to constitute an auditing committee, which, to the extent determined by the President, shall have and exercise the authority of the Board of Directors in the auditing of the accounts of the corporation and shall have full access to all books of the corporation in the possession of any of the officers of the corporation. The Secretary/Treasurer shall submit her/his accounts to the auditing committee and any time at their request.

Section 13. ORDER OF BUSINESS. The Board of Directors may from time to time determine the order of business at their meetings. The usual order of business at such meetings shall be as follows:

- (1)The meeting is called to order by the president at the time and on the date of the meeting.
- (2) Roll call-quorum being present, the meeting proceeds with business.
- (3) Reading by secretary of minutes of previous meeting and their consideration and approval.
- (4) Report of officers.
- (5) Report of committees
- (6) Consideration of communications.
- (7) Unfinished business.
- (8) New business.
- (9) Motion to adjourn.

ARTICLE IV POWERS OF DIRECTORS

Section 1. POWERS. In addition to the powers and authorities conferred upon them by these by-laws, the Board of Directors shall have the power to do all lawful acts necessary and expedient to the furtherance of the purposes of this corporation that are not conferred upon the members by these By-laws or by the Articles of Incorporation, or by statute. Such powers shall include, but not be limited to the following: to make such interim rules and the corporation as it may deem reasonable to remove any existing ambiguity, to rule on protests duly presented before it, to investigate and confront management, veterinarians, participants or attendees whose acts or failures to act are contrary to the spirit and responsibilities of participation or attendance in this sport (in the same manner and procedures as with protests), to construe rules which may from time to time present an ambiguity.

ARTICLE V OFFICERS

Section 1. ELECTION. When a quorum of the delegates is present at the annual meeting, a simple majority shall elect a president, a vice president, and a secretary/treasurer, all of whom shall be members of the Board. Commencing at the January 2008 convention the President will be elected to a two year term. Commencing at the January 2007 convention the Vice President and Secretary/Treasurer will be elected to a two year term. Said officers shall hold office until their successors are elected and qualified. (1-20-07)

Section 2. OTHER OFFICERS The Board may appoint such other committees, officers and agents as it shall deem necessary, from time to time, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 3. OUTGOING PRESIDENT AND TERMINATION OF OTHER OFFICERS. The outgoing President shall remain on the Board of Directors as an additional director-at-large. Any officer elected or appointed by the Board of Directors may be removed by the affirmative vote of a majority of the whole Board of Directors, with cause.

Section 4. SALARIES. No member of any committee, officer, or agent of the corporation shall receive a salary.

Section 5. OTHER POSITIONS An Executive Committee of the Board (made up of its President, Vice President, Secretary/Treasurer, and Immediate Past President) will nominate (a) proposed volunteer Newsletter Editor(s) for a two-year term, commencing in 1997. The Executive Committee will also nominate a proposed volunteer Sanctioning Director and a separate Points-Keeper for a two-year term commencing in 2004. The

executive committee will appoint a volunteer webmaster for a two year term commencing January 2006. The above shall be subject to an approval vote by a majority of the Board. The Newsletter Editor(s), Points-Keeper, Sanctioning Director and Webmaster shall be invited to attend all Board or committee meetings. Duties of these positions are as follow, but are not limited to:

- a. Newsletter Editor(s) will edit, author and publish at least 10 newsletters per year (both electronic and by hard copy).
- b. The Points-Keeper will keep track of season rider points and division standings and provide them to the Newsletter Editor(s) for publication. Points-Keeper will also keep track of horse and rider mileages seasonally and for lifetime records. The Points-Keeper shall be responsible for record-keeping related to awards at season end, as approved by the Board.
- c. Sanctioning Coordinator will work with the AERC Sanctioning Director to sanction and coordinate scheduling recommendations to the Board for UMECRA rides and shall edit and coordinate publishing of the the yearly UMECRA ride book.
- d. The Webmaster will edit, author and publish the website in a timely manner.
- e. Generally, these positions are advisory and administrative Board positions, and are non-voting. These positions are also subject to the requirements of the traditional duties and standards of responsibility expected of these positions within UMECRA, subject to the authority of the UMECRA Board and as related needs arise within their areas of responsibility.

ARTICLE VI

Section 1. INSPECTION OF BOOKS. Members shall be permitted to inspect the books of the corporation at all reasonable times.

Section 2. NEGOTIABLE INSTRUMENTS. All checks and notes of the corporation shall be signed by the Secretary/Treasurer or the President or Vice President or by such other officers or agents as may from time to time be designated by resolution of the Board of Directors. All expenses in excess of \$2000 shall be approved by a majority of the Board of Directors before being paid.

Section 3. FISCAL YEAR. The fiscal year of the corporation shall be from January 1 to December 31 each year.

Section 4. AMENDMENTS TO BY-LAWS. These By-Laws may be amended or altered by two-thirds majority of the delegates present at any annual meeting or any special meeting called for that purpose.

ARTICLE VII MEMBERSHIP

Section 1. ELIGIBILITY. Membership in this organization shall be limited to active members only. Such active memberships shall be granted to individuals, to families and to endurance and/or competitive trail rides.

(a) All persons shall be eligible for an individual membership.

(b) Family memberships shall consist of one or more related ,or coupled as significant other, adults and/or children of such adults who are less than 18 years of age, all of whom reside in the same household.

(c) Endurance and/or competitive rides shall be granted a membership on proper application approved by the Board of Directors.

(d) Each member shall abide by the rules and regulations established by the corporation. The Board of Directors may adjudicate any infraction of such rules and take such action as it deems necessary in relation to that infraction.

Section 2. DUES. No endurance or competitive trail ride, individual, or family shall become an active member of this organization unless or until it/s/he shall first pay to the corporation the annual dues which shall be set by the Board of Directors from time to time.

Section 3. RIDER REPRESENTATIVES. Individual members and family memberships of the corporation shall be entitled to vote for the four rider representatives who shall serve as delegates to the annual or special meetings of the corporation. Ride managers are not eligible to be elected as rider representatives. Family memberships shall be entitled to as many votes, up to a maximum of two per family membership as there are adults within the family unit.

Section 4. VOTING PROCEDURES AT MEETINGS OF THE CORPORATION. Delegates shall be chosen by each ride as follows:

- a. The members of the Board of Directors, Officers, Veterinary Representative and Rider Representatives of the corporation shall serve and be accredited as voting delegates of the corporation. However, Advisory Positions on the Board may not serve as voting delegates unless otherwise qualified herein.
- b. Each Ride membership shall be entitled to appoint a single voting delegate for each ride-day of their ride/event. For example, for a ride held over a Friday, Saturday and Sunday, that event shall be entitled to three (3) voting delegates, regardless of whether

they have multiple divisions or events on a particular ride day. However, the ride must have at least one sanctioned event or division on a day for it to qualify as a ride-day for purposes of assigning voting delegates. Additionally, the Board shall reserve the right to confirm appointment of voting delegate(s) to the spirit of this Section, in order to avoid splitting of days at the same ride location time and place in an effort to increase appointment of voting delegates.

- c. Although one person may serve in a combination of the above positions, s/he may exercise only one vote as a delegate. Said delegates shall elect the officers and directors of the corporation and shall, by majority vote of the delegates present at any such meeting, approve rule changes proposed by the Board of Directors or decide whether to permanently adopt interim rules previously made by the Board of Directors, together with such other powers as may be authorized under these By-Laws.

Section 5. TERMINATION OF MEMBERSHIP. The Board of Directors may by a majority of the entire board vote to terminate the membership of any member who has been shown to have conducted himself in a manner which is inconsistent with the goals and objectives of the organization. Thereafter such terminated member shall not be entitled to participate in any corporate functions or other corporate activities in any manner whatsoever.

ARTICLE VIII

A. A permanent committee is established to fully administer, maintain, guide and keep an international competition fund for fund-raising to assist in supporting UMECRA members who may be selected to participate in international endurance or competitive ride events sanctioned by the FEI.

B. Committee members: The committee shall be made up of five persons as follows: a current UMECRA officer and four members at large to include a chairperson and three others. Preference shall also be given to appointing UMECRA members who are acting as Chef d'Equipe for time zone teams, generally the East or Central teams. The committee will be appointed by the UMECRA president.

C. Committee responsibilities:

1. To prepare guidelines for administration and dispersal of the fund, to be approved by the Board;
2. To prepare plans for fund-raising, to be approved by the Board;
3. To implement Board approved guidelines and plans; and
4. To furnish an annual report to the Board and membership at the general meeting, to include; financial report, fundraising report, activity/use report.

ARTICLE IX

The corporation may be wound up and dissolved either voluntarily or involuntarily. If the proceedings are voluntary, they may be conducted either out of court or subject to the supervision of the court. If involuntary, they shall be subject to the supervision of the court.

Voluntary proceedings for dissolution may be instituted whenever a resolution therefore is adopted by at least two-thirds of the delegates of the corporation present at a meeting of the corporation duly called for that express purpose. The resolution may provide that the affairs of the corporation shall be wound up out of court, in which case the resolution shall designate a trustee or trustees to conduct the winding up, and may provide a method for filling vacancies in the office of the trustee; but such appointment shall not be operative until a certificate, setting forth the resolution and the manner of adoption thereof, signed and acknowledged by the President or Vice President and by the Secretary/Treasurer shall be filed for record with the secretary of State.

Upon dissolution, property and assets shall be distributed in accordance with Minnesota Statutes 317.57 and acts amendatory thereto. The Articles of Incorporation shall be amended in accordance with Minnesota statutes 317.27 and acts amendatory thereto.