

Bylaws

ARTICLE I **Name and Office**

SECTION 1. Name.

The name of this organization shall be Mid America Paso Fino Horse Association, Inc (hereinafter “MAPFHA”).

SECTION 2. Incorporation: Registered Office.

MAPFHA is a corporation, incorporated in the State of Minnesota, and is affiliated with and a member of the Paso Fino Horse Association, Inc. The Registered office of MAPFHA shall be that of a current or Past Director or Officer of the corporation as determined by the Board of Directors as may be determined from time to time. The registered office is stated in the Articles of Incorporation as adopted and changes to the registered office shall be filed in writing with the Secretary of State of the State of Minnesota as prescribed by Statute, by the Secretary of MAPFHA as an amendment to the Articles of Incorporation.

ARTICLE II **Definitions**

SECTION 1. Definitions.

- a. “Paso Fino” and “Paso Fino Horse” means a horse of the specific and separate breed of horses known as Paso Fino Horses or Los Caballos de Paso Fino, which originated in Colombia, Puerto Rico, and the Dominican Republic, and have since spread across the Americas.
- b. “Owner” means a person or other legal entity which owns one or more Paso Fino horses.
- c. “Breeder” means a person or other legal entity engaged in the activity of breeding and raising Paso Fino horses for sale.
- d. “Board of Directors” means the Board of Directors of MAPFHA and “Director” means a member of the Board of Directors.
- e. “National Board” means the Board of Directors of Paso Fino Horse Association, Inc (hereinafter “PFHA”), and “National Board Delegate” means a designated representative of MAPFHA who is a Director of the National Board and also a Director of the MAPFHA Board of Directors.
- f. “Region” means the states of Iowa, Minnesota, Nebraska, North Dakota, and South Dakota.

ARTICLE III **Membership**

SECTION 1. General Requirements.

Applications for membership in MAPFHA and within any class of membership of MAPFHA shall be approved in accordance with the terms of MAPFHA’s Bylaws and such rules, procedures, and limitations as may be established by the Board of Directors and in accordance with the rules, procedures, and limitations set forth by the National Board. The Board of Directors shall have the right to determine the categories of membership in the organization, and the appropriate class of membership for any member. Members are not required to reside within the Region.

SECTION 2. Classes of Members.

The membership of MAPFHA shall consist of voting and non-voting categories. Membership in any class or category shall be in accordance with these Bylaws.

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a) Voting Members.

- 1 Individual Members. Any Owner or Breeder or other person who is individually represented and is not eligible to be a Family, Trainer, or Vendor Member shall be eligible for membership in this class.
- 2 Family Members. Any two named adults, 18 years or older, who are Owners or Breeders and who reside at the same address.
- 3 Trainer Members. Any individual or entity whose professional or business activity involves the training of Paso Fino horses for Owners or Breeders.

b) Non-voting Members.

- 1 Vendor Members. Any individual or entity that sells or markets products or services to Owners or Breeders of Paso Fino horses and that is not eligible to be a trainer member shall be eligible in this class.
- 2 Minors of family members. Any minor child, less than 18 years of age, living at the same address of Family Members. These persons can apply for Individual membership by paying the appropriate fee once they attain the age of eighteen.
- 3 Special event/temporary guest members. Individuals and their minor children living at the same address may be eligible for a temporary guest membership specific to and during the timeframe of an event (e.g. Fun Show) as long as they are not eligible as vendor or trainer members.

SECTION 3. Rights and Privileges.

Each voting member of MAPFHA shall be entitled to cast one vote on any and all matters required to be voted upon by members and shall have such other rights, privileges and responsibilities provided those rights and privileges are consistent with those determined with the National Board. Except as otherwise provided in these Bylaws, each member in good standing shall be eligible to serve on MAPFHA and PFHA committees and boards, including the Board of Directors and the National Board. Minor Members of Family Members are entitled to participate in all activities sponsored by MAPFHA with the exception of voting.

SECTION 4. Suspension for Non-payment of Dues; Censure, Suspension, Expulsion and Termination of Membership.

The Board of Directors has the power to suspend or terminate members for non-payment of dues; and to censure, to suspend, to expel and to terminate members in accordance with MAPFHA's Bylaws.

ARTICLE IV

Annual Dues

SECTION 1. Amount and Due Date. The Board of Directors shall determine the amount of annual dues to be paid to MAPFHA by each class of members. Unless terminated, each membership shall continue automatically from year to year, if annual dues are paid. The membership year shall follow the calendar year, consistent with the PFHA membership year. The Board of Directors may impose such other fees and charges as it deems proper and may waive or modify the requirement to pay dues, fees or charges for particular members.

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SECTION 2. No Pro-ration. Dues are payable for each year or portion thereof and in as such shall not be pro-rated. Members who join or terminate their membership in any given year shall owe the dues for the whole year, and not just the portion after joining or prior to termination.

ARTICLE V Meetings of Members

SECTION 1. Annual Meeting.

There shall be an annual meeting of the members of MAPFHA for the transaction of such business as may properly come before the meeting or any adjournment thereof. The annual meeting shall be held at such time, and such place within the Region, as the Board of Directors may determine. Written notice of such meeting, stating the date, time and place of such meeting shall be sent to each member, at the member's last address shown on MAPFHA's records, at least 30 days prior to the date of the meeting, or such longer notice period as required by Minnesota state law.

SECTION 2. Special Meetings.

Special meetings of the members may be called only by the President or by the Board of Directors. Special meetings shall be held at such times and such places within the Region as the Board of Directors may determine. Written notice of any special meeting, stating the date, time and place of such meeting shall be sent to each member, at the member's last address shown on MAPFHA's records, at least 10 days prior to the date of the meeting, or such longer notice period as required by Minnesota state law.

SECTION 3. Quorum.

The lesser of twenty five members of MAPFHA or twenty five percent (25%) of the members entitled to vote shall constitute a quorum for the transaction of business at any duly called meeting of the members. If the vote is by written ballot pursuant to Section 6, then the quorum requirement is satisfied if the total number of votes cast exceeds the foregoing quorum requirement. If a quorum is not present at any duly called meeting of the members, a majority of the members present may adjourn the meeting from time to time, without further notice, until a quorum is present.

SECTION 4. Voting.

The eligibility to vote at the Annual Meeting is limited to those who have paid their dues and are current members by the date of the Annual Meeting. Each member categorized as a voting member shall have one vote. At any meeting of the members, the members shall be entitled to cast the vote that is attributable to the membership. The vote of a corporate, limited liability company or partnership member may be cast by any officer, director, manager, or employee of the member who is properly designated as determined by the Board of Directors.

SECTION 5. Absentee Voting

Current members who are unable to attend the Annual Meeting may vote by designating another member to carry their vote to the meeting (proxy vote) or may cast their written vote via mail or email to a current member of the Board in advance of the meeting. In the event of inclement weather or special circumstances that prevent a vote at the Annual Meeting, the Board may authorize a written vote pursuant to Section 7 below with a set deadline for response.

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SECTION 6. Voting by Written Ballot.

The election of Directors and Officers shall be conducted by secret ballot with all voting members in good standing having been mailed ballots more than 30 days prior to the Annual Meeting. The election process will be completed prior to the annual meeting. Any action that may be taken at a meeting of MAPFHA may be taken without a meeting if MAPFHA mails or delivers a written ballot to every member entitled to vote on the matter, and otherwise complies with the requirements of Minnesota Statutes Section 317A.447. The Board of Directors shall provide notice of the results of the vote to the members within 10 days after the expiration of the voting period.

SECTION 7. Vote Required.

The concurring vote of members who are entitled to cast a majority of the votes represented by all members present at any meeting of the members, or voting by mail where a mail vote is authorized, shall decide all matters properly brought before the members except where a different vote is specifically required by the Articles of Incorporation, the Bylaws, or by law.

ARTICLE VI Board of Directors

SECTION 1. Powers of the Board of Directors.

The Board of Directors shall have supervision, control and direction of the affairs and property of MAPFHA, shall determine the policies of MAPFHA, shall actively pursue the purposes and objectives of MAPFHA, shall have discretion in the use and disbursement of MAPFHA funds and, in general, shall have the power to guide committees, establish promotional and education programs and do other things as are deemed necessary and proper for the conduct of the affairs of MAPFHA, and which are not conferred upon the members by the Bylaws, Articles of Incorporation, or by statute. The Board of Directors may adopt such rules, regulations and procedures for the conduct of its business, for the execution of its powers for the implementation of these Bylaws and for the fulfillment of the purposes and objectives of MAPFHA and PFHA as it shall deem necessary and advisable.

SECTION 2. Composition of the Board.

The Board of Directors shall be composed of no more than seven (7) directors, all of whom must be members in good standing of MAPFHA.

SECTION 3. Term of Office.

- a) The term of office for directors shall be three years with staggered elections so that approximately one third (1/3) of the Board shall be elected each year. To arrive at staggered terms, three Directors, including the Vice President, Show Committee Chair and Treasurer, will be elected two year terms in 1998. The National Board Delegate will be elected to a three year term in 1998 and the Director at Large will be elected to a two year term in 1999.
- b) The term of Office for the Directors shall expire on the day of and before the opening of the Annual Meeting. The National Board Delegate's term shall end with the closing of the PFHA January Board Meeting. The National Board Delegate-Elect shall begin their term with PFHA Board Business following the January Board Meeting or as otherwise coincides with the policies of PFHA and affirmed MAPFHA Board of Directors.

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- c) Directors may not be elected to more than TWO (2) consecutive three year terms, nor shall they serve more than three (3) non-consecutive terms unless affirmed by the MAPFHA Board of Directors. Any portion of a term shall constitute a three (3) year term.d) The MAPFHA Board of Directors has the authority to appoint officers if needed. Appointed officers serve term lengths as described above.

SECTION 4. Nomination and Election of Directors.

- a) Except as otherwise provided in these Bylaws, each eligible voting member in good standing shall be eligible for nomination to serve as a Director. Nomination to serve as Director shall be made by the Nominating Committee in accordance with these Bylaws and such rules and procedures as may be established by the Board of Directors. Each year, the Nominating Committee shall present to the members a slate of nominees to serve as Directors. Such slate shall be comprised of at least one nominee for each vacating seat on the Board of Directors and shall identify the office, if any, associated with such vacating seat. The Nominating Committee shall name each nominee to stand for election to the vacating office associated with each vacating seat simultaneous and concurrent with their election as Directors. Secret ballot for the election of Directors will be mailed to all eligible voting members. The election process will conclude on the deadline date, which will be at minimum 30 days, with the receipt of ballots and payment of membership dues. Newly elected Directors shall attend the fourth quarter Board of Directors Meeting to be set by the Board and held prior to the Annual Membership Meeting.
- b) The vote shall then be made by the members, and the nominees eligible to fill Director positions who receive the largest number of validity and timely cast votes by ballot for each seat together with its associated office shall be declared elected Directors until all seats to be filled are filled so as to compose a Board of Directors in accordance with Article VI. Section 2 above.

SECTION 5. Meetings.

- a) The Board of Directors shall hold meetings at such time and place as the Board of Directors may determine. In addition, the Board of Directors shall meet upon the call of the President, or upon the written request of 3/7 of the Directors in such time and place as the President or Secretary, as the case may be, may designate.
- b) Any or all of the Directors may participate in duly called meetings of the Board of Directors by means of conference telephone or by any other means of communication by which all persons participating in the meeting are able to hear one another simultaneously, and such participation shall constitute a presence at a meeting.
- c) Board of Directors may discuss and decide business issues via electronic communication when/if a face-to-face meeting or conference telephone call is not possible or feasible.
- d) Notice of meetings of the Board of Directors may be given orally or in writing and shall be given to each member of the Board of Directors at least seven (7) days before the time appointed for the meeting, except in an emergency.

SECTION 6. Waiver of Notice.

A Director may waive notice of a meeting of the Board. A waiver of notice by a Director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or in attendance. Attendance by a Director at a meeting is a waiver of notice of

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that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

SECTION 7. Quorum; Acts of the Board.

A majority of the Board of directors shall constitute a quorum for the transaction of business at any duly called meeting of the board of Directors. At any duly called meeting of the Board of Directors for which a quorum is present, the act of a majority of the Directors present and voting shall be the act of the Board of Directors on any matter, except where the act of a greater number of Directors is required by law, the Articles of Incorporation, or these Bylaws. If a quorum is not present at any duly called meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting from time to time, without further notice, until a quorum is present.

SECTION 8. Resignation or Removal.

- a) A Director may resign at any time by giving written notice to the Board of Directors. The resignation is effective without acceptance when the notice is given to the Board of Directors, unless a later effective time is specified in the notice. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.
- b) Any Director unable to attend a duly called meeting of the Board of Directors shall advise the President, or the Vice President if the President is not available, as to the reason for the absence. If a director has three consecutive absences from duly called meetings of the Board of Directors without the Board excusing such absences, such Director shall be deemed to have resigned as a Director. The Board may excuse Director absences or Directors may participate in Board business discussions or decisions via electronic communication medium.
- c) A Director may be removed from the Board of Directors, with or without cause, by a two-thirds (2/3) of eligible voting members present at a duly called meeting constituting a quorum; provided, however, notice of the meeting at which such removal is to be considered shall state such purpose, and such Director shall be afforded an opportunity to be heard, either orally or in writing prior to any such action.

SECTION 9. Vacancies.

Except as provided in the Minnesota Statutes 317A.227, paragraphs (b), (c), and (d), any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the then members of the Board of Directors, even though less than a quorum of the Board. Any Directors elected to fill a vacancy shall serve until the next meeting of the members at which Directors are elected.

SECTION 10. Reimbursement of Expenses.

No Director shall be compensated for serving as a Director; provided, however, that the Board of Directors may authorize reimbursement of reasonable out-of-pocket expenses incurred by any Director in the performance of their duties.

ARTICLE VII Officers

SECTION 1. Officers.

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The elected officers of MAPFHA shall be a President, a Vice President, a Treasurer, a Secretary, a Show Committee Chair, and a National Board Delegate. The Board of Directors may appoint such other officers as the Board may deem necessary or advisable.

SECTION 2. Qualifications, Election, and Term of Office.

Officers shall be qualified and elected as set forth in Article VI, Section 4, Paragraphs (a), (b), and (c) above, and shall be elected to their offices concurrently and simultaneously with their election as Directors. Officers shall remain in the office to which they were elected for the full term of their seat on the Board of Directors, except as provided in Section 3 below or in accordance with Director resignation in Article VI, Section 8.

SECTION 3. Removal.

Any officer may be removed from office, with or without cause, by a majority vote of the entire Board of Directors.

SECTION 4. Vacancies.

A vacancy in any office, with the exception of the President, may be filled by the Board of Directors. In the event of the vacancy in the office of President, the Vice President shall act as President for the unexpired portion of the term of office of the predecessor in such office.

SECTION 5. President.

The President shall be the Chief Executive Officer of MAPFHA and shall preside at all meetings of the membership and the Board of Directors. Unless otherwise provided in these Bylaws or directed by the Board of Directors, the President shall appoint all committees and task forces as may be required by these Bylaws or as may be deemed necessary or appropriate by the President. The President shall have the authority to represent MAPFHA and act in its name and in accordance with the declared policies of MAPFHA and PFHA. The President shall communicate to the members of MAPFHA and to the Board of Directors such matters and make suggestions as may tend to promote and further the purposes and objectives of MAPFHA and PFHA, and the President shall perform such other duties as are necessary or incident to the office of President or as may be assigned by the board of Directors.

SECTION 6. Vice President.

The Vice President shall perform the duties of the President in the President's absence or in the event of resignation, removal, or inability to act. The Vice President, when so acting, shall have all the powers and responsibilities of the President. The Vice President shall also perform such other duties as may be assigned by the President or the Board of Directors.

SECTION 7. Treasurer.

The Treasurer shall keep full and accurate account of receipts and disbursements and shall maintain all financial records of MAPFHA, including membership records of MAPFHA, shall collect and disburse the funds of MAPFHA in such name as may be designated by the Board of Directors, taking the proper vouchers for such disbursements, and shall render to the Board of Directors, at the regular meetings of the Directors or whenever they may require it, an account of all transactions as Treasurer of the financial condition of MAPFHA; and shall also provide financial reports annually to the members of MAPFHA.

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SECTION 8. Secretary.

The Secretary shall attend all meetings of the Directors and all meetings of the membership and record all votes and the minutes of all proceedings in a book kept for that purpose; shall give, or cause to be given, notice of all meetings of the membership and of the Board of Directors; and shall maintain all MAPFHA records, files and correspondence; and shall perform such other duties as may be prescribed by the President.

SECTION 9. Show Chair.

The Show Chair shall be chairperson of the Show Committee, and shall arrange, coordinate, qualify, oversee, record the placing of, manage, and report on all shows of the Region, including securing facilities, Stewards, Judges, and announcers together with volunteers as necessary, shall arrange for and secure the recognition of show placing and points with **PFHA**, shall coordinate the activities of all committees of MAPFHA with regard to their participation in and duties toward all said shows, shall advise the Board of Directors regarding all shows, shall perform such other duties as are necessary for the smooth and complete execution of all Regional shows, and shall perform such other duties as may be prescribed by the President.

SECTION 10. PFHA National Board Delegate.

The National Board Delegate may attend meetings of the National Board as determined to be relevant to the Region and cast the vote that represents the highest and best interests of the membership of MAPFHA in all National Board actions. The National Board Delegate shall also report to the MAPFHA Board of Directors on the pending, considered, and concluded actions of the National Board, shall act as liaison between the National Board and the MAPFHA Board of Directors, shall advise the MAPFHA Board of Directors with regards to policy and action that has implications for the relationship between MAPFHA and PFHA, and shall perform such other duties as prescribed by the President.

In the absence of an elected National Board Delegate, the MAPFHA Board of Directors may appoint another member in good standing with PFHA to carry the votes and concerns of the MAPFHA members to the PFHA meetings. The delegate proxy shall also report to and advise the MAPFHA Board of Directors as described above.

SECTION 11. Paid Staff.

The Board of Directors may appoint an executive director to manage the operations of MAPFHA within the authority delegated by the Board of Directors.

SECTION 12. Compensation.

No Officer shall be compensated for serving as an officer; provided, however, that the Board of Directors may authorize reimbursement of reasonable out-of-pocket expenses incurred by any officer in the performance of their duties.

ARTICLE VIII **Committees**

SECTION 1. Nominating Committee

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Each year the President shall designate a Nominating Committee that shall consist of the current President, and at least three other members of MAPFHA who are in good standing and who are not running for election to the Board of Directors. If the current President is running for re-election, another member of the Board of Directors who is not running shall be appointed to the Nominating Committee in the President's stead.

The nominating committee shall present to the members a slate of nominees to serve as Directors. It shall be the responsibility of the committee to actively solicit qualified candidates and made as well as receive nomination, at least one per office, for the ensuing term. This committee must ascertain that each person nominated is willing and able to perform the duties of the office. The committee shall publish to the Membership the list of candidates for each office thirty (30) days prior to the election. The nomination and election of the Director At Large will follow the same process as other Directors.

All timely and properly submitted ballots will be tabulated by two Nominating members and one member at large appointed by the President.

The Nominating Committee shall remain in force until sixty (60) days after the close of the election and they shall retain all ballots.

SECTION 2. Show Committee.

The Show Chair shall preside over the members of the Show Committee whose duties shall be the execution of those duties of the office of Show Chair as described in Article 7, Section 10 above, except that the Show Chair alone shall sit at meetings of the Board of Directors.

SECTION 3. Other Committees.

Unless otherwise provided in these Bylaws or directed by the Board of Directors, the President shall appoint such other standing or special committees, task forces, or boards as may be required by these Bylaws or as may be deemed necessary or appropriate by the President.

SECTION 4. Board Liaisons.

Unless otherwise provided in these Bylaws or directed by the Board of Directors, the President shall appoint Board Liaisons from the Board of Directors to act as liaison to each committee and report on the needs, status, and activities of such committees at meetings of the Board of Directors, and to communicate Board actions and directives to the Chairpersons of such committees, except for the Show Committee, whose chair is an elected Officer and Director of MAPFHA and also serves as Show Committee Board Liaison.

SECTION 5. Reimbursement of Expenses.

Members of committees may be reimbursed for reasonable out-of-pocket expenses incurred by them in performing their duties as members of duly appointed committees, as budgeted and authorized by the Board of Directors.

ARTICLE IX **Indemnification**

SECTION 1. Indemnification.

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To the fullest extent permitted by Minnesota Statutes Section 317A.521, enacted or as may be hereafter amended, or by any other applicable law, directors, officers, committee members, MAPFHA's Executive director (if any) and other persons in their official capacity shall be entitled to indemnification from MAPFHA.

SECTION 2. Limitation of Liability.

Directors, officers, and other such persons shall not be liable for such acts or omissions, in such manner, under such circumstances, and to such extent as permitted by Minnesota Statutes Section 317A.257, as now enacted or as may hereafter be amended.

ARTICLE X **Miscellaneous**

SECTION 1. Fiscal year.

The Fiscal year of MAPFHA shall be determined by the Board of Directors.

SECTION 2. Contracts, checks, drafts, etc.

Except as may be otherwise provided in these Bylaws, all contracts and all checks, drafts, notes, acceptances, endorsements, and other evidences of indebtedness may be signed on behalf of MAPFHA only by the President, the Treasurer, or such other officers and agents of MAPFHA as the Board of Directors may authorize.

SECTION 3. Loans.

No loans shall be made or obtained on behalf of MAPFHA, and no negotiable instruments other than checks shall be issued in its name, unless and except as authorized by the Board of Directors.

SECTION 4. Deposits.

Unless otherwise directed by the Board of Directors, all funds of MAPFHA shall be deposited in such depositories as the Board of Directors may select.

SECTION 5. Surety bond.

The Executive Director (if any) and such other officers or agents of MAPFHA as may be determined from time to time by the Board of Directors, shall give and file with the Secretary surety bonds for the faithful performance of their duties in such sums as may be fixed from time to time by the Board of Directors. The cost of such bonds will be paid by MAPFHA.

SECTION 6. Procedures.

All meetings of the members, and of the Board of Directors, shall be governed by the rules set forth in the Modern Edition of Robert's Rules of Order, as long as such rules are not in conflict with these Bylaws or with rules and procedures established by the Board of Directors.

SECTION 7. Dissolution.

Upon dissolution of MAPFHA, any funds remaining shall be distributed as provided in the Articles of Incorporation.

SECTION 8. Loss of Affiliation.

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MAPFHA may be disaffiliated with PFHA by a vote of the National Board, as provided in the policies and procedures of PFHA. In such event, MAPFHA agrees to be bound by PFHA policies.

ARTICLE XI **Amendments**

SECTION 1. Amendment of Bylaws.

Except as otherwise provided by Minnesota Statutes Section 317A.181, Subdivision 2 two thirds (2/3) of the eligible voting members of MAPFHA in attendance at a duly called meeting of MAPFHA constituting a quorum shall have the authority to adopt or amend these Bylaws as are suitable for the proper regulation of MAPFHA's affairs, provided that notice of the proposed change in bylaws is announced to all members of record at least 30 days prior to the annual meeting in the organization newsletter or some other written communication to all members.

IN WITNESS WHEREOF, The undersigned hereby executes the foregoing Bylaws and certifies that they were adopted as the Bylaws of the Mid America Paso Fino Horse Association, Inc. a non-profit corporation incorporated under the laws of the State of Minnesota, by a vote of the Board of Directors and the members of Mid America Paso Fino Horse Association, Inc., effective as of the date hereof.

Adopted June 18, 1998
Amended January 8, 2005
Amended January 22, 2011
Amended January 13, 2018