

BYLAWS
OF
THE MINNESOTA STATE PONY OF THE AMERICAS CLUB, INC.
Approved May 2011

ARTICLE I: NAME

Refer to ARTICLE I of ARTICLES of INCORPORATION. The official abbreviation shall be MN POAC.

ARTICLE II: PURPOSE

Refer to ARTICLE III of ARTICLES of INCORPORATION.

ARTICLE III: MEMBERSHIP

A. Any person who is willing to abide by the Articles of Incorporation and By-laws of the MN POAC is eligible for one of the following memberships:

1. Family Memberships are immediate family members including spouse and minor children. (18 years of age or younger as of January 1st of that year, living in the household of the member). **Members of a family are not allowed to purchase additional individual memberships.**
2. Individual Memberships shall include adults who are ~~18 years of age and over.~~ **19 years of age and over**
3. ~~Junior Memberships are available only to minor (18 years and younger).~~ Family, Individual and Junior memberships qualify for state points after payment of membership.

B. MN POAC Membership Dues shall be established by the membership at the Annual General Membership Meeting for the ensuing year.

1. Membership is good for one year and it will be renewed each year on March 1st.
2. The membership is non-transferrable.
3. All memberships expire on December 31st.

C. Each active Family Membership and Adult Individual membership shall have the privilege of one vote at the Annual General Membership Meeting in election of Officers and Board of Directors for the MN POAC. A Junior member has no voting rights, but is eligible for year-end awards.

1. There shall be no proxy voting.

Option #1 -You must hold a membership for 1 year for obtain voting rights.

Option #2- You must sign up by the conclusion of the previous MNPOAC show season for voting rights for the following year. New members that sign up will have their membership count for the next calendar year

Option #3-No change

2. **If any payment bounces you have 30 days to make it correct, or you will not be a member in good standing**

D. All money received from membership fees and annual dues will be used for breed advertisements, expenses of state shows and sales, breed promotion work, and other work in connection with the purposes of the MN POAC. E. Any member must be a paid member for one year before being eligible to hold office in the MN POAC. Only MN POAC members may hold office.

F. Those members abusing or misusing their privilege of membership shall have their membership revoked by the Board of Directors. **MNPOAC will follow the policies set forth by the National Pony of the Americas Inc, in Memberships Rules and regulations, Rule 8 Violations.**

ARTICLE IV: MEETINGS

A. The Annual General Membership Meeting of the MN POAC shall be held in the first quarter of the year prior to the Annual Awards Banquet. The officers and the Board of Directors will be elected at this meeting by the general membership. (Roberts Rules of Order).

- A1.** A notice setting out the time and place of this meeting shall be emailed or **mailed**, to each active member at his/her last known email or mail address by the President at least thirty (30) days prior to the meeting. A notice regarding his/her meeting shall also be posted on the MN POAC website (www.minnesotapoac.org) and social media.

B. MNPOAC will hold 2 membership meetings, one meeting in the first quarter of the year and the second in the fourth quarter of the calendar year.

C. Special meetings of the active members may be called at any time by the President and two Directors, or by a majority of the

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active members. The President shall email or mail a notice of the special meeting to each active member at least seven (7) days prior to the meeting. Such notice shall state the time, place and purpose thereof. No business shall be transacted except as stated in the printed notice. A notice regarding his/her meeting shall also be posted on the MN POAC website (www.minnesotapoac.org) and social media.

D. Quorums for any meeting shall consist of a majority of active (replace with current) members present at the meeting.

E. Proxies will not be honored by the MN POAC in any club matters.

F. In any rule or event not referenced in these bylaws, the latest edition of Roberts Rules of Order will be followed.

ARTICLE V: BOARD OF DIRECTORS

A. There shall be seven (7) members on the Board of Directors, each elected to serve a three (3) year term. The Board of Directors will be elected at the Annual General Membership Meeting of the MN POAC by the membership.

B. All members of the Board of Directors shall be active members of the MN POAC. A rotation will begin in 2012. 1. Three (3) members will be elected to a one (1) year term, two (2) members will be elected to a two (2) year term and two (2) members will be elected to a three (3) year term.

2. Thereafter, board members will be elected to fill vacancies when specified terms are completed.

2a. No board member can serve more than 2 consecutive terms in an executive position.

C. The Board of Directors shall consist of the state President, Vice President, Secretary, Treasurer and three (3) elected Board of Directors

D. The Directors shall have the general management and control of the MN POAC and shall execute all the powers that may be executed and performed by the MN POAC according to the Articles of Incorporation and the Bylaws of the MN POAC. The Board of Directors shall take whatever action is deemed necessary to carry out the primary purposes of the MN POAC.

1. Appoint replacement officers to fill vacancies.

2. Revoke memberships for just cause shown.

3. Manage the affairs of the Club and carry out its purposes.

4. Perform an annual audit of the MN POAC financial records as provided to the Board of Directors by the MN POAC Treasurer within fourteen (14) days prior to the Annual General Membership Meeting.

E. Resignation from the Board of Directors may occur any time by submitting a written notice (hard copy or electronically) to the President.

F. Vacancies or unexpired terms on the Board of Directors shall be filled by an active member. The Board of Directors shall select that individual. This would count as the first full term for that position.

G. No director shall receive any remuneration for services as a Director.

Meetings of Board of Directors

A. The Board of Directors shall hold meetings at the Annual General Membership Meeting of the MN POAC. The President shall send an email social media meeting notice to the Board members at least ten (10) days prior to the date of the meeting.

B. Board of Director Meetings

1. Regular Board of Director meetings will be held quarterly. Or more frequently as deemed necessary by the board of directors.

C. Special Meetings of the Board

1. Meetings and/or polls may be called at any time by the President and two members of the Board of Directors.

2. A majority of the Directors shall have the right to call a special meeting by notice to the President, stating the purpose of the meeting. The President shall notify all Directors of the place and time of the special meeting and the business to be transacted.

3. Notice of any meeting shall be published on the MN POAC Website (www.minnesotapoac.org) ten (10) days in advance of the meeting, designating the date, place (including virtual), time and purpose of the special meeting. The stated business shall be the sole business transacted at any special meeting.

Election of Directors

A. The election of a Board of Directors shall be held in at the Annual General Membership Meeting. Candidates for Directors will be nominated by the general membership at the Annual General Membership Meeting. An accepted nominee should be willing to provide a personal background and interest in the position.

B. The nominees receiving the highest number of votes will serve as Director(s) for the defined term. The results shall be available to the membership.

Indemnification of Directors and Officers

- A. The private property of the members of this Corporation shall not be liable for its corporate debts or obligations.
- B. The corporation shall indemnify, to the extent specifically authorized by statute, any person made, or threatened to be made a party to any action, suit or proceeding (whether civil, criminal or investigative) by reason of the fact that he, his testator or in testate is or was a Director, officer or employee of the corporation or serves or served any other enterprise at the request of the corporation, provided that in the absence of a final adjudication that such a person has a defense on the merits to such action, suit or proceedings, such indemnification has been approved by the Board of Directors by a majority of the Board but only if such Board has received from independent counsel an opinion that such person was not guilty of negligence or misconduct with respect to the matters covered by such action, suit or proceeding.

ARTICLE VI: OFFICERS

- A. The officers of the MN POAC shall be a President, Vice President, Secretary and Treasurer and will be elected at the Annual General Membership Meeting of the MN POAC. They shall be members of the Board of Directors. The immediate past President shall serve for a term of one year in an advisory capacity to the Board of Directors without voting privileges.
- B. The President shall have the daily active management of all of the affairs of the MN POAC including:
1. Preside at all meetings of the MN POAC and at meetings of the Board of Directors.
 2. Shall appoint all special and standing committees.
 3. Shall conduct the business of the Corporation.
 4. Shall appoint committees subject to Board approval.
- C. The Vice President shall perform such duties as may be assigned to him by the Board of Directors Perform duties assigned by the President.
1. Act in the place of the President/Chair in the event of the President's absence or inability to act.
 2. Be in charge of an inventory list of items owned by the Corporation.
 3. Be in charge of Club advertising and social media posts.
 4. Help the President/Chair set up meeting places, times, agendas.
 5. In the event of vacancy of the President, the Vice President shall fill this vacancy.
 6. Maintain the current membership roster for the MN POAC. Send membership and certificate monies and records to Treasurer before the Annual General Membership Meeting.
- D. The Secretary shall:
1. Supervise the records of the MN POAC.
 2. Shall keep informed on all phases of the operation of the MN POAC.
 3. Keep the minutes of all meetings of the MN POAC.
 4. Shall read the minutes of the Annual General Membership Meeting and special meetings of the active members unless waived.
 5. Shall keep and safeguard the records of the MN POAC.
 6. Shall send out welcome packet for new members
- E. The Treasurer shall:
1. Shall take charge of all the cash and assets of the MN POAC and shall promptly deposit the same in a bank account authorized by the MN POAC Board of Directors.
 2. Keep an accurate record of all the receipts and disbursements of the MN POAC and give a report of the MN POAC's assets and financial standing at the Annual General Membership Meeting and General Membership Meeting.
 3. Present the annual financial records to the Board of Directors within thirty (30) days prior to the Annual General Membership Meeting for an audit.
 4. Maintain certificate inventory, issues certificates to show committees, receives and redeems certificates
- F. In the event of vacancy of the office of President by reason of death, resignation, or any other cause, the Vice President shall fill this vacancy. In the event of the vacancy of the offices of Vice President, Secretary or Treasurer, said vacancy shall be filled by a majority vote of the Board of Directors.
- G. No officer shall receive any salary for his/her services as such.
- H. The Board of Directors shall select a member of the Board to fill a vacant office for the vacated, unexpired term of the President, Vice President, Secretary or Treasurer.
- I. No officer may serve more than two (2) consecutive elective terms.

Article VII: Committees

- A. A committee may be created at any meeting to address any business as the Club may require.
- B. Such creation shall be by the president The president may appoint the committee chair or one may volunteer.
- C. There shall be no limit on the number of committees or the length of time served on a committee for any active member. Only

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active members with voting rights may serve on any committee.

D. Standing committees and their duties shall be as follows.

1. Show Committee

A. Includes all the Show Chairs and members of the Futurity and Maturity Committees.

B. Coordinate the selection and hiring of judges.

C. Coordinate the selection and reservation of show grounds.

D. Decide on show dates and provide those to the Publication Committee.

E. Perform any duties required by the POAC, Inc. to get shows approved.

F. Appoint a show chair or chairs for each show.

2. Futurity/Maturity Committee

A. Includes the Halter and Performance Futurities for all exhibitors.

B. Provide entry forms for the Minnesota Futurities for publication.

C. Review annually the Futurity Rules and publish them with the entry forms.

D. Receive any entries and the monies thereof.

E. Coordinate any fundraising efforts to supplement the payouts.

F. Coordinate with the Show and Maturity Committees for the planning of the Futurity show.

G. Tabulate the Futurity placings and provide that, along with the money to be distributed, to the Treasurer for payout.

H. Compile a report of the entries and payouts to be published and distributed to the membership by the Publication Committee.

3. By-Laws Committee

A. Perform an annual review of the by-laws.

B. Propose any changes to the by-laws.

C. Ensure publication of the by-laws and any proposed changes.

D. Solicit opinions from the general membership about possible changes to the by-laws.

E. Review the POAC, Inc. by-laws for any changes that may be applicable to the state by-laws.

4. Youth Committee

A. There shall be a Youth Committee for the purpose of allowing the youth in the Club to have a voice and make recommendations to the general membership.

B. The Youth Committee shall consist of all of the youth who are part of a family membership.

C. The governing body of the Youth Committee shall include 6 members. Collectively these shall be known as the MNPOAC Royalty.

1. Any requirements of the MNPOAC Royalty shall be decided at the Annual Meeting.

2. Selection of Royalty shall be done through an application and interview process at the Annual Meeting. Interviews shall take place during the meeting associated with the Awards Banquet. Announcement of Royalty shall take place at the Awards Banquet.

3. It is not necessary to have all Royalty positions filled at all times.

D. The Youth Committee shall be entitled to coordinate their own fundraisers to help pay for activities for the youth. Such activities may take place at any time.

E. The Youth Committee shall have an Advisor who is an active member of the general membership. The Advisor shall bring recommendations of the Youth Committee to the general membership so the youth may have input in the running of the Club.

F. The Youth Committee may make recommendations to the general membership on any matter of importance to the Youth. The general membership shall not disregard these recommendations without consideration but are also not required to follow them.

ARTICLE VIII: STATE ASSOCIATIONS

A. The MN POAC shall be incorporated as a nonprofit corporation in accordance with the laws of Minnesota, and under the parentage of The Pony of The Americas Club, Inc. (POAC) Corporation. MN POAC must adhere to the Articles of Incorporation and Bylaws of the MN POAC and be subject to the approval of the President and Board of Directors.

B. MN POAC shall have the power to designate POA Inspectors to serve in Minnesota.

C. A list of State Inspectors shall be submitted to the national POAC each year effective for the following calendar year.

1. MN POAC shall have the power to designate additional inspectors during the year, subject to the approval of the President or Board of Directors.

2. MN POAC shall have the power to remove any POA inspectors, subject to the approval of the President or Board of Directors.

ARTICLE VIII: AMENDMENTS

- A. The Bylaws may be amended by majority vote of the active members at the Annual General Membership Meeting or any special meeting of the active membership called for that purpose. Bylaws changes must be presented in writing at the membership meeting. They shall then be published on the MN POAC website (www.minnesotapoac.org). Bylaws changes shall be voted upon at the next membership meeting held in the same year. If, after publication, there are no other planned membership meetings, the membership shall be mailed a ballot to vote upon the proposed amendments.