

**REVISED  
BYLAWS  
OF  
NEBRASKA HORSE COUNCIL, INC**

Pursuant to the Nebraska Nonprofit Corporation Act (hereinafter referred to as "the Act") and the corporation's Articles of Incorporation, the Directors of Nebraska Horse Council, Inc. have adopted these Revised Bylaws of Nebraska Horse Council, Inc. (hereinafter referred to as "the Council"), effective March 22, 2006.

**ARTICLE I  
Members**

Section 1. Classes of Members The Council shall have three classes of members. The designation of each class and the qualifications or the members of each class shall be as follows:

- a) Association Member/Club Member: Association membership is available to any organization representing a breed of horse, the horse industry, or any segment thereof. The Association must be a bona fide organization with an organizational structure and members. Club membership is available to any saddle club, 4-H group, Pony club or other equine club.
- b) Business Member: Business membership is available to any farm, ranch, stable, wholesale or retail business, or professional service deriving income from the horse industry.
- c) Individual/Family Member: Individual or Family (immediate family) membership is available to any individual or family who is interested in supporting the council.

Section 2 Voting Rights of Members. Each paid membership is entitled to one vote on any matter submitted to a vote of the members. To be eligible to vote one must be a current member of the NHC with dues having been received by the Treasurer of the NHC or mailed to The Nebraska Horse Council at PO Box 81481, Lincoln, NE 68501 and postmarked no less than thirty days prior to the meeting of said vote. The vote of an Association, Club or Business Member shall be cast by such individual as the Association, Club or Business designates for this purpose. The designated person for the Association, Club or Business shall have written permission from an Officer of the Association / Club or Business Member giving him or her permission to represent the Association / Club or Business Member. Said individual shall have been a member in good standing or an employee, of the aforementioned group for six months prior to the meeting of said vote.

Section 3 Annual Meeting. The annual meeting of the members shall be held each year on the fourth weekend of April and at such time and place as the Board of Directors may designate for the purpose of electing directors, reporting on the previous year's activities and achievements, and to discuss the future direction of the Council. The Secretary shall provide at least thirty days notice of such meeting to all members.

Section 4 Membership Dues. The Board of Directors shall establish the rate of annual dues for each class of membership each year. The term of annual membership is from January 1 to December 31.

Section 5 Termination of Membership. The Board of Directors may, by an affirmative vote by the majority thereof, suspend or expel a member, for cause, after an appropriate hearing, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

## **ARTICLE II**

### **Directors**

Section 1 Numbers and Qualifications. The business and affairs of the Council shall be managed by a Board of Directors consisting of 9 (nine) Directors. Directors must be residents of the State of Nebraska and an Individual Member of the Council. If changes are made to the bylaws no changes shall affect the incumbent directors during the terms for which they were elected. The Nebraska Extension Horse Specialist shall be an "ex-officio" non-voting member of the board.

Section 2 Election and Tenure. Except as otherwise provided herein, directors shall serve for a term of three years, with the terms to be staggered so that three of the directors terms expire each year. There are no term limits for the directors. At the annual meeting of the Members each year, the Members shall elect directors to fill the positions of the directors whose terms have expired to hold office for a period of three (3) years.

Section 3 Vacancies. Interim vacancies for any cause shall be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4 Removal. At a meeting of the Directors called expressly for such purpose, any director may be removed for verifiable, documented misconduct, by two-thirds vote of the remaining directors. Any director who misses two successive meetings may, unless excused by the Board, be removed as a director.

Section 5 Quorum. A simple majority of the number of directors fixed by the bylaws shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. Except as otherwise provided in the Articles of Incorporation, the Act or these Bylaws, the act of a majority of the directors present at a meeting at

which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at any meeting, the majority of those present may adjourn the meeting at that time, without notice other than announcement at the meeting, until a quorum is present.

Section 6 Meetings The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members each year for the purpose of transacting such business as may come before the Board, including, but not limited to the election of officers from within the Board of Directors. The meeting shall be held at the same location as the annual meeting of the members. In addition to the annual meeting, there shall also be three regular meetings of the Board of Directors each year. Any member or other person interested may attend any meeting of the Board of Directors. The Board may meet in closed-door executive session at any time.

Section 7 Special Meetings Special meetings of the Board of Directors may be called by the President or by not less than 2 (two) of the directors, and shall be held at the principal office of the Council or at such other place either within or without the State of Nebraska, and at such date and time as the notice may state.

Section 8. Notice. Notice of the date, time and place of regular or special meetings shall be mailed to each director at his or her last known address at least seven (7) days prior to the date of said meeting. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not called or convened in accordance with these bylaws. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 9. Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or of any committee, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote. The consent may be executed by the directors in counterparts.

Section 10. Voting. At all meetings of the Board of Directors, each director shall have one vote. Under NO circumstances shall proxy voting be allowed.

Section 11. Presumption of Assent. A director of the Council who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent has been entered in the minutes of the meeting or unless he or she has filed his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Council immediately after the adjournment of said meeting. Such

right to dissent shall not apply to a director who voted in favor of such action during the approved meeting time.

Section 12. Compensation. By resolution of the Board of Directors, the directors may be reimbursed for their reasonable expenses, if any, of attendance at any meeting of the Board of Directors. No such payment shall preclude any director from serving the Council in any other capacity and receiving reasonable compensation therefore.

Section 13. Committees. The Board of Directors may, by resolution or resolutions passed by a majority of the entire Board or quorum thereof, appoint standing committees and task force committees as deemed necessary. The Board shall recommend and/or approve all appointments of committee chairs. Any member of the Council may be a committee chairperson. These committees shall, to the extent permitted by law, have and may exercise such powers of the Board of Directors in the management of the business and affairs of the Council as shall be delegated thereto. The chairperson of each committee shall submit reports of committee activities and budget requests to the Board of Directors.

Section 14. Telephonic Meetings. Members of the Board of Directors or any committee appointed by the Board of Directors may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. This section does not apply to email communication.

### **ARTICLE III**

#### **Officers**

Section 1. Number and Qualification. The officers of the Council shall consist of a President, one or more Vice Presidents (as the Board of Directors shall determine), a Secretary and a Treasurer and such other officers and agents as may be deemed necessary by the Board of Directors. No 2 (two) offices shall be held by the same person.

Section 2. Election and Tenure. Officers must be current members of the Board of Directors of the Council. The officers of the Council shall be elected by the Board of Directors at its annual meeting (to be held immediately following the annual membership meeting, pursuant to Article II, Section 6). Each officer shall hold office for a term of one year or until his or her successor shall have been duly elected and shall have become qualified, unless his or her service is terminated sooner due to death, resignation or action of the Board of Directors as outlined in Article II, Section 4: Removal and or the following Section.

Section 3. Removal. Any officer or agent of the Council, elected or appointed by the Board of Directors, may be removed by a majority vote of the Board of Directors

whenever in its judgment, the best interests of the Council will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in and of itself create contract rights.

Section 4.Vacancies. Vacancies occurring in any office by reason of death, resignation or otherwise may be filled by the Board of Directors at any regular or special meeting.

Section 5.Duties and Authority of Officers.

(a)President. The President shall be the principal executive officer of the Council and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Council. The President shall, when present, preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Council thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Council or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

(b) Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President (or in the event there shall be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or the absence of any such designation then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions incumbent upon the President. Any Vice President may sign and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

(c) Secretary. The Secretary shall attend and keep minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be the custodian of the corporate records, keep a register of the post office address of each member which shall be furnished to the Secretary by such member, have general charge of the corporate minute books of the Council, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(d) Treasurer. The Treasurer shall have charge and custody and be responsible for all funds and securities of the Council, receive and give receipts for all securities and monies due and payable to the Council from any source whatsoever, deposit all such monies in the name of the Council in such banks, trust companies, or in other

depositories as shall be collected in accordance with the provisions of these Bylaws, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine fees for bond shall be paid by the Nebraska Horse Council. The Board of Directors shall appoint two Individual Members (not currently members of the Board of Directors) to conduct an annual review of the financial records of the Council prior to the Annual Meeting, which appointees shall report their findings at the Annual Meeting. At each regular or annual board meeting the Treasurer shall provide current balance sheet and profit and loss statements for each board member.

Section 6. Salaries. The salaries of the officers, if any, shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that the officer is also a director of the Council.

#### **ARTICLE IV** **Bank Account**

The funds of the Council shall be deposited in such banks, trust funds or depositories as the Board of Directors may designate and shall be withdrawn upon the signature of the Treasurer or upon the signature of such other person or persons as the directors may by resolution authorize.

#### **ARTICLE V** **Amendments**

Except as otherwise provided by law or by specific provisions of these Bylaws, the Bylaws may be amended or repealed and new Bylaws may be adopted by the Board of Directors at any annual, regular or special meeting of the Board of Directors by the affirmative vote of 2/3 (two-thirds) of the directors then in office.

#### **ARTICLE VI** **Waiver of Notice**

Whenever any notice is required to be given to any member or director of the Council under the provisions of the Articles of Incorporation, these Bylaws or the Nebraska Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**ARTICLE VII**  
**Indemnification of Directors. Officers**  
**Employees and Agents**

To the extent permitted by law, the Council shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Council, by reason of the fact that he or she is or was a director, officer, employee or agent of the Council against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she 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 Council, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

To the extent permitted by law, the Council may indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Council to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Council, or is or was serving at the request of the Council as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she 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 Council.

To the extent permitted by law, the Council may have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Council against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the Council would have the power to indemnify him or her against such liability.

The indemnity provided for by this Article VII shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article VII be deemed to prohibit the Council from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Bylaws, as adopted herein.

**ARTICLE VIII**  
**Prohibition Against Sharing in Corporate Earnings**

No Member, Director, officer, or employee of or member of a committee of or person connected with the Council, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the Council; provided, however, this provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Council in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets, except that upon the dissolution of the Council or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Council, distribute the net assets of the Council to its members in equal shares based upon current membership roster at the time of dissolution of the Council as a legal entity.

**ARTICLE IX**  
**Investments**

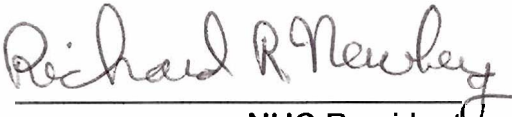
The Council shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make, or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Council if such action is a prohibited transaction or would result in the denial of the tax exemption under Sections 501, 503, 504, or 170 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE X**  
**Exempt Activities**

Notwithstanding any other provision of these Bylaws, no member, director, officer, employee or representative of the Council shall take any action or carry on any activity by or on behalf of the Council not permitted to be taken or carried on by an organization exempt under the provisions of Section 501 (c)(6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

\*\*\*\*\*

The foregoing Revised Bylaws were duly approved and adopted by the Board of Directors of the Nebraska Horse Council, Inc. on March 22, 2006.

  
\_\_\_\_\_  
NHC President