

The Nebraska Horse Trails Committee, Inc. Bylaws

Pursuant to the Nebraska Nonprofit Corporation Act (herein after referred to as “the Act”) and the corporation’s Articles of Incorporation, these Bylaws have been adopted by The Nebraska Horse Trails Committee, Inc. effective November 3, 2016.

Article I Name and Office

Section 1. Name. The name of the entity shall be The Nebraska Horse Trails Committee, Inc., hereinafter referred to as the "NHTC".

Section 2. Principle Office. The principle office of the fund shall be located in Nebraska.

Article II Purpose

The purpose of the NHTC shall be to unite, educate and represent the equestrian community for the promotion, improvement and development of Nebraska trails for all trail users.

- A. To conserve and promote enjoyment of horse trails throughout Nebraska’s diverse and scenic landscape.
- B. To create opportunities for the education and cooperation of shared trail users and land owners on the issues involving horses on the natural environment.
- C. To preserve horse trails and natural resources in Nebraska for the enjoyment by present and future generations.
- D. Accept donations, solicit and raise money for the foregoing purposes. The NHTC will provide interested persons or businesses with an opportunity to make tax deductible bequests, memorial contributions and other gifts.

Article III Organization and Status

The NHTC will operate under the Articles of Incorporation filed on May 25, 2016 and shall obtain from the Internal Revenue Service a 501(c) (3) tax exempt status.

Article IV Membership, Voting Privileges and Voting

Section 1. **Active Voting Member** shall be open to any persons 19 years of age or older who supports the Purpose statements in Article II and has completed the following requirements in the previous twelve months or less.

- A. Completed membership form provided with accompanying membership dues.
- B. Attended a minimum of three of the NHTC’s six scheduled meetings as defined in Article VIII, Section 2, or 50% - whichever is greater, in person or on approved conference call. Voting Members or General Members working toward Voting Member status may request an excused absence and if approved, will not affect membership status or progression of Voting Membership status.

- C. Participated in a minimum of three NHTC fundraisers, trail clearings or other NHTC approved activities which demonstrate that persons interest and commitment to the goals of the NHTC.
- D. Currently enrolled in the NHTC General Membership.

Section 2. **General Membership** is open to any person who supports the Purpose statements in Article II and has completed the following requirements for the current calendar year. Please note there are no voting privileges with this membership.

- A. Completed membership form provided with accompanying membership dues.

Section 3. **Voting** is limited to **Active Voting Members**. Each Active Voting Member is entitled to one vote on any matter submitted to the Board of Directors. In addition, the following terms must be met:

- A. There must be a quorum for a vote to be called for a motion.
- B. A quorum consists of fifty- one percent of the Acting Voting Members.
- C. The President may not vote on a motion unless it is to break a tie vote or to complete the quorum.
- D. From time to time, the President may ask for an electronic vote (for example, but not limited to, email or text). In addition to Section 3, A., B. and C:
 - a) After an Active Voting Member seconds the motion, discussion will occur over the next 24 hours to ensure most Active Voting Members have had an opportunity to review the motion.
 - b) Active Voting Members should acknowledge electronically within 24 hours they have reviewed the motion and must meet the quorum requirements as defined in Article IV, Section 3, B.
 - c) Active Voting Members have 24 hours to cast their electronic vote after the President has called for a vote.
 - d) The President will then announce if the motion passes and the secretary will enter into the official records.

Article V Calendar Year, Membership Dues

Section 1: **Definition of Calendar Year:** A calendar year is defined as beginning on January 1 and ending on December 31.

Section 2: **Calendar Year Membership Dues:** The amount required for annual dues shall be determined at the annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 3: **Definition of Twelve Month Period:** If a general member has reached the requirements of a Voting member as per Article IV, Section 1, A through E, they may be elected to the Board of Directors upon satisfaction of those requirements and at the next scheduled meeting.

Article VI
Board of Directors

Section 1. Number and Makeup. The business and affairs of the NHTC shall be managed by the Board of Directors consisting of those **Active Voting Members** as defined in Article IV, Section 1. There shall be no less than three Directors.

Section 2. Election. Board of Directors will be elected at each annual meeting. All persons who have met the qualifications outlined in Article IV, Section 4, 1 the previous calendar year will be invited to join the Board of Directors as an **Active Voting Member**. A Director may also be appointed mid-year if they have met the obligations of an Active Voting Member in the previous twelve month period. In that case, the term will run until the end of the calendar year and will be elected to the next calendar year at the annual meeting.

Section 3. Term of Office. Each Director shall hold office for that calendar year, except in the case of resignation, death, disability or removal. Directors may be re-elected if they continue to qualify as an Active Voting Members as defined in Article IV, Section 1.

Section 4. Vacancy. Any vacancy or unfilled position on the Board of Directors will not be filled.

Section 5. Resignation and Forfeiture. Any director may resign at any time by giving written notice to the President. Any Director may be removed from the Board of Directors for any reason whatsoever by an affirmative vote of two-thirds (2/3) of the total number of Directors.

Section 6. Compensation. The Board of Directors shall not receive any salary or compensation for their service on the Board of Directors.

Section 7. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the NHTC, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NHTC and such authority may be general or confined to specific instances.

Section 8. Committee Chairman. The Board of Directors shall have discretion to appoint one or more Board of Directors Members to serve as Committee Chairman to assist in carrying out the purposes of the NHTC. 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 NHTC as shall be delegated there-to. The Committee Chairman of each committee shall submit reports of committee activities and budget requests to the Board of Directors as needed. All related materials are the property of the NHTC and must be returned to the NHTC upon request.

Section 9. Reporting. The Board of Directors shall be responsible for complying with all reporting requirements of the NHTC.

Section 10. Conflict of Interest. Each member of the Board of Directors shall be responsible for identifying and stating any conflicts of interest when pertinent issues are discussed and voted on by the Board of Directors. The conflict of interest shall be noted in the Board of Directors' minutes and if a vote on the matter is taken the results will note the outcome and that the member with a conflict has not cast a vote. "Conflict of Interest" shall be defined as a member who has only a vested fiscal interest in the outcome of a Board of Directors action.

Section 11. Indemnification. The Directors shall be indemnified and held harmless to the extent and in the manner permitted by (Nebraska) Nonprofit Corporation Law.

Article VII Officers

Section 1. Number and Qualifications. The officers of the NHTC shall be President, Vice President, Secretary, Treasurer and Membership Chairman and such other officers and agents as may be deemed by the Board of Directors. Any two offices may be held by the same person except for the offices of President and Treasurer or President and Vice President.

Section 2. Election and Tenure. Officers must be current members of the Board of Directors of the NHTC. The officers of the NHTC shall be elected by the Board of Directors at its annual meeting. Each officer shall hold office for the term of one year or until his or her successor shall have been duly elected and shall become qualified, unless his or her service is terminated sooner because of death, resignation or otherwise.

Section 3. Removal. Any officer, committee chairman or agent, elected or appointed by the Board of Directors, may be removed from the Board of Directors whenever in its judgment the best interest of the NHTC will be served thereby, but such removal shall be without prejudice of the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights. A vote to remove that person must be made by the Board of Directors at any annual, regular or special meeting of the Board of Directors by the affirmative vote of three-fourths (3/4) of the Directors in office.

Section 4. Vacancies. Vacancies occurring in any office by death, resignation or removal shall be filled by the affirmative vote of the majority of remaining Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 5. Duties and Authority of Officers.

- A. President. The President shall be the principal executive officer of the NHTC and subject to the control of the Board of Directors, shall in general supervise and control all business and affairs of the NHTC. The President shall, when present, preside at all meetings. The President may sign, with the Secretary or any other proper officer of the NHTC 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 these Bylaws to some other office or agent of the NHTC or shall be required by law to be otherwise signed and 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 shall perform the duties of the President and when so acting shall have all the powers of and be subject to the restrictions incumbent unto the President. The Vice President may sign and shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.
- C. Secretary. The Secretary shall attend and keep minutes of the meetings of the members in one or more books provided for that purpose. The secretary shall see that all notices are duly given in accordance with the provision 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 NHTC 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 the funds and securities of the NHTC, receive and give receipts for all securities and monies due and payable to the NHTC from any source whatsoever, deposit all such monies in the name of the NHTC in such banks, trusts companies, or in other depositories as shall be collected in accordance with the provisions of the 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 of 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 necessary. Fees for the bond shall be paid for by the NHTC. The Board of Directors shall appoint two members to conduct an annual review of the financial records of the NHTC prior to the Annual Meeting and appointees shall report their findings at the Annual meeting. At each regular or annual Board of Directors meeting, the Treasurer shall provide current balance sheet and profit and loss statements to each Board of Directors Member. The funds of the NHTC 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 Board of Directors may by resolution authorize.

- E. Membership Chairman. The person holding this position will have maintain all personal contact information of General Membership and Voting Membership and provide updated documents to the President and Board of Directors at each meeting. Develop and maintain attendance records for those qualifying for Voting Member privileges and inform Board of Directors of their status at the end of each quarter. If a Voting Member does not meet the criteria at the end of a Calendar Year, the Membership Chairman will inform the President and then notify the Board Member of their status change.

Article VIII Meetings

Section 1. Annual Meeting: The NHTC Annual Meeting shall be held in the month of January, time and day and location to be set by December 1 of the previous year. The agenda will include but not limited to:

- A. The President will recognize the past year's Active Voting Members who have met the requirements to continue that membership for the new year and those members will be re-elected to the Board of Directors if they so choose.
- B. Promote those from the General Membership to Active Voting Member status who have completed the requirements shown in Article IV, Section 1 the previous calendar year and elect to the Board of Directors if they so choose.
- C. Annual reports from all active committees.
- D. Current financial update provided by the Treasurer.
- E. Election of Officers.
- F. Results of financial audit.

Section 2. Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at least six (6) times during the calendar year. The President or any two (2) Board of Directors members can call special meetings of the Board of Directors. Meetings are open to the General Membership and public. Members will request time on the agenda by asking the President at least 48 hours prior to the meeting. No member may speak for more than 15 minutes, unless more time has been specifically granted by a majority vote of the Directors.

Section 3. Notice of Meetings. Notice of a time and place for any regular meeting or special meeting of the Board of Directors shall be delivered by the President or Vice President by, but not limited to, telephone, facsimile, first class mail, or electronic mail to each director at least forty-eight (48) hours prior to the meeting. A reasonable effort will be made to notify all members of meetings at least forty-eight (48) hours prior to the meeting. Most generally, the next meeting will be scheduled at the current meeting.

Section 4. Quorum. Fifty one percent (51%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Unless otherwise specified, a majority vote of the Quorum present shall determine the outcome of issues brought before the Board of Directors.

Section 5. Action without Meeting. Any action of the Board of Directors may be taken without a meeting if 2/3 of the Board of Directors individually or collectively consents to this action. The President shall determine the method of voting on the action and be responsible to provide written results of the action to the Secretary. Results of consent and the action shall be filed with the minutes of the proceedings of the Board of Directors. See Article IV, Section 3, D.

Article IX Amendments

Section 1. 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 three-fourths (3/4) of the Directors in office.

Article X Waiver of Notice

Section 1. Whenever any notice is required to be given to any member or Director 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 XI Indemnification, Expenses, Insurance

Section 1. General

To the full extent authorized under the laws of the State of Nebraska, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

Article XII
Prohibition Against Sharing in Corporate Earnings

Section 1. No Member, Director, Officer or persons connected with the NHTC or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the NHTC provided, however, this provision shall not prevent the payment to any such person for such reasonable compensation for services rendered to or for the NHTC in affecting any of its purposes as shall be fixed by the Board of Directors. No such person or persons shall be entitled to share in the distribution of any corporate asset.

Article XIII
Dissolution

Upon dissolution or final liquidation of the NHTC, any remaining assets shall be, after payment or the making of provision for payment of all the lawful debts and liabilities of the NHTC, sold or distributed to a 501(c)(3) non-profit organization as chosen by the Board of Director by the affirmative vote of three-fourth (3/4) of the Directors in office.

Article XI
Parliamentary Authority

The rules contained in the current edition of the Robert's Rules of Order Newly Revised shall govern the NHTC in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

Adopted on _____, 20 ____ by the Board of Directors of the Nebraska Horse Trails Committee, Inc.

_____ Name, President, Board of Directors	_____ Name, Vice President, Board of Directors
_____ Name, Secretary, Board of Directors	_____ Name, Treasurer, Board of Directors
_____ Board of Directors Member at Large	_____ Board of Directors Member at Large
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