

CENTER POINT SADDLE CLUB
BYLAWS
AMENDED AND APPROVED MARCH, 2007

The Corporation shall be for non-profit purposes; the purposes of this Corporation shall be a social club for horse-related activities. The principle office of the Corporation shall be located at P.O. Box 52, City of Palo, County of Linn, State of Iowa. The Corporation may have such other offices, either within or without the State of Iowa, as the Board of Directors may determine from time to time.

ARTICLE I
MEMBERS

SECTION 1. CLASSES OF MEMBERS

A voting membership shall be the only class of membership in the Corporation; a voting member shall be one whose current dues are paid.

SECTION 2. VOTING RIGHTS

Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 3. TRANSFER OF MEMBERSHIP

Membership in this Corporation is non transferable or assignable.

ARTICLE II
MEETINGS OF THE MEMBERS

SECTION 1. ANNUAL MEETING

An annual meeting of the members shall be held in Linn County, Iowa, in the month of November in each year, beginning with the year of 1988 at 6:30 o'clock pm, for the purpose of electing officers and for the transactions of such other business that may come before the meeting. If the election of officers is not held on the designated herein for an Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as is convenient.

SECTION 2. SPECIAL MEETINGS

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-twentieth of the members having voting rights, at a place designated by the Board of Directors. If no designation is made, the place of the meeting shall be the principle office of the Corporation in the State of Iowa, but if all the members shall meet at any time and place, either within or without the State of Iowa, and consent to the holding of a meeting, such a meeting shall be valid without call or notice, and at such a meeting any corporate action may be taken.

SECTION 3. NOTICE OF MEETING

Notice of meeting written notice stating place, day and hour of the meeting, and in case of a special meeting the purpose and purposes for which the meeting is called. It shall be delivered in no less than ten or more then 30 days before the date of the meeting, either personally or by postal or e-mail, by or at the direction of the president, the secretary, or the officer or person who is calling the meeting, to each member. Such mailed notice shall be deemed to be delivered when the records of the corporation with postage there on paid.

SECTION 4. INFORMAL ACTION BY THE MEMBERS

Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the actions so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

SECTION 5. QUORUM

Ten members, three of whom are members of the Board of Directors, shall constitute a quorum for a meeting. If a quorum is not present at any meeting of members a majority of the members present may adjourn from time to time without further notice.

SECTION 6. PROXIES

Members of this Corporation will not be entitled to vote by proxy.

ARTICLE II CONTINUED

SECTION 7. VOTING BY MAIL

Any issues that need to be voted on by the members may be conducted by United States Postal Service or electronic mail in such a manner that the Board of Directors shall determine.

ARTICLE III **BOARD OF DIRECTORS**

SECTION 1. GENERAL POWERS

The affairs of the Corporation shall be managed by its Board of Directors. Directors shall be voting members of the corporation and residents of the State of Iowa.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS

The number of Directors shall be not less than five and no more than nine. The term of officer of each Director shall be January 1 through December 31 and the election and qualifications of his successor. The Board of Directors shall be the current officers, at least one ex-president and such others as the President may appoint.

SECTION 3. DIRECTORS MEETINGS

Meeting of the Board of Directors, regular or special, may be held either within or without the State, and upon such notice as the Bylaws may prescribe. Attendance of a Director at any such meeting shall constitute a waiver of notice of such a 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 lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need to be specified in the notice or waiver of notice of such a meeting unless required by the Bylaws.

SECTION 4. QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any of the Board; but if less than a majority of the Directors are present may adjourn the meeting from time to time without notice.

SECTION 5 BOARD DECISIONS

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless that act of a greater number is required by laws or by these Bylaws. All decisions of the Board of Directors must be brought before the members of the Corporation and voted on before they can become final. The Board may authorize bills to be paid during those months when there is no meeting of the general membership.

SECTION 6. VACANCIES

Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director appointed to a vacancy shall serve for the unexpired term of the predecessor in office. Each such appointment by the Board shall be subject to the approval or disapproval of the members at the next regular or special meeting of the members.

SECTION 7. COMPENSATION

Directors as such shall not receive any salaries for their services.

ARTICLE IV **OFFICERS**

SECTION 1. OFFICERS

Officers of the Corporation shall consist of a President, one Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary, each of whom shall be elected or appointed at such time and in such manner and for such terms as may be prescribed in the Bylaws. Any two or more offices may be held by the same person. All officers shall be the age of nineteen or older to be eligible to hold office.

SECTION 2. ELECTION AND TERM OF OFFICE

The officers of the Corporation shall be elected annually by the voting members of the Corporation at the regular annual meeting. If the election of the officers is not held at such a meeting, such election shall be held as is convenient. New offices may be created and filled at any meeting of the members. Each officer shall hold office until his successor has been duly elected and qualified.

ARTICLE VI CONTINUED

SECTION 3. REMOVAL

Any officer elected or appointed by the members of the Corporation may be removed by the voting members whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

SECTION 4. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. DUTIES

The officers shall have such powers and shall perform such duties as from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of the officers of the same title serving in non-profit corporations having the same and similar general purposes and objectives as this Corporation.

ARTICLE V **COMMITTEES**

SECTION 1. COMMITTEES

The Board of Directors may designate from among its voting members one or more committees each of which, to the extent provided in such resolution, shall have and may exercise all of its authority of the Board of Directors; but no such committee shall have the authority of the Board of Directors in reference to amending the articles of the Corporation, adopting a plan of merger or consolidation, recommending to the members the sale, lease, exchange or disposition of all or substantially all of the property and assets of the Corporation, recommending to the members a voluntary dissolution of the Corporation, or a revocation thereof, or amending the Bylaws of the Corporation. The designation of any such committee and the delegation of any authority shall not operate to relieve the Board of Directors, or any member thereof, of responsibility imposed by laws.

ARTICLE VI **CONTRACTS, CHECKS, DEPOSITS, AND GIFTS**

SECTION 1. CONTRACTS

The Board of Directors may authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

SECTION 2. CHECKS, DRAFTS, OR ORDERS

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, or agent or agents of the Corporation and in such a manner as shall be from time to time determined by resolution of the Board of Directors.

SECTION 3. DEPOSITS

All funds of the Corporation shall be deposited from time to time of the credit of the Corporation in Farmers State Bank, other trust companies, or depositories as the Board of directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequest, or devise for any purpose of the Corporation.

ARTICLE VII
DISSOLUTION

Should the Corporation dissolve, all assets of the Corporation shall be given to other non-profit horse-related organization or organizations as decided by a majority of the Corporations current members.

DATED THIS 15TH DAY OF MARCH, 2007

Brian Dunn, President

Lyle Stewart, Secretary

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