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I. MISSION STATEMENT

MISSOULA HORSEMEN'S COUNCIL, INC. A NON-PROFIT CORPORATION OF THE STATE OF MONTANA

The Missoula Horsemen's Council, Inc., was founded in 1984 in response to the need of area horsemen for a park developed for equestrian use. The Council is a charitable organization as described in Chapter 501(c)(3) of the United States Internal Revenue Code.

The purpose of the Missoula Horsemen's Council is to perpetuate a high standard of accomplishment, safety, and enjoyment of horsemanship throughout the region; to develop, maintain and upgrade equestrian facilities at the Missoula Equestrian Park, and to assist the various government and private agencies in the maintenance and management of the habitat areas within the park boundaries.

The objectives of the Missoula Horsemen's Council are:

- To provide opportunities for the various area horse associations in the community
- to work together toward common goals;
- To assist in the development of equestrian facilities for the community;
- To develop, fund and manage the Missoula Equestrian Park facilities and its activities;
- To encourage public visitation and enjoyment of Missoula Equestrian Park, by members (equestrian users) and the general public;
- To cooperate with community groups to create a pleasant and inviting community park west of Missoula;
- To protect the natural open space within our leased area and improve its habitat qualities for birds and small mammals as specified within the Tower-Spurgin Park Plan, adopted by the Missoula County Commissioners in January of 1998.

II. MEETING PROTOCOL

- Members are encouraged to attend meetings, but may not vote. Any member wishing to address an issue should submit the request in writing to the President at least 1 week prior to the meeting so it can be put on the agenda.
- The President may invite member comments.
- Members must remain civil when addressing items of concern or issues with other members or Board members. Improper action, inappropriate language, or aggressive behavior toward another member or Board member may result in violation of the member in good standing status.

III. ORGANIZATION OF THE BOARD

The Board of Directors is the legal, governing body of the MHC. It shall be the MHC Board of Director's responsibility for maintaining the organization's 501(c)(3) status.

A. PRESIDENT

Specific Duties

1. The President presides over meetings of the Board. In this capacity, the President shall:
2. Chair meetings according to accepted Parliamentary Procedure and Board Protocol. The President may encourage all members to participate in discussion and arrive at decisions in an orderly, timely and democratic manner.
3. Vote only as defined in the By-Laws.
4. Serve as an ex-officio member of Board committees specified in the By-Laws. In this capacity, the President's role is to serve as a non-voting member of the committee.
5. Serve as primary spokesperson for the organization. Duties may include representing the organization to the media, governmental or nongovernmental organizations, committees, and financial contributors.
6. Exercise executive authority to approve or disapprove any substantial act or business on behalf of the MHC where immediate action is necessary, it is in the best interest of the MHC, a quorum is not immediately available, and it is not reasonable to postpone such action until a regular or special meeting can be called. Limitations on executive authority do not preclude the President from the regular and customary duties of the President. Any executive action taken by the President shall be reviewed at the next regular board meeting and made part of the record.
 - (a.) *Substantial act or business shall be any act or business resulting in changes, expenditures in excess of \$200.00, or liabilities to the MHC that are not abatable or annulable.*
7. Ensures that an agenda is planned for Board meetings.
8. Offer the option to vote by voice, a show of hands, or written ballot.

B. VICE PRESIDENT

Specific Duties

1. The Vice-President shall assume the duties of the President when the latter is absent or, for other reasons, unable to act.
2. The Vice-President shall assume other duties as assigned by the Board. In the event of the vacancy of the office by the President, the Vice-President shall serve as President until the next scheduled election.
3. The Vice President participates in Board meetings as a voting member.

C. SECRETARY

General Responsibilities

The Secretary is responsible to ensure that accurate and sufficient documentation exists to record when, how, and by whom the Board's business was conducted.

Specific Duties

Minutes

Minutes will be worded in a way that is clear, concise and accurately conveys the true intent of the Board. Minutes will be recorded and maintained for seven (7) years. The following are the minimum requirements for taking minutes at all regular and special meetings of the Board:

1. Include date and time of the meeting.
2. Note whether the meeting is a special or regular meeting.
3. Record names of directors in attendance, note excused or not excused, and whether a quorum was established.
4. Record names of guests in attendance.
5. Record an accurate quote of motions made, who made the motion and who seconded the motion.
6. Note any departures and entries of Board members affecting a board vote.
7. Record all Board actions and the outcome of any vote(s).
8. Record recusals from discussions and abstentions from voting.
9. Note alternatives considered for important decisions.

10. Include key points from any reports given to the Board.

11. The Secretary's name shall appear at the end of the minutes and signed.

Custodian of records

The secretary ensures that the records of the organization are maintained as required by state laws and made available when requested. These records may include founding documents (Articles of Incorporation), lists of directors, Board meeting minutes, and other official records including audio recordings.

Meetings

The Secretary participates in Board meetings as a voting member. The Secretary ensures that a current copy of the By-Laws as well as a copy of the Policies and Procedures Manual are available at all meetings.

Signing Officer

The Secretary may be designated by the Board as one of the signing officers for certain documents.

D. TREASURER

General Responsibilities

Provide leadership in administration of the MHC finances, perform or cause to be performed activities which support the financial requirements of the MHC, monitor financial activities and report to the Board in sufficient detail to allow informed Board decisions.

Specific Duties

1. The treasurer shall execute fiduciary duties in accordance with GAAP, including but not limited to the following responsibilities.
2. If a person or entity other than the Treasurer performs bookkeeping functions, it will be the responsibility of the Treasurer to co-ordinate the work.
3. The treasurer shall be the consultant to the Board of the MHC for all financial activities involving collection or disbursement of money. This may include membership payments, event fees, events conducted by the Board, etc. The treasurer shall ensure that all revenues are deposited in the appropriate account.
4. If persons other than the Treasurer are assigned banking activities, the Treasurer will be responsible for supervising and coordinating those activities.
5. During November of each year the Treasurer will work with the Board to assign an internal finance/audit committee to review the books of the calendar year immediately after December 31.

6. The Treasurer will ensure that all drafts made over the amount of \$200 shall be approved by the board.
7. The Treasurer shall ensure bank requirements are met each time signature changes are made.
8. Files or causes to be filed Internal Revenue Service reports Form 990 (due May 15) and Forms 1099 (due January 31) and 1096 (due February 28).
9. Files or causes to be filed the annual report and fee with the Montana Secretary of State's office by April 15 of each year.
10. Maintaining the organization's financial records per IRS requirements.

E. BIG SKY STEWARDSHIP COMMITTEE REPRESENTATIVE (BSSCR)

Purpose

To provide Missoula Horsemen's Council (MHC) representation to and participation in the Big Sky Stewardship Committee (BSSC).

Specific Duties

1. The BSSCR is a voting member of the MHC Board.
2. The BSSCR acts as a liaison between MHC and BSSC in an effort to ensure that the BSSC is fully informed of proposed management activity, including improvements to the MEP in a cooperative effort to meet the intent of the Tower Street Park Complex Management and Utilization Plan established in 1998.
3. The MHC's BSSCR shall offer guidance to the MHC Board with his or her knowledge of the Tower Street Park Complex Management and Utilization Plan and working knowledge gained through participation with the BSSC.
4. The MHC's BSSCR should have an interest in promoting the MEP as well as an understanding of the Tower Street Park Complex Management and Utilization Plan. Efforts should be directed toward working in the best interest of the MEP as well as the complex.
5. The BSSC Representative is responsible for submitting a proposal prepared and approved by the MHC Board for all major project requests to the BSSC including a detailed description and budget estimate for the project. Additional Committee members may be needed to assist with presentation.

6. Upon completion of each MEP project which has been approved for reimbursement with County funds, a request for reimbursement of all allowable costs shall be prepared by the MHC Treasurer and entrusted to the MHC's BSSCR for presentation to the BSSC for subsequent submission to the Missoula County Parks and Trails Board for their action.
7. The BSSCR is appointed annually and his or her term may not extend for more than 5 consecutive years.

F. EVENTS COORDINATOR

General Responsibilities

1. The Events Coordinator will be the chair of the Events Committee.
2. Be the liaison between the MHC and organizations using the park hereinafter known as "user" for all events held at the MEP.
3. Ensure affective communication between users, vendors and service providers at all events.
4. Ensure event reports are made to the MHC in a timely manner.

Specific Duties

1. Appoint a contact person from the events committee for each event.
2. Maintain and update the activities calendar, and submit approved calendar update to the website administrator.
3. Review event agreements for accuracy.
4. Coordinates with event's management to ensure both MHC and user are in compliance with the terms of the user agreement.
5. Provides assistance and information to event management regarding facility use.
6. Within reason, attend events to facilitate operations and respond to any needs that may arise.
 - a. Coordinates a member of the Events Committee or a board member to periodically oversee events.
7. Post event review of facilities condition and agreement compliance. Reviews event paperwork, submits any miscellaneous monies to the Treasurer.

8. Oversees and consults with the groundskeeper to assure event preparation prior to the event.
9. Be current on MEP facilities design and acceptable uses and/or limitations.

IV. MAINTENANCE AND IMPROVEMENTS

MHC will accomplish maintenance by volunteers, independent contractors or employees. If contracted, said contractor must be licensed by the State of Montana as an Independent Contractor and provide current Certificate of Insurance and proof of independent contractor's certificate. Work done must be supportive of, and adhere to, the Tower Street Park Complex Plan.

1. Duties of the independent contractor will be as per the terms of the contract between MHC and the contractor.
2. Duties of a maintenance employee shall be determined by the board in a job description created as needed.
3. All work performed by employees or volunteers must be approved and supervised by board authority.

V. COMMITTEES

A. Purpose

The Board shall utilize committees for the purpose of meeting the MHC mission and goals. Committees shall be established by the Board based upon ongoing needs.

1. A committee must present action items to the MHC board.
2. Committees shall submit reports in writing to the Board as appropriate.

Specific Duties

1. Committee membership shall be comprised of volunteers having an interest in the committee's purpose. At least one member of the committee shall be a member of the board. At least one member of the committee should have working knowledge of the committee's charge. Membership is for the lesser of one year or until the committee is dissolved. Individual committee membership may be renewed upon Board review and approval.

2. Committee members shall be recommended by the committee chair and approved by the Board.
 - a. The selection process used shall be at the discretion of the committee chair.
 - b. Committee members will generally be current Council members in good standing or non-member volunteers.
 - c. Committees will exist as either *standing committees* or *special committees*.

B. Standing Committees

1. Standing committees serve an ongoing supportive function for the Board.
2. Each standing committee will have an ongoing charge, which may be amended as approved by vote of the Board.
3. Each standing committee will be chaired by a member of the Board. In special circumstances with Board approval, a non-Board member may be assigned as committee chair.
4. Standing committees are reviewed and voted upon by the Board. At this time the charge will be reviewed and updated and committee membership will be reviewed and approved.

VI. FRAUD PREVENTION POLICY

As a sector of the Big Sky Stewardship Committee, the Missoula County Parks & Trails and the Missoula County Commissioners, the Missoula Horsemen's Council (MHC) functions for the benefit of the public. The Board carries out their duties for the benefit of the general public as well as members of the Missoula Equestrian Park. As such, MHC has a strong commitment to high level ethical and moral standards. All Board members are expected to share this commitment. This policy is established to facilitate the development of controls that will aid in the detection and prevention of fraud against MHC. It is MHC's intent to promote consistent organizational behavior by providing guidelines and assigning responsibility for the development of controls and conduct of investigations.

A. SCOPE OF POLICY

This policy applies to any irregularity, or suspected irregularity, involving Board members as well as consultants, vendors, contractors and any other parties with a business relationship with MHC. Any investigative activity required will be conducted without regard to the suspected wrongdoer's length of service, position/title, or relationship to MHC. For purposes of this policy, fraud is defined as the intentional, false representation or concealment of a material fact for the

purpose of inducing another to act upon it. Actions constituting fraud include, but are not limited to the following.

1. Any instance of the use of dishonest methods to acquire something of value.
2. Misappropriation of funds, supplies or other assets.
3. Impropriety in the handling or reporting of money or financial transactions.
4. Profiteering as a result of insider knowledge of MHC activities.
5. Unauthorized disclosure of confidential, proprietary or sensitive security information to outside parties.
6. Accepting or seeking anything of material value in gratuities from contractors, vendors or persons providing services or materials to MHC.
7. Destruction, removal or inappropriate use of MHC records.
8. Any similar or related irregularity.

B. FRAUD PREVENTION

The Board must exercise due diligence in the detection and prevention of fraud, misappropriations and other irregularities. Each Board member should do their best to be familiar with the types of improprieties that may occur within the operations of the MHC while managing MEP.

Any fraudulent activity that is detected or suspected by any Board member must be reported to the Board. The Board has oversight over all fraud prevention, detection and investigations.

All Board members should be familiar with and comply with the Code of Ethics contained in the Policies and Procedures. All Board members should be familiar with the MHC By-Laws. Board members shall disclose real and potential conflicts of interest to the Board. Board members with a conflict or potential conflict shall reclude themselves from discussion and voting on those matters.

C. INTERNAL CONTROLS

As part of the Board's efforts to maintain internal controls, the Board shall establish the following procedures.

1. Maintain dual Board member signature requirement on the primary MHC checking account.

2. Maintain a trust account for all unearned funds to be deposited to prevent comingling of unearned funds.
3. Require Board approval and review of all expenditures exceeding two hundred dollars (\$200.00).
4. Review all contracts and completion reports for projects exceeding two hundred dollars (\$200.00) including but not limited to work orders, change orders, material lists and labor costs.
5. Maintain a running inventory of products, supplies and equipment owned by the MHC to include purchase dates, condition and cost.

D. REPORTING AND INVESTIGATION

All information received regarding suspected fraudulent activity shall be treated confidentially. Any Board member who in good faith suspects dishonest or fraudulent activity will notify the Board immediately and shall not attempt to personally conduct investigations or interviews/interrogations related to any suspected fraudulent acts. Should the Board find it necessary, legal counsel will be retained. The reporting individual must be advised of the following.

1. Do not contact the suspected individual in an attempt to determine facts or demand restitution;
2. Do not discuss the case, facts, suspicions or allegations with anyone unless specifically asked to do so by the Board.

Those individuals who, in good faith, report alleged fraudulent activity or provide information during an investigation shall not be the subject of reprisal, retaliation or retribution. Any individual who believes they are experiencing reprisal, retaliation or retribution shall report such actions to the Board. All inquiries concerning the activity under investigation from the suspected individual, his or her attorney or representative or any other inquirer should be directed to MHC legal counsel. No information concerning the status of an investigation will be given out. The proper response to any inquiry is: "I am not at liberty to discuss this matter." Under no circumstances should any reference be made to "the allegation" "the crime" "the fraud" or any other specific reference. Investigation results will not be disclosed or discussed with anyone other than those who have a legitimate need to know. This is important in order to avoid damaging the reputations of persons suspected but subsequently found innocent of wrongful conduct and to protect MHC from potential civil liability. The Board will appoint an investigator to look into any allegations. The investigator may be a committee of Board members or an outside consultant. The investigator shall have free and unrestricted access to all MHC records, and the authority to examine, copy and/or remove all or any portion of the contents of files and

other storage facilities without prior consent or knowledge of any individual who might use or have custody of any such items or facilities when it is within the scope of the investigation.

E. RECOMMENDATION AND ACTION

At the conclusion of the investigation, the investigator shall make a recommendation to the Board. The investigator may recommend the following.

1. That no action is warranted base on the evidence or lack thereof.
2. That procedures or policy changes may be necessary in order to hold potential violators accountable for actions not covered by MHC policy or law,
3. That a consultation with a civil attorney is recommended, or
4. A referral to law enforcement is necessary for potential criminal prosecution.

NOTE: A fraud investigator cannot conclude fraud. The fraud investigator can only discover, preserve, analyze and present evidence indicating a fraud may have or likely occurred. Unless admissions are made by the accused, only a prosecuting authority is authorized to make the determination that there is enough evidence for a charge of fraud. The MHC and/or any member or Board member must be diligent about refraining from alleging wrongdoing or acting upon investigations until such suspicions of fraud have been fully investigated and adjudicated by a court of law.

Should an investigation result in a recommendation for action by the Board, the recommendation will be thoroughly reviewed by the Board. If warranted, the Board may refer the matter to legal counsel or law enforcement for guidance. A recommendation to take civil or criminal action must involve legal counsel, be approved Board action, and be recorded accurately as such in official meeting minutes. Any action taken will be in accordance with the laws of the State of Montana. This Policy will be reviewed by the Board on an annual basis and revised as needed

VII. CONFLICT OF INTEREST POLICY

The purpose of this policy is to prevent the personal interest of Board members or volunteers from interfering with the performance of their duties to The MHC. There shall be no personal financial, professional, or political gain at the expense of MHC and/or the MEP.

A. DEFINITION

Conflict of Interest means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include Board members of MHC.

B. POLICY AND PRACTICES

1. Full disclosure in writing in accordance with the policy on remuneration to a member of the board herein stated below, shall be made by the interested parties to the Board in all conflicts of interest, including but not limited to the following.
 - a. A Board member is related to another Board member or staff member by blood, marriage or domestic partnership.
 - b. A Board member or their business or organization stands to benefit from any MHC transaction. Such business or organization receives payment from the MHC for any subcontract, goods, or
 - c. A Board member's business or organization receives grant funding from the MHC.
2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board shall determine whether a conflict of interest exists. If so, the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict. The vote shall be by majority, less the potential conflicted director.
3. A Board member with a special interest shall not participate in any discussion or debate of the Board, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest by said Board member. However, the Board member at issue may be present to present his or her position and/or provide clarifying information to the Board for discussion or debate.
4. A copy of this policy shall be given to all Board members. Each Board member shall sign and date a Conflict of Interest Policy Statement at the beginning of her/his term acknowledging their receipt and understanding thereof.

At the discretion of the Board, should an internal investigation determine violation of the Conflict of Interest Policy, the Board may recommend:

1. That no action is warranted,
2. That disciplinary action, up to and including suspension from the Board is warranted, or
3. Commencement of an action brought pursuant to MCA 3-2-423, (Judicial removal of a director.)

VIII. REMUNERATION TO A MEMBER OF THE BOARD

Pursuant to IRS Section 501(c) 3; Section 4958

1. **DISCLOSURE.** A person who stands to benefit financially from a 501 (C) 3 organization, its operations or a related benefit transaction is a "Disqualified Person." Those persons are specifically identified but not limited to; the voting members of the Board, President of the Board, and family members of a disqualified person.

A Disqualified Person involved in the organization's business must disclose to the Board, the nature of the person's interest and benefits as well as any other relevant facts known to the Disqualified Person about the transaction the Board may not, but should know in making board decision. Likewise, the Board must exercise due diligence in investigating any facts procuring excess benefits to any party of the MHC's membership or subcontractors.

***Definition:** A Disqualified Person is "any person who is in a position to exercise substantial influence over the affairs of the applicable tax exempt organization at any time during a 5-year period ending on the date of the transaction."*

2. **RECUSAL. A DISQUALIFIED PERSON** must recuse themselves from all deliberations and vote on any matter in which a person is determined by the Board to be a Disqualified Person. A potentially Disqualified Person may participate in any meeting held to disclose and determine potential conflicts of interest and disqualification, but once determined by the Board to be a Disqualified Person, that person must absent themselves from any further deliberations, or discussion, including ex-parte' discussion which may influence the Board's determination. The determining Board must be a quorum of non-disqualified persons.
3. **DATA.** As in any case, should the Board elect to enter into a contract with a Disqualified Person, the Board must exercise due diligence in obtaining the necessary documents to compare competitive bids from all responsive bidders. Where bid specs are not clear or clearly understood by the Board, the Board should seek council from a qualified professional who can advise the Board on the bid specs, scope of work and responsiveness of the bidder. It must be clear that a Disqualified Person's bid is equitable, responsive and presents a clear benefit to the MHC. In the best interest of non-profit support, at least three bids should be received whenever possible or reasonable.

A 10% penalty can be imposed on the Board for "knowing" participation in an excess benefit transaction. That penalty can be defended in part if "after full disclosure of the factual situation to an appropriate professional, the organization manager relies on a reasoned written opinion of that professional with respect to elements of the transaction within the professional's expertise." Note, however, that a professional opinion is no defense on the question of whether or not the transaction actually is an excess benefit transaction, it is only a defense against the 10% penalty on management.

4. **BID SELECTON.** The MHC may reserve the right to select whatever bid most benefits the MHC. The MHC may select a bid from a Disqualified Person even if that bid is higher than other bids if that bid;
 - a. has been clearly disclosed as a Disqualified Person's bid;
 - b. clearly benefits the MHC over competitive bids;
 - c. is a responsive bid; and
 - d. is within a cost reasonable and expected for the scope of work to be completed with no excessive benefits to the bidder.

5. **ARMS LENGTHS AGREEMENTS.** The Board is directly responsible for assuring that all contacts and/or agreements are at arms-length.

Definition: *“Arms-length is the description of an agreement made by two parties freely and independently of each other, and without some special relationship, such as being a relative, Organization officer or Board member, having another deal on the side or one party having complete control of the other. It becomes important to determine if an agreement was freely entered into to show that the price, requirements, and other conditions were fair and real”.*

6. **PROCUREMENT OF INCIDENTAL PRODUCTS OR SERVICES.** In any case where the MHC receives products or services from a Board member, Board member's spouse, significant other, sibling, parent or child of the Board member, the following criteria must be met.
 - a) The product or service must be in the best interest of the MHC,
 - b) Be the usual and reasonable cost for the work, rental, or other billable expense as researched and documented by Board designee(s); and
 - c) In the case of contracted work, the terms described under Section (note section) “Remuneration to a Member of the Board” are met.

7. **CONTEMPORANEOUS MINUTES.** Clear and precise minutes must be kept of all transactions involving a Disqualified Person's bid or transactions with the MHC and must include a clear and accurate copy of all records presented at such meetings.

IX. NOMINATIONS FOR THE BOARD

1. A nominating committee shall be a special committee appointed by the Board at the September meeting of each year. The nominating committee of at least three (3) shall be members of the Board and will accept written nominations from the general membership, including Board members. The nominating committee chair may elect and should be

encouraged to seek approval from the Board to appoint general members to the nominating committee as well.

2. Call for nominations shall be distributed by the membership committee to the general membership and published on the website within three (3) days of appointment of the nominating committee. Members of the nominating committee shall not be on the ballot. Notices must indicate that nominations are due by November 1. Notice of accepting nominations shall include the nominating committee chair's email address. Written nominations may therefore be submitted by form in the US Mail or by email to the nominating committee chair.
3. Candidates for election to the Board must be a member in good standing.
4. Nominations are acceptable any time of the year prior to the appointment of a nominating committee. Nomination for the Board made prior to appointment of a nominating committee, may be submitted in writing to the Board secretary. The Board secretary will hold those nominations for the appointed committee.
5. Each nominee shall provide a brief bio which will be published on the website.
6. Secret ballots shall be numbered. Ballots will be provided to the general membership no later than November 15, shall include the names of each nominee and shall indicate a due date of November 30.
7. Elections results will be announced at the regular December Board meeting.

X. RESIGNATION FROM THE BOARD

When a member of the Board resigns, is disqualified from service or dies, the Board vacancy shall be filled as soon as possible to preserve a full board.

1. A Board vacancy must be filled by majority vote of the remaining Board.
2. The Board may fill a regular Board vacancy from the general membership in good standing.
3. The vacancy of the President or Vice President shall be filled by an existing Board member.
4. In either case, the Board must not simply appoint new board members, but shall fill the vacancies by nominations from the Board and/or general membership.
5. In a case where three (3) or more vacancies should occur at once, affecting the effectiveness of the Board, a special meeting will be called by the President to fill those

Board vacancies immediately. Otherwise Board vacancies will be filled at the Board's regular meetings.

6. The nominee selected by the Board to fill a vacancy will only fulfill the term of the vacancy.
7. Having been a candidate for the board in past elections, does not automatically qualify a member for nomination or appointment to the Board.

XI. PROCEDURE FOR REMOVAL OF A BOARD OF DIRECTOR AND OFFICERS

Removal of a director from the MHC Board shall be done in accordance with Montana Code Annotated. Pursuant to MCA 35-2-421 and 35-2-423;

1. Only the membership authorized to elect board of directors may remove a director from the Board without cause. In such case, there must be a meeting noticed specifically for the purpose of removing an elected director.
2. The number of votes to remove a director must be sufficient to have elected the director in the beginning.
3. The Board may remove a director or officers from the Board for missing two (2) or more un-excused regular board meetings in any twelve (12) months period in accordance with the MHC By-Laws.
4. The Board may remove an officer of the Board that was appointed by the Board and not elected by the Membership with or without cause. However, an appointed officer determined to not be a "Member in Good Standing" as defined in the MHC Policies and Procedures should be removed by the majority vote of the existing board.
5. A Montana Judicial Court may remove any director of the MHC from office in a proceeding commenced by the MHC, by its members holding at least 10% of the voting power of any class, or by the attorney general in the case of a public benefit corporation if the court finds that:
 - (a) (i) the director engaged in fraudulent or dishonest conduct or in gross abuse of authority or discretion with respect to the corporation; or
 - (ii) a final judgment has been entered finding that the director has violated a duty set forth in -2-416, -2-418, -2-435, or -2-436; and
 - (b) removal is in the best interest of the corporation.

(2) The court that removes a director may bar the director from serving on the board for a period prescribed by the court.

(3) If members or the attorney general commence a proceeding under subsection (1), the corporation must be made a party defendant.

(4) If a public benefit corporation or its members commence a proceeding under subsection (1), they shall give the attorney general written notice of the proceeding.

XII. MEMBERSHIP

Membership requires application and written agreement to the policies herein as well as annual dues as set forth by the Board.

Membership privileges include equestrian access and use of the grounds, trails and arenas. Access to the cross-country course requires membership and an additional usage fee.

Definition

1. Individual: Any individual 18 years of age or older, or a minor with the consent of a parent or legal guardian.
2. Family: Family members residing at the same address, including dependents through the age of 18.
3. Lifetime: Any individual person until deceased; not transferable.

Dues

MHC membership calendar starts April 1 each year. Membership is valid April 1 through March 31 of the following year.

XIII. MEMBERS IN GOOD STANDING

A. A Member in Good Standing

1. Shall be current with membership dues.
2. Will endeavor to promote the common goals set forth in the MHC mission statement and a good community reputation.
3. Shall use the park and park facilities responsibly and with care, following the rules as best understood.

4. Shall not deface, destroy, derogate, or without regard for the environment of the park purposely or knowingly litter any part of the premises.
5. Shall be of good moral turpitude.
6. Will not intentionally demean, slander or liable other members before the public.
7. Will not exercise public comments or conduct with the intent to damage the reputation of the MHC, the park or any other member thereof.
8. Will treat all other members of the Park with respect, courtesy and reasonable social tolerance. For the purpose of this rule, reasonable social tolerance does not mean a member or the Board must tolerate behavior of other members, which constitutes a violation of any part of this rule.
9. Will not purposely or knowingly make false or misleading complaints pertaining to this rule against other members.
10. Will not practice drunkenness, lewd, violent or unbecoming behavior not socially acceptable for mixed and/or family audiences while on the park premises or at MHC functions, meetings or other associated gatherings.

B. Remedy

1. Any member or Board member may file a complaint of infractions of the Member in Good Standing Rule. Complaints must be made to the Board of the MHC on a form prescribed by the MHC with specificity and good cause, supported by corroborating evidence. Un-corroborated complaints will be dismissed by the Board upon receipt.
2. Any member found by the Board "not in good standing" as set forth above and verified by corroborating evidence presented to the board in a formal written complaint, will receive one (1) written warning from the board to cease and desist such noncompliant behavior. A person found by the Board to be in violation of the Member in Good Standing rule within one year of the first warning, will be in breach of membership agreement and subject to having their membership revoked for a period of at least twelve (12) months from the Board's determination, with a maximum revocation to be determined by the Board.
3. A member having been accused of violating the Member in Good Standing Rule may file a written response defending the accusation(s). The Board will hear and consider the accused member's response in defense and any evidence or witness testimony at a closed session of a regular meeting to determine the merits of the complaint and defendant's response.

XI. ELECTIVE GUIDELINES

A. RECOGNITION AWARDS/INCENTIVE ITEMS/PARK DONATIONS

Distribution of recognition awards, incentive items, and park donations shall be approved by the Board and shall be determined by established criteria as follows.

INDIVIDUAL RECOGNITION/INCENTIVE

YOUTH

1. The Council recognizes the value of youth mentorship and youth leadership development. In this respect, on an individual case basis, the Board may approve an award to assist and/or encourage our community youth at a variety of levels ranging from the award of a Park T-shirt and/or cap, or other minor expendable inventory item, to a one-year-only general Park membership. Eligibility may be considered on the basis of the following criteria.
2. Exemplary performance in the area of youth effort and achievement in equestrian sports.
3. Demonstrated, measurable youth leadership performance in the area of equestrian sports.
4. Demonstrated and measurable youth educational contribution or achievement in the area of equestrian sports.
5. Significant volunteer effort resulting in measurable results for the benefit of the park.
6. Financial need.
7. Procedure for nomination of an awardee shall be any of the following criteria.
8. Letter of recommendation from a Board member.
9. Letter of request from a sponsoring group, family member, Park member, mentor, or other interested party.
10. Letter of request from the individual.
11. Individual Recognition/Incentive.

ADULT

- A. The Board recognizes the value of volunteer time and effort for the purpose of achievement of Park goals. As such, on an individual case basis, the Board may, at its discretion, approve an award to assist and encourage community involvement at a variety of levels ranging from the award of a Park T-shirt and/or cap, or other minor

expendable inventory item, to a one-year-only general Park membership, or lifetime membership in the case of exemplary and significant contribution.

- Group Recognition
- Groups of 10 or less
- Groups of 10 or more

B. PROMOTIONAL ACTIVITIES/ITEMS

Promotional activities and distribution of promotional items to further Park goals and interests by increasing Park visibility and recognition by the greater community shall adhere to the following philosophy.

- The magnitude and impact of Park promotional activity should be considered carefully to ensure equitable conduct and management of exposure. Promotional activities should be benevolent in nature and benign, and should be entered into for the sole purpose of community engagement to encourage Park development and harmony.

C. VOLUNTEER INQUIRY TRACKING FORM

Date Name How did they learn about program?

Thank prospective mentors for coming and provide application packets and business cards for them to take

Board Approval Date: _____

Revision Date: _____

Revised DATE 2013