

Maine Dressage Society By Laws

Article I—Name

Section 1: The name of this organization shall be the Maine Dressage Society, Inc., a non-profit organization organized under the Laws of the State of Maine, and hereafter referred to as “The Society”

Section 2: The Society shall affiliate with the United States Dressage Federation, Inc., as a group member organization

Article II—Purpose

The purpose of the Society is to promote and encourage a high standard of dressage in the State of Maine to include:

Coordinating and assisting its chapter members to promote statewide communication through a quarterly newsletter for presenting educational clinics, shows, award programs, forums and seminars pertaining to dressage. Chapter Members are named as follows: Central Maine Dressage Association, Eastern Maine Dressage Association, Northern Maine Dressage Association, Southern Maine Dressage Association and Western Maine Dressage Association.

Cooperating with regional, state and national dressage organizations, and other organizations in matters of common concerns.

To assist equine/dressage interests.

Article III—Membership

There shall be two classes of membership: Chapter Members, hereafter referred to as Chapter , and Individual members.

Section 1: Chapter Members

A Chapter member shall consist of a local dressage organization of at least 10 dues paying members, having written bylaws not in conflict with the bylaws of the society. The chapters shall be known as Central Maine Dressage Association, Eastern Maine Dressage Association, Northern Maine Dressage Association, Southern Maine Dressage Association and Western Maine Dressage Association.

All chapters shall file with the society, a current copy of their bylaws, a list of officers, and a list of directors and alternate directors that will serve on the Society’s Board by January 1st. They must also pay their annual affiliation fee and submit a roster of members and pay annual dues for each of their members by February 1st.

Renewal chapters are required to submit a current copy of their bylaws, a list of officers and a list of directors and alternate directors that will serve on the Society’s Board by January 1st and pay an annual affiliation fee and submit a roster of members and pay annual dues for each of their member’s by February 1st. Corrections and additions to membership rosters, along with the appropriate fees, shall be filed with the Treasurer by May 1st, August 1st and November 1st.

All membership dues and fees to the Society shall be set by its board.

Section 2: Individual Members

An individual member is a member of a Chapter for which dues are paid to the Society by the Chapter.

All individual members of the Society shall be entitled to one vote on any issue directed by the board to the general membership. Only members in good standing are allowed to vote.

Article IV—Board of Directors

Hereafter referred to as “The Board”.

Section 1: The affairs of the Society shall be managed by the Board of Directors.

Section 2: The number of directors shall not be less than 4 and not more than 24. The term of office shall be one year. Directors may be re-elected. Their term shall begin at the annual board meeting.

Section 3: Each chapter shall elect or appoint up to 3 directors and 2 alternate directors to the board. Each director shall represent no more than one Chapter. It shall be the responsibility of each Chapter to notify the Society’s Secretary in writing as to the identity of their directors and alternate directors. Failure of a Chapter to so notify the Society may constitute a forfeiture of representation on the Board.

Section 4: Any director not maintaining good standing as a Society member or who does not attend at least half of the Board and General meetings during a year shall be automatically removed from the Board. Any director may be removed for just cause by a unanimous vote of the Board.

Section 5: In the event that a director is unable to continue to serve on the Board, the vacancy of that director's seat may be filled by the Chapter that it represents.

Section 6: Director's of the Society shall serve without pay, but shall be entitled to reasonable and necessary compensation for expenses incurred in the performance of their duties.

Section 7: The immediate Past President may sit as an advisor on the Board, but shall not have a vote and shall not be considered when determining a quorum, unless they are a director from a Chapter.

Article—Officers

Section 1: The officers of the Society shall consist of a President, Vice President, Secretary and Treasurer.

Section 2: The officers shall be elected by the Board from the Directors of the Board. The term of office shall be one year. Officers may be re-elected. Their term shall begin at the Annual Board meeting. Voting for the officers for the coming year shall occur at the fall meeting prior to the annual meeting. No director shall hold more than one office at a time.

Section 3: Any officer not maintaining good standing as a Society member or who does not attend at least half of the Board and General meetings during a year shall be automatically removed from the Board. Any officer may be removed for just cause by a unanimous vote of the Board.

Section 4: In the event that an officer is unable to continue to serve in office, the vacancy of that office, other than that of the President, must be filled by the Board for the unexpired portion of the term. In the event of a vacancy of the President, the Vice President shall assume the position of President.

Section 5: Officers shall serve without pay, but shall be entitled to reasonable and necessary compensation for expenses incurred in the performance of their duties.

Section 6: Duties of the President

The President shall preside at all Board Meetings and any Special Meetings, prepare agenda's in advance of all meetings, appoint committee chairs, carry out any duties as directed by the Board, and vote only when the vote is tied.

Section 7: Duties of the Vice President

In the absence of the President, the Vice President shall exercise any power or duty of the President.

Section 8: Duties of the Secretary

The Secretary shall record minutes of all meetings of the Society to be mailed to all directors and read such minutes at the next scheduled meeting if requested by the Board.

Section 9: Duties of the Treasurer

The Treasurer shall receive and have in charge, all monies, bills and/or other financial papers belonging to the Society; maintain a current list of all members in good standing; submit membership roster and dues of affiliation to the United States Dressage Federation, submit final reports and read such reports at all regular meetings of the Society and compare a complete yearly report and projected budget.

Article VI—Board Meetings

Section 1: Notice of all Regular Board Meetings, stating the place, day, hour of the meeting shall be given at least 2 weeks in advance, by the secretary, to all Society Members through the use of the Society's Newsletter or by a separate mailing.

Section 2: The President may, at any time, call a special meeting of the Board and shall be required to do so at the request of at least 3 directors.

Section 3: Notice of all Special Board Meetings, stating the place, day, hour and purpose for which the meeting is being called, shall be given at least 1 week in advance by the Secretary to the Board in writing or by the President to the Board by telephone.

Section 4: A simple majority of the current directors shall constitute a quorum.

Section 5: Voting on special matters may be conducted by e-mail or by telephone as long as all directors are contacted. A simple majority of all directors will be the vote of the Board.

Article VII—Committees

Section 1: Committee may be designated by the Board to fulfill certain duties. Committees may include, but not be limited to the following:

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| A. Bylaws Review Committee | F. Jr/YR Committee |
| B. Fund Raising Committee | G. Awards Committee |
| C. Newsletter Committee | H. Banquet Committee |
| D. Omnibus Committee | I. Public Relations Committee |

E. Education Committee

Section 2: All committee members and a Chairperson for each committee shall be appointed by the President with approval by the Board. Any member in good standing may serve on a committee.

Section 3: Committee members shall serve for one year and may be reappointed.

Section 4: The President shall be an Ex-officio member of all committees.

Section 5: Committee members of the Society shall serve without pay, but will be entitled to reimbursement for reasonable expenses incurred in the performance of their duties.

Article VIII—Newsletter

Section 1: The Society shall publish a newsletter to inform members of the activities of all Chapter Members and to serve as the primary means of distribution of informational and educational material relating to the sport of dressage.

Section 2: The newsletter shall be published quarterly; March, June, September and December.

Section 3: The newsletter shall be distributed to every recorded member of the Society and to such non-members as the President or Board may designate.

Article IX—Contracts, Checks, Deposits and Funds

Section 1: Contract

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

Section 2: Checks, Drafts, etc.

All checks, drafts or orders for payment or money, notes or other evidences of indebtedness issued in the name of the Society, shall time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President and/or Treasurer.

Section 3: Deposits

All funds of the Society shall be deposited in a timely manner to the credit of the Society in such banks, trust companies or other depositories as selected by the Board.

Section 4: Gifts

The Board may accept on behalf of the Society any contribution, gift, bequest or devise for the general purpose or for any specific purpose of the Society.

Article X—Books and Records

The Society shall keep complete and correct books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board and shall keep at the registered, or principal office, a record giving the names and addresses of the members.

Article XI—Fiscal Year

The fiscal year of the Society shall begin on March 1 and end on the last day of the following February.

Article XII—Exempt Activities

Notwithstanding any other provision of these bylaws, no director, officer, employee, agent or representative of the Society, or any private individual shall receive or be entitled to receive at any time, any of the net earnings or pecuniary profit from the operations of the Society, provided that this shall not prevent the payment to any persons of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes.

Article XIII—Prohibition Against Sharing in Corporate Earnings

No director or officer, employee, agent or representative of the Society, or any private individual shall receive or be entitled to receive at any time, any of the net earnings or pecuniary profit from the operations of the Society, provided that this shall not prevent the payment to any persons of reasonable compensation for the services rendered to or for the corporation in effecting any of its purposes.

Article XV—Dissolution

Upon dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively on one or more

organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501c (3) of the Internal Revenue Code of 1954, as amended, as a charitable, religious, benevolent or educational corporation within the meaning of Title 13B, of the Maine Revised Statutes as amended. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, or any private purposes), and no member director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Article XVI—Indemnification of Directors and Officers

To the extent permitted by the laws of the State of Maine as they may now or hereafter exist, the Society shall indemnify any officer or director of the Society who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, by reason of the fact that he or she is or was an officer or director to the Society, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; providing that no indemnification shall be provided with respect to any matter as to which he or she shall have been fully adjudicated in any civil proceeding not to have acted in good faith in the reasonable belief that his or her action was in the cause to believe that his or her conduct was unlawful.

Article XVI—Interested Directors and Officers

No transaction in which a director or officer has a personal or adverse interest (as that term is defined in the Maine Business Non Profit Corporation Act) shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors of committee thereof which approves such transaction, or because his or her vote is disclosed or are known by the Board or the committee, and are noted in the minutes.

Article XVII—Parliamentary Authority

The rules contained in the modern addition of the Robert's Rules of Order shall govern the Society in all cases where they are not inconsistent with these bylaws.

Article XVIII—Amendment to Bylaws

These bylaws may be amended, altered or repealed and new bylaws adopted at any regular or special meetings of the Society by a simple majority vote of Board members present and or by proxy, provided that such written notice of the amendment was given to all members at least two weeks in advance.