

Bylaws of Mountain Valley Horsemans Association

Table of Contents

Article I: Name and Location

Article II: Mission and Purpose

Article III: Membership

Article IV: Dues

Article V: Membership meetings, Quorum and Voting

Article VI: Board of Governors

Article VII: General Standards of Conduct for Governors and Officers

Article VIII: Meetings of the Board of Governors

Article IX: Officers

Article X: Committees

Article XI: Financial

Article XII: Records of the Corporation

Article XIII: Miscellaneous

ARTICLE I: Name and Location

1. Name

The name of this Corporation is the Mountain Valley Horsemen's Association. It is referred to herein as the "Corporation", a Pennsylvania not-for-profit Corporation.

2. Location

The principal office of the Corporation in Pennsylvania shall be at the place set forth in the Articles of Incorporation. The Governors may change the location of the principal office in Pennsylvania effective upon filing a certificate with the Secretary of the State of Pennsylvania. The Corporation's headquarters and administrative and operating offices are at 6154 Sheller Road, Chambersburg, PA, 17202.

ARTICLE II: Mission and Purposes

1. Mission Statement

Mountain Valley Horsemen's Association shall be operated exclusively for charitable and educational purposes, within the meaning of 501(c)(7) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). The corporation shall be operated exclusively to foster the enjoyment of the equine and all equine related sports and activities.

ARTICLE III: Membership

1. Qualification

Membership in the Corporation is open to all individuals interested in furthering the enjoyment of the equine. Any such person who (1) agrees to be bound by the requirements of these Bylaws, and any rules and regulations which the Board of Governors may from time to time adopt; (2) completes a membership application form and submits it to the Board of Governors and (3) has paid all the applicable dues, is eligible for membership in this Corporation. Approval of membership applications will be made by a majority vote of the Board of Governors.

2. Classes of Members

The Corporation shall have several classes of Members, which the Board of Governors may from time to time adopt. The designation of such classes and qualifications of the Members of such classes shall be as follows:

- (a) **Individual Members.** Any member over the age of 18 who has paid for an individual membership
- (b) **Family Members.** A spouse/significant other or child of an Individual Member who pays a reduced rate of membership as specified by the Board of Governors.

3. Term

Annual membership shall end as of December 31st each year

4. Voting Privileges

- (a) Voting membership in the Corporation shall be limited to Individual Members who are (18) eighteen years old and in good standing (30) thirty days prior to such an election or meeting.
- (b) Voting membership in the Corporation is personal and not transferrable
- (c) Each voting member shall be entitled to one vote on each matter submitted to a vote of the members.

5. No Discrimination

The Corporation is a non-profit organization, open to Membership without regard to age, religion, color, disability, gender, nationality, race, sexual orientation or political affiliation. Membership shall be comprised of those who meet the admissions policy, associate themselves together to further the Mission, purposes and objectives here set forth in accordance with these Bylaws and the Articles of Incorporation.

6. Censure, Suspension or Expulsion of Members

The Board of Governors may censure, suspend, or expel any member for good cause after a hearing at any meeting of the Board of Governors, provided such member has been given (21) twenty one calendar days' notice of such hearing in the manner set forth in Article XII, herein, or may suspend or drop from membership, without notice or a hearing, any member for non-payment of dues. Any member suspended, expelled or dropped from membership pursuant to this paragraph except for non-payment of dues may only be reinstated by the affirmative vote of the Board of Governors at any regular meeting.

7. Resignation

Any member, not in default in the payment of dues and against whom no complaint or charge is pending, may at any time resign by written resignation mailed or delivered to the Secretary, with no refund, rebate or rescission of dues. Any member who resigns his or her membership remains obligated to the Corporation for any charges, dues, or other amounts that are outstanding as of the date the member resigned.

8. Rights and Privileges

As part of the membership dues payment, each member in good standing is entitled to the following benefits:

- (a) The opportunity to compete and participate in the Corporation sponsored events/clinics/programs/competitions with no additional non-members fee

ARTICLE IV: Dues

1. Dues Statements

Dues shall be paid to the secretary no later than the February monthly meeting and individuals will not enjoy the membership benefits until such annual payment is made in full. Any member suspended for non-payment of dues shall be reinstated upon payment of dues for the current membership year.

2. Annual Dues Change

The annual dues may be changed by resolution of the Board of Governors subject to ratification by a majority vote of the Membership at an Annual Meeting or at a special meeting called for the purpose.

ARTICLE V: Membership Meetings, Quorum and Voting

1. Monthly Meetings

The monthly meetings of the Corporation Membership shall be held on the second Tuesday of each month. Changes to the date of the meeting shall be provided no less than fourteen (14) days prior to the regularly scheduled meeting date. Any matter relating to the affairs of the Corporation, whether or not stated in any notice of the meeting may be brought up for action by the membership, except for any matter for which prior notice is required by the Articles of Incorporation, these Bylaws, or applicable state law. The membership shall elect officers and members of the Board of Governors as specified in Article VI during the December meeting.

2. Special Meetings

Special Meetings of the membership may be called for any purpose whatsoever, at another time by a) the President, b) any three members of the Board of Governors or c) a written demand of twenty five (25) percent of the voting membership of the Corporation in good standing, filed with the secretary.

3. Notice

A written or electronic notice of each monthly meeting or special meeting in a manner stated in Article XII, stating the place, hour, date and purpose thereof shall be provided no less than fourteen (14) days before such meeting. No action shall be taken at a special meeting of the Members unless the intention to consider the subject matter has been set forth in the notice of the meeting.

4. Quorum

At any meeting, one-fourth of the membership or twenty-five (25) voting members (must include 5 members voting in person), whichever number is smaller, shall constitute a quorum.

5. Action by Vote

At all monthly and special meetings of the Membership, each regular member who's listed as current and in good standing in the membership file thirty (30) days before the meeting and who is present either in person or by proxy shall have one (1) vote as to the election of Officers and Governors and on all matters submitted to the membership for a vote by the Board of Governors. **When a quorum is present at any meeting, a majority of the votes properly cast by members present in person or duly represented by proxy shall decide any question unless otherwise provided by law, in the Articles of Incorporation or these Bylaws.**

6. Action by Writing

Elections of Officers and Governors shall be conducted by written ballot. All matters submitted to the members present in person and voting, except that elections of Officers and Governors or amendment of the Articles of Incorporation and these Bylaws may be conducted by mail ballot. Proposals to be offered to the regular members for a mail vote, excepting election ballots, shall first be approved by the Board of Governors unless the proposal is endorsed by twenty five (25) percent of the regular members in which case, Board approval shall not be necessary. On any mail vote, a majority of those voting shall determine the action.

7. Breaking of Ties

The president shall not cast votes in any manner brought before the membership, including the annual election of Officers and Governors. In the event of a tie in any of these matters, the President shall cast the deciding vote to break the tie.

ARTICLE VI: Board of Governors

1. General

Supervision and guidance of the affairs of the Corporation shall be involved in the Board of Governors. The Board of Governors may exercise all powers granted to it as they determine to be expedient and necessary for the interests of the Corporation, subject to the Articles of Incorporation, these Bylaws, and the review and direction of the voting membership of the Corporation.

2. Enumeration

The initial Board of Governors of the Corporation shall be the persons named as initial Governors in the Articles of Incorporation and shall serve for terms expiring at the close of the first monthly meeting (January) of the membership. Beginning with the first monthly meeting (January) of the members, the authorized number of Board of Governors for the corporation shall be seven (7). The members of the Board are designated as:

- (a) The President
- (b) The Vice-President
- (c) The Secretary
- (d) The Treasurer
- (e) Three (3) Board Representatives

3. Tenure

The terms of the Board of Governors members shall be as follows:

- (a) The terms of President, Vice President, Secretary and Treasurer shall be two years.
- (b) The term of Board Representative shall be one year.

- (c) The two-year terms will be staggered, with one-half of the two year term Board members to be filled by elections at each December meeting
- (d) Each Governor shall hold office until their successor is elected and qualified, or until they sooner die, resign, are removed, or become disqualified.
- (e) Each Governor shall serve in their respective office from January 1st.
- (f) No Governor may serve more than two (2) consecutive terms as a member of the Board of Governors.
- (g) Governors may serve multiple two (2) year term sets, but must have at least one (1) non-serving year between the two (2) consecutive term sets.
- (h) The president and secretary will hold office for two (2) years and be elected for terms starting in an even-number year (e.g. 2012/2013, 2014/2015 etc). If the first monthly meeting of the year is held on an odd numbered year, then the President and Secretary will be elected to a one (1) year term.
- (i) The Vice President and Treasurer will hold office for two (2) years and will be elected for terms starting in an odd-number year (e.g. 2013/2014, 2015/2016 etc). If the first monthly meeting of the year is held on an even numbered year, then the Vice President and Treasurer will be elected to a one (1) year term.
- (j) The three board representatives will hold office for one (1) year and will be elected for the annual term every year.

4. Eligibility

Any Corporation voting-member shall be eligible to be a Governor who has been a voting member of good standing of two or more years.

5. Nomination and Election of Officers

Any voting member in good standing may nominate any other voting member in good standing as an officer or board member. Nominations will open at the November meeting and close at the December meeting of each year. Voting will take place at the end of the December meeting.

6. Vacancies

In the case of vacancies, death, resignation, removal or disqualification of one or more members of the Board of Governors, the membership may elect a Governor to fill each such vacancy at any special or regular meeting. A Governor so elected shall serve the remainder of the two-year term of the vacancy.

7. Resignation

Any Governor may resign at any time by giving written notice to the Board of Governors. Such resignation shall be effective at any prospective time specified therein or, if no time is specified, upon actual receipt by the Corporation Secretary. Acceptance thereof shall not be necessary to make it effective unless it so states.

8. Non-Compensation

Elected Governors and officers shall not receive compensation for their services as members of the Board, or for their services related to the Corporation in any other

capacity or pursuant to any other contractual arrangement whatsoever. The Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.

9. Removal from Office

An officer or Governor may be removed from office for cause, by a three-fourths (3/4) vote of the Board of Governors present at a regular meeting or at a special meeting called for that purpose, provided that notice thereof shall be given in writing to the officer or Governor at least twenty one (21) days prior to said meeting in the manner stated in article XII. At any monthly meeting or special duly constituted membership meeting, any one or more of the Governors may be removed for cause by a vote of the majority of the entire voting membership in good standing. A successor Governor may then and there be elected to fill any vacancy thus created. Any Governor whose removal has been proposed by the members shall be given an opportunity to be heard at such meeting.

10. Conflict of Interest

No officer, Governor or employee of the Corporation may participate in, or attempt to influence any decision by the Corporation affecting his or her own personal business interests, or otherwise use his or her official position for personal gain.

11. Partial Terms

A person who has served more than half of a specific term in an office, as that term is set forth in these Bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position.

ARTICLE VII: General Standards of Conduct for Governors and Officers

1. Liability to the Corporation or Its Members

A Governor or officer shall not be liable as such to the Corporation or its members for any action taken or omitted to be taken as a Governor or officer, as the case may be, if, in connection with such action or omission, the Governor or officer performed the duties of the position in compliance with these Bylaws.

ARTICLE VIII: Meetings of the Board of Governors

1. Regular Meetings of the Board

Biannual meetings of the Board of Governors shall be held each administrative year. No less than fourteen (14) days notice will be given prior to the Board of Governors meeting. Board of Governors meetings shall be open to any current member in good standing.

2. Quorum of the Board

At any meeting of the Board of Governors, a majority of the voting members of the board shall constitute a quorum for the transaction of the business of the Corporation, and any such business thus transacted shall be valid providing it is affirmatively passed by a majority of those present and voting.

3. Voting by Proxy

Voting rights of a governor shall not be delegated to another nor exercised by proxy.

ARTICLE IX: Officers

1. Enumeration

The officers of the corporation shall consist of the President, the Vice President, the Treasurer, the Secretary and three (3) board members.

2. Election

The President, Vice President, Treasurer, Secretary and three (3) board members shall be elected by the voting members at the December monthly meeting as designated in Article VI, paragraph 6.

3. Qualification

Any regular member in good standing shall be eligible for nomination and election to any elective office of the Corporation, provided the member shall have been a member in good standing for two (2) years prior to an elective term of office.

4. Nomination of Officers

Any person so nominated shall have given prior consent to nomination and election as an officer.

5. Resignation

Any officer may resign by delivering his or her written resignation to the Secretary of the Corporation. Such resignation shall be effective upon receipt unless it is specified to be effective at some other prospective time or upon happening of some other prospective event. Acceptance thereof shall not be necessary to make it effective unless it so states.

6. Removal

The voting members may remove any officer with or without cause by a vote of the majority of the entire voting membership; provided, however, that an officer may be removed for cause only after notice to such officer has been given in the manner set forth in Article VI, herein, at least ten (10) calendar days prior to the removal action and opportunity to be heard by the voting membership.

7. Vacancies

Any vacancy or the term of any officer may be filled for the unexpired portion of the term by the membership.

8. Duties of the Officers

(a) **The President** is the chief elected officer of the Corporation and shall serve as chairman of the Board of Governors. The president shall be subject to the control of the Board of Governors and shall in general oversee, in good faith, the affairs of the Corporation. The president may sign, with the secretary or any other proper officer of the Corporation that the board has authorized, contracts, or other board authorized instruments. The president shall also serve as an ex-officio member of all committees and shall make all required appointments of standing and special

committees subject to a majority approval of said Board of Governors. At all meetings of the membership of the Corporation and at such other times as deemed proper, the president shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Corporation. The president shall be entitled to vote only to cast the deciding vote at elections and when the vote of a meeting is equally divided.

- (b) **The Vice-President** shall perform, in good faith, all the duties of the president in the President's absence and shall be responsible for the committees as directed by the Board of Governors. If the vice president acts in the absence of the president, the vice president shall have all the presidential powers and be subject to all the restrictions upon the president. If the vice president is unable or refuses to act, then the secretary shall perform the presidential duties.
- (c) **The Secretary** shall in good faith: (1) create and maintain one or more books for the minutes of the proceedings of the Board of Governors; (2) provide that all notices are served in accordance with these Bylaws or as required by law; (3) be custodian of the Corporation records; (4) when requested or required, authenticate any records of the Corporation; and (5) keep a current register of the post office addresses and electronic addresses of each Governor. The secretary shall also file approved applications for the membership. The secretary shall approve and promulgate all forms of balloting and shall review and maintain the voting integrity of all elections. The secretary shall perform, the duties and exercise the powers of the president or vice president due to the absence or disability of those officers.
- (d) **The Treasurer** shall : (1) have charge and custody of and be responsible for all funds and securities of the Corporation; (2) receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all moneys in the Corporation's name in the banks that the boars shall select; and (3) submit the books and records to a Certified Public Accountant or other accountant for annual audit or review. The treasurer shall report on the financial condition of the Corporation at all meetings.

ARTICLE X: Committees

1. **Membership Committee**

The membership committee shall consist of the Secretary who shall serve as chairperson, the president and such other members as may from time to time be appointed by the Board of Governors. The committee oversees the membership application process and handles disciplinary proceedings.

2. **Competitions/Events Committee**

The competitions committee shall consist of a chairman appointed by the membership, the president and such other members as may from time to time be appointed by the Board of Governors. The committee oversees the competition/events calendar.

ARTICLE XI: Financial

1. Fiscal Year

The fiscal year of the corporation shall, unless otherwise decided by the Board of Governors, end on December 31.

2. Income

Income shall be derived from Membership dues and from other sources as approved by the membership.

3. Negotiable Instruments

The Treasurer or President may sign and issue all Corporation checks, drafts of other orders for payment of money, and notes or other evidence of indebtedness. The membership shall approve by vote any expenditure in excess of three hundred dollars (300).

4. Deposits

The Treasurer of the Corporation shall oversee the deposit of all funds of the Corporation, in banks and other depositories, the Board of Governors shall authorize by board resolution the exact location of the banks and depositories.

5. Contracts

The Board of Governors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation.

6. Designated Contributions

The Corporation may accept any contributions, gift, grant, bequest, or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the Corporation's general tax-exempt purposes.

7. Budget

The annual budget of estimated income and expenditures shall be approved by the Board of Governors. No expense shall be incurred in excess of total budgetary appropriation without prior approval of the membership.

8. Audits

A certified public accountant or other independent public accountant may be retained by the Board of Governors to make annual examination of the financial accounts of the Corporation. A request by 2/3 of the voting membership in good standing may also request an audit of the corporation's financial accounts.

9. Financial Reports

A summary report of the financial operations of the Corporation shall be made at least annually to the Board of Governors and to the membership.

10. Loans to or from Governors or Officers Prohibited

No loans shall be made by the Corporation to any of its Governors or officers to the Corporation.

ARTICLE XII: Records of the Corporation

1. Minutes, etc

The Corporation shall keep a permanent record of the minutes of all meetings of its Board of Governors, a record of all actions taken by the Board of Governors without a meeting, and a record of all actions taken by a committee of the Board of Governors acting in place of the Board and on behalf of the Corporation.

2. Accounting Records

The Corporation shall maintain appropriate accounting records.

3. Membership List

The Corporation, or its agent, shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order.

4. Records Maintained at the Corporation Headquarters

The Corporation shall keep a copy of each of the following records at its principal office:

- (a) Articles of Incorporation
- (b) Bylaws and all amendments
- (c) Resolutions adopted by the Board of Governors
- (d) All meeting minutes (for the past three (3) years)
- (e) All records of action taken by members without a meeting (for the past three (3) years)
- (f) A list of names and business or home addresses of the current Governors and officers
- (g) A copy of the most recent annual report
- (h) All financial statements prepared for the past four (4) years
- (i) The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the IRS
- (j) All other documents or records required to be maintained by the Corporation at its principal office under applicable law or regulation.

5. Requests for Records

Any voting member in good standing may request any of the above documents for production within 14 business days.

ARTICLE XIII: Miscellaneous

1. Employed Staff

The membership may, by majority vote, employ staff for the administration and management of the Corporation.

2. Legal Counsel

Legal counsel may be retained by the Board of Governors to ensure compliance with federal and state requirements, to review and advise on any legal instruments the Corporation may propose to execute, and to provide such other legal services as the Corporation may require.

3. Amendments of Bylaws

These Bylaws may be adopted, repealed or amended at any meeting by a vote of two thirds (2/3) of the membership