

By-Laws of State of Maine Dressage Association

1. Purpose

State of Maine Dressage Association (SMDA) is a non-profit public benefit organization incorporated under the laws of the state of Maine to provide charitable and educational services within the meaning of 501(c)(3) of the Internal Revenue Code of the United States.

SMDA is a Group Member Organization (GMO) with the United States Dressage Federation (USDF).

2. Membership

Membership in SMDA is open to anyone interested in supporting education in the sport of dressage. SMDA members will be enrolled as Group Member Organization (GMO) members with USDF.

Membership is granted upon submittal of an application and the payment of the annual dues regardless of place of residence. The application shall be furnished by SMDA. To remain members in good standing, SMDA members must submit membership renewal and the appropriate fees by the established due date.

Membership shall consist of three classes - individual, family, and junior. A family membership includes all children under the age of eighteen (18) years as of January 1 of that year. A junior membership is for a person who is under the age of twenty-two (22) years as of January 1 of that year.

3. Meetings

A minimum of four (4) general membership meetings shall be held every year, including the Annual Meeting. The Annual Meeting shall be held in January at a time and place announced by the SMDA Board.

In addition, any member can call a special meeting of the members to remove and/or replace any Director prior to the expiration of the Director's term. Special meetings shall be held at a time and place announced by the SMDA Board.

All members shall be given notice of all meetings of the Board of Directors and general membership meetings.

Payment of dues will entitle each individual membership to one vote. Payment of dues will entitle each family membership to two votes. Two adult members of the family can cast two separate votes or one adult member of the family can cast two votes on behalf of the family membership. A junior membership is not entitled to vote.

The President presides over the meetings, and chairman shall establish the rules for conducting the meeting. If the President is unable to attend, he or she shall designate an alternate Board member or Officer to preside over the meeting.

A motion voted on by the membership shall be considered passed if approved by a majority of the members participating in the meeting and voting.

4. Board of Directors

Governing Body: The Board of Directors shall govern the corporation.

Qualifications: Any individual can be elected to the Board of Directors. No member of the Board of Directors can be a “financially interested person” . . . meaning that the individual, his spouse, brother, sister, parent, or child has received any compensation from the corporation for personal services rendered to the corporation within the previous twelve (12) months - excluding de minimis stipends for volunteer tasks.

Number of Board Members: There shall be at least three (3) Board members and at most twelve (12) Board members at all times. The Board of Directors shall include the retiring President for a minimum of one (1) year. A junior member shall be elected to serve as a non-voting representative to the Board. Any vacancy occurring on the Board of Directors can be filled by a majority vote of the remaining directors.

Powers: The Board of Directors has all of the powers of the corporation. While the Board can delegate some powers and responsibilities to the Officers, the Officers are, at all times, subject to the direction and control of the Board of Directors.

Duties: Each Director has a duty to act:

- a) In good faith;
- b) With ordinary prudent care; and
- c) In the best interest of SMDA.

Committees: The Board of Directors will establish advisory committees to research and make proposals to the Board on various issues. At least one Board member must serve on each such committee, and the chairman must be a Board member. The chairman will keep minutes of all committee meetings, and shall report all findings and advice of the committee to the Board. The committees shall be advisory only, and shall have no power to make decisions on behalf of SMDA or to make any legal obligations on behalf of the SMDA.

Elections: SMDA members shall elect the Board of Directors. Elections will be held every two years at the Annual Meeting of the members. The Board of Directors will be elected by a vote of the majority of the members participating in vote at the Annual Meeting. Absentee ballots can be provided upon request.

Prior to the election, the President will appoint a nominating committee a minimum of 90 days in advance. This committee shall consist of three (3) members including at least one Board member.

- a) The general membership shall be informed that a nominating committee has been formed and that they can submit nominations directly to the committee.

- b) Eligibility and availability must be ascertained by the nominating committee before the names shall be placed on the ballot.
- c) The nominating committee will prepare the election ballot, including statement of qualifications of the candidates, and submit to the Board and Officers a minimum of 30 days in advance of the election.
- d) The ballot will be made available to the membership a minimum of two weeks prior to the election.

5. Chairman of the Board

At the first Board meeting of each year the Board of Directors shall elect a chairman of the Board from among the Board members. The chairman shall serve for two years, unless removed by a two-thirds (2/3) vote of the other Board members prior to expiration of his or her term. The Chairman shall run all Board meetings. If the Chairman is absent from a meeting of the Board, the Board shall elect a temporary vice-chairman for the purpose of presiding over that meeting.

Unless otherwise designated, the President will serve as the Chairman of the Board.

6. Meetings of the Board of Directors

Meetings of the Board of Directors can be called at any time by the Chairman or by two or more other Directors. Notice stating the time, place, and manner of the meeting of the Board of Directors must be given to each Director, by any means reasonably calculated to apprise the Directors, at least three (3) days in advance of the meeting. Notice can be waived by a Director at any time, either before or after a meeting of the Board of Directors.

Meetings of the Board can be held by telephone conference call, so long as all Board members can hear each other.

7. Votes of Board of Directors

Quorum of Directors: At least two thirds (2/3) of the Board members must be present to constitute a quorum. No business shall be conducted at a meeting of the Board of Directors unless a quorum of the directors is present.

Board Votes: No action of the Board of Directors shall be of any legal force or effect unless two thirds (2/3) of the Directors present at a valid meeting vote in favor. No proxies or absentee ballots will be allowed. Voting may occur by email under the following circumstances:

- a) Email voting is reserved for minor administrative issues that do not require extensive discussion.
- b) A proposal must have a motion made and seconded.
- c) The President will call the vote after a minimum of 48 hours and after all Board members have responded.
- d) The Secretary will record the results and present in the minutes of the next meeting.

Conflict of Interest: Potential conflicts of interest in any matter must be fully disclosed to the Board. In any matter involving a Director or Officer, a family member of a Director or Officer, or any matter in which a Director or Officer has a direct or indirect financial interest, that Director or Officer will leave the room during any discussion and during the vote and may not participate in the vote on that matter. The Board must vote in a way that is in the best interest of SMDA.

8. Officers

The Board of Directors shall appoint a President, Vice President, Secretary, and Treasurer. An individual can hold more than one office. All officers shall be appointed for a two-year term. If an Officer resigns or is removed by the Board prior to the expiration of their term, the Board shall appoint a replacement.

All Officers are required to act:

- d) In good faith;
- e) With ordinary prudent care; and
- f) In the best interest of SMDA.

9. Powers of the Officers

The Officers shall have any and all ministerial powers which the Board of Directors delegates to the Officers. In addition to the powers expressly delegated to the Officers by the Board of Directors, the officers shall have the following powers and duties:

President: The President shall have any and all powers and responsibilities to manage the daily affairs of SMDA. He or she will be responsible for signing all legal documents on behalf of SMDA.

The President is responsible for scheduling membership and Board meetings and upholding the By-laws of the corporation.

Vice-President: The Vice President shall have only those powers and responsibilities which are expressly delegated by the Board of Directors or the President. The Vice President is empowered to exercise the powers of the President when the President is ill, on vacation, resigns, or is otherwise unavailable to tend to the affairs of SMDA.

Treasurer: The Treasurer shall be empowered and have the responsibility to manage the financial affairs of the corporation. He or she shall keep the accounts in which all financial matters of SMDA will be recorded, and will prepare and monitor the annual budget. The Treasurer shall present a financial report at each meeting.

In addition, the Treasurer will file SMDA's 990, 990-EZ, 990-N, or 990-PF return and its 990-T and 1120-ME returns, as necessary, by May 15 of each year.

The Treasurer will serve as liaison with USDF, submit the SMDA membership roster and dues, and maintain a complete list of members in good standing.

Secretary: The Secretary shall keep records of the votes and minutes of all meetings of the general membership and Board of Directors.

All officers shall report to the Board concerning the activities within their area of responsibility prior to each Board meeting.

10. Powers of the Officers

The Board of Directors shall also appoint a Clerk for the corporation. The Clerk shall remain in office until he or she resigns or is removed from the office by the Board of Directors. The Clerk shall be empowered and have the responsibility to file the annual report of the corporation with the Secretary of State, pursuant to Title 13-B M.R.S.A. 1301, on or before June 1. The Clerk shall also be empowered and have the responsibility to act on behalf of SMDA in all legal matters. Unless otherwise designated, the Treasurer shall serve as the Clerk.

11. Compensation

No Board members, Officers, or volunteers shall be compensated for their services. However, the Board can vote to reimburse anyone who performs services for the corporation for his or her out-of-pocket expenses. Small stipends awarded to volunteers for performing specific tasks are not considered compensation.

12. Indemnification of Board Members, Officers, and Volunteers

The Board of Directors can vote to defend, indemnify and hold harmless any Board Member, Officer, or volunteer from liability for anything done within the scope of their duties, to the fullest extent permitted by law, if SMDA or that individual does not have adequate insurance to cover those costs.

13. Charitable Contributions

Since this corporation serves bona fide charitable and educational purposes, it may be required to register under the Charitable Solicitations Act, Title 9 M.R.S.A. 5003(1).

The Treasurer will send written acknowledgements of donations of \$250.00 or more, and of all donations of \$75.00 or more for which the corporation gives the donor something of value in return, as required by IRS regulations, so that the donors may take tax deductions for those donations.

The Treasurer will also give donors written acknowledgement of receipts of non-cash gifts worth \$500.00 or more, and will also provide donors with non-cash gifts worth more than \$5,000.00 with a written appraisal by a qualified appraiser, so donors can take tax deductions for those gifts on 8283 forms.

14. Conveyances of Property

The corporation can give away real or personal property only in furtherance of its charitable and educational purpose, or to one or more other exempt organizations under 501(c)(3) of the Internal Revenue Code. No real or personal property of the corporation can be given away to any Directors or Officers of the corporation, or to any members of their immediate family.

Real and personal property of the corporation can be sold only for its full fair market value.

Under no circumstances may the corporation loan any monies to any Directors or Officers.

15. Dissolution

Upon the dissolution of the corporation or termination of its activities, the assets of the corporation remaining after payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B of the Maine Revised Statutes, as amended.

The Board of Directors will determine, by majority vote, the organization or organizations that will receive the assets of the corporation upon dissolution.

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. 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.

16. Amendments

These By-Laws can be amended at any time by the majority of the members of the SMDA that participate in the vote. The proposed changes to the By-Laws will be communicated to the membership, including a summary and purpose for the changes. Voting can be held at the Annual Meeting or via electronic voting. The failure to participate in the vote will be considered a vote in the affirmative for the proposed amendments to the By-Laws.

Dated: April 2, 2015

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Lorna Carter

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Lorna Carter

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Valerie Cole

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Robyn Cuffey

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Beverly Dudley

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Gloria Steiger

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Jane Tremlett

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