

REVISED BY-LAWS
OF
THE SILVER HEELS RIDING CLUB, INC.

ARTICLE I: NAME & PURPOSES

- Section 1. The name of this non-profit corporation shall be The Silver Heels Riding Club, Inc. (abbreviated as S.H.R.C.). The principal office of this corporation shall be located in the state of Maine. The corporation may have such other offices, either within or without the state of Maine, as the Board may determine from time to time.
- Section 2. The purposes of this corporation are:
- a) To promote and support an interest in horses, in general, and horsemanship, in particular, by way of equestrian competition and other related activities;
 - b) To promote and support a high standard of humane and ethical treatment of horses at all times;
 - c) To make and enforce fair rules serving the best interests of equestrian exhibitors and promoting the welfare of horses;
 - d) To encourage and educate our youth, primarily by example, to adopt an attitude of good sportsmanship and to support the aforementioned purposes.

ARTICLE II: MEMBERSHIP

- Section 1. Any individual who subscribes to the purpose of this corporation may become a member of the corporation in one of the following categories:
- a) Junior. Those persons who have no reached their eighteenth birthday on January 1 of the fiscal year.
 - b) Senior. Those person who have reached their eighteenth birthday on January 1 of the fiscal year.
 - c) Family. Up to two adults of a household residing at the same address, regardless of sex or marital status including their minor children. (1/13/07)
 - d) Honorary. Conferred on any adult member by a two-thirds (2/3) vote of the Board of Directors. Said individual shall have no financial obligation of membership; but shall be entitled to all of the privileges except holding office.
 - e) Lifetime. Any individual may become a lifetime member upon payment of a single fee of \$200.00.
- Section 2.
- a) Must submit a signed and dated application, on a form approved by the Board, that is accompanied by payment of the appropriate dues.
 - b) Applicants shall be deemed to be members of this corporation upon receipt of a signed and dated application and payment of the required dues.
 - c) Any application for a Junior membership must be signed by a parent or legal guardian.
 - d) In the case of a Junior membership, a parent or legal guardian of the aforementioned Junior will be required to sign a medical release form.
- Section 3. It shall be in order that every Junior member, every Senior member and every Family unit obtain a current copy of The Silver Heels Riding Club, Inc. Rule Book for an appropriate fee to be determined by the Board.
- Section 4.
- a) The term of membership in this corporation shall be the fiscal year.
 - b) Annual membership renewal and dues are payable on or before the Annual Meeting in order to be able to vote at the Annual Meeting on motions relative to the fiscal

year's activities and elections.

- Section 5. Only members of this corporation of at least fourteen (14) years of age on January 1 of the fiscal year shall be entitled to one vote on any matter submitted to a vote of the membership.
- Section 6. The Board, by affirmative vote of two-thirds (2/3) majority of all Board members or by a majority vote of those members with voting rights present at a regularly constituted meeting, may suspend, expel or terminate the membership of any member for just cause, after an appropriate hearing, for the remainder of the term of membership.
- Section 7. It shall be in order that upon signed recommendation of one member filed with the Secretary, the Board, by two-thirds (2/3) vote in the affirmative of all Board members, may reinstate the membership of any former member subject to Article II, Section 6 of these by-laws on such terms as the Board may deem appropriate.
- Section 8. a) Any member may resign by filing a written resignation with the Secretary; but such resignation shall not relieve the member so resigning of the obligation to pay assessments or other charges theretofore accrued and unpaid.
b) Any member resigning for any reason shall forfeit any and all fees paid to this corporation.

ARTICLE III: MEETINGS

- Section 1. a) An Annual Meeting of the membership shall be held in the month of January on a date, time, and location to be decided upon by the Board for the purpose of electing Officers, Directors and for the transaction of such other business as may come before the assembly.
b) Written or printed notice of such meeting shall be given not less than ten (10) nor more than thirty (30) days before the date of the meeting by or at the direction of the President or the Secretary.
- Section 2. a) Special Meetings of the membership may be called by the President, a majority of the Board or by petition of not less than twenty (20) of the members holding voting rights at a date, time and place designated by the Board.
b) Written or printed notice of such meeting stating the purpose or purposes for which the meeting is called shall be given not less than ten (10) nor more than thirty (30) days before the date of said meeting by or at the direction of the President or Secretary.
- Section 3. Fifteen (15) members of this corporation holding voting rights shall constitute a quorum. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.
- Section 4. a) Any voting member of this corporation may name a proxy, who shall also be a voting member of this corporation, to represent him or her at an Annual or Special Meeting.
b) Said proxy shall be in writing in a format approved by the Board and shall be logged with the Secretary not less than five (5) days prior to the meeting.
c) Proxy voting is allowed with very specific restrictions:
 - The Proxy form must be signed and dated by the proxy giver;
 - All voters will be checked against a current membership list;
 - Signatures will be spot checked;
 - Proxies must be received by the specified date;
 - Results will be counted and verified by the appointed auditors;
 - Results will be published.

- d) Notwithstanding the foregoing, in no case may there be exercised more than two votes in the aggregate per membership or family unit. For purposes of voting the phrase “family unit” shall be deemed to include up to two adults of a household residing at the same address, regardless of sex or marital status including their minor children aged 14-17 years.
- e) The proxy giver, if present at the meeting, may orally from the floor revoke such proxy.
- f) Proxies shall be valid for thirty (30) days.

ARTICLE IV: BOARD OF OFFICERS & DIRECTORS

- Section 1. a) The Board shall consist of all Officers and Directors of this corporation and the immediate Past President as an honorary member of the Board with voting rights. (1/13/07)
- b) The affairs of this corporation shall be managed by the Board.
- c) Officers and Directors need not be residents of the State of Maine.
- Section 2. The minimum number of Officers and Directors shall be seven (7) and the maximum number thirteen (13) (1/16/10) with the addition of one alternate to be selected from the next highest voted candidate who shall ensure that the number of voting Officers and Directors shall remain uneven.
- Section 3. a) A regular meeting of the Board may be held without any other notice than this by-law provision immediately after, and at the same place as, the Annual Meeting.
- b) The Board may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.
- c) Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.
- Section 4. Special Meetings of the Board may be called by or at the request of the President or any two Officers or Directors and shall be held at the principal office of this corporation or at such other places as the Board may determine.
- Section 5. a) Notice of any Special Meeting of the Board shall be given at least two days previously thereto by written notice delivered personally or sent by mail or by telephone or other electronic means to each Officer and Directors at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when postmarked.
- b) The main business to be transacted at the meeting should be specified in the notice of such meeting.
- Section 6. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Board is present at any meeting, a majority of the Officers and Directors present may adjourn the meeting from time to time without further notice.
- Section 7. The act of a majority of the Officers and Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these by-laws.
- Section 8. Any Vacancy occurring in the Board shall be filled by the Board with the designated alternate and, subsequently, the alternate’s position shall be filled by the next highest voted candidate by vote from the previous Annual Meeting as recorded by the Secretary.

Section 9. Officers and Directors as such shall not receive any stated salaries or compensation for their services.

ARTICLE V: OFFICERS & DIRECTORS

Section 1. a) Only those members of this corporation that are 19 years of age or older as of January 1 of the fiscal year and in good standing shall be eligible to serve in any of its elective or appointive positions
b) Any nominee for the office of President must have served on the Board as an Officer or Director for a minimum of one year out of the preceding three years.
c) The Officers of this corporation shall consist of a President, Vice President, a Secretary and Treasurer.
d) The Directors of this corporation shall number no less than three (3) and no more than nine (9). (1/16/10)

Section 2. a) Officers and Directors shall be elected by ballot at the Annual Meeting and shall assume their official duties at the close of the Annual Meeting.
b) The term of office shall be until the close of the next Annual Meeting and until the election and qualification of their successors.

Section 3. a) Any Officer or Director elected to the Board shall be required to attend scheduled meetings.
b) Any Officer or Director elected or appointed by the Board may be removed by two-thirds (2/3) vote of the Board whenever in its judgment the best interest of the corporation would be served thereby; but such removal shall with without prejudice to the contract rights, if any, of the Officer or Director so removed.
c) Failure to attend consecutive Board meetings and/or failure to discharge duties without a legitimate and valid reason shall be grounds for removal by the Board.
d) In the event elected Officers or Directors are unable to serve, they shall continue in that capacity until a successor is elected or appointed.

Section 4. A vacancy in any office shall be filled by the Board for the unexpired portion of the term.

Section 5. a) The several Officers and Directors shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board.
b) In the absence of such specifications, each Office shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the same or similar general purposes and objectives as this corporation.

ARTICLE VI: COMMITTEES

Section 1. a) The President by resolution adopted by a majority of the Board may designate one or more committees, each of which shall consist of two or more members in good standing.
b) The aforementioned committees shall have and exercise authority as specified by the Board in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Officer, of any responsibility imposed on it or him by law.
c) The President shall be, ex-officio, a member of all committees except the Nominated Committee.
d) All committee appointments, unless otherwise designated by the Board shall be for one fiscal year.

- e) The committee may act, without convening in a meeting, by phone or written resolution. These actions must be signed or acknowledged by all committee members.

- Section 2.
- a) The Board shall appoint a Nomination Committee consisting of one Board member presenting each state represented by the membership of this corporation whenever possible. Under no circumstances should the Nomination Committee consist of less than three members. Appropriate notice shall be given to the members of this corporation.
 - b) The Nomination Committee shall nominate at least one eligible person for each position to be filled and collectively report its nominees at the Annual Meeting. Additional nominations may be made from the floor.
 - c) Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

- Section 3. An Auditing Committee of at least three members shall be appointed by the Board to audit the Treasurer's account at the close of the fiscal year and make a report of such audit to the general membership at the Annual Meeting.

ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- Section 1. The Board may authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.
- Section 2. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such Officer or Officers, agent or agents of the corporation, shall from time to time be determined by resolution of the Board. In the absence of such determination of the Board, such instruments shall be signed by the President or Vice-President of the corporation
- Section 3. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.
- Section 4. The Board may accept and/or bequeath on behalf of the corporation any contribution, gift, bequest or devise for any purpose of the corporation with the proviso that any gift made by this corporation in excess of \$500 shall require the approval of a majority of the general membership at an Annual or Special Meeting.

ARTICLE VIII: BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board and committees having and exercising any of the authority the Board and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time. All books and records are to be considered sole property of the corporation and shall be passed onto the officiating successor.

ARTICLE IX: FISCAL YEAR

The fiscal year of this corporation shall be the calendar year.

ARTICLE X: DUES

- Section 1. a) The general membership by two-thirds (2/3) vote at an Annual or Special Meeting shall determine from time to time the amount of annual dues payable to the corporation by members of each category, and shall give appropriate notice to members.
- b) Dues shall be payable in advance prior to the opening of the Annual Meeting for voting rights and any time during the fiscal year for membership rights. Membership dues shall not be prorated.

ARTICLE XI: PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the corporation in all cases in which they are applicable and in which they are not in conflict with these by-laws.

ARTICLE XII: SEAL

The Board shall provide a corporate seal, which shall be "The Silver Heels Riding Club, Inc."

ARTICLE XIII: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Main Revised Statutes Annotated, Title 1348 or under the provisions of the Articles of Incorporation or by the by-laws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV: AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by two-thirds (2/3) vote of the members present at any regular or Special Meeting of the general membership provided, however, that all proposed amendments shall first be submitted to the general membership thirty (30) days before the next regularly scheduled general membership meeting or Special Meeting and shall be voted upon at that meeting. Amendments may not be acted upon at the meeting at which they were proposed.

ARTICLE XV: DISSOLUTION OF FUNDS

In the event of dissolution of the corporation, any property and/or funds remaining after fulfilling all legal obligations shall be donated to the Tufts University School of Veterinary Medicine or a current humane society at the discretion of the Board of Directors.

This revised edition of By-Laws of The Silver Heels Riding Club, Inc. was adopted on January 16, 2010.