

SOUTH SHORE HORSEMEN'S COUNCIL, INC.

BYLAWS

ARTICLE I

NAME:

The name of the organization shall be "South Shore Horsemen's Council, Inc." (the "Council" or "Corporation").

ARTICLE II

PURPOSE AND ORGANIZATION:

1. Subscribing to the belief that "sport is something for the fun of doing it and that it ceases to be a sport when it becomes a business, something done for what there is in it", and that the code of sportsmanship must be strictly upheld, it shall be the object of this organization to:
 - a) Serve and promote the best interests of horsemen and horsewomen, and to serve and encourage support and protect the interests of the membership.
 - b) To sponsor a maximum of six (6) annual classified shows in the South Shore area; affiliations are limited to one additional show.
 - c) To maintain proper records in conjunction with the sport. Such records will be accessible by Members upon a written request to the Board of Governors.
 - d) To create and maintain public interest in the breeding, riding and exhibiting of horses in the South Shore and otherwise assist in encouraging and extending the sport so far as the organization's facilities and finances permit.
2. The Corporation is a nonprofit corporation incorporated under Chapter 180 of the General Laws of the Commonwealth of Massachusetts and organized to be operated in a manner consistent with Section 501(c) of the Internal Revenue Code of 1986, as amended. This Corporation shall not have or exercise any power of authority, either expressly or by interpretation or operation of law, or engage in any activity that would prevent this Corporation from qualifying (and continuing to qualify) as a corporation pursuant to Section 501(c) of the Internal Revenue Code of 1986, as amended. The Corporation will be non-political and non-partisan.
3. The Fiscal Year of the Council shall end on December 31.

ARTICLE III

MEMBERSHIP IN THE COUNCIL:

1. Membership in the Council shall be open to all interested persons and shall consist of the following types:
 - a) Senior membership for individuals 18 years of age and over with the right to vote.
 - b) Junior membership for individuals under 18 years of age with no right to vote.

- c) Family membership shall consist of one or two parents who have Senior membership status, and any of said family's children, who have not reached the age of 18. Each family membership shall have two votes which may be cast by either or both parents.
- d) Corporate membership, open to any corporation or firm, interested in supporting the activities of the Council. This membership shall be non-voting.
- e) Life membership open to any member, with the right to vote for individuals 18 years of age and over.

2. MEMBERSHIP FEE:

- a) Membership fees for the coming year for each class of membership shall be determined by the Board of Governors and presented at the annual meeting. Annual memberships expire on December 31st of each year.

3. MEMBERS IN COMPETITION:

- a) Members may compete for Council Horse Show Awards. The rules relating such awards and to horse shows and related matters in effect on January 1, 1995 (pursuant to the bylaws of the Council then in effect) shall serve as the base Rules and Regulations of the Council until amended, revoked, or restated by the Board. Any or all of such Rules and Regulations may be amended, revoked or restated by the Board of Governors at any meeting at which there is a quorum present, by two-thirds vote of the Board members present, provided notice of such proposed amendments, or of the general nature thereof, has been mailed to each member of the Board at least ten (10) days prior to such meeting.

4. BYLAWS:

- a) Upon request, a Member shall receive a copy of the then current bylaws.

5. POWERS OF THE MEMBERS:

- a) At each annual meeting, to elect members to the Board to fill vacancies.
- b) To provide input and guidance to the Board of Governors on matters regarding policy and the operation of the Council.

6. MEETINGS:

- a) There shall be two (2) open meetings of the membership held in each fiscal year for the purpose of discussing the business of the Council, hearing and receiving reports from various committees, and the Board of Governors or, as may be required by the membership. One meeting shall be held in February or March on a date specified in a 10 day notice thereof. The other regular meeting shall be held on the second Wednesday of November or on such other date in November or December that may be specified in any 10 day notice thereof and shall constitute the annual meeting of the Council.
- b) Special meetings of the General Membership may be called at the direction of the Board of Governors. Notice of general membership meetings shall be made to all then current Members in writing ten (10) days in advance.

7. PROXY VOTING:

Voting by Proxy is prohibited; a member (or in the case of a family membership, either or both parents) must be present to vote on any matter.

ARTICLE IV

OFFICERS OF THE COUNCIL:

1. The officers of the Council shall be a President, one Vice President, Secretary and Treasurer.

a) DUTIES OF THE OFFICERS:

1. The President - shall serve as chief executive officer and shall call and preside at all meetings of the Board. Except in the case of a tie, the President will have no vote on Board matters.
2. The Vice President - shall perform such duties as may be assigned to him or her by the President of the Council. In the absence of the President, he shall assume all duties of the President.
3. The Secretary - shall have custody of all records, books, papers, and documents of the Council, as well as the Corporate Seal. It shall be the duties of the Secretary to keep the minutes of the meetings as may be required by these bylaws.
4. The Treasurer - shall collect and safely keep all funds belonging to the Council, and disperse those funds in the payment of debts and obligations. The Treasurer shall submit to the Board at each Board meeting and to the Membership at the annual meeting a written report of all income and expense for the year. The Treasurer shall furthermore be responsible for submission of such reports as may be required by Federal, State, and Local government regarding the activities and tax status of the Council. The Treasurer may be compensated on an annual basis by vote of the Board of Governors. The Treasurer shall be bonded in an amount and manner satisfactory to the Board.

2. In addition, the following officials (which must be members of the Council, and may be, but need not be members of the Board) may be appointed by the Board of Governors annually. No such appointment or contract therefor shall be effective longer than through the end of the then pending fiscal year.

- a) The Point Secretary - shall be responsible for keeping all show records and presenting reports to the membership and shall report to the Board as to the status and results of his or her activities and all horse shows at each Board meeting. The Point Secretary shall be compensated in an amount agreed to by the Board of Governors.
- b) The Show Manager - shall be responsible for the smooth operation of each show sponsored by the Council. The Show Manager shall be compensated for his/her activities in an amount agreed upon by the Board of Governors.

ARTICLE V

BOARD OF GOVERNORS:

1. There shall be a Board of Governors comprised of fifteen (15) Senior members of the Council, including primary officers described in Article IV. The purpose of the Board of Governors is to serve the best interest of the membership by promoting the goals of the Council as defined in Article II. The Board of

Governors may exercise all the powers of the Corporation, including all powers generally afforded a board of directors under Chapter 180 of the Massachusetts General Laws, except such as by law, or by the Articles of Organization of the Corporation, or by these By-laws, are expressly conferred exclusively upon or reserved exclusively to the Members.

2. Members of the Board of Governors shall be elected by the Members at the annual meeting upon presentation of candidates by the nominating committee if such a committee exists, else by the President. Additional nominees may be presented for consideration by the membership from the floor. All candidates must have been a Member of the Council for the year prior to his or her nomination.
3. Members of the Board of Governors shall serve staggered three (3) year terms. The term of all Governors elected by members at the annual meeting shall commence at the adjournment of that annual meeting.
4.
 - a) Any member of the Board of Governors who is absent for three (3) consecutive meetings or six (6) meetings in any fiscal year shall be considered to have resigned.
 - b) In the event of a death or resignation of a member of the Board, the vacant position shall be temporarily filled by the Board at their next meeting until the following annual election at which a successor shall be elected by the Membership to fill the unexpired term.
5. No two members of the Board of Governors shall be of the same family.
6. The Board shall meet at least six (6) times per year, which shall include meetings immediately following meetings of the Members. Members may propose agenda items for consideration by the Board and at the request of the Board may present any such item to the Board at a Board meeting. All meetings of the Board shall be open to Members except if the presiding officer or the Board determines that all or a part of a meeting should be closed.
7. The Board of Governors shall have the entire control of the affairs of the Council, and be responsible for the setting of overall policy. At each meeting of the Board of Governors, they shall review the minutes of the previous meetings, receive a written report from the Treasurer, as well as act on any and all reports submitted by various committees, and deal with any issues that have been referred to it by the membership.
8. The Board of Governors must act upon all contractual obligations, purchases, leases or sale of property, affiliation, etc., and must specifically approve all material contracts. Either or both of the President or Treasurer, or any other Board Member(s) specifically authorized by the Board, may sign checks, notes, drafts, contracts, bonds and other obligations of the Council.
9. The officers of the Council shall be elected annually by the Board of Governors at the next Board meeting following the annual Members meeting.
10. Any action required or permitted to be taken at any meeting of the Board of Governors may be taken without a meeting if all the Governors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Governors. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE VI

1. COMMITTEES OF THE BOARD:

- A. To the extent permitted by law, the Board of Governors may create any committee or committees. Such committees may, but need not, include the following:

Awards Committee
Banquet Committee
Bylaw Committee
Finance Committee
Judges Committee
Membership Committee
Nominating Committee
Public Relations Committee
Publicity Committee
Rules and Standards Committee
Scholarship Committee
Show Committee
Stewards Committee
Sunshine Committee

- B. All committees and the members thereof shall be recommended by the President and approved by the Board of Governors.
- C. All committees may include members of the Council who are not Governors.
- D. No committee shall have authority to contract on behalf of or otherwise bind the Board or the Council, unless (i) such Committee consists solely of members of the Board of Governors and (ii) the vote of the Board establishing such committee specifically delegates the power and authority to do so.

ARTICLE VII

QUORUM:

- A. A quorum of any general membership or annual meeting shall consist of 10% of the voting membership.
- B. A quorum of the Board of Governors shall consist of two-thirds of the members then serving.

ARTICLE VIII

PARLIAMENTARY PROCEDURE:

In the case of a question of parliamentary procedure, Roberts Rules of Order shall apply.

ARTICLE IX

CONFLICT OF INTEREST:

No member of the Board of Governors may use his/her membership on the Board for purposes which are or give the appearance of being motivated by private gain on the part of the member. Any member who has an interest which gives the appearance of being private or personal benefit in a matter before the Board of Governors, shall disclose the same. In each instance of conflict of interest, the member shall withdraw and abstain from discussion and voting on the matter. The member may speak to the issue if invited to do so. A member withdrawn because of conflict of interest may be counted towards a quorum.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND AGENTS:

Any person threatened with or made a party to any action, suit or other proceeding by reason of the fact that he is or was a member of the Board of Governors or who serves or has served at the Corporation's request as a director, officer, employee or other agent of another organization in which the Corporation has an interest shall be indemnified by the Corporation to the fullest extent permitted by law against all liabilities and expenses, including counsel fees reasonably incurred by him in connection therewith, except as hereinafter provided. The Corporation shall also indemnify any other officer, employee or agent of the Corporation to the extent that the Board of Governors may, in its sole discretion, determine. No indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; provided, however, that as to matters disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no reimbursement, either for said payment or for any other expenses in connection with the matter so disposed of, shall be provided unless such compromise shall be approved:

- a) by a disinterested majority of the Board of Governors then in office;
- b) if a majority of the Board of Governors are interested, by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or other agent of the Corporation does not appear not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; or
- c) by a majority of the disinterested Voting Members outstanding at the time.

The Board of Governors may from time to time authorize payment by the Corporation of expenses incurred by any such person in defending any such action, suit or other proceeding in advance of the final disposition of such action, suit or other proceeding, upon receipt of an undertaking from such person to repay such payment if he shall be adjudicated to be not entitled to indemnification under this Article X or if the matter involved shall be disposed of by a compromise payment with respect to which he shall not be entitled to indemnification under this Article X.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or other agent or another organization in which it has an interest, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power or obligation to indemnify him against such liability.

ARTICLE XI

AMENDMENTS:

These Bylaws may be amended by the Board of Governors at any meeting at which there is a quorum present, by a two-thirds vote of the Board members present, provided notice of such proposed amendment has, or of the general nature thereof, been mailed to each member of the Board at least ten (10) days prior to such meeting.

[As Amended and Restated February 13, 1995]

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