

Constitution & By-Laws

The American Saddlebred Association of Maine, Inc

The name of the corporation is THE AMERICAN SADDLEBRED ASSOCIATION OF MAINE, INC.

ARTICLE II – PURPOSES

The purposes of the corporation are social and educational and more specific as follows:

1. To encourage and promote the understanding, appreciation, breeding, and use of the American Saddlebred with prime consideration to be given to the versatile character of the American Saddlebred as demonstrated in hand, under saddle and in harness for pleasure and show purposes;
2. To encourage and promote interest in the American Saddlebred horse and horsemanship and other social interests;
3. To encourage and promote trail trips, horse shows, and other equestrian activities, as a non-profit social organization;
4. To hold, acquire, convey, sell, pledge, assign, mortgage and transfer any and all forms of property in such manner as will promote the objectives of the corporation;
5. That no part of the funds or assets of the corporation will inure to the benefit of any officer or trustee, or director, of any other private individual, partnership, or corporation, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payment in furtherance of the purposes set forth herein;
6. The functions of this corporation shall be statewide in nature and is not organized for profit.

ARTICLE III – ASSETS

The corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers or other private persons, except as limited in Article II above.

ARTICLE IV – DURATION

The corporation is to have a perpetual existence.

ARTICLE V – MEMBERSHIP

Any owner, trainer, exhibitor, or person interested in promoting the American Saddlebred may become a member of the association in good standing upon the application and payment of one year's dues.

Membership shall consist as follows:

- A. SENIOR MEMBER: Those persons who have reached their eighteenth birthday.

- B. JUNIOR MEMBER: Those persons who have not reached their eighteenth birthday.
- C. FAMILY MEMBER: Consists of parents/guardian(s) and all children under the years of 18 as of 12/1 of previous year (Amended January 10,2015)

ONLY MEMBERS IN GOOD STANDING SHALL BE ENTITLED TO VOTE AT MEETINGS OF THIS ASSOCIATION OR HOLD OFFICE HEREIN.

ARTICLE VI – DUES

Section 1. Senior membership shall be \$10.00 annually payable with membership application.

Section 2. Junior membership shall be \$5.00 annually.

Section 3. Family membership shall be \$15.00 annually.

Section 4. Individual Life membership shall be \$100.00.

Section 5. Dues are due and payable on January 1st of each year; and if not paid within two months after that date, unless otherwise ordered by the Board of Directors, the delinquent member shall be stricken from the rolls and thereupon cease to be a member of the association.

Dues are due and payable on or before January 1st of each year. (Amended date unknown)

Dues are due and payable on November 1 of each year. (Amended November 19, 1988)

The treasurer shall notify current members at least 15 days prior to the expiration date of their membership.

Delete the word “treasurer” (Amended November 19,1988)

“To delete the stated dollar amount that is due and payable on November 1st of each year, and to have a fee schedule reviewed annually by the Board” (Amended November 23, 1991)

ARTICLE VII – BOARD OF DIRECTORS

Its Board of Directors shall manage the affairs of the corporation. The Board shall have management and control of the property and of the affairs of the corporation, and shall have all of the power that may be exercised by a Board of Directors, pursuant to law, and subject only to these by-laws.

Section 1. The number of directors shall be nine in number, elected by the membership and in addition thereto, the immediate past president of the association shall be a member of the board for the term of two years commencing immediately at the expiration of his/her term of office as president, or until his/her term as director on the board be considered vacant prior to its due expiration.(The two years commencing immediately at the end of the president's term is run concurrently with his or hers Board of Directorship) (Amended Jan. 10, 2015)

Section 2. The Board of Directors shall be elected at an annual meeting of the association by the membership from the Senior Members for a term of three years, until his or her successor shall have been elected and qualified. Directors must be a resident of Maine. At the first annual meeting, three directors shall be elected for a term of three years. Thereafter, three directors shall be elected annually.

Delete "Directors must be a resident of Maine" (Amended date unknown)

Section 3. The annual meeting of the board shall be immediately after the annual meeting of the association for the purpose of election of officers and such other business as may be proper before it.

Section 4. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

Section 5. Five members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a quorum are present at said meeting, a majority of the directors present at a meeting which a quorum is present shall be the act of the Board of Directors, except where otherwise by law or by these by-laws.

Section 6. The Board shall fill any vacancy occurring in the Board of Directors or in the Officers. A director or officer elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 7. The Board may, after a hearing, censure, suspend or expel any officer or any person whose conduct shall be found to be prejudicial to the best interest of the association or in violation of its by-laws.

Section 8. The Board of Directors shall keep a record of its proceedings and shall report at the annual meeting of the association or at any special meeting to the association, any matters which in its judgment require the action of the members.

Section 9. Any member of the Board of Directors who shall be absent himself from two(2) consecutive meetings thereof, unless he/she shall present satisfactory excuses to the Board of Directors within twenty(20) days, shall be deemed to have resigned as a member of the Board and shall cease to be a member thereof. (Amended December 7, 1979)

ARTICLE VIII – OFFICERS

Section 1. The officers of the corporation shall be a president, a vice-president, a treasurer, and a secretary. Only the secretary need not be a Director of the corporation.

Section 2. The officers of the corporation shall be elected annually by the board immediately after each annual meeting of the association and shall hold office until the next annual meeting or until their successors are duly elected and qualified.

Section 3. The board may remove any officer or agent elected or appointed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be only upon a two third vote of the full membership of the board excluding the officer officers to be removed.

Section 4. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of directors for the unexpired portion of the term.

Section 5. PRESIDENT. The president shall be the principal executive officer of the corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board Directors have authorized to be executed, except in cases where these by-laws or by statute to some other officer or agent of the corporation; and in general, shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. VICE-PRESIDENT. In the absence of the president or in the event of his or her inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

Section 7. TREASURER. If required by the Board of Directors the treasurer shall give a bond for the faithful discharge of his or her duties, in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation and deposit all such money in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of these by-laws; and in general, perform all the duties as from time to time may be assigned him or her by the president or by the Board of Directors. The Board prior to the said annual meeting shall conduct an annual audit.

Section 8. SECRETARY. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these by-laws; be custodian of the corporation records; keep a register of the post office addresses of each member which shall be furnished to the secretary by such member; and in general perform all duties incident tot eh office of secretary and such duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

ARTICLE IX – COMMITTEES

Section 1. Committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting, which a quorum is present, or by resolution adapted by a majority of the members present at a meeting at which a quorum is present. Except as otherwise provided in such

resolution, members of each such committee shall be member of the corporation and the president of the corporation shall appoint the member thereof. Whenever feasible, the president shall appoint a director as chairman of the committee. The president shall be an ex-officio member of all committees. The person thereof may remove any member or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal.

Section 2. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors for the purposes specified in said resolution; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director, of any responsibility imposed upon it or him by law.

Section 3. Each member of a committee shall continue as such until the next annual meeting of the members and until his or her successor is appointed, unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Appointments made in the same manner in the case of the original appointment may fill vacancies in the membership of any committee.

Section 5. Unless otherwise provided in the resolution of the Board of Directors, or resolution of the members, majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Each committee may adopt rules for its own government not inconsistent with these by-laws or with the rules adopted by the Board of Directors.

ARTICLE X – CONTRACT, CHECKS, DEPOSITS, AND FUNDS

Section 1. CONTRACTS. The Board of Directors 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 committee by such authority must be confined to specific instances.

Section 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, or such instruments shall be signed by the treasurer and countersigned by the president or vice-president of the corporation. **“Unless preauthorized by the Board” (Amended Jan. 10, 2015)**

Section 3. DEPOSITS. 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 of Directors may select.

Section 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

ARTICLE XI – MEMBERSHIP MEETINGS

Section 1. The annual meeting of the association shall be held in January of each year. Additional general membership meetings will be called. “The Annual Meeting of the Association shall be held in November of each year” (Amended November 19,1988)

“The Annual Meeting of the Association will be held during the 2nd weekend of January each year” (Amended date unknown)

Section 2. The president shall have the power to call a meeting of the association at any time; and must call a meeting when requested in writing, to do so by three members of the Board of Directors, or by two-thirds of the members of the association. Notice to the members must be given at least five day previous to the meeting, either personally or by mail.

Section 3. Sixteen members shall constitute a quorum. “Ten members shall constitute a quorum” (Amended date unknown)

Section 4. Roberts Rules of Order shall apply unless contrary to these by-laws.

ARTICLE XII – 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 of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office record giving the names and addresses of the member entitled to vote. Any member, or his agent or attorney may inspect all books and records of the corporation for any proper purpose at any reasonable time.

ARTICLE XIII – AMENDMENTS

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted at any meeting of the association by vote of not less than two-thirds of the members of the association present, provided however, that two weeks notice in writing of the proposed amendment shall be given to all members of the association.

***Amendment to Article VII – Board of Directors**

December 7, 1979

Any member of the Board of Directors who shall be absent himself from two (2) consecutive meetings thereof, unless he/she shall present satisfactory excuses to the Board of Directors within twenty (20) days, shall be deemed to have resigned as a member of the Board and shall cease to be a member thereof.

***Amendment to Article VI – Sec. 5 – Dues**

November 19, 1988

“Dues are due and payable on November 1 or each year.”

***Amendment to Article XI Sec. 1 – Membership Meetings**

November 19, 1988

“The Annual Meeting of the Association shall be held in November of each year.”

***Amendment to Article VI Sec. 5 – Dues**

November 19, 1988

Delete the word *“Treasurer”*

***Amendment to Article VI Sec. 1 through 4**

November 23, 1991

“To delete the stated dollar amount that is due and payable on November 1st of each year, and to have a fee schedule reviewed annually by the Board.”

(No date for the additional Amendments below)

***Amendment to Article VII sec. 2**

Remove/Delete *“Directors must be a resident of Maine.”*

***Amendment to Article XI sec. 1 – Membership**

“The Annual Meeting of the Association will be held during the 2nd weekend of January of each year.”

***Amendment to Article XI sec. 3 – Membership Meetings**

“Ten members may constitute a quorum.”

***Amendment to Article VI sec. 5 – Dues**

“Dues are due and payable on or before January 1st of each year.”

By-Laws retyped January 23, 2009 by S D Boutet

By-Laws retyped January 26, 2015 by Regan Grant

