

The Mission Statement of the Maryland State Quarter Horse Association shall be “to encourage educational, social, recreational, and competitive participation with American Quarter Horses, and to organize and foster future development of the American Quarter Horse through support of youth, amateur, professional, breeding, and outreach programs.”

ARTICLE I - NAME

The name of the organization shall be the “Maryland State Quarter Horse Association, Inc.”

ARTICLE II - OBJECT

The object of the Association shall be to promote, in all ways, the interests of the American Quarter Horse.

ARTICLE III - PARENT ORGANIZATION

The activities of this Association shall be in harmony with the rules and policies of the American Quarter Horse Association.

ARTICLE IV - MEMBERS

Section 1. Membership

Any individual, family or farm desiring to become a member of the Association shall make application for such membership and shall tender with said application annual dues for the calendar year. The effective date of membership will be as soon as received by the membership chairman and added to the membership data base. Below is an explanation of those categories of membership:

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| Individual | For an individual member. |
| Family | Spouse, and dependent children 18 years of age and under (18 as of January 1 st of the membership year). |
| Farm | Immediate RESIDENT family and/or employees. |

NOTE: Addition and/or deletion of name(s) to the Farm membership must be made to MSQHA in writing by the farm management and done thirty (30) days in advance of that MSQHA function where membership is a condition to be able to participate.

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| Life | For an Individual or Family membership only. |
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Membership status shall be sustained by payment of each year's annual dues, with the exception of life members.

Any memberships received after September 30 of the current year will be considered the membership fee for the following year.

Section 2. Dues

Yearly dues will be set by the Board of Directors and published on the website.

Section 3. Suspension of Members

There will be several criteria for suspension of members as listed below:

- a) Any member issuing to MSQHA a check in payment of bills/expenses that is returned for "insufficient funds" will automatically be suspended after ten (10) days notification to the member by certified mail. Only after a new check (with addition of a processing fee) has been received and processed successfully through the Association's bank will the member be reinstated.
- b) Any member suspended by the American Quarter Horse Association automatically shall be suspended as a member of this Association for the same duration of time.
- c) A member can be reprimanded, suspended, or expelled at the discretion of the Board of Directors for; (a) unsportsmanlike conduct or action detrimental to the Association; (b) knowingly and willfully misrepresenting in any essential detail an animal sold either at public or private sale or shown at any show, (c) knowingly and willfully violating the rules and regulations of this Association.

When any member of this Association shall be accused of any of the violations constituting grounds for expulsion, as herein above provided, the Board of Directors shall cause a written notice to be served upon such accused member ten (10) days before the proposed hearing, stating the person, firm or corporation accusing the member, the charges and specifications against the accused, and the time and place of the hearing. The Board of Directors shall require the accuser to post a fee of \$25.00 with the Secretary-Treasurer thirty (30) days before the date of the hearing. The Board of Directors at the time and place of the hearing, shall require the accuser to offer evidence in support of the charges and specifications, and shall give equal opportunity to the accused member to offer evidence to refute such charges. When the accused and the accuser have presented evidence, the Board of Directors shall vote for or against expulsion of the accused member.

- d) Nonpayment of bills/expenses incurred for any MSQHA sponsored events (such a horse shows, futurities, trail rides, the annual banquet, newsletter advertising etc.) will be handles as follows:

First Instance: Warning letter at forty-five (45) days. Second Instance: Suspension at sixty (60) days.

Board of Director Approval is required for reinstatement.

ARTICLE V - OFFICERS

Section 1. Number

The four officers of the Association shall be: President, Vice-president, Secretary and Treasurer. They will jointly serve as the Executive Committee.

Section 2. Election of Officers

The officers shall be members over the age of 19 and of record in good standing for a minimum of three (3) months. They shall be elected annually by a majority vote of the membership present at its Annual Meeting. Anyone running for President or Vice-President must have served as an Officer or Director at least one year.

Section 3. Term of Office

Each officer shall hold office for the term of one (1) year or until his/her successor is duly elected.

Section 4. Duties and Powers of Officers

The duties and powers of the officers of the Association shall be as follows:

PRESIDENT

The President shall preside at all meetings of the Board of Directors, Executive Committee, and Membership. He/she shall cause to be presented at each regular meeting of the membership and the Board of Directors a report of the condition of the business of the Association.

He/she shall cause to be called regular and special meetings of the membership, Board of Directors, and Executive Committee in accordance with these By-laws.

He/she shall appoint and remove, employ and discharge, and fix the compensation of all agents, employees or clerks of the Association, subject to the approval of the Board of Directors.

He/she shall sign, jointly with the Vice-president or the Secretary, contracts and agreements in the name of the Association, provided they have been approved by the Board of Directors.

He/she shall have the authority to appoint committees as necessary.

He/she shall see that the books, reports, statements and certificates required by statute and by these By-laws are properly kept, made, and filed.

He/she shall have the authority to sign all negotiable instruments on behalf of the Association.

He/she shall enforce these By-laws and perform all duties incident to the position and office and which are required by law.

He/she shall familiarize him/herself with Roberts Rules of Order as guidelines for conducting meetings.

VICE-PRESIDENT

During the absence or inability of the President to render and perform his/her duties or exercise his/her powers as set forth in these By-laws, the same shall be rendered and exercised by the Vice-president; and when so acting, he/she shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President.

Either he/she or the Secretary must sign all contracts and agreements jointly with the President after approval of the Board of Directors.

He/she shall automatically be a member of all established committees.

SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and of the membership in appropriate books.

He/she shall give and serve all notices of the Association.

He/she shall be custodian of the records and of the seal, and affix the latter when required.

He/she shall present to the Board of Directors at their stated meetings all communications addressed to him/her officially.

Either he/she or the Vice-president must sign all contracts and agreements jointly with the President after approval of the Board of Directors.

TREASURER

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Association, and deposit all such funds within ten (10) business days of receipt, in the name of the Association in such bank or banks, trust company or trust companies or safe deposit vaults and the Board of Directors may designate.

He/she and one other Executive Board member shall have the authority to make, sign and endorse in the name of the Association all instruments for the payment of money, and pay out and dispose of same and receive therefore, under the directions of the Board of Directors. He/she also shall have the authority to sign all other negotiable instruments on behalf of the Association.

He/she shall exhibit at all reasonable times his/her books and accounts to any officer or director of the Association.

He/she shall render a statement of the condition of the finances of the Association at each regular meeting of the Board of Directors, and at such other times as shall be required of him/her and shall make a full financial report at the regular meetings of the membership. As well as provide annually at the January meeting previous year balance sheet, profit and loss report and December bank statement.

He/she shall keep correct books of accounts of all the Association's business and transactions and he/she shall keep a report of dues and other payments and other books of account as the Board of Directors may require.

To the purpose of the Treasurer reporting – MSQHA requires the Treasurer to have access to MSQHA books, records and banking information, the MSQHYA Youth Advisor will ensure that all necessary information is provided to the Treasurer in a timely manner. The EC and BOD will ensure that MSQHYA funds are used for that club only and are not to be commingled or used by MSQHA unless approved by the MSQHYA board and the youth advisory board.

He/she shall be responsible for advising the Secretary of anyone whose accounts with MSQHA are in arrears or if a member is suspended.

He/she shall do and perform all duties appertaining to the office of Treasurer.

He/she shall be bonded in an amount not less than \$15,000 by a reputable bonding company and the fee for such bond shall be paid by the Association. If so directed by the Board of Directors, bond shall be set in any greater amount.

Section 5. Vacancies

In the event a vacancy shall occur in the office of President, the Vice-president shall assume the position of President for the unexpired portion of the term. A vacancy in any office other than that of President shall be filled by the membership without undue delay, at a regular meeting or at a meeting specially called for such purpose. In the case of the temporary absence of any officer of the Association, the Board of Directors may, except as specifically otherwise provided in these By-laws, delegate the powers and duties of such office to any other officer or director for the period of that officer's absence, provided a majority of the entire of Directors concur therein at a meeting of the Board of Directors called for this purpose.

Section 6. Removal of Officers/Directors

Any officer, director or committee chairperson may be removed, with or without cause, at any time by a vote of the majority of the Board of Directors at a special meeting called for this purpose. The officer/director/committee chairperson involved shall be entitled to the opportunity to present his/her position at such special meeting prior to a vote on removal being taken. Additionally, any officer/director/committee chairperson missing three (3) consecutive meetings without due cause may be brought before the Board of Directors at a following meeting for removal.

ARTICLE VI - EXECUTIVE COMMITTEE

The Executive Committee shall consist of the elected officers of the Association as listed in Article V, Section 1 of these By-laws. The Executive Directors, as well as any committee chairpersons that the President designates, shall attend all specially called meetings of the Executive Committee.

The Executive Committee shall meet at the direction of the President and shall perform the following functions and duties:

- a) Act as an advisory group to the President.
- b) Assist the President in decisions of a current or urgent nature not requiring action of the Board of Directors of the Association
- c) Assist the President in decisions of a current or urgent nature that are not able to be addressed by the Board of Directors in a timely fashion.
- d) A quorum for a meeting of the Executive Committee is all members being present. The meeting may be called at the discretion of the President, or as directed by the Board of Directors.

- e) The number of meetings of the Executive Committee shall not annually exceed the number of meetings of the full Board of Directors.
- f) The notice of Executive Committee meetings shall be made available to all current members of the Board of Directors. All Executive Committee meetings shall be open and available to any member of the Board of Directors, or for any person invited by the Executive Committee, for the purpose of conducting the business of MSQHA.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Number

The affairs and business of the Association will be managed by the Executive Committee (President, Vice President, Secretary, and Treasurer) and twelve (12) elected directors plus any AQHA directors residing in the state plus any Director Emeritus.

If 12 individuals are not able to serve as elected directors less than 12 may serve.

The Youth Advisor shall be appointed by the newly elected president with board approval within 30 days after election.

The position of Director Emeritus is reserved to honor a member of long standing and exemplary service to the Association. The Director Emeritus will be nominated in writing to the Board of Directors by any member in good standing. Said nomination will be voted on by the Board at the meeting following receipt of the nomination by the Board. Two thirds of those Board members present at the Board Meeting will be required to approve a Director Emeritus.

Section 2. Election of Directors

The remaining directors shall be members over the age of nineteen (19) and of record in good standing for a minimum of three (3) months who receive a plurality of votes for that position at the Annual Meeting.

Out of state residents may serve as Directors.

However, out of state representatives to the Board of Directors cannot exceed the percentage proportionate to the prior year's total out of state membership base.

The retiring President who is a member in good standing shall automatically be nominated as a Director.

Not more than one person from a farm or family membership shall be a member of the Board of Directors.

Section 3. Term of Office

As herein before provided, the term of office for each of the members of the Board of Directors shall be one (1) year or until his/her successor is duly elected. This does not apply to the President (*see Article VII, Section 2*).

Section 4. Duties and Powers of the Board of Directors

The Board of Directors shall have the control and general management of the affairs and business of the Association. Such Board of Directors shall in all cases act as a governing body, regularly convened, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper, not inconsistent with the membership, these By-laws and the Laws of the State of Maryland.

Additionally, when deemed necessary, the Board of Directors may convene to review and vote a decision on any subject, condition, or situation that may arise and require a judgment/ruling by the Board of Directors. (See Section 5.)

Section 5. Board of Directors Meetings

Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may determine. Special meetings of the Board may be called by the President at any time or shall be called by the President or the Secretary upon the request of four (4) members of the Board.

Section 6. Notice of Meetings

Notice of the Board of Directors meetings shall be given by service upon each officer and director in person, or by email and by MSQHA Facebook page, if no emailed was submitted then by mailing to him/her at his/her last known address as it appears in the membership data base at least five (5) days before the date therein designated for such meeting, including the day of the mailing, of a written or printed notice thereof specifying the time and place of such meeting. At the option of the Executive Committee, the regularly scheduled Board meetings can be canceled with a ten (10) day notice via telephone and/or e-mail. At any meeting at which every member of the Board

shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Board members are expected to attend all board meetings. An absence from a meeting may be considered excused if obtained prior approval from the Board or President.

Section 7. Voting

At all meetings of the Board of Directors, each officer and director is to have one vote, irrespective of any number of members he/she claims to represent, except that the President shall vote only in the case of a tie vote. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Proxy

No proxy will be accepted for a vote

Section 9. Quorum

A quorum shall consist of any five of the voting members of the Board of Directors and must include either the President or the Vice President.

In the event of a quorum not being present, a phone conference call or zoom call may occur or a lesser number must adjourn the meeting to some future time, not more than ten (10) days later.

Section 10. Vacancies

Vacancies among the directors occurring between annual meetings shall be filled for the unexpired portion of the term by appointment by the President with the approval of the Board of Directors.

Section 12. Remuneration

Officers and Directors will not be paid to perform their duties and responsibilities associated with their elected position in this Association.

Section 12: Personal liability

No member of the Board of Directors shall be personally liable for monetary damages for any action taken or for the failure to take any action, unless said member has breached or failed to perform the duties of his or her office as set forth in the Director's Liability Act of 1986 (42 Pa. D.S.A. § 8361 et seq.) and such breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

ARTICLE VIII - MEETINGS OF MEMBERS

Section 1. Regular Meetings

There will be one general membership meeting per year, which will be the election meeting held in December, nominations will be accepted in November.

Section 2. Special Meetings

Special meetings of the membership, other than those regulated by the statute or identified above, may be called at any time by the President/Secretary or by 3 Board Members in good standing when requested in writing.

Once requested in writing meeting must be held 5 days from date on written notice.

Notice for said meeting may be given via phone call, email or text message or in writing if no email or cellphone info was given with membership. Meetings may be conducted via conference call or zoom meeting. A meeting may be called in 24 hours for emergency situations.

Section 3. Notice of Meetings

Notice of general membership meeting will be through the Association's Facebook Page or a special emailing/ mailing thirty (30) days prior to the meeting. Email will be used as the primary source of contact, with a physical mailing sent to members who have not provided the Association with an email address.

Section 4. Voting

At all meetings of the membership, each type of membership (Individual, Family, Farm, Life) will be provided one (1) vote regardless of the number of individuals that membership represents. To be eligible to vote, however, the member must be a "member in good standing" for a minimum of 90 days prior to the voting meeting.

Votes may be cast via physical presence, conference call, zoom call or any other forms of technology available are permitted and will count as full attendance. Votes will be accepted via email only if they are replied directly to the original voting request email and not a reply to someone else's vote.

Section 5. Proxy

NO proxy will be accepted for any vote.

Section 6. Quorum

Members present will constitute a quorum.

ARTICLE IX - NEGOTIABLE INSTRUMENTS AND CONTRACTS

All negotiable instruments of the Association except for instruments made and signed by the Treasurer or President for the payment or money, shall be signed by the Treasurer and countersigned by the President. No officer or agent of the Association, either singly or jointly with others, shall have the power to make any negotiable instrument, or endorse the same, in the name of the Association or contract or cause to be contracted any debit or liability in the name of or on behalf of the Association except as a duly appointed representative of MSQHA. This appointment must be made by the President and approved by the Board of Directors. President and Treasurer will have access viewing online banking on any account under MSQHA, including any subsidiaries such MSQHYA.

ARTICLE X - AMENDMENTS TO BY-LAWS

These By-laws may be altered by amendment, repeal or addition by the majority vote of the Board of Directors of the Association at any special meeting of the Board called for that purpose, provided a quorum of the Board is present at such special meeting, and provided the notification clearly indicated the alterations to be proposed at that meeting. However, before such alterations shall become effective, they must also be approved by the membership at a meeting of the membership for which notice shall state the substance of the alterations to be presented for approval.

ARTICLE XI - ASSOCIATION SEAL

The corporate seal of the Association shall be in the form impressed hereon immediately below.