



## **NORTHAMPTON DRIVING SOCIETY, Inc.**

### **BYLAWS**

#### **Article 1 -- Purpose**

The Corporation has been formed as a membership organization to:

- Promote the equine sport of pleasure carriage driving
- Host an annual pleasure driving competition, when possible
- Provide educational opportunities for the entire membership

#### **Article 2 -- Members**

Section A General Members: Membership is open to any individual or household interested in the purposes and activities of the Corporation. A Membership will consist of one or two persons, with any children under 21 years of age, living in the same household. Each Membership shall be entitled to one vote per adult member (maximum of 2 votes).

A General Membership may be one of two levels: Family or Single. A Family membership will consist of one or two adults and children, and will have a maximum of two votes. A Single membership will be limited to one adult, and will have one vote. The dues for Single members will be adjusted accordingly by the Board of Directors.

The term of membership is for one year. Unless waived by a resolution of the Board, a member shall pay the annual dues assessed by the corporation for the current calendar year. A General Member shall have all the rights and obligations of Members of the Corporation.

Section B Membership Dues: The membership dues for each class shall be established and modified by resolution of the Board of Directors. Any change in dues shall be by the vote of the Board.

Dues are payable after October 1, with the annual dues to be paid by January 1. The Membership year runs from January 1, through December 31. Dues must be current to be eligible to vote at the Annual Meeting.

Section C Membership Certificates: The Board of Directors may authorize the issuance of certificates, cards or other instruments permitted by law upon payment in full of the membership fee which shall serve as evidence of membership in the Corporation. Such membership certificate shall be non-transferable.

Section D Termination of Membership: Upon expiration of the calendar year, a membership shall expire, unless the member renews the membership with the payment of the dues assessed for the current calendar year. Members with unpaid dues after March 1st will be removed from the membership list.

A membership may also be terminated for cause by a 2/3 vote of the entire Board of Directors after a hearing at which an opportunity to contest the charges is provided pursuant to a procedure prescribed by Board resolution. Justifiable cause for termination or expulsion includes: conduct that violates the fundamental purpose of the Corporation, conduct injurious to the reputation of the Corporation, or conduct that causes or threatens to cause serious harm or injury to another member or participant in a corporate sponsored event.

Section E Meetings of Members: General membership meetings will be determined by the Board of Directors. Suggestions are the second Wednesday of the following months - February, March, April, May, June, September, October, and November unless otherwise notified. The meeting time and place is to be determined by the Board of Directors.

Notice of meetings at which members are permitted to take action, shall be delivered by mail, or personally, not less than ten nor more than fifty days before such date. The notice shall state the place, date, and hour of the meeting, who is calling the meeting and if it is a special meeting state the purpose of the meeting. Action by a majority of members present shall be a recommendation to the Board of Directors of the Corporation for the transaction of business.

Section F Annual Meeting: The annual meeting shall be held within the month of January. The purpose of the annual meeting shall be to receive the annual financial report, the budget for the forthcoming fiscal year (if any), and to elect the officers and vacant positions of directors of the Corporation.

Section G Proxies: Every member entitled to vote at a meeting may authorize the Recording Secretary to act for him/her by proxy. The proxy must be in writing, signed by the member, and delivered to the Recording Secretary prior to the date of voting.

### Article 3 -- **Board of Directors**

Section A Number, Qualifications, Election and Term of Office: The Board of Directors (also referred to as the Board) will manage the Corporation. Decisions of the

General Membership must be approved by the Board before they become binding to the corporation. The Board will consist of up to eleven individuals.

A person must have been a voting member of the corporation for 12 months before being eligible to be elected or appointed as a director.

Five (5) of the directors are the officers elected by the General Membership. The term of office for the officers shall be one (1) year.

The six (6) other directors shall be elected from the General Membership. Three (3) of the directors shall be elected each year to serve for a period of two years.

Any action by a majority of the General Members present for a vote shall constitute a quorum for the purpose of electing officers and directors. Proxy votes, if any, shall be counted in determining the quorum.

Section B Organization: The President shall preside at the meetings of the Board of Directors. In his absence, the Vice President or a chairman chosen by the majority of the directors present may preside.

Section C Resignation and Removal of Directors: Any director may resign by giving written notice to the President. The resignation shall take effect at the time the notice specifies. The Board of Directors, by a majority of those directors then on the Board, may remove any director with cause. Directors may consider the failure to attend two consecutive Board meetings as cause for non-performance.

Section D Vacancies: A vacancy on the Board of Directors may be filled by the Board to complete the term of that position.

Section E Quorum: A majority of the entire Board of Directors, shall constitute a quorum for the transaction of business except where these Bylaws or the laws of New York require a greater number.

Section F Majority Vote: If a quorum is present at a meeting of the Board of Directors, the Board may act by vote of a majority of those present except where these bylaws or any provision of the not-for-profit corporation shall require a higher vote. Each director shall have one vote.

Section G Action Without Meeting: Any action to be taken by the Board of Directors may be taken without a meeting if 2/3 of the directors entitled to vote on the matter agree on the action in writing. Such written consent shall be filed with the records of the meetings of the Board, and shall be regarded for all purposes as a vote at a meeting.

Actions not receiving a vote of 2/3 of the Board may be brought before the Board for further discussion at the next physical meeting.

Section H Use of Electronic Communications: Any member of the Board of Directors may participate in a vote on topics before the Board by either a telephone poll, or an e-mail to all Board members. E-mail responses must be made to all Board members.

Section I Annual Meeting: The Board of Directors will meet annually, within 60 days following the Annual Meeting of the General Members, for the purpose of receiving newly elected officers and directors, and such other business as the Board may determine.

Section J Regular Meetings: Regular meetings of the Board of Directors shall be held no fewer than once a year at a time and place as may be fixed as needed by determination of the Board.

Section K Special Meetings: Special meetings of the Board of Directors shall be held whenever called by the President, or by two other directors. Notice shall be by mail or telephone, and shall state the purpose, time and place of the meeting.

Section L Compensation: Members of the Board of Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

Section M Annual Report: The President and Treasurer shall present to the Members of the Corporation at the Annual Meeting a report showing the following:  
Assets and liabilities of the Corporation, as of the end of the last fiscal year;  
Principal changes in those assets and liabilities during said fiscal year;  
Revenues or receipts of the Corporation during said fiscal year;  
Expenses or disbursements of the Corporation during said fiscal year.

A copy of this Annual Report shall be kept with the Corporation's records.

#### Article 4 -- **Committees**

Section A Authority to Create Additional Committees: The Board of Directors may create standing committees. The Board or an officer may create special committees as is deemed desirable. Appointed committee members may include persons who are not members of the Board, and shall be subject to the provisions of the Not-for-Profit Law applicable to officers. The president shall be considered an advisory member of all committees.

#### Article 5 – **Officers**

Section A Number: The officers of the Corporation shall be a President, a Vice President, a Treasurer, a Corresponding Secretary, and a Recording Secretary, all of whom shall be elected by the General Members. These officers shall be nominated by a

committee, or from the floor, and elected by the General Members at the Annual Meeting of the Corporation.

Section B Term of Office and Qualifications: The term of office of each officer shall extend to the next Annual Meeting and until the officer's successor is elected or appointed. A person must have been a voting member of the corporation for 12 months before being eligible to be elected or appointed to an office.

Section C Removal of Officers: Any officer may be removed, with cause, at any time by the vote of a majority of the Board of Directors then in office.

Section D Vacancies: A vacancy in any office shall be filled at any time by a vote of the Board of Directors, until the next annual meeting of the Corporation.

Section E President: The President shall preside at meetings of the Board of Directors and shall generally supervise the affairs of the Corporation, subject only to the supervision of the Board.

Section F Vice President: The Vice President shall undertake those functions of the President which the President is unable to undertake or those which the President requests that the Vice President undertake or that the Board of Directors assigns the Vice President to undertake.

Section G Treasurer: The Treasurer shall be responsible for developing and recommending to the Board of Directors policies for the care, custody, and disbursement of corporate funds, for maintenance of the Corporation's financial records, and for all accounting matters. The Treasurer shall report the financial condition of the Corporation at regular meetings of the Board or whenever the Board may so require.

Section H Recording Secretary: The Recording Secretary shall be responsible for recording minutes, including a record of motions and votes, at all meetings and events of the Corporation, and recommending to the Board of Directors policy for the care and custody of corporate records and for compliance with notification and record keeping requirements including the maintenance of meeting minutes.

Section I Corresponding Secretary: The Corresponding Secretary shall be responsible for giving notice of all meetings as provided in these bylaws, for receiving corporate correspondence, and shall maintain a copy of all correspondence.

## Article 6 – Meetings

Questions involving parliamentary procedures in meetings will be resolved by Robert's Rules of Order.

## Article 7 – Fiscal Year

The fiscal year of the Corporation shall begin on January 1<sup>st</sup> in each calendar year and end on December 31<sup>st</sup>.

## Article 8 – Contracts & Records

Section A Contracts: The President and Vice President shall have the authority to execute any contract or any other instrument specifically approved by the Board of Directors.

In addition, the Board may authorize any officer or agent, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances.

Unless so authorized by the Board of Directors, or expressly authorized by these bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable in any amount for any purpose.

Section B Office and Records: The office of the Corporation shall be located in the County of Monroe. Corporate records kept by the Recording Secretary shall be: (1) correct records of account; (2) minutes of the proceedings of the Board of Directors; (3) a current list of the Board of Directors of the Corporation and their addresses; and (4) a copy of the Certificate of Incorporation and these bylaws.

## Article 9 – Interested Directors

Section A Interested Directors: Any director of the Corporation who is the director or officer of another corporation or has a substantial financial interest in such other corporation shall be “Interested” in or have an “Interest” in such other organization. Any interested trustee or officer shall disclose interest to the Board of Directors and decline from voting on any contract or transaction with respect to such other Corporation.

Section B Effect on Quorum: Common or interested trustees may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee that authorizes such contract or transaction.

## Article 10 – Amendments

These Bylaws may be amended or repealed by a majority of the members at any duly called meeting of the General Members. Any action by a majority of members present eligible to vote shall constitute a quorum for the purpose of amending the Bylaws. Proxy votes, if any, shall be counted in determining such quorum.

## Article 11 – **Policies**

A policy manual may be attached to the Bylaws, but not part of the Bylaws, for the purpose of documentation and future reference. Additions or deletions to the manual may be made at any time. Policies are recommendations imposed by the Board of Directors and do not require approval of the General Membership.

## Article 12 – **Indemnification**

The members of the Board of Directors shall not be liable to the Corporation for any mistake of judgment, negligence, or otherwise except for their own individual willful misconduct or bad faith. The Corporation shall reimburse, indemnify and hold harmless any member of the Board so authorized, against all contractual liabilities to others arising out of any contracts so authorized, unless any such contracts shall have been made in bad faith. It is intended that the members of the Board shall have no personal liability with respect to any contract made by them on behalf of the Corporation.

The Corporation may indemnify to the full extent permitted by law any director or officer made or threatened to be made a party to an action or proceeding.

The Corporation may indemnify by purchase of insurance its officers and directors as the Board may deem appropriate within the full extent permitted by the laws of the State of New York.

## Article 13 – **Historian**

A voluntary position of Club Historian may exist to maintain the history of the Northampton Driving Society, Inc.

## Article 14 – **Dissolution**

The Board of Directors shall adopt a plan for dissolution and distribution of assets in accordance with the purposes of the Corporation and the requirements of the Certificate of Incorporation when it becomes necessary.