

CENTRAL MAINE TEAM PENNING ASSOCIATION (CMTPA)

CORPORATE BY-LAWS

ARTICLE 1. TITLE. OBJECTIVES

SECTION 1. Title. This organization shall be known as the Central Maine Team Penning Association, and shall at all times, be operated as a non-profit association in accordance with the laws of the State of Maine, and the United States of America.

SECTION 2. Objectives. To promote and encourage the showing of team penning horses; the development of suitable and proper standards of performance and judging intended to govern all team penning contests sponsored and approved by the Central Maine Team Penning Association; and to develop and assemble information material deemed desirable to provide contestants and spectators a better understanding of a proper performance of the team penning horse in a show arena.

SECTION 3. Place of Business. The principal office of the Association shall be as the Board of Directors shall designate. Its members or officers may be residents of any state, territory or county, and business may be carried on at any convenient place.

SECTION 4. Upon dissolution of the association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County exclusively for such purposes or to such organization or organizations of said courts determined, which are organized exclusively for such purposes.

ARTICLE II. OFFICERS

The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer.

The officers of the Association shall hold office for a period of two (2) years and until their successors are elected and qualified.

ARTICLE III. ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. The election of officers and directors shall be held by closed ballot and at the annual meeting of the Association at the time and place designated by the Board of Directors. So as to have continuity in the officers of the association, elections shall be staggered and shall be:

A. In even years the position of President, Treasurer and two (2) Directors shall be elected.

B. In odd years the position of Vice President and Secretary and three (3) Directors shall be Elected.

SECTION 2. Nominations of candidates for the offices open for election may be submitted by a Committee appointed by the President, and submitted to the President prior to the selection.

SECTION 3. Candidates for the offices open for election must be a member for one year prior to Nomination, and be a member in good standing as determined by the Board of Directors.

SECTION 4. The election of officers and directors is by closed ballot at the annual meeting and voted on by the members of the association in good standing.

ARTICLE IV. DUTIES OF OFFICERS

SECTION 1. The President shall be the Executive and Officer of the Association. He shall preside at all meetings of the Board of Directors and annual meetings; he shall have general and active management of the powers of the association except as hereinafter limited. He shall be the Ex-Official member of all committees. The President shall serve as Chairman of the Board of Directors and manage the affairs of the association and shall see that all orders and resolutions of the Board are carried into effect; subject, however, to the right of the directors to delegate any specific power, except such as may be by statute exclusively conferred upon the President to any other officers of the association. He shall have the authority to appoint a committee to assist him in the operation and management of the association.

SECTION 2. It shall be the duty of the Vice-President to perform all the duties of the President, in case of his absence and/or disability.

SECTION 3. It shall be the duty of the Secretary to perform all the duties of the President and the Vice-President, in the event of their absence and/or disability.

SECTION 4. It shall be the duty of the Treasurer to perform the duties of the President, Vice President, and Secretary in the event of their absence and/or disability.

SECTION 5. The officers shall be charged with the daily operational responsibilities of the

association, including but not limited to decisions necessary for continuity and those requiring immediate attention. Any action taken by the officers without the proper approval of the Board of Directors, or actions permitted by these By-Laws, requires a quorum of officers. For the purpose of these by-Laws, a quorum shall consist of five (5) officers. The officers of the association shall not, without prior Board of Directors approval, bind the association to any long term contractual obligations. For purposes of these By-Laws, long –term contractual obligations is defined as any contractual agreement which requires expenditures of funds on behalf of the association and shall be in effect for a period in excess of forty-five (45) days. Further, the officers shall not have the authority to bind the association to any agreements, debts, obligations or expenditures in excess of One Thousand (\$1,000) Dollars, without the prior approval of the Board of Directors. No expenditures of One Thousand (\$1,000) or less is permitted to one (1) person, partnership, corporation, or out of the same transaction during the period of the year without prior Board approval.

SECTION 6. Removal. Any officer elected by membership may be removed by the Board of Directors whenever in its judgment; the best interests of the association would be served.

SECTION 7. Vacancies. If the office of any officer or director, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the remainder of the term. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the remaining members of the Board no less than a quorum, and each person so elected shall be a Director until the successor is elected by the membership or at any special meeting duly called for that purpose and held prior thereto.

ARTICLE V. DIRECTORS.

SECTION 1. The business of this association shall be managed by its Board of Directors. The Board of Directors comprised of the President, Vice-President, Secretary, Treasurer, immediate Past President

and five (5) elected directors. All members of the Board of Directors must be members in good standing.

SECTION 2. A seat on the Board of Directors shall be provided for the promoter of said Association.

SECTION 3. In addition to the powers and authorities by these By-Laws expressly conferred

upon them, the Board may exercise all such powers of the association and so all such lawful acts that are not prohibited by statute of these By-Laws.

SECTION 4. A meeting of the Board of Directors may be called by any member in good standing. The request shall be reviewed and approved or disapproved by a quorum of the Board. Notice of any meeting may be called by the President on one (1) week notice to each director.

SECTION 5. A quorum of the Directors in office shall be necessary to transact business of the Association. A quorum for the purpose of these By-Laws is defined as five (5) members of the Board of Directors. Once it is established that a quorum exists, a majority of such quorum shall then decide upon any question that may come before the meeting and shall be binding as though the full Board of Directors was sitting. In the event of a tie, the President shall cast the deciding vote.

SECTION 6. It shall be the responsibility of the Board of Directors to record the minutes of any meetings.

SECTION 7. A director of the association shall stand in a fiduciary relation to the association and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the association, which such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely on good faith, information, opinions, reports or statements, including financial statements and financial data, and each case prepared by any of the following:

- (1) One or more officers or employees of the association who the Director reasonably believes to be reliable and competent in the matters presented;
- (2) Counsel, public accountants or other persons as to the matter which Directors reasonably believes to be within a professional and expert competence of such persons;
- (3) A committee of the Board upon which he or she does not serve, duties designated in accordance with laws, as a matter within its designated authority, which a Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his reliance to be unwarranted. In discharging the

duties of their respective positions, the Directors shall at all times use the skill and diligence a person of ordinary prudence would use under similar circumstances, he or she shall not be held personally responsible for any actions taken on behalf of the association.

ARTICLE VI. MEMBERSHIP MEETING

SECTION 1. The annual meeting of the Association shall be held a time and place designated by the Board of Directors. Notice will be given to each member at least thirty (30) days prior to the annual meeting. Notices of meetings will be sent out by the Secretary.

SECTION 2. Special meeting of the membership may be called by the Board of Directors. Notice for special meetings will be given by the association to each member at least thirty (30) days prior to the meeting. Business transacted at all special meetings shall be confined to the objects stated in call and notice of the meeting, and matter germane thereto.

SECTION 3. At any meeting of the association, whether it be an annual meeting or a special meeting, the members present shall constitute a quorum regardless of the number actually present, so long as a quorum of the Board of Directors is present.

ARTICLE VII. MEMBERSHIP

SECTION 1. Membership is open to any individual of reputable and good moral standards, who has an interest in team penning horses and the promotion of the Central Maine Team Penning Association.

SECTION 2. Members shall be admitted and retained in accordance with the rules and regulations of the Central Maine Team Penning Association.

SECTION 3. Each member of the Association shall pay annual membership dues to the Central Maine Team Penning Association. Said dues are due and payable at the commencement of each fiscal year. The fiscal year of this Association shall be January 1 through December 31 of each year.

SECTION 4. All money paid to the Central Maine Team Penning Association will be required to be in U.S. funds.

ARTICLE VIII. DISCIPLINARY PROCEDURES, PROTEST AND GRIEVANCES

Membership in the Association carries responsibilities as well as certain rights. Any member of the Association may be disciplined, fined or suspended upon a showing of good cause. Any nonmember may be denied membership and privileges relating to them whenever it shall be established by

satisfactory evidence to the Board of Directors that such non-member is not a worthy candidate.

Anyone who becomes a member of the Association accepts to be bound by all the rules and regulations of the Association and renounces any recourse which he or she may have against the Association in connection with the enforcement of those rules.

SECTION 1. Disciplinary Procedure: Whenever a member of good standing believes that conduct of a member or non-member warrants disciplinary actions, he or she must file within ten (10) days of the actual incident and/or within ten (10) days of having gained knowledge of the incident, a complaint in writing with the Central Maine Team Penning Secretary. Any complaint or protest must be accompanied by a cashier's check, certified check, money order or cash in the amount of \$100.00. Upon receipt of all complaints and/or protest, the Secretary will then refer the same to the Central Maine Team Penning Board of Directors for investigation and any recommendation.

SECTION 2. Upon receipt by the Central Maine Team Penning Association Secretary of any complaint or protests, notification shall be sent to the person accused of violation of these rules to the person's last known address. Said notice shall contain a copy of the complaint or protest and shall advise the accused of the procedure to be followed by the Board of Directors.

SECTION 3. After the Board of Directors and/or designee completes its investigation, it shall then make a recommendation to the Board of Directors on whether that matter is sufficiently serious to warrant a full hearing. If the Board of Directors finds it is not sufficiently serious to warrant a full hearing, all parties will be advised accordingly. If, however, the Board of Directors finds that a full hearing is warranted, the person accused of any violation shall be given no less than thirty (30) days of written notice of a time and place for a hearing before the Board of Directors and/or the appropriate committee. The accused shall have the opportunity to appear at the hearing, with or without counsel, to be heard and to present evidence and testimony on his or her own behalf, and to hear and refute any evidence offered against him or her.

SECTION 4. The Board of Directors and/or its designee will issue a written report including findings of facts and conclusions by the Board of Directors.

SECTION 5. Any suspended member of the Central Maine Team Penning Association will not be allowed to participate in any Central Main Team Penning Association approved team penning horse event as an owner of a horse, rider, or act as an agent in connection with any Central Maine Team

Penning Association approved event. In the event a suspended member enters an approved show during the period of suspension, either as owner, rider, or agent, the Board of Directors will impose an additional six (6) months period of suspension and all show winnings will be forfeited to the Central Maine Team Penning Association.

SECTION 6. The decision and action of the Board of Directors shall be final and binding upon all parties.

ARTICLE IX. CAUSES FOR DISCIPLINARY ACTIONS

SECTION 1. Any member shall be suspended and denied privileges of the Association, and any non-member, non-member approved show or official thereof, may be denied privileges of the Association by the Treasurer for failure to pay, when due, any obligation owed to the Association, Team Penner, or Central Maine Team Penning Association approved show for failure to pay entry fee, stall fees, office charges, premiums or any other fees or charges connected with exhibition of team penning horses, provided, however, that fifteen (15) days before the action of the intention to suspend and withhold privileges of the Association shall be delivered to such member or non-member. The provision also includes the payment of any cost fees or obligations for a check that is returned to the Central Maine Team Penning Association or any show or affiliate that has been deemed by a bank to be paid by an account that contains non-sufficient funds. Upon receipt of second bounced check, the individual will be suspended and the individual involved will make restitution to the Central Maine Team Penning Association for any monies owed in cash. Upon restitution, suspended member may request reinstatement through the Board. Said member will be on a cash only basis to the club for a period of two years upon reinstatement.

SECTION 2. Unsportsmanshiplike conduct shall not be tolerated. Unsportsmanshiplike conduct shall be defined as an action of disrespect, deceit, or fraud directed to judges, show management, the Central Maine Team Penning Association or exhibitors. Violators will be brought before the Board of Directors for possible disciplinary action or suspension. All violators of the By-Laws will be dealt with according to the provisions as described in the disciplinary procedures portions of these By-Laws.

SECTION 3. Unsportsmanshiplike conduct may be brought to the attention of the Board of Directors by way of a show representative's report, protest, or official complaint. Protest fee is waived for show officials/representatives.

ARTICLE X. PROTEST FEES

SECTION 1. The Board of Directors shall have exclusive discretion to determine whether the \$100.00 protest fee shall be returned to the protestor. If the protest is ruled to be valid by the Board, the \$100 protest fee shall be returned. If ruled invalid, the fee is forfeited.

ARTICLE XI. MISCELLANEOUS PROVISIONS

SECTION 1. All checks or demand for money and notes of the Association shall be signed by such officer or officers or their designees as the Board of Directors may from time-to-time designate.

SECTION 2. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy to the individual.

SECTION 3. One or more of the Directors may participate in a meeting of the board by means of conference telephone or similar communications equipment by means of which all persons who participate in the meeting can hear each other.

ARTICLE XII. ANNUAL STATEMENTS

SECTION 1. The President and Board of Directors shall present at each annual meeting a full and complete statement on the business and affairs of the Association for the preceding year. Such statements shall be prepared and presented in whatever manner the Board of Directors shall deem advisable and need not be verified by certified public accountant.

ARTICLE XIII. INDEMNIFICATION

SECTION 1. The Association shall indemnify each of its Directors, Officers, and employees whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she was a director, officer, or employee of the Association. The individual shall have no right to reimbursement, however, in relation to matters to which he or she has been adjudged liable to the association for negligence or misconduct, bad faith, gross negligence, or reckless disregard of the duties of his or her office or employment. The right to indemnity for expense shall also apply to expenses of suits which are comprised or settled if the court having jurisdiction of this matter shall approve such statement. The foregoing right of indemnification shall be an addition to, and not exclusive of, all other rights which such director, officer or employee may be entitled.

ARTICLE XIV. AMENDMENTS

SECTION 1. Amendments to the By-Laws must be presented to the Secretary at least 90 days prior to the annual meeting and written notice of the proposed amendments will be given in by special mailing to the membership at least 30 days before the annual meeting unless approved by a majority of the Board. These amendments will be considered and voted on at the annual meeting, and must be passed by the majority of the members voting in person.

ARTICLE XV. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officer's agent or their designee, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. This authority in no way conflicts with the authority of the President to enter into agreements or set forth under the obligations and duties of an officer.

SECTION 2. LOANS. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts, or other order of the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors.

*CMTPA By-Laws last updated and approved by CMTPA Board of Directors and general membership majority vote on January 21st, 2017.