

CONSTITUTION AND BY-LAWS
OF THE
GRANITE STATE CARRIAGE ASSOCIATION

(Amended and Restated March 1, 2015)

ARTICLE I NAME AND STATUS

The name of the organization shall be THE GRANITE STATE CARRIAGE ASSOCIATION, registered as a nonprofit corporation under the laws of the State of New Hampshire.

ARTICLE II STATEMENT OF PURPOSE

The purpose of The Granite State Carriage Association shall be pleasure driving, with emphasis on the understanding and practice of driving equines safely in harness through a regular program of activities.

ARTICLE III MEMBERSHIP AND DUES

A. Membership shall be open to all persons interested in any aspect of the sport and recreation of driving equines safely in harness.

B. Dues shall be paid for each calendar year, with dues received from new members after September 30th being applied to the following calendar year.

C. There shall be a single class of membership with annual dues to be decided by the Board of Directors, subject to approval by the membership at an annual meeting. Said membership is to be for an individual, or couple with their children under 18 years of age. Family members will be entitled to two votes.

D. Junior members shall consist of those who will not have reached their 18th birthday as of January 1st of the membership year. They shall have no voting rights. In all club activities, juniors must be in the company of, and the responsibility of, a senior member.

ARTICLE IV PARTICIPATION IN PROGRAMS OR EVENTS

A. The Granite State Carriage Association is an organization of friends who come together periodically to discuss and practice their common interest in driving equines in harness. In joining the Association, all members recognize that they are individually responsible for themselves, their guests, and their property when participating in Association programs or events, and that the Association has no collective responsibility or liability for occurrences at any program or event.

B. All programs and events sponsored by the Association are at no charge. At the discretion of the Board, program charges may be authorized to defray specific costs.

C. All participants, including junior members, guests, volunteers, and spectators, must sign The Granite State Carriage Association release form prior to participating in an event.

ARTICLE V ORGANIZATION

A. Meetings: A minimum of four meetings will be conducted annually, consisting of the Annual Meeting, the Planning Meeting, and a minimum of two additional Board meetings.

B. Annual Meeting: The business of the Association shall be conducted at the Annual Meeting to be held during the first quarter of each calendar year. Written notice of the meeting shall be mailed at least three weeks prior to the scheduled date. A quorum for this meeting shall consist of a majority of members present.

C. Other Meetings: Other membership meetings may be called when necessary at the discretion of the Board of Directors, or by a notice signed by not less than 20% of the members. Written notice of each such meeting, indicating briefly the objects thereof, shall be mailed to all members in good standing at least two weeks prior to the date of such meeting.

D. Board of Directors:

1. The Board of Directors consists of the club officers (President, Vice President, Secretary, and Treasurer) and three Directors.

2. The Past President and/or Newsletter Editor may serve as ex-officio members, but vote only in case of a tie.

3. The quorum of the Board shall consist of at least five members, and a majority of such quorum shall decide upon any questions that may come before the meeting.

4. Voting by e-mail or telephone may be used by the Board. In the interest of time, the President may periodically approve club business to be voted on via e-mail and/or telephone. It shall not replace the required Board meetings. If club business is to be voted on by e-mail and/or telephone, a copy of the proposal will be e-mailed to every Board member with the words "Yes" and "No" printed underneath, with directions to underline and bold either "Yes" or "No" and return e-mail to the President. In the case of a telephone vote, the President will call the Board member with the appropriate information.

E. Terms of Office: All officers and Directors shall be elected by a majority vote for two-year terms to a specific position. All members of the Board may be elected to succeed themselves two times only, for a maximum of three successive terms (six years total) and may only be re-elected to that position after a two-year hiatus. Partial terms shall not be included in term limits. The President, Secretary and one Director's term shall end on an even year and the Vice President, Treasurer and two Directors' term shall end on an odd year.

To ensure that there is always someone to serve in the office, in the event that no nominee is brought forth, elected officers and directors may remain in office beyond the term(s) set forth above, until their successor is elected.

F. Elections:

1. The President shall appoint a Nominating Committee to prepare a complete slate of candidates solicited from the entire membership. The Nominating Committee shall consist of a chair and two senior members, all non-members of the Board.

2. All candidates shall be senior members in good standing. Only one member of a family may serve on the Board at any given time.

3. The Nominating Committee shall submit the slate of candidates to the Board no less than six weeks prior to the Annual Meeting.

4. A paper ballot shall be prepared and mailed to all voting members in good standing at least three weeks prior to the Annual Meeting. Voting instructions shall be included. Nominations for officers will not be taken from the floor during the Annual Meeting.

5. The Nominating Committee shall validate and count ballots during the Annual Meeting and declare to the presiding officer the candidates receiving the greatest number of votes elected to their respective offices.

ARTICLE VI OFFICERS

A. President: The President shall be responsible for the administration of all Association business. The President shall preside at all Board of Director and general membership meetings, appoints chairpersons to all committees, calls all meetings as required

by these By-Laws, and oversees the activities of the Association as directed by the Board.

B. Vice President: The Vice President shall perform the duties of the President in his/her absence. The Vice President shall coordinate the regular events and programs of the Association.

C. Secretary: The Secretary shall keep records of the proceedings at Board of Director and general membership meetings and reads the same at the next meeting. The Secretary handles all correspondence of the Association. The Secretary shall handle all publicity for the Association and anything else to promote membership.

D. Treasurer: The Treasurer shall collect all dues, disburses checks, keep all accounts of the Association, keep a list of all paid members by membership, and provide a mailing list to the Secretary and Newsletter Editor. The Treasurer shall present a Financial Report at each meeting of the Board of Directors and at each general membership meeting.

E. Officer/Director Resignation – Removal of an Officer/Director:

- Any officer or Director who has unexcused absences from three (3) consecutive scheduled Board meetings or three (3) meetings annually, may be removed from the office by the majority vote of the remaining Board of Directors.
- If an officer or Director resigns before the end of their term, they must submit their resignation to the President in writing at least one (1) month prior to their desired date of resignation to allow the Board time to find a replacement.
- The President shall appoint a temporary officer to replace a resigning officer for the remainder of the year in order to maintain a functioning position. The club membership shall then vote to fill the vacant officer position at the next Annual Meeting.
- A Director's position may remain vacant until the next Annual election at the discretion of the remaining Board of Directors by majority vote.

ARTICLE VII COMMUNICATION

The President shall appoint members to coordinate the communication of the Association, which may include, but not be limited to, the Newsletter Editor, Website Liaison, and Historian. Such appointees shall serve at the President's direction and discretion, upon advice of the Board, as to length of term.

A. Newsletter Editor: The Editor shall coordinate the editing, publishing, and mailing of the Association newsletter, which shall include meeting announcements, office elections, By-Law changes, Calendar of Events, and any special meetings called by the President.

B. Website Liaison: The Website Liaison shall work with the Webmaster and Newsletter Editor to maintain the Association's website with current announcements, information, and photographs.

C. Historian: The Historian shall gather, organize, and preserve records of the Association's activities, including newsletters, photographs, meeting minutes, and articles, and store them in the club's archives. All officers of the GSCA shall deposit their outdated records with the Historian at the Annual Meeting upon leaving office. The Historian shall deposit them with the other old records of the Association, which shall be kept in the Archives of the Canterbury Historical Society.

ARTICLE VIII PROCEDURES AT MEETINGS

Meetings of the members and the Board of Directors shall be conducted according to Robert's Rules of Order Newly Revised.

ARTICLE IX AMENDMENT OF BY-LAWS

A. These By-Laws may be amended by the Board of Directors or by a request being submitted in writing to the Board of Directors. A majority of the Board may approve the requested change. If not approved, the person(s) making the request shall be advised in writing.

B. Any proposed change shall be approved at a regular or special meeting of the membership by two-thirds (2/3) of the voting members present, provided the amendment be submitted to the membership in writing 30 days prior to the meeting, along with a notice of the meeting.

ARTICLE X INDEMNIFICATION OF DIRECTORS

A. Liability of Directors and Officers. No person shall be liable to the GSCA for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a director or officer of the GSCA, or of any other corporation which he/she serves as a director or officer at the request of the GSCA, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the GSCA or upon statements made or information furnished by officers or employees of the GSCA which he/she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of or limit other rights and defenses to which he/she may be entitled as a matter of law.

B. Indemnity of Officers and Directors. Every person who is or was a director or officer of the GSCA shall (together with the heirs, executors and administrators of such person) be indemnified by the GSCA against all costs, damages and expenses asserted against, incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he/she is made or threatened to be made a party by reason of his/her being or having been such director or having been such director and officer, except in relation to matters as to which a recovery shall be had against him/her by reason of his/her having been finally adjudged in such action, suit or proceeding to have been found guilty of fraud in the performance of his/her duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not be deemed an adjudication that such director or officer was acting in good faith in what he considered to be the best interests of the GSCA and with no reasonable cause to believe that the action was illegal.

The GSCA, by its Board of Directors and in their sole discretion to be approved by a majority vote, may indemnify in like manner, or with any limitations, any employee or former employee of the GSCA with respect to any action taken or not taken in his/her capacity as such employee.

The foregoing rights of indemnification shall be in addition to all rights to which officers, directors or employees may be entitled as a matter of law.

ARTICLE XI DISSOLUTION OF FUNDS

Should The Granite State Carriage Association be dissolved by vote of its membership, any funds which may be on hand at the time shall be distributed to not-for-profit horse organization(s) for the advancement of horse health and rescue, chosen at the discretion of the Board of Directors.

Amendments adopted 03/01/2015:

- Art. V.E. - Term of Office – Term limits changed from two to three consecutive 2-year terms; last paragraph added to allow officers/directors to remain until successor is in place.
- Art. VII – Communication - First paragraph amended to clarify appointments made by President upon advice of Board.
- Art. X – Indemnification of Directors – Provisions rewritten to conform with recommendation of Attorney Patricia Morris