

BY-LAWS OF THE MASSILLON SADDLE CLUB, INC.

ARTICLE 1: NAME, PLACE OF BUSINESS, AND OBJECTIVES

Section 1 – Title: This organization shall be known as the Massillon Saddle Club, Inc. (MSC), and shall at all times be operated and conducted as a non-profit organization in accordance with the laws of the State of Ohio, providing for such organizations and by which it shall acquire all such rights granted to associations of this kind.

Section 2 – Place of Business: The principal place of business shall be the City of Massillon, Stark County, Ohio, but its members or Officers may reside in other areas, and business may be carried out at any place convenient to such members or officials.

Section 3 – Objectives: MSC was created by sincere horsemen and women to organize and conduct horse shows/exhibitions for the general public that create, stimulate and maintain interest in equine events. MSC's goal is to promote an interest in equine care, breeding, showing, and furthering the art of riding to encourage horse mastership and the welfare of equines in a fun, family-oriented, friendly and competitive atmosphere. Further objectives include encouraging youth members to pursue higher education via scholarship programs; and generating growth of membership through the use of marketing, promotion, advertising, and the publicity of show schedules, year-end awards and fund-raising activities.

ARTICLE 2: MEMBERSHIP

Membership in MSC is a privilege, not a right, application for which shall be made by procedures prescribed by MSC. Membership, or application thereof, may be terminated or rejected by the Executive Committee for cause detrimental to the interest of MSC, its programs, policies and objectives. No refund will be given for terminated memberships.

Section 1 – Eligibility: Any person interested in horses or other MSC activities may become a member of MSC, by submitting a written application form approved by MSC, paying current dues and agreeing to follow the by-laws and all rules and regulations of MSC. Membership is contingent upon application approval of the MSC Executive Committee.

A) **Single Membership:** (open to all ages), written parental consent is required and must accompany the membership application for children under 18 years of age as of January 1st of the calendar year.

B) **Family Membership:** includes a maximum of two adults and any/all children living in the same household. Children over 18 years of age must be full-time students to qualify for participation under the family membership. Students are required to show proof of full-time status upon request. To be included under a family membership, all members must be separately listed on the membership application.

C) **Lifetime Membership:** any person over the age of 18, who has met the below-listed qualifications, may become a lifetime member on the recommendation of the Board of Trustees. Recommendations must be approved by a majority of voting members at any Regular meeting where such membership is

proposed. Lifetime members are exempt from paying dues, and shall be entitled to one (1) vote. Lifetime members may hold office if eligible. Qualifications for recommendation are as follows:

- 1) The Member must have rendered important service toward meeting the goals of MSC, and
- 2) The Member must be a member in good standing for a minimum of 10 years, and
- 3) The Member must have held the position of Officer, Trustee, and committee chairperson or committee member for at least two (2) years.

Section 2 –Voting Members: Any and all members in good standing designated as a voting member are entitled to one (1) vote. In order to be designated as a voting member, the member:

- A) Must be a member in good standing in the club, and
- B) Must be at least 18 years of age as of January 1st of the calendar year, and
- C) Will not be eligible to vote until all membership eligibility requirements are met, including the payment of annual dues, and
- D) May vote on all MSC issues with the exception of that which is prohibited or otherwise designated by these By-Laws.

Section 3 – Dues: The MSC membership year shall commence on January 1st and run through December 31st of each calendar year.

A) Membership is renewable annually and begins upon receipt of an approved membership application with accompanying payment of the annual dues.

B) The accumulation of show points and/or service hours shall begin upon date of paid annual membership with approved application. Any show points earned and/or service hours completed prior to paid membership WILL NOT apply toward qualifying the member for year-end awards,

C) Membership dues shall be determined annually by the Board of Trustees.

Section 4 – Suspension of Membership/ Trustee and/or Officer: In the event that the conduct of a member/Trustee/Officer endangers the welfare, interest or reputation of the club, or its members:

A) The Executive Committee shall have the right and duty to suspend the offending member/trustee/officer upon a majority vote,

B) The length of suspension shall be at the discretion of the Executive Committee.

ARTICLE 3: EXECUTIVE COMMITTEE

Section 1 –Board Members: The Executive Committee shall encompass the Board of Trustees and all Officers.

Section 2 – Powers, Duties and Requirements:

A) Powers and Duties: The Executive Committee shall:

- 1) Make all financial decisions, and
- 2) Suspend members, Trustees and Officers, pursuant to these By-Laws, and
- 3) Break any ties from general membership votes, and
- 4) Select a Nominating Committee for the selection of Officers and Trustees to be elected by the voting members at the annual meeting. Said Nominating Committee must meet on at least one occasion prior to the annual meeting, and
- 5) Select a 3-person committee, all of whom shall be members in good standing, to count ballots at the annual meeting for the election of officers and trustees. One of the members of the 3-person committee must be the two-year trustee that is not running for re-election at said annual meeting. The other two members of the 3-person committee must not be members running for an elected position at said annual meeting, and
- 6) Hand out ballots at the annual meeting to all voting members. The signature of the voting member is required

upon receipt of ballot. The Executive Committee shall have the final decision regarding which members hold voting member status, and

7) Choose a Trustee to counter-sign MSC checks when needed, and

8) Negotiate all contracts and work with all public agencies, and

9) At the discretion of the Board of Trustees, or in their absence, make recommendation for lifetime membership.

B) Requirements: At all times, Executive Committee members must maintain active membership status. Active Membership is defined as a member who:

a) Is active in the majority of shows, either as an exhibitor or in a volunteer position, or

b) Provides continuing support of the club, including attending meetings, maintaining the club grounds, participating in committee work, or serving as an officer, or

c) Helps in episodic activities associated with the club such as fundraisers and cleanup days.

Section 3 – Quorum: A quorum necessary for any required vote shall be the majority of the Executive Committee members present for said vote.

Section 4 – Vacancies: In the event that an Executive Committee member is unable to serve for any reason, including suspension or removal, the Executive Committee, by majority vote, shall select a replacement to serve in the same capacity as the original Executive Committee member, and same shall remain until the next election cycle, whereupon the position will be filled by the voting members.

ARTICLE 4: BOARD OF TRUSTEES

The Board of Trustees shall be the governing body of MSC, subject only to the limitations provided in these By-Laws and the Articles of Incorporation.

Section1 – Number, Term, Qualifications

A) Number: There will be 4 trustees at all times

B) Term: Of the 4 trustees, there will be two trustees that serve a two-year term, and two trustees that serve a one-year term. One two-year term trustee shall be elected in even-numbered years, and the other two-year term trustee shall be elected in odd-numbered years. There are no term limits imposed herein.

C) Qualifications: In order to remain in good standing a Trustee must:

- 1) Have paid their annual membership by January 31st of the current year,
- 2) Be a voting member in good standing for a minimum of one year prior to the election year,

3) Be a member in good standing within the community and have no criminal convictions regarding embezzlement or theft.

Section 2 – Powers, Duties and Requirements: Trustees shall:

- A) Establishing the club’s policies and procedures, an
- B) Serve in an advisory capacity to members and officers, and
- C) Settle disputes, and
- D) Within 30 days of the end of each quarter, conduct a quarterly audit of all finances, to include, but not be limited to, reconciling checking account statements with receipts, deposits, and show recaps from the previous quarter/year, and
- E) Meet as a Board when necessary, and
- F) Interpret By-laws, show rules and regulations, and
- G) Determine membership dues, and
- H) Appoint Jr. Trustees at their discretion, determining the responsibilities of same, and
- I) At all times, maintain active membership status. Active Membership is defined as a member who:
 - a) Active in the majority of shows, either as an exhibitor or in a volunteer position, or

b) Provides continuing support of the club, including attending meetings, maintaining the club grounds, participating in committee work, or serving as an officer, or

c) Helps in episodic activities associated with the club such as fundraisers and cleanup days,

d) Maintains active participation in no less than 3 standing committees,

Section 3 – Quorum: A quorum necessary for any required vote shall be the majority of the Trustees present for said vote.

Section 4 – Elections: All Trustees shall be elected by a majority of the voting members at the annual meeting of MSC. Elections shall be conducted by secret ballot, handed out by the Executive Committee. A signature of the voting member is required upon receipt of each ballot. The Executive Committee shall have the final decision regarding which members hold voting member status.

Section 5 – Vacancies: In the event that a Trustee is unable to serve for any reason, including suspension or removal by the Executive Committee, the Executive Committee, by majority vote, shall select a replacement to serve in the same capacity as the elected Trustee until the next election cycle. In the event that the position cannot be filled, and a minimum number of Trustees remain as required by law, the unfilled position may be absorbed by the remaining Board of Trustee members until the next election cycle.

ARTICLE 5: OFFICERS

Section 1 – Titles: The Officers of MSC shall consist of a President, General Vice President, Vice President of Contest, Secretary and Treasurer. Said Officers shall be elected by a majority of the voting members at the annual meeting of MSC, as described in section 4 herein.

Section 2 – Terms, Qualifications and Requirements:

A) Terms: The Elected officers shall hold office for a period of one (1) year, and until their successors are elected and qualified. No two (2) family members shall hold the office of President and Treasurer during the same term. No term limits shall be imposed.

B) Qualifications: To remain in good standing, an Officer must:

- 1) Have paid their annual membership by January 31st of the current year, and
- 2) Be a voting member in good standing for a minimum of one year prior to the election year, and
- 3) Be a member in good standing within the community and have no criminal convictions regarding embezzlement or theft.

C) Requirements: At all times all Officers must maintain active membership status. Active Membership is defined as a member who:

- a) Is active in the majority of shows, either as an exhibitor or in a volunteer position, or
- b) Provides continuing support of the club, including attending meetings, maintaining the club grounds, participating in committee work, or serving as an officer, or
- c) Helps in episodic activities associated with the club such as fundraisers and cleanup days, and
- d) Maintains active participation in no less than 3 standing committees.

Section 3 – Powers and Duties:

A) President: The President shall:

- 1) Be the Chief Executive Officer of MSC and shall preside at all meetings of the members and Executive Board, and
- 2) See that the By-Laws and the Rules and Regulations of MSC are enforced, and
- 3) Countersign when necessary, all checks for payment of bills and accounts once same have been approved by the Board of Trustees, and
- 4) Appoint all special committees, and
- 5) Shall vote as a member in any membership and Executive Committee voting, and

6) Actively participate and oversee the Sponsorship Committee, and

7) Execute all contracts for MSC, and

7) Perform all other duties assigned by the Executive Committee.

B) General Vice President: The General Vice President shall:

1) Oversee management of MSC shows, including maintenance of grounds and equipment, making repairs as needed, and

2) Oversee all Pleasure shows, including becoming, or appointing another member to become, the custodian for the safekeeping of all documents and records pertaining to accumulated points for year-end awards. Said documents shall be turned over, in their entirety, to the Awards and Banquet Committee at the end of each show, and

3) Oversee all office staff and food both personnel, and

4) Get recap sheets and all finances from each show to the Treasurer at the end of each show, and

5) Take over as President if/when the necessity arises as determined by the Board of Trustees.

C) Vice President of Contest and Fun Shows: The Vice President of Contest shall:

1) Oversee all Contest and Fun shows, at the discretion of the General Vice President, and perform all functions

required of the General Vice President as listed above regarding the Pleasure shows, and

2) Take over as General Vice President if/ when the necessity arises as determined by the Board of Trustees.

D) Secretary: The Secretary shall:

1) Keep accurate minutes of each meeting of the members and Executive Board, and shall make same available for inspection and examination by the members and/ or Executive Committee members at each meeting.

Said minutes shall be subject to the approval of a majority of the members and/or Executive Committee members present, and

2) Attend to all correspondences of MSC, including all contracts, and

3) At all times be the custodian of all records and documents of MSC –both past and present - with the exception of those records designated in these By-Laws to be housed elsewhere. All records, however designated to be held during the year, shall be turned over in their entirety to the Secretary at the end of each year, and

4) Be in charge of all memberships, and actively participate in and oversee the Membership Committee.

E) Treasurer: The Treasurer shall:

- 1) Receive and deposit all monies belonging to MSC. There shall be no “cash on hand” permitted within MSC, unless same is required for the successful administration of an MSC event. All funds collected, from whatever source, must be deposited within five (5) business days of collection, and
- 2) Countersign all checks with the President/Trustee member for the payment of the debts and accounts of MSC, after payment of same has been approved by the Executive Committee through majority vote at any meeting, including regular meetings, and
- 3) Keep accurate records of account, and
- 4) Present a monthly report to all members at the regular meeting. Said report shall include current balances, deposits, receipts, as well as, the status of the scholarship/savings account, and all CD activities, and
- 5) Order necessary equipment/services, including but not limited to, lawn service, sanitation stations, and all necessary insurance.

Section 4 – Elections: All Officers shall be elected by a majority of the voting members at the annual meeting of MSC. Elections shall be conducted by secret ballot, handed out by the Executive Committee. A signature of the voting member is required upon receipt of each ballot. The Executive Committee shall have the final decision regarding which members hold voting member status.

Section 5 – Vacancies: In the event that an Officer is unable to serve for any reason, including suspension or removal, the Executive Committee, by majority vote, shall select a replacement to serve in the same capacity as the elected Officer until the next election cycle. In the event that the position is unable to be filled, and is not required by law, the duties shall be absorbed by the Executive Committee.

ARTICLE 6: MEETINGS

Section 1 – Regular Meetings: Regular meetings shall be held monthly at the date, time and place determined by the Executive Committee. Meeting notification shall be posted on the MSC website and given at the end of all prior meetings. The Executive Committee shall endeavor to maintain the same date, time and place each month whenever possible.

Section 2 – Special Meetings: Special meetings may be called by any member of the Executive Committee. Each MSC member shall be given notice of same via the MSC website at least five (5) business days prior to the meeting. No matter shall be considered at the special meeting other than that set forth in the website notification.

Section 3 – Annual Meeting: The annual meeting shall be held during the awards banquet of each year. Notification of same shall be posted on the MSC website and may be announced at the final show of the season.

Section 4 – Quorum: A majority of voting members in attendance shall constitute a quorum at each meeting.

ARTICLE 7 COMMITTEES

Section 1 – Standing Committees: The following shall be considered permanent committees and shall operate at the discretion of the Executive Committee:

A) Awards and Banquet Committee: this committee shall be responsible for, but is not be limited to, the award and distribution of:

- 1) All show ribbons and points, and
- 2) All year-end points, ribbons and trophies

B) Youth Committee: this committee shall be responsible for, but is not limited to:

- 1) The development and implementation of Youth sponsored club events, and
- 2) Club fundraising; and
- 3) Trash removal at all MSC events.

C) Office Committee: this committee shall be responsible for, but is not limited to:

- 1) The development of all necessary forms, and
- 2) The posting of all necessary signage, and
- 3) Working with the General Vice President regarding the use of all equipment necessary for all MSC events to run successfully.

D) Fundraising Committee, this committee shall be responsible for, but is not limited to:

- 1) The development and implementation of fundraising activities.

E) Sponsorship Committee, this committee shall be responsible for, but is not limited to:

- 1) The development and implementation of all sponsorship programs including, sponsorship books, rail advertisements and sponsorship fundraising.

F) Scholarship Committee, this committee shall be responsible for, but is not limited to:

- 1) Fundraising and support of the Scholarship program, and
- 2) Developing and implementing the qualifications for scholarship recipients; and
- 3) The amount of the scholarship award shall be determined by the Executive Committee.

G) Membership Committee, this committee shall be responsible for, but is not limited to:

- 1) The development and implementation of programs intended to increase membership within MSC

H) Judges Committee, this committee shall be responsible for, but is not limited to:

- 1) Developing recommendations for the appointment of judges to all shows, and
- 2) Acting as liaison between judges and MSC.

I) Showbill Committee, this committee shall be responsible for, but is not limited to:

- 1) The development of, and periodic update to, all showbills for MSC shows.

J) Rules and Regulations Committee, this committee shall be responsible for, but is not limited to:

- 1) The development of, and periodic update to, all MSC Rules and Regulations.

K) Website Committee: this committee shall be responsible for, but is not limited to:

- 1) The development and maintenance of the MSC website.

The Executive Committee may choose, at its discretion to appoint other standing committees not listed in these By-Laws.

Section 2 – Special Committees: The President shall appoint any and all special committees deemed necessary.

ARTICLE 8 AMENDMENTS

Amendments to these By-Laws may be proposed by any member of the Executive Committee. Upon such proposal, a By-Laws committee shall be formed which shall, upon the completion of a draft proposal, present same to the voting members of MSC. Notification of the presentment of the proposed By-Laws amendment(s) shall be given to all members through posting on the MSC website not less than ten (10) days prior to the meeting where voting is to be conducted. Notification shall include the nature of the amendment proposed and the date, time and place when voting shall be conducted. It is the preference herein that any vote on By-Laws Amendments shall take place during a regular meeting. Approval of any and all amendments herein shall be through Quorum of the voting members, including all officers and trustees, present at said designated meeting.

ARTICLE 9 DISPERSAL OF PROPERTY

In the event of dissolution of the MSC, the land, together with all its buildings and chattels, shall be sold subject to the restrictions and conditions of (1) the Warranty Deed between MSC and Richard T. Meyers, filed July 7, 1966, recorded as 160279, Volume 3158, page 714 and (2) the Warranty Deed between MSC and Minnie C. Hollinger, filed on August 15, 1962, and recorded as 65243, Volume 2874, page 70. All proceeds from said sale shall be distributed to a non-profit organization as determined by a quorum of the voting members at a regular meeting where notification of said vote shall be given in advance.

ARTICLE 10 PARLIAMENTARY AUTHORITY

“Revised Robert’s Rules of Order” shall be the parliamentary authority for all matters of procedure not specifically addressed herein or in the MSC Rules and Regulations.