

## **Article I Purpose, Offices, and Official Seal**

1. Purpose of the Oley Valley Combined Training Association is two-fold:
  - a. Inform and educate its members and general public on horsemanship and horse care.
  - b. Promote the equestrian disciplines of Combined Training and Dressage.
2. The registered official address shall be P.O. Box 116, St. Peters, Pennsylvania, 19470-0116.
3. Additional offices and addresses are allowed, as corporate activities warrant. Additional offices must be agreed on by the Board of Directors (BOD).
4. The corporation seal shall wear the following inscription: name of the corporation, the year of its organization, and the words "Corporate Seal, Pennsylvania".

## **Article II Membership and responsibilities of Membership**

1. Becoming a member, suspending membership, and reinstating membership
  - A. Becoming a member
    - i. Members join by completing an application form and submitting dues to the membership chair.
    - ii. Membership is valid for one year, from November 30 to December 1.
    - iii. Annual dues rate is determined by The BOD, and can be changed only by a vote by the BOD.
    - iv. Membership in this corporation is not transferable or assignable.
  - B. Members can only be suspended for the following reasons
    - i. Members can be suspended for non-payment of dues, either directly or for the funds not clearing the bank.
    - ii. Members can be suspended for conviction of inhumane treatment of people or animals.
  - C. Members can be reinstated through the following process.
    - i. If a member is suspended for non-payment of dues, making good those funds plus associated bank fees reinstates the membership.
    - ii. If a member is suspended for conviction of inhumane treatment of people or animals, to reinstate membership, the former member needs to pay their debt to society and then make a written request of the Secretary, who will call a vote by the BOD. If a majority of the BOD agree, the membership can be reinstated as described in Article II.1.A above.
3. Responsibilities of Membership are twofold—to elect a BOD at the Annual Meeting and to vote on other issues presented by the BOD.
  - A. The BOD is responsible for the business of running the club. Members of the BOD must meet certain requirements and be elected at the Annual Meeting.
    - i. There will be 12 board members, and each member must meet the following requirements:
      - a. Members of the BOD must be current members of OVCTA
      - b. Members of the BOD must be a natural person.
      - c. Members of the BOD must be 18 years old or older.
      - d. Members of the BOD do not have to meet a residency requirement.
      - e. Members of the BOD need to be willing to serve a 3-year term.
      - f. Members of the BOD must serve without compensation.
    - i. Members of the BOD will be voted in at the Annual Meeting. Requirements of the voting process are described below.

Details about the Annual Meeting will be distributed by postal mail, email, on the OVCTA website , and/or other commonly accepted communication method.

- a. Members running for BOD will be nominated from the general OVCTA membership.
  - b. OVCTA members will be notified of those running for the BOD by postal mail, email, on the OVCTA website, and/or other commonly accepted communication method.
  - c. Candidates may be written-in at the time of the election.
- A. For items requiring a vote of the general membership, each election will be overseen by a Judge of the Election, and each OVCTA member is entitled to one vote.
- i. The BOD will appoint judges of the election.
    - a. The BOD will appoint 1 or 3 judges of the Election.
    - b. Judges of the Election do not need to be members of OVCTA.
    - c. BOD candidates are ineligible for serving as Judges of the Election.
  - ii. Each OVCTA member is entitled to one vote.
    - a. Member's votes may not be sold for money or any other item of value.
    - b. Members may vote by paper ballot, absentee ballot, or any other reasonable means which are clearly defined to all members not less than 14 days before the election.
    - c. Absentee ballots must be received by the Judge of the Election before the start of the meeting.
    - d. If a member's right to vote is challenged, the presiding officer will require the membership to be verified.

### Article III Meetings

OVCTA can hold general meetings of the membership, and must hold an Annual meeting each calendar year.

#### 1. Rules for holding meetings

- A. General Meetings of Membership (GMM) are scheduled by the BOD.
- i. The Secretary or other member of the BOD must provide all OVCTA members with written and/or electronic notice of every meeting, stating the time, place and the general nature of the business to be transacted 14 days in advance.
  - ii. Regular meetings can include, but are not limited to, voting on bylaws and voting on any business of the club.
  - iii. In order for business to be voted on, a quorum of OVCTA members must be present.
    - a. If a quorum is not present at the meeting, voting must be rescheduled to the next meeting.
    - b. If a quorum is not present at the second meeting, a vote of all attending OVCTA members will stand.
  - iv. Members may participate in a meeting of the Board or of the members using electronic or virtual means as long as all persons participating in the meeting can hear each other.
1. Special rules for Annual Meeting -The Annual Meeting will be held in March, and will include voting the BOD and reviewing annual reports.
- A. The Annual Meeting of the members shall be held in March of each year. If the BOD has not scheduled the Annual Meeting by September, any member may schedule the Annual Meeting.
  - B. The BOD will be elected at the Annual Meeting, as defined in Article II.2.A above.
  - C. At the annual meeting, the BOD (BOD) must present the Annual Report. The report must be verified by the President and Treasurer and a majority of the BOD, and will be filed with the minutes. The report must include the following:
    - i. The most recent annual treasurer's report, to include:
      - a. Endowment or trusts
      - b. Any principal changes.
      - c. Revenue or receipts, restricted and unrestricted
      - d. Expenses or disbursements
    - ii. The membership report, to include:
      - a. Total members
      - b. A statement of increase or decrease during the year compared to the previous year

- c. A statement of the place where the names and addresses of the current members may be found
- iii. Minutes from the last annual meeting.

#### **Article IV Board of Directors**

BOD, who serves without compensation, is responsible for running the business and affairs of OVCTA, removing and replacing members from the board, and electing officers of the board.

##### 1. Responsibilities of the board

- A. The BOD must hold at least 10 (ten) meetings per year
  - i. Members of the BOD must be informed of meeting time and location at least 10 days prior to the meeting.
  - ii. In order for business to be transacted at a meeting, a quorum, defined as at least 7 board members, must be present.
  - iii. The board can conduct business any time a quorum is present, as long as all of the directors consent in writing, and that consent is filed with the Secretary.
- B. The BOD elects the officers.
  - i. The officers will be President, Vice President, Secretary, Treasurer and such other officers and assistant officers as the needs of the corporation requires.
  - ii. Officer's terms are for one year.
  - iii. Officers do not have to be members of the BOD.
  - iv. One person may hold multiple offices.
- C. BOD may, by majority vote, establish one or more committees. Committees may exercise all of the powers and authority of the BOD, with the following exceptions:
  - Committees may not present statues to be voted on by the general membership.
  - Committees may not fill vacancies on the BOD.
  - Committees may not adopt, amend, or repeal any of the By-Laws.
  - Committees may not amend or repeal of any resolution of the Board.
  - Committees must regularly report their activities to the BOD.

The BOD can remove a member, and then can fill the vacancy until the next election. The person elected to fill this vacancy will serve for the remainder of the term.

- The BOD may remove a member if he is declared of unsound mind by an order of court or is convicted of felony.
- The BOD may remove a member if the member does not attend a meeting within the first 60 days of his election.
- The BOD may remove a member who has not officially accepted his office, either in writing or by attending a meeting of the BOD in the first 60 days of his election.
- The BOD may remove a member who has been absent from three consecutive meetings without notifying the president.
- The BOD can fill vacancies, who shall hold office for the remainder of the original member's term. Members will be selected by a majority vote of the remaining BOD

##### 2. Responsibilities of the officers

The President must be a natural person of full age. The President is the chief executive officer of the corporation, and his responsibilities include:

- a. He/She shall preside at all meetings of the members and directors.
- b. He/She shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect.

The Vice President will act in all cases for and as President if the President is absent or incapacitated. The Vice President will also

perform such other duties as he may be required to do from time to time.

The Treasurer may be a corporation or a natural person of full age. The Treasurer has the following responsibilities:

The Treasurer maintains the corporate funds and securities.

The Treasurer maintains full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the credit of the corporation.

The Treasurer disburses the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements.

The Treasurer will report account of all his transactions as treasurer and of the financial condition of the corporation to the BOD at the regular meetings of the Board, or when every they may require it.

The Secretary shall attend all sessions of the Board and record the following:

The Secretary takes minutes at the BOD meetings.

The Secretary records all the votes at the meetings

Any officer will give notice of all meetings of the members and of the BOD.

The Secretary will perform such other duties as may be prescribed by the BOD or President, under whose supervision he shall be.

The Secretary will keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.

#### **Article V Business transactions of the club, Bookkeeping, and Notices**

OVCTA can conduct business transactions as a club, and has certain bookkeeping and notification requirements to uphold.

1. OVCTA can charge for services and products, can, within certain restrictions, engage in real estate transactions, and must designate a BOD member to sign on payment forms.
  - A. OVCTA can charge money for services and products. In the event that OVCTA earns a profit, those profits must be applied to the maintenance, operations, and lawful activities of the club. Profits may not be divided or distributed among the members, BOD members, or officers.
  - B. OVCTA cannot purchase real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the BOD. A vote of the general membership is not required for these transactions, unless stated elsewhere in the By-Laws. If the real estate in question is held in trust, all terms of the trust must be met before any transaction can happen.
  - C. All signature-required payment forms (checks, money orders, etc) must be signed by a designated officer of the BOD.
2. OVCTA must maintain records of the club and make those records available, and must meet certain requirements when giving notification to members.
  - A. The OVCTA Secretary must will keep the following records:
    - i. Minutes of all meetings of BOD and Meetings of the Membership
    - ii. By-Laws, including all amendments
    - iii. Membership register
    - iv. Record of accounts
  - B. Members have the right to examine or make copies of the records, either in person or by agent or attorney, under the following conditions:

- i. Member must state the proper purpose of the examination in writing
- ii. Examination must take place during normal business hours

A proper purpose is defined as a purpose reasonable related to the interest of the person as a member of OVCTA. If the member asks an attorney or other agent to examine the records, the written request must be accompanied by a power of attorney or other such writing which authorizes the attorney or other agent to act in behalf of the member, and that the records are demanded under oath.

- C. If OVCTA needs to give notification to a member or members, the communication methods described in Section A.1.a. will apply, with the additional requirement that the member or members must confirm that the communication is received.

#### **Article VI – Amending the constitution**

Members can submit amendments to the constitution, which will require the BOD to schedule a meeting and inform members of the proposed change, and the change must be accepted by a majority of members at an official meeting.

1. Members may submit desired constitutional amendments to the BOD at least two months before said meeting.
  1. BOD must notify the general membership in writing and/or electronic notice that the constitution is being amended at least 14 days in advance of the meeting.
  2. By-Laws may be amended or repealed by a majority vote of the members present and in good standing at an official meeting of the membership.

#### **Article VII Fiscal Considerations**

1. The fiscal year of the corporation shall begin on the first day of January.
2. The BOD can make capital contributions in accordance with the provisions of section 7541 of the Nonprofit Corporation Law of 1972.
3. The BOD may authorize the corporation to accept subventions from members or nonmembers in accordance with the provisions of section 7542 of the Nonprofit Corporation Law of 1972.